

From Corporate Office: 510, A Wing, Kohinoor City C-1
Kiroi Road, Off L.B.Shastrri Marg, Kurla (W)
Mumbai - 400 070, India
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Date & Time: 31st December, 2015 at 5.00 p. m.

Result of Postal Ballot

Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 approval of members of the Company was sought for passing of resolutions for the items of special business proposed in the Notice of postal ballot dated 6th November, 2015. The Last date for receipt of postal ballot form duly completed by members / e-voting was 29th December, 2015 by 5.00 p.m.

The Board of Directors in their meeting held on 6th November, 2015 had appointed Chetan R. Shah, a Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer after carrying out the scrutiny of Postal Ballots received together with results of e-voting upto 5:00 PM on 29th December, 2015, submitted their enclosed Report on voting (Postal Ballot and E-voting) dated 31st December, 2015. Based on the report submitted by the scrutinizer under relevant rules of Companies (Management and Administration) Rules, 2014, I declare that the following items of special business have been passed with requisite majority and deemed to have been passed on 31st December, 2015.

| Sr. No. | Type of Resolution | Description of items of special business | Result |
|---------|--------------------|--|--------------------------------|
| 1 | Special Resolution | Adopt new set of Articles of Association, commensurate with the provisions of the Companies Act, 2013 | passed with requisite majority |
| 2 | Special Resolution | Authority to the Board of Directors of the Company under Section 180(1) (a) of the Companies Act, 2013 to mortgage, hypothecate, pledge and / or charge, all or any of the movable and / or immovable properties of the Company for securing borrowings upto the value not exceeding the sum of Rs.500 Crore (Rupees Five Hundred Crore only). | passed with requisite majority |
| 3 | Special Resolution | Authority to the Board of Directors of the Company under Section 180(1) (c) of the Companies Act, 2013, to borrow an amount not exceeding the sum of Rs.500 crore (Rupees Five Hundred Crore only). | passed with requisite majority |

For GRP Limited

Sd/-
Rajendra V. Gandhi
Managing Director

Encl.: Scrutinizer's report



CHETAN R. SHAH

B. Com., LL.B., F.C.S.
Company Secretary

309, Aabhushan Complex, 17, Mahadevnagar Society, Stadium Road, Ahmedabad - 380 014.
Tel. : (O) 2642 1657 (R) 2640 5297 M. : 93282 46138 E-mail : shah_cr@yahoo.co.in

REPORT OF SCRUTINIZER - Combined

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014)

To
The Chairman,
Board of Directors,
GRP LIMITED
Plot No.8, GIDC Estate,
Ankleshwar - 393 002,
Dist. Bharuch, Gujarat.

Dear Sir,

1. I, Chetan R. Shah, Practising Company Secretary, have been appointed as a scrutinizer by the Board of Directors of GRP Limited (the Company for the purpose of scrutinizing the E-voting process and voting by postal ballots carried out as per the provisions of section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (Rules) and pursuant to the provisions of Clause 35B of the Listing Agreement, for ascertaining the requisite majority.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e – voting and voting by postal ballots on the resolutions contained in the Notice dated 6th November, 2015 issued to the members of the Company. My responsibility as a scrutinizer for the e-voting process and for voting by postal ballots on the said Resolutions is restricted to make a Scrutinizer's report of the votes cast "in favour", "against" or "invalid" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the authorized agency to provide e-voting facilities, engaged by the Company to provide e-voting facilities for e-voting and the ballot papers received upto 5.00 p.m. on 29-12-2015.
3. I have issued a separate Scrutinizer's Report dated 31-12-2015 **on the e-voting** and a separate Scrutinizer's Report dated 31-12-2015 **on voting by postal ballots** on the resolutions contained in the notice dated 06-11-2015. As requested by management, I submit herewith my combined report on the results of e-voting together with that of voting by postal ballots as under: -



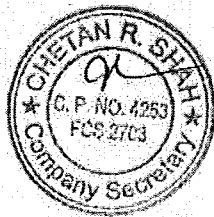
| Item No. of Notice | Total Votes in favour of the resolution (E-voting and voting by postal ballot) | | Total Votes against the resolution (E-voting and voting by postal ballot) | | Invalid votes |
|---|--|--|---|--|---------------|
| | Nos. | % of total number of valid votes cast (Favour and Against) | Nos. | % of total number of valid votes cast (Favour and Against) | Nos. |
| Item No. 1 of the Notice (As a Special Resolution) | 2,77,672 | 100 | 0 | 0 | 0 |
| Item No. 2 of the Notice (As an Special Resolution) | 2,77,672 | 100 | 0 | 0 | 0 |
| Item No. 3 of the Notice (As an Special Resolution) | 2,77,667 | 99.99 | 5 | 0.01 | 0 |

I have issued a separate Scrutinizer's Report dated 31-12-2015 on the e-voting and voting by postal ballots on the resolutions contained in the notice dated 06-11-2015 as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on above, I report that the Resolutions contained in the said Notice stand passed with the requisite majority as required under the provisions of the Companies Act, 2013.

