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Declaration of Result of the Voting at 41st Annual General Meeting

Pursuant to Section 108 and 109 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 proposed in the Notice dated 30th May, 2015 of 41st Annual General Meeting of the company held at Registered Office of the Company at Plot No.8, GIDC Estate, Ankleshwar – 393002.

The Board of Directors in their meeting held on 30th May, 2015 had appointed Chetan R. Shah, a Practicing Company Secretary, as Scrutinizer for scrutinizing the remote e-voting and ballot paper voting process in a fair and transparent manner. The Scrutinizer after carrying out the scrutiny of voting process, submitted his enclosed report on voting (Ballot and remote e-voting) dated 27th July, 2015. Based on the report submitted by the scrutinizer under the applicable provisions of the Companies Act, 2013, I declare that the following business have been passed with requisite majority and deemed to have been passed at the 41st Annual General Meeting held on 27th July, 2015.

Sr. No.	Type of Resolution	Description of items of business	Result
1	Ordinary Resolution	a) Adoption of Audited Financial Statements for the year ended March 31, 2015, the Reports of Board of Directors and Auditors thereon. b) Adoption of Audited Consolidated financial statements for the year ended March 31, 2015.	passed with requisite majority
2	Ordinary Resolution	Declare dividend on equity shares for the financial year 2014-15.	passed with requisite majority
3	Ordinary Resolution	Appoint a director in place of Harsh R. Gandhi, who retires by rotation and being eligible, offers himself for re-appointment.	passed with requisite majority
4	Ordinary Resolution	Reappoint A.B. Modi & Associates as Auditors and to authorize Board of Directors to fix their remuneration	passed with requisite majority
5	Ordinary Resolution	Appointment of Smt. Nayna R. Gandhi as a Director of the Company	passed with requisite majority
6	Special Resolution	Approval to re-appointment of and remuneration to Harsh R. Gandhi as Executive Director.	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

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REPORT OF SCRUTINIZER - Combined

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014)

To

The Chairperson of the 41st Annual General Meeting of
GRP Limited (the Company) held on **Monday, 27th July, 2015 at 12.30 p.m.** at 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
 - 1) the Board of Directors of GRP Limited (the Company for the purpose of scrutinizing the E-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and pursuant to the provisions of Clause 35B of the Listing Agreement and
 - 2) the Chairperson of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Rules, on the resolutions contained in the notice to the 41st Annual General Meeting (AGM) of the members of the Company, held on **Monday, 27th July, 2015 at 12.30 p.m.** at Plot No.8, GIDC Estate, Ankleshwar - 393 002, Dist. Bharuch, Gujarat.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e - voting and poll on the resolutions contained in the Notice to the 41st Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for poll at the AGM 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 remote 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 also at the time of poll at AGM.



: 2 :

3. I have issued a separate Scrutinizer's Report dated 27-07-2015 **on the remote e-voting** and a separate Scrutinizer's Report dated 27-07-2015 **on the poll** on the resolutions contained in the notice to the AGM. As requested by management I submit herewith my combined report on the results of e-voting together with that of Poll as under: -

Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		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 an Ordinary Resolution)	2,73,900	100	NIL	NIL	NIL
Item No. 2 of the Notice (As an Ordinary Resolution)	2,73,900	100	NIL	NIL	NIL
Item No. 3 of the Notice (As an Ordinary Resolution)	2,73,900	100	NIL	NIL	NIL
Item No. 4 of the Notice (As an Ordinary Resolution)	2,73,900	100	NIL	NIL	NIL
Item No. 5 of the Notice (As an Ordinary Resolution)	2,73,890	100	10	--	NIL
Item No. 6 of the Notice (As a Special Resolution)	2,73,900	100	NIL	NIL	NIL



