

From | Corporate Office: 510, A Wing, Kohinoor City C-1
Kiroi Road, Off L.B.S. Marg, Kurla (W)
Mumbai - 400 070, India
T: +91 22 6708 2600 / 2500



18.05.2022

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

Sub: Secretarial Compliance Report for the financial year ended 31st March, 2022 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report of the Company issued by KGS & Co., Practising Company Secretary, for the the financial year ended 31st March, 2022.

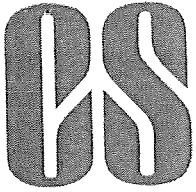
Kindly take same on your record and acknowledge receipt.

Thanking you,

Yours faithfully,
For GRP Ltd.

Ganesh Ghangurde
Chief Compliance Officer

Encl : a/a



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

309, Aabhusan Complex,
17, Mahadevnagar Society,
Nr. Golden Tringle, Stadium Road,
Ahmedabad-380 014.
M: 89055 95255
Email: khyatishah.cs@gmail.com

Secretarial Compliance Report of GRP LIMITED
For The Financial Year Ended 31st March, 2022

[as per the regulation 24(A) of SEBI (LO&DR) Regulations, 2015 as amended from time to time]

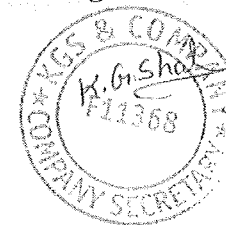
To,
GRP LIMITED
Plot No.8, GIDC Estate, Ankleshwar-393002

I, **Khyati Shah, Company Secretary in Practice**, have examined:

- a) all the documents and records made available to us and explanation provided by GRP Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of:
 - a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the company during the Review period)**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the company during the Review period)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the company during the Review period)**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the company during the Review period)**

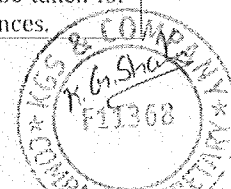


- g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013; **(Not applicable to the company during the Review period)**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Registrar to an issue and share transfer agents) Regulations, 1993**(Not applicable to the company during the Review period)**

and circulars and guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matter specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars / Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	<p>1. Company's Code of Conduct regarding trading of shares during Trading window closure period under the SEBI (Prohibition of Insider Trading) Regulations, 2015.</p> <p>2.Reg. 7(2)(a) of SEBI (Prohibition of Insider Trading) Regulations, 2015 for continual disclosure to company within 2 days of trading by a member of promoter group in case of value of securities traded exceeds Rs. 10 lakh rupees in any calendar quarter.</p>	<p>Ms. Devyani C. Tolia, who is a member of promoter group, has in total sold 1402 shares of GRP limited amounting Rs.21,12,933 during the period from 06.01.2022 to 27.01.2022 i.e. trading window closure period.</p> <p>Further, she failed to give intimation to the company within 2 days as required under 7(2)(a) of SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	<p>Ms. Devyani C. Tolia, has given intimation to the company on 2nd February,2022 about her trades executed during trading window closure period and company has informed the same to stock exchanges on 2nd February,2022.</p> <p>Company has taken following actions against her and reported details of violation along with Action taken report to the stock exchanges on 29th April,2022:</p> <p>i) A monetary penalty of Rs. 25,000 has been imposed on the Ms. Devyani C. Tolia and same has been remitted to IEPF.</p> <p>ii) Company banned Ms. Devyani C. Tolia from engaging any trade of the securities of the company for a period six months.</p> <p>iii) company has issued warning letter to her to not to engage in dealings in shares of the company in violation of its code of conduct and that stricter action will be taken for future non-compliances.</p>

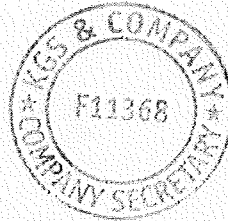


- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) There are no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) There were no observations made in the previous reports, hence no action was required to be taken by the listed entity.

Note: This certificate has been issued based on the available information submitted by the company and its Directors and the registers, records, documents and papers maintained by the company.

**For KGS & Company
Company Secretary**

K. G. Shah
**CS Khyati Shah
(Proprietor)
FCS:11368 CP:18549
Peer Review No: 1521/2021
UDIN: F011368D000290086**



**Date: 16-05-2022
Place: Ahmedabad**