



Gujarat Reclaim & Rubber Products Ltd.

Corporate Office : 510, "A" Wing, Kohnoor City Commercial - I, Kiroi Road,
Off. L. B. Shastri Marg. Kurla (W), Mumbai - 400 070. India.

Tel. : + 91 22 6708 2500 / 2600 • Fax : +91 22 6796 9240 • Email : admin@grrpl.com • Website : www.grrpl.com



TUV NORD

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTIONS PASSED AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD ON 12TH JUNE, 2012.

"RESOLVED THAT pursuant to the provisions of Sections 16, 21, 31 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government, consent of the Company be and is hereby granted for changing the name of the Company from "Gujarat Reclaim & Rubber Products Limited" to "GRP Limited" and consequently the new name "GRP Limited" shall appear in the Memorandum & Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to aforesaid resolution."

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No.1

In order to remain relevant, it is important to reinvent oneself within a fast paced, dynamic environment. Your company is more committed than ever to continue this ongoing effort. In an attempt to move towards seamless progression, the existing name of company viz. "Gujarat Reclaim & Rubber Products Ltd." is proposed to be changed to "GRP Limited".

GRP, the three letter acronym infuses vitality within the organization. It connotes an independent, strong, balanced entity – free from any geographical boundaries, descriptions or preconceived notions. It represents a global company that goes beyond 'Gujarat', it allows for diversification beyond 'rubber and reclaim'. At the same time it retains the legacy of Gujarat Reclaim & Rubber Products Ltd., as a company known for its credibility to impact the positive.

The Registrar of Companies (ROC) has confirmed that the aforesaid proposed new name is available for registration. In terms of Section 21 of the Companies Act, 1956, any change in the name of the company requires approval of the shareholders by way of special resolution. The Board of Directors of the company recommend passing of this resolution as a special resolution.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

// Certified true copy //
for Gujarat Reclaim & Rubber Products Ltd.




Ganesh A. Ghangurde
President & Company Secretary

Regd. Office : Plot No. 8, G.I.D.C. Estate, Ankleshwar - 393 002 Gujarat, India.
Tel. : +91 2646 250471 / 650494 Fax : +91 2646 251622 Email : admin1@grrpl.com



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Details regarding the voting results as per format prescribed under clause 35A of the Listing Agreement .

- i) Date of the EGM : Tuesday, 12th June 2012
- ii) Total number of shareholders on record date : 2304
- iii) No. of shareholders present in the meeting either in person or through proxy :
 - a) Promoters and Promoter Group : 3 Nos. in person
 - b) Public : 6 Nos. in person
- iv) No. of shareholders attended the meeting through Video Conferencing
 - a) Promoters and Promoter Group : Nil
 - b) Public : ~~6 Nos. in person~~ Nil

(Agenda-wise)

Details of the Agenda :

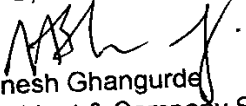
a) Change of name

Resolution required : Special
Mode of Voting : Show of Hands
In case of Poll / Postal Ballot / E-Voting : Not Applicable

b) Reappointment and revision in remuneration of Harsh R. Gandhi, Executive Director

Resolution required : Special
Mode of Voting : Show of Hands
In case of Poll / Postal Ballot / E-Voting : Not Applicable

For G.R.R.P. LTD.


Ganesh Ghangurde
President & Company Secretary

Place : Mumbai
Date : 13th June, 2012

GUJARAT RECLAIM & RUBBER PRODUCTS LTD.

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF
GUJARAT RECLAIM & RUBBER PRODUCTS LTD., HELD AT THE REGISTERED
OFFICE OF THE COMPANY AT PLOT NO.8, G.I.D.C. ESTATE, ANKLESHWAR – 393
002 ON TUESDAY 12TH JUNE, 2012 AT 2.30 P.M.**

PRESENT:

1	Dr. Peter Philip	Director & Member
2	Rajendra V. Gandhi	Vice Chairman & Managing Director & Member
3	Harsh R. Gandhi	Executive Director & Member
4	B.T.Doshi	Director
5	Rajeev M. Pandia	Director
6	Nikhil M. Desai	Director & Member
7	Ganesh A. Ghangurde	Vice President & Company Secretary & Member
8	Mustafa Khedwala	Member
9	Gaurav Garg	Member
10	Damodardas K. Kahar	Member
11	R.J.Hindia	Member

I. CHAIRMAN OF THE MEETING

In the absence of Kandathil M. Philip, Chairman of the Board, the members present requested Dr. Peter Philip to be the Chairman of the meeting. Dr. Peter Philip was accordingly the Chairman of the meeting.

