

From Corporate Office: 510, A Wing, Kohinoor City C-I  
Kiroi Road, Off L.B.S. Marg, Kurla (W)  
Mumbai - 400 070, India  
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GRP/M/ 359 /2018-19

28.03.2019

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

Dear Sir / Madam,

**Re : Disclosure pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of voting results of postal ballot**

This is to inform you that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, approval of Members of the Company was sought for the special business mentioned below to be passed through Postal Ballot:-

- 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<sup>st</sup> April, 2019.
- Approval for continuation of current term of Dr.Peter Philip (DIN:00820202), Non-executive Director.
- Approval for continuation of current term of Mr.Mahesh Gandhi (DIN:00133203), Non-executive Director.


Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Voting Results of the said ballot alongwith the Scrutinizer's Report dated 28<sup>th</sup> March, 2019

We would further like to inform you that all above Special Resolutions were passed by the shareholders with the requisite majority and deemed to have been passed on 28<sup>th</sup> March, 2019.

You are requested to take the above on record and oblige.

Thanking you,

For GRP Limited

  
Abhijeet Sawant  
Company Secretary

Encl.: as above

GRP Ltd.

CIN No.: L25191GJ1974PLC002555

Registered Office:

Plot No. B, G.I.D.C., Ankleshwar - 393 002, Dist. Bharuch, Gujarat, India

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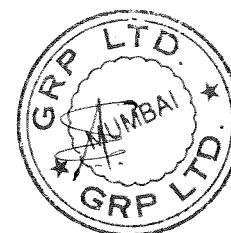
www.grpweb.com

Name of the Company	GRP Limited
Date of declaration of result of postal ballot	28 <sup>th</sup> March, 2019
Total number of shareholders on record date (8 <sup>th</sup> February, 2019)	3436
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public	Not applicable

#### Agenda- wise disclosure

- 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<sup>st</sup> April, 2019

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	262,228	262,228	100.00	262,228	NIL	100.00	NIL
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	14,900	14,900	100.00	14,900	NIL	100.00	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
Public-Non Institutions	E-voting	7,055	7,055	100.00	7,055	NIL	100.00	NIL
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	10,448	10,448	100.00	10198	250	97.61	2.39
<b>Total</b>		<b>294,631</b>	<b>294,631</b>	<b>100.00</b>	<b>294381</b>	<b>250</b>	<b>99.92</b>	<b>0.08</b>



- 2) Approval for continuation of current term of Dr.Peter Philip (DIN:00820202), Non-executive Director

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	262,228	262,228	100.00	262,228	NIL	100.00	NIL
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	14,900	14,900	100.00	14,900	NIL	100.00	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
Public-Non Institutions	E-voting	7,055	7,055	100.00	7,055	NIL	100.00	NIL
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	10,448	10,448	100.00	10,198	250	97.61	2.39
<b>Total</b>		<b>294,631</b>	<b>294,631</b>	<b>100.00</b>	<b>294381</b>	<b>250</b>	<b>99.92</b>	<b>0.08</b>

- 3) Approval for continuation of current term of Mr.Mahesh Gandhi (DIN:00133203), Non-executive Director.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	262,228	262,228	100.00	262,228	NIL	100.00	NIL
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	14,900	14,900	100.00	14,900	NIL	100.00	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
Public-Non Institutions	E-voting	7,055	7,055	100.00	2,055	5,000	29.13	70.87
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	10,348	10,348	100.00	10,098	250	97.58	2.42
<b>Total</b>		<b>294,531</b>	<b>294,531</b>	<b>100</b>	<b>289,281</b>	<b>5,250</b>	<b>98.22</b>	<b>1.78</b>





**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

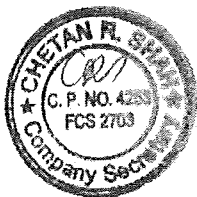
**REPORT OF SCRUTINIZER (Combined)**

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

To,  
The Jt. Managing Director,  
**GRP LIMITED**  
Plot No.8, G.I.D.C. Estate.  
Ankleshwar - 393002. Gujarat.

Dear Sir,

- I. 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 following Special Resolutions contained in the Postal Ballot Notice dated 12th February, 2019 issued to the members of the Company:
- 1) Reappointment of Mr. Rajeev M. Pandia as an Independent Director for a second consecutive term of 5 years with effect from 1st April, 2019;
  - 2) Approval for continuation of current term of Dr. Peter Philip, Non-executive Director;
  - 3) Approval for continuation of current term of Mr. Mahesh V. Gandhi, Non-executive Director.
- II. 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 ballot on the resolutions contained in the Postal Ballot Notice dated 12th February, 2019 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 facility, engaged by the Company and the ballot papers received from the members of the Company.



III. I have issued a separateScrutinizer's Report dated 28th March, 2019 on the e-voting and a separateScrutinizer's Report dated 28th March, 2019 on voting bypostal ballotson the resolutions contained in the Postal Ballot Notice dated 12th February, 2019. As requested by the management, I submit herewith my combined report on the results of e-voting together with that of voting by ballot as under:

IV.

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.	% 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 a Special Resolution)	2,94,381	99.92	250	0.08	100
Item No. 2 of the Notice (As a Special Resolution)	2,94,381	99.92	250	0.08	100
Item No. 3 of the Notice (As a Special Resolution)	2,89,281	98.22	5,250	1.78	100

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,

*CR Shah*

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



Place: Ahmedabad  
Date: 28th March, 2019