

From | Corporate Office: 510, A Wing, Kohinoor City C-I
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12.08.2020

To BSE Limited PhirozeJeejeebhoy 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 46th 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 46th Annual General Meeting (AGM) of the Company held on 11th August, 2020 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), in the prescribed format along with the Scrutinizer's Report on the combined voting results (i.e. result of remote e-voting together with that of the e-voting conducted at the AGM) dated 12th August, 2020 issued by CS Khyati Shah (Firm Name: KGS and Company), who was appointed as a scrutinizer by the Company.

Kindly note that all the resolutions set out in the Notice calling the Annual General Meeting have been passed with requisite majority and the same are deemed to be passed on the date of the Annual General Meeting i.e. 11th August, 2020.

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

Thanking you,

Yours truly,
For GRP Limited

A handwritten signature in blue ink, appearing to read 'Abhijeet Sawant', is written over a horizontal line.

Abhijeet Sawant
Company Secretary

Date of the AGM	:	11th August, 2020
Total number of shareholders on record date / book closure date	:	3104
No. of Shareholders present in the meeting either in person or through proxy:		
a) Promoters and Promoters Group	:	Not Applicable
b) Public	:	Not Applicable
Total	:	
No. of Shareholders present in the meeting through Video Conferencing:		
c) Promoters and Promoters Group	:	6
d) Public	:	20
Total	:	26

Resolution No. 1

Adoption of :

- audited Standalone Financial Statements of the company for the financial year ended 31st March,2020 together with the Reports of the Board of Directors and the Auditors thereon.
- audited Consolidated Financial Statements of the company for the financial year ended 31st March,2020 together with the Reports of the 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	276828	276828	100.000	276828	NIL	100.000	NIL
	Poll / Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		276828	100.000	276828	NIL	100.000	NIL
Public-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll / Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		NIL	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	E-voting	32413	32413	100.000	32413	NIL	100.000	NIL
	Poll / Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		32413	100.000	32413	NIL	100.00	NIL
Total		309241	309241	100.000	309241	NIL	100.000	NIL

Resolution No. 2

Appointment of a director in place of Nayna R. Gandhi (DIN:00166499), who retires by rotation and being eligible, offers herself 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	232423	232423	100.000	232423	NIL	100.000	NIL
	Poll / Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		232423	100.000	232423	NIL	100.000	NIL
Public-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll / Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		NIL	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	E-voting	32413	32413	100.000	32413	NIL	100.000	NIL
	Poll / Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		32413	100.000	32413	NIL	100.00	NIL
Total		264836	264836	100.000	264836	NIL	100.000	NIL

Resolution No. 3

Appointment of a director in place of Dr. Peter Philip (DIN:00820202), who retires by rotation and being eligible, offers himself for re-appointment.

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	276828	276828	100.000	276828	NIL	100.000	NIL
	Poll / Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		276828	100.000	276828	NIL	100.000	NIL
Public-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll / Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		NIL	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	E-voting	32413	32413	100.000	32413	NIL	100.000	NIL
	Poll / Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		32413	100.000	32413	NIL	100.00	NIL
Total		309241	309241	100.000	309241	NIL	100.000	NIL

Resolution No. 4

Payment of the remuneration by way of commission to Rajeev M. Pandia (DIN: 00021730), Non-Executive Independent Director, for the financial year ending 31st March, 2021.

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	276828	276828	100.000	276828	NIL	100.000	NIL
	Poll / Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		276828	100.000	276828	NIL	100.000	NIL
Public-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll / Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		NIL	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	E-voting	32413	32413	100.000	32411	2	99.993	0.006
	Poll / Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		32413	100.000	32411	2	99.993	0.006
Total		309241	309241	100.000	309239	2	99.999	0.001

Resolution No. 5

Ratification of the remuneration payable to the Cost Auditors, for the financial year ending 31st March, 2021.

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	276828	276828	100.000	276828	NIL	100.000	NIL
	Poll / Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		276828	100.000	276828	NIL	100.000	NIL
Public-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll / Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		NIL	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	E-voting	32413	32413	100.000	32413	NIL	100.000	NIL
	Poll / Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		32413	100.000	32413	NIL	100.00	NIL
Total		309241	309241	100.000	309241	NIL	100.000	NIL



KGS And Company
CS Khyati Shah
(M.com, ACS)

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Ahmedabad-380 014.
M: 89055 95255
Email: khyatishah.cs@gmail.com

SCRUTINIZER REPORT

To,
The Chairman of the 46th Annual General Meeting of
GRP Limited held on Tuesday, 11th August, 2020 at 2.30 p.m. IST through Video Conferencing ("VC") /
Other Audio Visual Means ("OAVM").

Dear Sir,

Sub: Consolidated Scrutinizer's Report on voting by Remote E Voting and E Voting Facility to the Shareholders present at the AGM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in respect of business set forth in the Notice of 46th Annual General Meeting.

I, CS Khyati Shah, Practicing Company Secretary, appointed as Scrutinizer by the board of directors of GRP Limited (the Company) for the purpose of Voting through Remote E voting and E Voting facility to the shareholders present at the AGM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on the below mentioned resolutions at 46th Annual General Meeting of the company held on Tuesday, 11th August, 2020 at 2.30 p.m.

The management of the company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and Rules made there under; (ii) the SEBI (LODR) Regulations, 2015 and (iii) Secretarial Standard 2 on general meeting issued by the Institute of Company Secretaries of India, relating to E-voting facility to the shareholders present at the AGM through VC/OAVM and remote E Voting. My responsibility as a scrutinizer is restricted to give consolidated report on the Vote cast by the members for the resolution contained in the Notice dated 10th June, 2020 through E-voting facility to the shareholders present at the AGM through VC/OAVM and remote E-Voting.

