

GRP LTD.

MINUTES OF THE FORTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF GRP LTD., HELD AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO.8, G.I.D.C. ESTATE, ANKLESHWAR – 393 002 ON MONDAY 28TH JULY, 2014 AT 11.30 A.M.

The following shareholders were present :

1	Rajendra V. Gandhi	Chairman & Managing Director & Member
2	Dr. Peter Philip	Director & Member
3	Harsh R. Gandhi	Executive Director & Member
4	Atul S. Desai	Director & Member
5	Mahesh V. Gandhi	Director & Member
6	Ganesh A. Ghangurde	President & Chief Financial Officer & Company Secretary & Member
7	Hemal Gandhi	Member
8	Nayna Gandhi	Member
9	Vinit Joshi	Member
10	Chandresh Gandhi	Member
11	Ajay Gandhi	Member
12	Himanshu Trivedi	Member
13	Anil Budhbhatti	Member
14	K.D.Giramkar	Member
15	Gaurav Sood	Member
16	Ayush Mittal	Member
17	Miten Mehta	Member
18	Srinath V	Member

In Attendance :

1	Rajeev M. Pandia	Director
2	Rajesh S. Shah, Partner, A.B.Modi & Associates, Chartered Accountants	Statutory Auditors
3	Chetan R. Shah, Practising Company Secretary	Scrutinizer for E-voting and Poll Voting Process
4	Santosh Gamare, Representative of Universal Capital Securities Pvt.Ltd., Mumbai	Registrar & Transfer Agent
5	Jasmine Merchant	General Manager Finance & Accounts

I. CHAIRMAN

Rajendra V. Gandhi, Chairman & Managing Director of the company was in the Chair.

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 from any shareholder for this meeting. The register of proxies was kept open for inspection during the meeting.

IV. REGISTER OF DIRECTORS' SHAREHOLDING

Register of Directors' shareholding maintained pursuant to Section 170 of the Companies Act, 2013 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.

VI. AUDITOR'S REPORT

The report of the auditors on accounts for the year ended 31st March, 2014 was read by Ganesh Ghangurde, President & Chief Financial Officer & Company Secretary of the Company.

VII. E-VOTING & VOTING THROUGH BALLOT PAPER POLL PROCESS

The Chairman informed the members present as under:

a) As per Companies Act, 2013, E-voting procedure is applicable for all the resolutions pertaining to this Annual General Meeting. Further due to this, voting by show of hands for all the resolutions has been withdrawn. Therefore none of the four resolutions will be put to vote on show of hands.

b) As required under the Companies Act, 2013 and as per Clause 35(B) of the listing agreement E-voting facility was provided to the shareholders from 19th July, 2014 (9 a.m.) to 20th July, 2014 (9 a.m.).

c) For enabling the members who are personally present at this meeting an opportunity to vote (excluding those who have exercised the E-voting facility) facility will be provided to vote through Ballot paper poll process for all the four resolutions, after the discussions on all the four resolutions are complete. For conducting the process of voting through Ballot paper, Chetan R. Shah, Practising Company Secretary will be the Scrutinizer. After the Ballot paper process is complete, the Scrutinizer will immediately complete the counting and verification process and inform the final results of E-voting, Ballot paper voting for each of the four resolutions. Thereafter, just before the end of the meeting, the results for each resolution will be declared for the information of all the members.

All the members present noted the above.

VIII. FINANCIAL STATEMENTS AND DIRECTORS' REPORT

The Chairman informed the members that during the financial year 2013-14, the turnover (net) of the Company was Rs.30,402/- lacs against Rs.27,007/- lacs of the previous year.



Profit after tax for the financial year 2013-14 was Rs.1083/- lacs against Rs.1171/- lacs of the previous year.

The challenges that the global economy faced in 2012-13 spilled over to 2013-14 – low growth in developed markets and slowing down of emerging markets. The Indian economy was no different. From a GDP growth of 9.3% in 2010-11, the Indian economy slipped to 5% growth in 2012-13 and further down to 4.4% in 2013-14. Your company's growth is related to Auto industry to a great extent. Rise in fuel prices, continuing inflation, hardening of interest rates, uncertainty in foreign exchange fluctuations and slackening of infrastructure development have retarded the pace of growth of Auto sector. Despite these stumbling blocks, your company has registered a growth of 12% in revenue by higher sales volumes and improved realizations by substituting part of declining local sales with increase in export sales in new markets. Export sales constitutes 70% share of total revenue as against 65% in the previous year. Your company has achieved a higher capacity utilization at its plant in Perundurai in Tamil Nadu which has increased in the second half of the year at 50% as compared to 31% for the previous year. The capacity utilisation of Chincholi plant at Solapur has improved to 65% for the year as compared to 55% in the previous year. Gas prices in Gujarat have increased resulting in more pressure on fuel costs and margins. Your company has successfully reduced power cost at both its Gujarat plants in Ankleshwar and Panoli in May'13 and Aug'13 respectively through purchase of power through energy exchange and at its Perundurai Plant in Tamil Nadu through third party purchase of power. Tight availability of raw material and consequent increase in its prices have accelerated during this year due to increase in the alternate use of end of life tyres for pyrolysis which is a fuel used in other industries. The CDF business unit has maintained its share of revenue, while the Industrial polymers business unit of your company has clocked in a growth of 28%.

