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

F: +91 22 6708 2599



GRP/M/ 523 /2015

31.12.2015

То Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.

National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai - 400 051.

Scrip code: 509152

Symbol: GRPLTD - Series: EQ

Dear Sir / Madam,

Re: Result of postal ballot and disclosure pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to inform you that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, approval of Members of the Company was sought for the special business mentioned below to be passed through Postal Ballot:-

- a) Adopt new set of Articles of Association, commensurate with the provisions of the Companies Act,
- b) Authority to the Board of Directors of the Company under Section 180(1) (a) of the Companies Act, 2013 to mortgage, hypothecate, pledge and / or charge, all or any of the movable and / or immovable properties of the Company for securing borrowings upto the value not exceeding the sum of Rs.500 Crore (Rupees Five Hundred Crore only).
- Authority to the Board of Directors of the Company under Section 180(1) (c) of the Companies Act, 2013, to borrow an amount not exceeding the sum of Rs.500 crore (Rupees Five Hundred Crore only.

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are attaching the Voting Results of the said ballot and would like to inform you that all above resolutions were passed by the shareholders with the requisite majority and deemed to have been passed on 31st December, 2015.

Thanking you, Yours truly,

For GRP Limited

Ganesh A. Ghangurde

President & Chief Financial Officer & Company Secretary

Enc; : a/a



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.arpweb.com

Date of declaration of result of postal ballot	31 st December, 2015
Total number of shareholders on record date (6 th November, 2015)	2568
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public	Not applicable

Agenda- wise disclosure

1) Adopt new set of Articles of Association, commensurate with the provisions of the Companies Act, 2013

Resolution r	•		Special Re	solution				10 1011
(Ordinary/ S Whether pro	pecial) omoter/ promoter	group are	No					
	the agenda/reso							
Category	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of Votes	% of Votes
	Voting	shares	votes	Polled on	Votes –	Votes –	in favour on	against
		held	polled	outstanding	in favour	against	votes polled	on votes
				shares			(6)=[(4)/(2)]	polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	*100	(7)=[(5)/(2)] *100
Promoter	E-voting	269,527	269,527	100	269,527	NIL	100	NIL
and	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Promoter Group	Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Institutions	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-	E-voting	5,657	5,657	100	5,657	NIL	100	NIL
Non	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Institutions	Postal Ballot	2,488	2,488	100	2,488	NIL	100	NIL
Total		277,672	277,672	100	277,672	NIL	100	NIL



2) Authority to the Board of Directors of the Company under Section 180(1) (a) of the Companies Act, 2013 to mortgage, hypothecate, pledge and / or charge, all or any of the movable and / or immovable properties of the Company for securing borrowings upto the value not exceeding the sum of Rs.500 Crore (Rupees Five Hundred Crore only)

Resolution r (Ordinary/ S	•		Special Re	solution				
Whether pro	omoter/ promoter the agenda/reso		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	E-voting	269,527	269,527	100	269,527	NIL	100	NIL
and	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Promoter Group	Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Institutions	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-	E-voting	5,657	5,657	100	5,657	NIL	100	NIL
Non	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Institutions	Postal Ballot	2,488	2,488	100	2,488	NIL	100	NIL
Total		277,672	277,672	100	277,672	NIL	100	NIL

3) Authority to the Board of Directors of the Company under Section 180(1) (c) of the Companies Act, 2013, to borrow an amount not exceeding the sum of Rs.500 crore (Rupees Five Hundred Crore only.

Resolution r	equired:		Special Re	solution				
(Ordinary/ S	pecial)							
Whether pro	moter/ promoter	group are	No					
interested in	the agenda/reso	lution?						
Category	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of Votes	% of Votes
	Voting	shares	votes	Polled on	Votes –	Votes –	in favour on	against
		held	polled	outstanding	in favour	against	votes polled	on votes
				shares			(6)=[(4)/(2)]	polled
		(1)	(2)	(3)=[(2)/(1)]	(4)	(5)	*100	(7)=[(5)/(2)]
				* 100				*100
Promoter	E-voting	269,527	269,527	100	269,527	NIL	100	NIL
and	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Promoter	Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Group								
Public-	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Institutions	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-	E-voting	5,657	5,657	100	5,652	5	99.91	0.09
Non	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Institutions	Postal Ballot	2,488	2,488	100	2,488	NIL	100	NIL
Total		277,672	277,672	100	277,667	5	99.999	0.001



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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 E-mail: 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 Chairman,
Board of Directors, **GRP LIMITED**Plot No.8, GIDC Estate,
Ankleshwar - 393 002,
Dist. Bharuch, 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 postal ballots 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 Clause 35B of the Listing Agreement, for ascertaining the requisite majority.
- 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 postal ballots on the resolutions contained in the Notice dated 6th November, 2015 issued to the members of the Company. My responsibility as a scrutinizer for the e-voting process and for voting by postal ballots on the said Resolutions is restricted to make a Scrutinizer's report of the votes cast "in favour", "against" or "invalid" 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 e-voting facilities for e-voting and the ballot papers received upto 5.00 p.m. on 29-12-2015.
- 3. I have issued a separate Scrutinizer's Report dated 31-12-2015 on the e-voting and a separate Scrutinizer's Report dated 31-12-2015 on voting by postal ballots on the resolutions contained in the notice dated 06-11-2015. As requested by management, I submit herewith my combined report on the results of e-voting together with that of voting by postal ballots as under: -



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Item No. of Notice	resolution	in favour of the (E-voting and postal ballot)	the the (E-voting	Votes against resolution g and voting by tal ballot)	Invalid votes
	Nos.	% of total number of valid votes cast (Favour andAgainst)	Nos.	% of total number of valid votes cast (Favour andAgainst)	Nos.
Item No. 1 of the Notice (As a Special Resolution)	2,77,672	100	0	0	0
Item No. 2 of the Notice (As an Special Resolution)	2,77,672	100	0	0	0
Item No. 3 of the Notice (As an Special Resolution)	2,77,667	99.99	5	0.01	0

I have issued a separate Scrutinizer's Report dated 31-12-2015 on the e-voting and voting by postal ballots on the resolutions contained in the notice dated 06-11-2015 as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Place: Ahmedabad

Date: December, 31, 2015.