Thanking you,

Yours faithfully,

Chetan R. Shah

Practising Company Secretary

Membership No. : 2703, C. P. No. 4253

Place: Ahmedabad

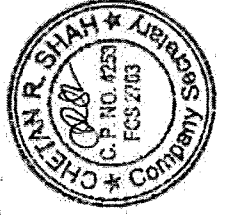
Date: December, 31, 2015.

Annexure

Item No. 1:-

To approve and adopt a new set of Articles of Association in place of the existing Articles of Association of the Company.
(Special Resolution)

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes against (5) | favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|---------------------|------------------------|-------------------------|---|----------------------------|--------------------------|--|--|
| Promoter and Promoter Group | E-Voting | 2,69,527 | 2,69,527 | 100 | 2,69,527 | NIL | 100 | NIL |
| | Poll | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Postal Ballot Total | NIL | NIL | NIL | NIL | NIL | 100 | NIL |
| Public-Institutions | E-Voting | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Poll | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Postal Ballot Total | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Public-Non Institutions | E-Voting | 5,657 | 5,657 | 100 | 5,657 | NIL | 100 | NIL |
| | Poll | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Postal Ballot Total | 2,488 | 2,488 | 100 | 2,488 | NIL | 100 | NIL |
| Total | E-Voting | 2,75,184 | 2,75,184 | 100 | 2,75,184 | NIL | 100 | NIL |
| | Poll | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Postal Ballot Total | 2,488 | 2,488 | 100 | 2,488 | NIL | 100 | NIL |

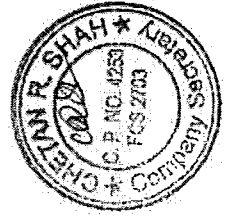


Item No. 2:-

To give authority to the Board of Directors of the Company under section 180(1)(a) of the Companies Act, 2013.

(Special Resolution)

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes against (5) | favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|----------------|------------------------|-------------------------|---|----------------------------|--------------------------|--|--|
| Promoter and Promoter Group | E-Voting | 2,69,527 | 2,69,527 | 100 | 2,69,527 | NIL | 100 | NIL |
| | Poll | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Postal Ballot | NIL | NIL | NIL | NIL | NIL | 100 | NIL |
| | Total | 2,69,527 | 2,69,527 | 100 | 2,69,527 | NIL | 100 | NIL |
| Public-Institutions | E-Voting | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Poll | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Postal Ballot | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Total | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Public-Non Institutions | E-Voting | 5,657 | 5,657 | 100 | 5,657 | NIL | 100 | NIL |
| | Poll | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Postal Ballot | 2,488 | 2,488 | 100 | 2,488 | NIL | 100 | NIL |
| | Total | 8145 | 8145 | 100 | 8145 | NIL | 100 | NIL |
| Total | E-Voting | 2,75,184 | 2,75,184 | 100 | 2,75,184 | NIL | 100 | NIL |
| | Poll | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Postal Ballot | 2,488 | 2,488 | 100 | 2,488 | NIL | 100 | NIL |



Item No. 3:-

To give authority to the Board of Directors of the Company under section 180(1)(c) of the Companies Act, 2013.

(Special Resolution)

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes against (5) | favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|----------------|------------------------|-------------------------|---|----------------------------|--------------------------|--|--|
| Promoter and Promoter Group | E-Voting Poll | 2,69,527 | 2,69,527 | 100 | 2,69,527 | 0 | 100 | NIL |
| | Postal Ballot | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Public-Institutions | Total | 2,69,527 | 2,69,527 | 100 | 2,69,527 | NIL | 100 | NIL |
| | E-Voting Poll | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Postal Ballot | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| Public-Non Institutions | Total | 2,69,527 | 2,69,527 | 100 | 2,69,527 | NIL | 100 | NIL |
| | E-Voting Poll | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Postal Ballot | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| Total | Total | 2,69,527 | 2,69,527 | 100 | 2,69,527 | 5 | 99.91 | 0.09 |
| | E-Voting Poll | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Postal Ballot | 2,488 | 2,488 | 100 | 2,488 | NIL | 100 | NIL |
| Total | Total | 8145 | 8145 | 100 | 8140 | 5 | 99.94 | 0.06 |
| | E-Voting Poll | 2,75,184 | 2,75,184 | 100 | 2,75,179 | 5 | 99.99 | 0.01 |
| | Postal Ballot | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| Total | Total | 2,488 | 2,488 | 100 | 2,488 | NIL | 100 | NIL |
| | E-Voting Poll | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Postal Ballot | 2,488 | 2,488 | 100 | 2,488 | NIL | 100 | NIL |