The achievements of your company have been acknowledged as follows:-

- All India Rubber Industries Association's Top Export Award in the Raw Material sector
- Top Export Award- CAPEXIL in Rubber Product Panel.
- Quality Circle Forum of India's Gold trophy award for Allied Concept Implementation, for Quality Circle- Energy Saver, for Quality Circle on Quality.
- Quality Circle Forum of India's Bronze Trophy for Quality Circle – Vijeta
- Par Excellence Trophy for Allied Concept Implementation (Five S) at the National Convention at Kolkatta.
- Trophy received from Swami Vivekanand Yuva Rojgar Saptah for creation of maximum employment at Ankleshwar.

The Company has taken adequate steps to comply with the various requirements of Corporate Governance.

After the aforesaid preliminary observations and remarks, the Chairman invited questions and comments from the participating members about the overall working and performance of the company. Appropriate replies were given by the Chairman and Executive Director for all the questions raised by various members.

Thereafter the Chairman informed that the Ballot paper voting facility will be offered to the members present (other than those who have opted for E-voting facility) for the following ordinary resolution :



“RESOLVED THAT the financial statements and the reports of the Board of Directors and Auditors thereon for the financial year ended 31st March, 2014, circulated to the Members be and the same are hereby received, considered and adopted.”

IX. DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR 2013-14:

The Chairman informed the members present that an interim dividend of Rs.1.50/- per share of Rs.10/- each (15%) for the year 2013-14 was paid in February 2014. Based on performance of the company for the year under report, the Board has recommended a final dividend of Rs.14.50 per share (145%) for the year ended 31st March, 2014, absorbing a sum of Rs.213 lakhs. With this the total dividend for the year ended 31st March, 2014 shall be Rs.16 per share (160%). (Previous year total dividend was Rs.15/- per share (150%)).

Thereafter, the Chairman invited comments and questions from the shareholders present regarding declaration of dividend on equity shares of the company for the financial year 2013-14.

There were no specific questions or comments from any shareholder for this agenda item.

Thereafter the Chairman informed that the Ballot paper voting facility will be offered to the members present (other than those who have opted for E-voting facility) for the following ordinary resolution :

“RESOLVED THAT a final dividend of Rs.14.50/- per share (145%) be and is hereby declared for the year ended 31st March, 2014, in respect of 13,33,333 equity shares of Rs.10/- each fully paid up, absorbing Rs.193.33/- lacs (subject to such increase or decrease due to rounding off of this amount as necessary pursuant to provisions of the Companies Act, 2013) payable within 30 days from 28th July 2014:

- a) In respect of shares held in physical form, to those members whose names appear on the Register of Members of the Company as on 28th July 2014, and
- b) In respect of shares held in electronic / demat form, to those members / beneficial owners of shares whose names appear in the list furnished by the depositories for this purpose as on the close of the business hours on 18th July, 2014.”

X. REAPPOINTMENT OF DIRECTOR RETIRING BY ROTATION

The Chairman informed the members present that Atul S. Desai (DIN 00338016) who retires by rotation and being eligible has offered himself for reappointment at this general meeting.



The brief profile of Atul S. Desai is as under :

Name of the Director	Atul S. Desai
Date of birth	January 12, 1954
Date of appointment	March 21, 1988
Experience in specific Functional areas	He is an industrialist having varied experience of more than 33 years in general management.
Qualification	Graduate
Name of the Companies in which he holds Directorship / committee Membership	Director in : - GRP Ltd. - Akshay Apparels Pvt. Ltd. Committee Membership Audit Committee Selection Committee Investors Grievance Committee
No. of shares held in the company	9125

The Chairman invited comments and questions from the members present on this agenda item. There were no specific questions and comments from any members for this agenda item.

Thereafter the Chairman informed that the Ballot paper voting facility will be offered to the members present (other than those who have opted for E-voting facility) for the following ordinary resolution :

“RESOLVED THAT Atul S. Desai, Director (DIN 00338016) of the Company who retires by rotation and being eligible for reappointment, be and is hereby re-appointed as Director of the Company.”

XI. REAPPOINTMENT OF AUDITORS

The Chairman informed the members present that M/s.A.B.Modi & Associates, Chartered Accountants, Mumbai who are the existing auditors of the company as per the Companies Act, 2013 are eligible for reappointment as auditors of company. The remuneration for their services can be fixed by the Board of Directors.

The Chairman invited comments and questions from the members present on this agenda item. There were no specific questions and comments from any members for this agenda item.

