

From | **Corporate Office:** 510, A Wing, Kohinoor City C-I
Kiroi Road, Off L.B. Shastri Marg, Kurla (W)
Mumbai - 400 070, India
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GRP/M/ 358 /2016

23.09.2016

To BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. <u>Scrip code : 509152</u>	To National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. <u>Symbol : GRPLTD – Series: EQ</u>
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Dear Sir / Madam,

Sub.: Voting results of the business transacted at the 42nd Annual General Meeting

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are submitting herewith the details regarding the voting results of the business transacted at the 42nd Annual General Meeting (AGM) of the Company in the prescribed format along with the consolidated report dated 22nd September, 2016 issued by Mr. Chetan Shah, Practising Company Secretary, who was appointed as a scrutinizer by the Company.

The voting results and report of the scrutinizer is also uploaded on Company's website www.grpweb.com

You are requested to take the same on your record and oblige.

Thanking you,

Yours truly,

For GRP Limited

A handwritten signature in black ink, appearing to read 'Ganesh A. Ghangurde', is written over a horizontal line.

for Ganesh A. Ghangurde
President & Chief Financial Officer & Company Secretary

Encl.: As above

Note: All the resolutions set out in the Notice calling the Annual General Meeting have been passed with overwhelming majority and the same are deemed to be passed on the date of the Annual General Meeting i.e. 21st September, 2016.

Date of the AGM	:	Wednesday, 21 st September, 2016
Total number of shareholders on record date / book closure date	:	2456
No. of Shareholders present in the meeting either in person or through proxy:		
a) Promoters and Promoters Group	:	6 numbers in person
b) Public	:	14 numbers in person
Total	:	20 numbers in person
No. of Shareholders present in the meeting through Video Conferencing:		
c) Promoters and Promoters Group	:	No video conferencing was offered during AGM.
d) Public	:	
Total	:	

Resolution No. 1

To consider and adopt the audited financial statement of the company for the financial year ended 31st March, 2016, the Reports of the Board of Directors and Auditors thereon.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-voting	269522	269522	100.000	269522	NIL	100.000	NIL
	Poll / Ballot	77800	77800	100.000	77800	NIL	100.000	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll / Ballot	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	E-voting	1832	1832	100.000	1832	NIL	100.000	NIL
	Poll / Ballot	29978	29978	100.000	29978	NIL	100.000	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total		379132	379132	100.000	379132	NIL	100.000	NIL



Resolution No. 2

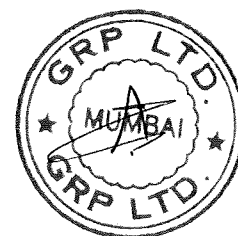
To declare dividend on equity shares for the financial year 2015 -16.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-voting	269522	269522	100.000	269522	NIL	100.000	NIL
	Poll / Ballot	77800	77800	100.000	77800	NIL	100.000	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll / Ballot	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	E-voting	1832	1832	100.000	1832	NIL	100.000	NIL
	Poll / Ballot	29978	29978	100.000	29978	NIL	100.000	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total		379132	379132	100.000	379132	NIL	100.000	NIL

Resolution No. 3

To appoint a director in place of Mahesh V. Gandhi, who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-voting	269522	269522	100.000	269522	NIL	100.000	NIL
	Poll / Ballot	77800	77800	100.000	77800	NIL	100.000	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll / Ballot	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	E-voting	1827	1827	100.000	1827	NIL	100.000	NIL
	Poll / Ballot	29978	29978	100.000	29978	NIL	100.000	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total		379127	379127	100.000	379127	NIL	100.000	NIL



Resolution No. 4

To reappoint M/s. A. B. Modi & Associates, Chartered Accountants, the retiring auditors of the company as Auditors and to authorize Board of Directors to fix their remuneration.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-voting	269522	269522	100.000	269522	NIL	100.000	NIL
	Poll / Ballot	77800	77800	100.000	77800	NIL	100.000	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll / Ballot	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	E-voting	1832	1832	100.000	1832	NIL	100.000	NIL
	Poll / Ballot	29978	29978	100.000	29978	NIL	100.000	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total		379132	379132	100.000	379132	NIL	100.000	NIL

