

From | Corporate Office: 510, A Wing, Kohinoor City C-1
Kiroli Road, Off L.B.S. Marg, Kurla (W)
Mumbai - 400 070, India
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GRP/M/ 054 /2019

30.05.2019

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: Annual Secretarial Compliance Report for the year ended 31st March, 2019

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read along with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2019.

This is for the information of the exchange and the members.

Thanking you,

Yours faithfully,
For GRP Ltd.


Abhijeet Sawant
Company Secretary

Encl : a/a



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

ANNUAL SECRETARIAL COMPLIANCE REPORT OF GRP LIMITED FOR THE YEAR ENDED 31ST MARCH, 2019

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, Chetan R. Shah, Practicing Company Secretary have examined:

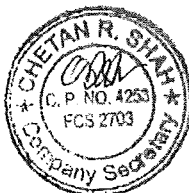
- (a) all the documents and records made available to me and explanation provided by GRP Ltd. ("the Company"),
- (b) the filings/ submissions made by the Company to the stock exchanges,
- (c) website of the Company,
- (d) such other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("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 thereunder 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 thereunder, 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, 2009/ Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [Not applicable as the Company has not issued further capital under the regulations during the financial year under review];
- (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 as the Company has not bought back / proposed to bought back its Equity Shares during the financial year under review];
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [Not applicable as the Company has not implemented any Share Based Employee Benefits scheme under the regulations];
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [Not applicable as the Company has not issued and listed any debt securities.];
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 [Not applicable as the Company has not issued and listed any Non-Convertible and Redeemable Preference Shares.];
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



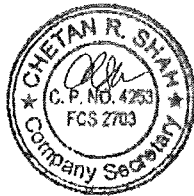
(i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [Not applicable as the Company has not delisted / proposed to delist its Equity Shares from any Stock Exchange during the financial year under review];


and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The Company 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) No actions taken against the Company/ 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) This being the first report since the notification of the requirement to submit this report, reporting on actions taken to comply with the observations made in the previous report is not applicable.

Date: 29-05-2019
Place: Ahmedabad



Signature: 
Name: Chetan R. Shah
FCS No.: 2703
C P No.: 4253