Thereafter the Chairman informed that the Ballot paper voting facility will be offered to the members present (other than those who have opted for E-voting facility) for the following ordinary resolution :

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s. A. B. Modi & Associates, Chartered Accountants, Mumbai, the retiring Auditors of the Company be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this meeting upto the conclusion of the next Annual General Meeting of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the said Auditors.”



The Ballot paper voting process was completed and Chetan R. Shah, Practising Company Secretary who was the Scrutinizer for this process informed the Chairman about the final results regarding E-voting and Ballot paper voting in respect of all the above mentioned four ordinary resolutions.

The Chairman informed the members about the voting results regarding the aforesaid resolutions as under :

Resolution No.1: Adoption of Audited Financial Statements for the year ended March 31, 2014.

Resolution Required : Ordinary Resolution

A) Mode of Voting : E-voting

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
a) Promoter and Promoter Group	252,462	252,462	100%	252,462	Nil	100%	Nil
b) Public Institutional holders	--	--	--	--	--	--	--
c) Public – Others	42,821	42,821	100%	42,821	Nil	100%	Nil
Total	295,283	295,283	100%	295,283	Nil	100%	Nil

B) Mode of Voting : Poll

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
a) Promoter and Promoter Group	--	--	--	--	--	--	--
b) Public Institutional holders	--	--	--	--	--	--	--
c) Public – Others	18,663	18,663	100%	18,663	Nil	100%	Nil
Total	18,663	18,663	100%	18,663	Nil	100%	Nil
Grand Total (A + B)	313,946	313,946	100%	313,946	Nil	100%	Nil



Resolution No.2: Declare dividend on equity shares for the financial year 2013-14.

Resolution Required : Ordinary Resolution

A) Mode of Voting : E-voting

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	%of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
a) Promoter and Promoter Group	252,462	252,462	100%	252,462	Nil	100%	Nil
b) Public Institutional holders	--	--	--	--	--	--	--
c) Public – Others	42,821	42,821	100%	42,821	Nil	100%	Nil
Total	295,283	295,283	100%	295,283	Nil	100%	Nil

B) Mode of Voting : Poll

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	%of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
a) Promoter and Promoter Group	--	--	--	--	--	--	--
b) Public Institutional holders	--	--	--	--	--	--	--
c) Public – Others	18,663	18,663	100%	18,663	Nil	100%	Nil
Total	18,663	18,663	100%	18,663	Nil	100%	Nil
Grand Total (A+B)	313,946	313,946	100%	313,946	Nil	100%	Nil



Resolution No. 3: Appoint a director in place of Mr. Atul S. Desai (DIN :00338016), who retires by rotation and being eligible, offers himself for re-appointment.
Resolution Required : Ordinary Resolution

A) Mode of Voting : E-voting

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	%of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
a) Promoter and Promoter Group	252,462	252,462	100%	252,462	Nil	100%	Nil
b) Public Institutional holders	--	--	--	--	--	--	--
c) Public - Others	42,821	42,821	100%	42,821	Nil	100%	Nil
Total	295,283	295,283	100%	295,283	Nil	100%	Nil

B) Mode of Voting : Poll

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	%of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
a) Promoter and Promoter Group	--	--	--	--	--	--	--
b) Public Institutional holders	--	--	--	--	--	--	--
c) Public - Others	18,663	18,663	100%	18,663	Nil	100%	Nil
Total	18,663	18,663	100%	18,663	Nil	100%	Nil
Grand Total (A+B)	313,946	313,946	100%	313,946	Nil	100%	Nil



Resolution No.4: Appoint Auditors and to authorize Board of Directors to fix their remuneration.

Resolution Required : Ordinary Resolution

A) Mode of Voting : E-voting

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
a) Promoter and Promoter Group	252,462	252,462	100%	252,462	Nil	100%	Nil
b) Public Institutional holders	--	--	--	--	--	--	--
c) Public – Others	42,821	42,821	100%	42,821	Nil	100%	Nil
Total	295,283	295,283	100%	295,283	Nil	100%	Nil

B) Mode of Voting : Poll

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
a) Promoter and Promoter Group	--	--	--	--	--	--	--
b) Public Institutional holders	--	--	--	--	--	--	--
c) Public – Others	18,663	18,663	100%	18,663	Nil	100%	Nil
Total	18,663	18,663	100%	18,663	Nil	100%	Nil
Grand Total (A+B)	313,946	313,946	100%	313,946	Nil	100%	Nil

Declaration of Results :

The Chairman informed all the members present that based on above details regarding E-voting and poll, all the four resolutions are passed as ordinary resolutions with requisite majority.

XII. VOTE OF THANKS

The Chairman thanked all the Directors, shareholders, auditors and Scrutinizer for attending the meeting. Thereafter the meeting terminated.

Place : Mumbai
Date : 29.07.2014

Sd/-
Chairman

**CERTIFIED TRUE COPY
For GRP LTD.**


Ganesh A. Ghangurde
President & Chief Financial Officer & Company Secretary