

From Corporate Office: 510, A Wing, Kohinoor City C-I  
Kirof Road, Off L.B.S. Marg, Kurla (W)  
Mumbai - 400 070, India  
T: +91 22 6708 2600 / 2500  
F: +91 22 6708 2599



GRP/M/ 094 /2019-20

23.08.2019

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

**Sub.: Voting results of the business transacted at the 45<sup>th</sup> 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 45<sup>th</sup> Annual General Meeting (AGM) of the Company held on 22<sup>nd</sup> August, 2019, in the prescribed format along with the Scrutinizer's Report on the combined voting results dated 23<sup>rd</sup> August, 2019 issued by Mr. Chetan Shah Practising Company Secretary, 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. 22<sup>nd</sup> August, 2019.

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

Thanking you,

Yours faithfully,  
For GRP Limited

A handwritten signature in black ink, appearing to read 'ASAWANT'.

Abhijeet Sawant  
Company Secretary

Encl.: As above

GRP Ltd.

CIN No.: L25191GJ1974PLC002555

Registered Office:

Plot No. 8, G.I.D.C., Ankleshwar - 393 002, Dist. Bharuch, Gujarat, India

T: +91 2646 250471 / 251204 / 650433 F: +91 2646 251622

www.grpweb.com

Date of the AGM	:	Thursday, 22 <sup>nd</sup> August, 2019
Total number of shareholders on record date / book closure date	:	3256
No. of Shareholders present in the meeting either in person or through proxy:		
a) Promoters and Promoters Group	:	4 numbers in person
b) Public	:	15 numbers in person
<b>Total</b>	:	<b>19 numbers in person</b>
No. of Shareholders present in the meeting through Video Conferencing:		
c) Promoters and Promoters Group	:	No video conferencing was offered during AGM.
d) Public	:	
<b>Total</b>	:	

#### Resolution No. 1

To consider and adopt the audited financial statements of the company for the financial year ended 31st March, 2019, 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	339378	276828	81.569	276828	NIL	100.000	NIL
	Poll / Ballot		62550	18.431	62550	NIL	100.000	NIL
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		339378	100.000	339378	NIL	100.000	NIL
Public-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll / Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	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	3270	1807	55.260	1807	NIL	100.000	NIL
	Poll / Ballot		1463	44.740	1463	NIL	100.000	NIL
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3270	100.000	3270	NIL	100.000	NIL
<b>Total</b>		<b>342648</b>	<b>342648</b>	<b>100.000</b>	<b>342648</b>	<b>NIL</b>	<b>100.000</b>	<b>NIL</b>



**Resolution No. 2**

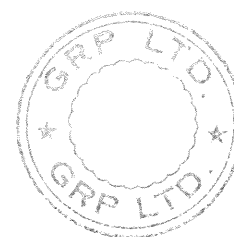
To declare dividend on equity shares for the financial year 2018 -19.

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	339378	276828	81.569	276828	NIL	100.000	NIL
	Poll / Ballot		62550	18.431	62550	NIL	100.000	NIL
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		339378	100.000	339378	NIL	100.000	NIL
Public-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll / Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	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	3270	1807	55.260	1807	NIL	100.000	NIL
	Poll / Ballot		1463	44.740	1463	NIL	100.000	NIL
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3270	100.000	3270	NIL	100.00	NIL
<b>Total</b>		<b>342648</b>	<b>342648</b>	<b>100.000</b>	<b>342648</b>	<b>NIL</b>	<b>100.000</b>	<b>NIL</b>

**Resolution No. 3**

To appoint a director in place of Rajendra V. Gandhi (DIN: 00189197), 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	339378	276828	81.569	276828	NIL	100.000	NIL
	Poll / Ballot		62550	18.431	62550	NIL	100.000	NIL
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		339378	100.000	339378	NIL	100.000	NIL
Public-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll / Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	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	3270	1807	55.260	1807	NIL	100.000	NIL
	Poll / Ballot		1463	44.740	1463	NIL	100.000	NIL
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3270	100.000	3270	NIL	100.00	NIL
<b>Total</b>		<b>342648</b>	<b>342648</b>	<b>100.000</b>	<b>342648</b>	<b>NIL</b>	<b>100.000</b>	<b>NIL</b>