As requested by management I submit herewith my report as under: -

1. After the time fixed for E-Voting facility to the shareholders present at the AGM through VC/ OAVM by the chairman, electronic voting system for voting was started.
2. The company had appointed National Depository Services (India) Limited (NSDL) as the agency for providing e-voting facility to the shareholders at the AGM through VC/OAVM and who had not casted their vote earlier through remote E voting facility.
3. The remote e-voting period remained open from Saturday, 8th August, 2020 (10:00 a.m) and ended on Monday, 10th August, 2020 (5.00 p.m).



4. The shareholder holding shares as on the "cut-off" date i.e. 4th August,2020 were entitled to vote on the proposed resolutions.
5. The votes were unblocked on 11th August,2020 at around 4:30 PM. in presence of two witnesses Mr. Ruchit Vejani and Mr. Karan Shah who are not in employment of the company.
6. The result of the scrutiny of voting by Remote E-Voting and through E-Voting facility to the shareholders present at the AGM through VC/ OAVM, in respect of Resolutions contained in notice dated 10th June,2020 is as under:

a) Resolution No. 1(Ordinary Resolution)

Adoption of

- a) audited Standalone Financial Statements of the company for the financial year ended 31st March,2020 together with the Reports of the Board of Directors and the Auditors thereon.
- b) audited Consolidated Financial Statements of the company for the financial year ended 31st March,2020 together with the Reports of the Auditors thereon.

(i) Voted **in favour** of the resolution:

Voting Description	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- Voting by shareholders through VC/OAVM	6	32,051	100.00
Remote E Voting	23	2,77,190	100.00
Total	29	3,09,241	100.00

(ii) Voted **against** the resolution:

Voting Description	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- Voting by shareholders through VC/OAVM		NIL	
Remote E Voting			
Total			

(iii) **Invalid** votes:

Voting Description	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting by shareholders through VC/OAVM		NIL
Remote E Voting		
Total		

Item no. 1 of the notice stands passed with the requisite majority.



b) Resolution No. 2 (Ordinary Resolution)

Appointment of a director in place of Nayna R. Gandhi (DIN:00166499), who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted **in favour** of the resolution:

Voting Description	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- Voting by shareholders through VC/OAVM	6	32,051	100.00
Remote E Voting	22	2,32,785	100.00
Total	28	2,64,836	100.00

(ii) Voted **against** the resolution:

Voting Description	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- Voting by shareholders through VC/OAVM		NIL	
Remote E Voting			
Total			

(iii) **Invalid** votes:

Voting Description	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting by shareholders through VC/OAVM		NIL
Remote E Voting		
Total		

Item no. 2 of the notice stands passed with the requisite majority.

c) Resolution No. 3 (Special Resolution)

Appointment of a director in place of Dr. Peter Philip (DIN:00820202), who retires by rotation and being eligible, offers himself for re-appointment.



(i) Voted **in favour** of the resolution:

Voting Description	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- Voting by shareholders through VC/OAVM	6	32,051	100.00
Remote E Voting	23	2,77,190	100.00
Total	29	3,09,241	100.00

(ii) Voted **against** the resolution:

Voting Description	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- Voting by shareholders through VC/OAVM		NIL	
Remote E Voting			
Total			

(iii) **Invalid** votes:

Voting Description	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting by shareholders through VC/OAVM		NIL
Remote E Voting		
Total		

Item no. 3 of the notice stands passed with the requisite majority.

d) Resolution No. 4 (Special Resolution)

Payment of the remuneration by way of commission to Rajeev M. Pandia (DIN: 00021730), Non-Executive Independent Director, for the financial year ending 31st March, 2021.

(i) Voted **in favour** of the resolution:

Voting Description	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- Voting by shareholders through VC/OAVM	6	32,051	100.00
Remote E Voting	22	2,77,188	100.00
Total	28	3,09,239	100.00



(ii) Voted **against** the resolution:

Voting Description	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- Voting by shareholders through VC/OAVM	0	0	0
Remote E Voting	1	2	0
Total	1	2	0

(iii) **Invalid** votes:

Voting Description	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting by shareholders through VC/OAVM	NIL	
Remote E Voting		
Total		

Item no. 4 of the notice stands passed with the requisite majority.

e) Resolution No. 5 (Ordinary Resolution)

Ratification of the remuneration payable to the Cost Auditors, for the financial year ending 31st March, 2021.

(i) Voted **in favour** of the resolution:

Voting Description	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- Voting by shareholders through VC/OAVM	6	32,051	100.00
Remote E Voting	23	2,77,190	100.00
Total	29	3,09,241	100.00

(ii) Voted **against** the resolution:

Voting Description	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E- Voting by shareholders through VC/OAVM	NIL		
Remote E Voting			
Total			



(iii) **Invalid** votes:

Voting Description	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting by shareholders through VC/OAVM	NIL	
Remote E Voting		
Total		

Item no. 5 of the notice stands passed with the requisite majority.

7. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same will be handed over to the company secretary of the company for safe keeping.

Thanking you,

**For KGS And Company
Practicing Company Secretary**

**Place: Ahmedabad
Date: 12th August,2020**

K. G. Shah
**CS Khyati Shah
(Proprietor)
Mem. No. : A42442
C. P. No. 18549
UDIN:A042442B000573137**



Witness:

Ruchit
Ruchit Vejani

Karan
Karan Shah

Counter Signed & Received by:

ABHIJEE Digitally signed
by ABHIJEE
T ASHOK ASHOK SAWANT
Date: 2020.08.12
SAWANT 23:21:50 +05'30'

**Abhijeet Sawant
Company Secretary
GRP Limited**