

From Corporate Office: 510, A Wing, Kohinoor City C-I
Kirool Road, Off L.B.Shastrri Marg, Kurla (W)
Mumbai - 400 070, India
T: +91 22 6708 2600 / 2500
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GRP/M/ 523 /2015

31.12.2015

To Bombay Stock Exchange 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,

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:-

- Adopt new set of Articles of Association, commensurate with the provisions of the Companies Act, 2013.
- 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

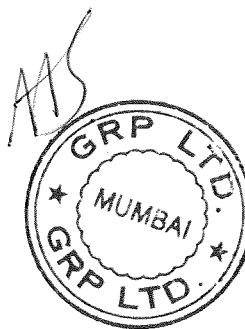
Enc; : a/a

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 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	269,527	269,527	100	269,527	NIL	100	NIL
	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-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	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-Non Institutions	E-voting	5,657	5,657	100	5,657	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	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 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	269,527	269,527	100	269,527	NIL	100	NIL
	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-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	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-Non Institutions	E-voting	5,657	5,657	100	5,657	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	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 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	269,527	269,527	100	269,527	NIL	100	NIL
	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-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	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-Non Institutions	E-voting	5,657	5,657	100	5,652	5	99.91	0.09
	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	NIL
Total		277,672	277,672	100	277,667	5	99.999	0.001





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.
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 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: -



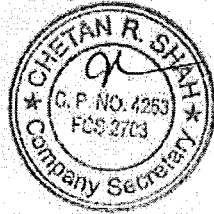
Item No. of Notice	Total Votes in favour of the resolution (E-voting and voting by postal ballot)		Total Votes against the resolution (E-voting and voting by postal ballot)		Invalid votes
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	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

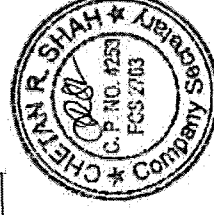
Date: December, 31, 2015.

Annexure

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)

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)	favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2,69,527	2,69,527	100	2,69,527	NIL	100	NIL
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot Total	NIL	NIL	NIL	2,69,527	NIL	100	NIL
Public-Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	E-Voting	5,657	5,657	100	5,657	NIL	100	NIL
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot Total	2,488	2,488	100	2,488	NIL	100	NIL
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 Total	2,488	2,488	100	2,488	NIL	100	NIL



Item No. 2:-

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

(Special Resolution)

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)	favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2,69,527	2,69,527	100	2,69,527	NIL	100	NIL
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot Total	NIL 2,69,527	NIL 2,69,527	NIL 100	NIL 2,69,527	NIL NIL	NIL 100	NIL NIL
Public-Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot Total	NIL NIL	NIL NIL	NIL NIL	NIL NIL	NIL NIL	NIL NIL	NIL NIL
Public-Non Institutions	E-Voting	5,657	5,657	100	5,657	NIL	100	NIL
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot Total	2,488 8145	2,488 8145	100 100	2,488 8145	NIL NIL	100 100	NIL NIL
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 Total	2,488	2,488	100	2,488	NIL	100	NIL



Item No. 3:-

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

(Special Resolution)

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)	favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	2,69,527	2,69,527	100	2,69,527	0	100	NIL
	Postal Ballot Total	N.A. NIL 2,69,527	N.A. NIL 2,69,527	N.A. NIL 100	N.A. NIL 2,69,527	N.A. NIL NIL	N.A. NIL 100	N.A. NIL NIL
Public-Institutions	E-Voting Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot Total	N.A. NIL NIL	N.A. NIL NIL	N.A. NIL NIL	N.A. NIL NIL	N.A. NIL NIL	N.A. NIL NIL	N.A. NIL NIL
Public-Non Institutions	E-Voting Poll	5,657	5,657	100	5,652	5	99.91	0.09
	Postal Ballot Total	N.A. 2,488 8145	N.A. 2,488 8145	N.A. 100 100	N.A. 2,488 8140	N.A. NIL 5	N.A. 100 99.94	N.A. NIL 0.06
Total	E-Voting Poll	2,75,184	2,75,184	100	2,75,179	5	99.99	0.01
	Postal Ballot Total	N.A. 2,488	N.A. 2,488	N.A. 100	N.A. 2,488	N.A. NIL	N.A. 100	N.A. NIL