**Resolution No. 4**

To appoint a director in place of Mahesh V. Gandhi (DIN: 00133203), 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	339378	276828	81.569	276828	NIL	100.000	NIL
	Poll / Ballot		62550	18.431	62550	NIL	100.000	NIL
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		339378	100.000	339378	NIL	100.000	NIL
Public-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll / Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	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	3270	1807	55.260	1807	NIL	100.000	NIL
	Poll / Ballot		1463	44.740	1463	NIL	100.000	NIL
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3270	100.000	3270	NIL	100.00	NIL
<b>Total</b>		<b>342648</b>	<b>342648</b>	<b>100.000</b>	<b>342648</b>	<b>NIL</b>	<b>100.000</b>	<b>NIL</b>

**Resolution No. 5**

Approval to re-appointment of and revision in remuneration of Rajendra V. Gandhi (DIN: 00189197) 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	339378	276828	81.569	276828	NIL	100.000	NIL
	Poll / Ballot		62550	18.431	62550	NIL	100.000	NIL
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		339378	100.000	339378	NIL	100.000	NIL
Public-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll / Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	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	3270	1807	55.260	1807	NIL	100.000	NIL
	Poll / Ballot		1463	44.740	1463	NIL	100.000	NIL
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3270	100.000	3270	NIL	100.00	NIL
<b>Total</b>		<b>342648</b>	<b>342648</b>	<b>100.000</b>	<b>342648</b>	<b>NIL</b>	<b>100.000</b>	<b>NIL</b>



**Resolution No. 6**

To approve remuneration by way of commission for the Financial Year ending 31-03-2020 to Rajeev M. Pandia (DIN: 00021730), a Non-Executive Independent 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	339378	276828	81.569	276828	NIL	100.000	NIL
	Poll / Ballot		62550	18.431	62550	NIL	100.000	NIL
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		339378	100.000	339378	NIL	100.000	NIL
Public-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll / Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	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	3270	1807	55.260	1805	2	99.890	0.110
	Poll / Ballot		1463	44.740	1463	NIL	100.000	NIL
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3270	100.000	3268	2	99.939	0.061
<b>Total</b>		<b>342648</b>	<b>342648</b>	<b>100.000</b>	<b>342646</b>	<b>2</b>	<b>100.000</b>	<b>0.000</b>

**Resolution No. 7**

To ratify remuneration payable to M/s. Jitendrakumar & Associates, Cost Accountants as cost auditor for auditing the cost accounting records for the Financial Year ending 31-03-2020.

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	339378	276828	81.569	276828	NIL	100.000	NIL
	Poll / Ballot		62550	18.431	62550	NIL	100.000	NIL
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		339378	100.000	339378	NIL	100.000	NIL
Public-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll / Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	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	3270	1807	55.260	1807	NIL	100.000	NIL
	Poll / Ballot		1463	44.740	1463	NIL	100.000	NIL
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3270	100.000	3270	NIL	100.00	NIL
<b>Total</b>		<b>342648</b>	<b>342648</b>	<b>100.000</b>	<b>342648</b>	<b>NIL</b>	<b>100.000</b>	<b>NIL</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 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 45th 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 27<sup>th</sup> May, 2019 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 ballot on the resolutions contained in the Notice dated 27<sup>th</sup> May, 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 facilities, engaged by the Company to provide facilities for e-voting and the ballot papers received.
3. I have issued a separate Scrutinizer's Report dated 23<sup>rd</sup> August, 2019 on the e-voting and a separate Scrutinizer's Report dated 23<sup>rd</sup> August, 2019 on voting by ballot on the resolutions contained in the Notice dated 27<sup>th</sup> May, 2019. 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)	3,42,648	100.00	0	0.00	0
Item No. 2 of the Notice (As an Ordinary Resolution)	3,42,648	100.00	0	0.00	0
Item No. 3 of the Notice (As an Ordinary Resolution)	3,42,648	100.00	0	0.00	0
Item No. 4 of the Notice (As a Special Resolution)	3,42,648	100.00	0	0.00	0
Item No. 5 of the Notice (As a Special Resolution)	3,42,648	100.00	0	0.00	0
Item No. 6 of the Notice (As a Special Resolution)	3,42,646	100.00	2	0.00	0
Item No. 7 of the Notice (As an Ordinary Resolution)	3,42,648	100.00	0	0.00	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,

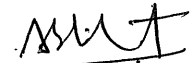
Yours faithfully,



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



For GRP LTD



Abhijeet A. Sawant  
Company Secretary

Place: Ahmedabad  
Date: 23<sup>rd</sup> August, 2019