Item No. 1:-

To approve and adopt a new set of Articles of Association in place of the existing Articles of Association of the Company.

(Special Resolution)

Mode of VotingNo. of sharesNo. of No. of sharesNo. of Polled on polled% of Votes outstanding(1)(2)shares shares(1)(2)(3)=[(2)/(1)]*	E-Voting 2,69,527 2,69,527 Poll N.A. Postal Ballot 2,69,527 2,69,527 Total	E-Voting NIL NIL Poll N.A. N.A. Postal Ballot NIL NIL NIL Total	E-Voting 5,657 5,657 Poll N.A N.A N.A Postal Ballot 2,488 2,488 Total 8145	E-Voting 2,75,184 2,75,184 Poll N. A. N. A. N. A. Postal Ballot 2,488
n Votes Votes Votes ding in favour against (4) (5)	100 2,69,527 N.A. N.A. NIL NIL 100 2,69,527	NIL NIL NIL NIL NIL NIL NIL NIL NIL	100 5,657 N.A. N.A 100 2,488 100 8145	100 2,75,184 N. A. N. A. 100 2,488
of favour on es – votes inst polled (6)=[(4)/(2)] *100	NIL 100 N.A. N.A. NIL NIL 100		NIL 100 N.A. N.A. N.A. NIL 100 NIL 100	N.A. N. A. N. A. NIL. 100
% of Votes against on votes polled (7)=[(5)/(2)]*1 00		200		N.A. N.A. NIL



To give authority to the Board of Directors of the Company under section 180(1)(a) of the Companies Act, 2013. Item No. 2:-

(Special Resolution)

Category	Mode of	No. of	No. of	% of Votes	No. of	No. of	favour on	% of Votes
D	Voting	shares		Polled on	Votes -	Votes -	votes	against
		held (1)	polled (2)	outstanding shares (3)=[(2)/(1)]*	in favour (4)	against (5)	polled (6)=[(4)/(2)] *100	on votes polled $(7)=[(5)/(2)]*1$ 00
Promoter	E-Voting	2,69,527	2,69,527	100	2,69,527	NIL N A	100 N A	NIL
and Promoter	Foll Postal Ballot	i E				見	NL	NIL
Group	Total	2,69,527	2,69,527	100	2,69,527	HZ HZ	100	N
Public-	E-Voting	NIL	MIL	NIL	NIC	NIC	NIC	ME
Institutions	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	- JIK	E E	NIL	벌	NIC	NIC	ML
	Total	NIL	NH	NIC	M	N	ML	NIL
Public-	E-Voting	5,657	5,657	100	5,657	NIC	100	NIC
Non Institutions	Poll	N.A	N.A	N.A.	N.A	N.A.	N.A.	N.A.
	Postal Ballot	2,488	2,488	100	2,488	H,	100	E P
	Total	8145	8145	001	8145	J	001	N. C.
Total	E-Voting	2,75,184	2,75,184	100	2,75,184	NIL	100	NIL
	Poll	N. A.	N.A.	N. A.	N. A.	N.A.	N. A.	N.A.
	Postal Ballot	2,488	2,488	100	2,488	NIL	100	N N
						Management of the control of the con		



To give authority to the Board of Directors of the Company under section 180(1)(c) of the Companies Act, 2013.

(Special Resolution)

Item No. 3:-

Category	Mode of	No. of	No. of	% of Votes	No. of	No. of	favour on	% of Votes
	Voting	shares held	votes polled	Polled on outstanding	Votes – in favour	Votes –	votes polled	against on votes nolled
		(1)	(2)	shares (3)=[(2)/(1)]*	(4)	(2)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]*1 00
Promoter	E-Voting	2,69,527	2,69,527	100	2,69,527	0	100	NIL
Promoter Crown	Postal Ballot	NIL NIL	NIL NIL 3 60 537	NIC	NIL NIL	NIC	NIC	NIC
drong	LOTAL	4,02,747	4,0%,047		776,60,7	INIL	001	י
Public-	E-Voting	NIL	NIL	NIC	NIL	NIL	NIL	NIC
smortantoms	Postal Ballot	NIC			N N	NE	i j	NIC
	Lotal	NIL	NE	NII.	NE NE	NIC	NIL	NIL
Public-	E-Voting	5,657	5,657	100	5,652	\$	99.91	0.09
Non Institutions	Poll	N.A	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	2,488	2,488	100	2,488	N Y	100	NIL 0 0
	* Otal		}) L T O	•		00:0
Total	E-Voting	2,75,184	2,75,184	100	2,75,179	\$	66.66	0.01
	Poll	N. A.	N. A.	N.A.	Z. A.	N.A.	Ä.Ä.	N.A.
	Postal Ballot	2,488	2,488	100	2,488	NIC	100	N