II. QUORUM

The Chairman declared that the requisite quorum being present, the meeting be called to order.

III. PROXIES

The Chairman informed that the Company has not received any proxies.

IV. REGISTER OF DIRECTORS' SHAREHOLDING

Register of Directors' shareholding maintained pursuant to Section 307 of the Companies Act, 1956 was kept open during the continuance of the meeting.

V. NOTICE OF THE MEETING

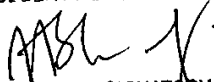
Notice convening the meeting was taken as read with the permission of the members present.

Special Business :

VI. Change of name

The Chairman briefed the members present about the rationale for change of name of the company, after which the Chairman Dr. Peter Philip moved and Rajendra V. Gandhi seconded the following resolution :

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For GUJARAT RECLAIM & RUBBER PRODUCTS LTD.


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GUJARAT RECLAIM & RUBBER PRODUCTS LTD.

(Minutes of the Extraordinary General Meeting continued)

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"RESOLVED THAT pursuant to the provisions of Sections 16, 21, 31 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government, consent of the Company be and is hereby granted for changing the name of the Company from "Gujarat Reclaim & Rubber Products Limited" to "GRP Limited" and consequently the new name "GRP Limited" shall appear in the Memorandum & Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to aforesaid resolution."

The resolution was put to vote and on show of hands declared as carried unanimously as special resolution.

VII. Reappointment and revision in remuneration of Harsh R. Gandhi, Executive Director

Dr. Peter Philip Chairman explained to the members present the rationale for reappointment and revision in remuneration of Harsh R. Gandhi as Executive Director for a period of three years w.e.f. 16th June, 2012, after which Ganesh A. Ghangurde moved and Nikhil M. Desai seconded the following resolution :

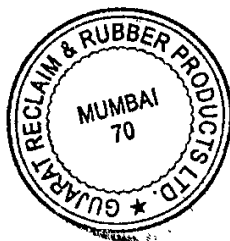
"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act 1956 (the Act) and subject to such sanctions as may be necessary, the approval of the Company be and is hereby accorded to the reappointment of Harsh R. Gandhi as the Executive Director of the Company for a period of three years with effect from 16th June, 2012 upon the terms and conditions as to remuneration, perquisites, allowances and benefits as set out in the draft agreement to be entered into between the company and Harsh R. Gandhi, a copy whereof is placed before this meeting."

"RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to vary / increase the remuneration as aforesaid to the extent the Remuneration Committee and / or the Board of Directors may consider appropriate, provided however, that the remuneration payable to Harsh R. Gandhi, Executive Director shall be within the limits set out in that behalf in the said Act including Schedule XIII to the Act or any amendments thereto or any modifications or statutory re-enactment(s) thereof and / or any Rules or Regulations framed there under, and the terms of the said agreement shall be suitably modified to give effect to such variation or increase, as the case may be."

"RESOLVED FURTHER THAT during the currency of the tenure of Harsh R. Gandhi, Executive Director, where in any financial year, the company has no profits or its profits are inadequate, the company do pay to Harsh R. Gandhi, Executive Director, minimum remuneration by way of salary, perquisites and allowances as specified above as per the applicable provisions of the said Act including Schedule XIII thereto."

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GUJARAT RECLAIM & RUBBER PRODUCTS LTD.

(Minutes of the Extraordinary General Meeting continued)

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“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute agreements and other documents and take such steps expedient or necessary to give effect to the above resolutions.”

The resolution was put to vote and on show of hands declared as carried unanimously as special resolution.

VIII. VOTE OF THANKS

Ganesh A. Ghangurde proposed vote of thanks to the Chairman, Directors and shareholders present at the meeting and thereafter the meeting was terminated.

Place : Mumbai
Date : 13.06.2012

Sd/-
Chairman of the Meeting

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For GUJARAT RECLAIM & RUBBER PRODUCTS LTD.


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