Resolution No. 5

Appointment of Smt. Alpana Parida as an Independent Director of the Company

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-voting	269522	269522	100.000	269522	NIL	100.000	NIL
	Poll / Ballot	77800	77800	100.000	77800	NIL	100.000	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll / Ballot	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	E-voting	1830	1830	100.000	1830	NIL	100.000	NIL
	Poll / Ballot	29978	29978	100.000	29978	NIL	100.000	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total		379130	379130	100.000	379130	NIL	100.000	NIL



Resolution No. 6

Approval to Reappointment of and remuneration to Rajendra V. Gandhi as a Managing Director of the Company

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-voting	269522	269522	100.000	269522	NIL	100.000	NIL
	Poll / Ballot	77800	77800	100.000	77800	NIL	100.000	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll / Ballot	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	E-voting	1832	1832	100.000	1832	NIL	100.000	NIL
	Poll / Ballot	29978	29978	100.000	29978	NIL	100.000	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total		379132	379132	100.000	379132	NIL	100.000	NIL

Resolution No. 7

Payment of Commission not exceeding 1% of the net profits of the Company to Non-Executive Directors of the Company

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-voting	269522	269522	100.000	269522	NIL	100.000	NIL
	Poll / Ballot	77800	77800	100.000	77800	NIL	100.000	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll / Ballot	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	E-voting	1832	1832	100.000	1830	2	99.999	0.001
	Poll / Ballot	29978	29978	100.000	29978	NIL	100.000	NIL
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total		379132	379132	100.000	379130	2	99.999	0.001





CHETAN R. SHAH

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

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

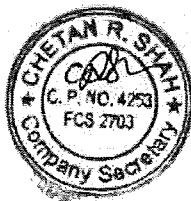
REPORT OF SCRUTINIZER (Combined)

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

To,
The Chairperson of the 42nd Annual General Meeting (AGM) of,
GRP LIMITED
Plot No.8, G.I.D.C. Estate,
Ankleshwar - 393002, 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 ballot 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for ascertaining the requisite majority for passing the resolutions contained in the Notice dated 20th May, 2016 issued to the members of the Company.
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 ballots on the resolutions contained in the Notice dated 20th May, 2016 issued to the members of the Company. My responsibility as a scrutinizer for the e-voting process and for voting by ballots on the said Resolutions is restricted to make a Scrutinizer's report of the votes cast "in favour", "against" or "invalid" towards 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.
3. I have issued a separate Scrutinizer's Report dated 22nd September, 2016 on the e-voting and a separate Scrutinizer's Report dated 22nd September, 2016 on voting by ballots on the resolutions contained in the Notice dated 20th May, 2016. As requested by management, I submit herewith my combined report on the results of e-voting together with that of voting by ballots as under: -

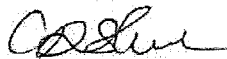


Item No. of Notice	Total Votes in favour of the resolution (E-voting and voting by ballot)		Total Votes against the resolution (E-voting and voting by ballot)		Invalid votes Nos.
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	
Item No. 1 of the Notice (As an Ordinary Resolution)	379132	100.000	0	0.000	0
Item No. 2 of the Notice (As an Ordinary Resolution)	379132	100.000	0	0.000	0
Item No. 3 of the Notice (As an Ordinary Resolution)	379127	100.000	0	0.000	0
Item No. 4 of the Notice (As an Ordinary Resolution)	379132	100.000	0	0.000	0
Item No. 5 of the Notice (As an Ordinary Resolution)	379130	100.000	0	0.000	0
Item No. 6 of the Notice (As an Special Resolution)	379132	100.000	0	0.000	0
Item No. 7 of the Notice (As an Ordinary Resolution)	379130	99.999	2	0.001	0

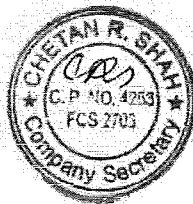
Based on above, I report that the Resolutions contained in the said Notice stand passed with the requisite majority as required under the provisions of the Companies Act, 2013.

Thanking you,

Yours faithfully,



Chetan R. Shah
Practising Company Secretary
Membership No. : 2703, C. P. No. 4253



Place: Ahmedabad
Date: 22nd September, 2016