



## GRP LIMITED

CIN : L25191GJ1974PLC002555

Registered Office: Plot No.8, GIDC Estate, Ankleshwar - 393 002

Dist. Bharuch, Gujarat.

Tel No.: 022 67082600 / 2500, Fax : 022 67082599

e-mail id : investor.relations@grpweb.com, website:www.grpweb.com

### POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, GRP Limited (the "Company") is seeking the consent of its members for the special business mentioned in the resolutions appended below to be passed through Postal Ballot / E-voting. The explanatory statement pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration. The Company has appointed Chetan R. Shah, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the form and return the duly completed form in original in the enclosed self-addressed postal stamp affixed envelope (if posted in India) so as to reach the Scrutinizer not later than 5:00 p.m. on Friday, 20<sup>th</sup> March, 2015. The Ballot Forms received after the said date will be treated as not received.

Members desiring to opt for E-voting as per the facilities arranged by the Company are requested to read the notes to this notice. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit his report to the Managing Director / Executive Director. The results of the Postal Ballot will be announced by the Managing Director or Executive Director or the Company Secretary of the Company on Tuesday, 24<sup>th</sup> March, 2015 at the Registered Office of the Company. The aforesaid results will be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the shares of the company are listed and displayed along with the report of the Scrutinizer, on the website of the company www.grpweb.com.

The resolutions will be considered as passed effectively on the date of announcement of the results by the Managing Director or Executive Director or Company Secretary of the company, if the results of the Postal Ballot indicate that the requisite majority of the members had assented to the resolution(s).

#### Special Business

**Item No.1** : Alteration of Articles of Association to include provision for appointment of same individual as Chairperson and Managing Director :

To consider and if thought fit, to give assent / dissent to the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 14, 203 and any other applicable provisions of the Companies Act, 2013, the existing Article 178 of the Articles of Association of the Company be and is hereby substituted as follows:

The Board can appoint or reappoint an individual as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company at the same time and determine the period for which he shall retain office as such. All meetings of the Directors shall be presided over by the Chairperson, if present, but if at any meeting of the Directors, the Chairperson be not present within five minutes after the time appointed for holding the same then, the Directors present at the meeting shall choose one of them, then present to be the Chairperson of the meeting."

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

**Item No.2** : Appointment of Rajeev M. Pandia as an Independent Director.

To consider and if thought fit, to give assent / dissent to the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Rajeev M. Pandia (DIN:00021730) Director of the Company, whose period of office is liable to determination by retirement of directors by rotation (under the erstwhile Companies Act, 1956) and in respect of whom Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Rajeev M. Pandia as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to 31<sup>st</sup> March, 2019, not liable to retire by rotation."

**Item No.3** : Appointment of Bhagwandas T. Doshi as an Independent Director.

To consider and if thought fit, to give assent / dissent to the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Bhagwandas T. Doshi (DIN:00040596) Director of the Company, whose period of office is liable to determination by retirement of directors by rotation (under the erstwhile Companies Act, 1956) and in respect of whom Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Bhagwandas T. Doshi as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to 31<sup>st</sup> March, 2019, not liable to retire by rotation."

**Item No.4** : Appointment of Apurva R. Shah as an Independent Director.

To consider and if thought fit, to give assent / dissent to the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the

Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Apurva R. Shah (DIN:00004781), who was appointed as an additional director of the Company by the Board of Directors with effect from 4<sup>th</sup> February, 2015, and who holds office up to the date of forthcoming annual general meeting under Section 161 of the Companies Act, 2013, and in respect of whom Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Apurva R. Shah as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to 3<sup>rd</sup> February, 2020, not liable to retire by rotation."

**Item No.5 :** Payment of fees to Rajeev M. Pandia in his professional capacity as a Technical Consultant.

To consider and if thought fit, to give assent / dissent to the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for payment of professional fees of Rs.25,00,000/- (Rupees Twenty Five Lakhs) per annum to Rajeev M. Pandia(DIN:00021730), Independent Director for rendering technical advisory services in his professional capacity as Technical Consultant to the Company for a period of three years from 1<sup>st</sup> April 2015 to 31<sup>st</sup> March 2018."

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

Place : Mumbai  
Date : 4<sup>th</sup> February, 2015

By the Order of the Board  
Sd/-  
Rajendra V. Gandhi  
Managing Director

#### Notes :

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts and reasons for the proposed Special Business at Item Nos. 1 to 5 above, are appended herein below.
2. The Postal Ballot Notice is being sent to all the members whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on 30<sup>th</sup> January, 2015.
3. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company is offering e-voting facility to all the members of the Company. The Company has engaged the services of National Securities Depository Limited(NSDL) to provide the e-voting facility. E-voting is optional.
4. As per Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, notice of postal ballot may be served on the members through electronic means. Members who have registered their email IDs with depositories or with the Company are being sent this notice of postal ballot by email and the members who have not registered their email IDs will receive notice of postal ballot along with physical Form through speed/registered post. Members who have received postal ballot notice by email but who wish to vote through physical Form may download the physical form from the link [www.evoting.nsd.com](http://www.evoting.nsd.com) or alternatively from the 'Investors' section of the Company's website [www.grpweb.com](http://www.grpweb.com).
5. Members can opt for only one mode of voting i.e. either by ballot or through e-voting. In case you are opting for voting by ballot, then please do not cast your vote by e-voting and vice versa. In case members cast their votes both by ballot and e-voting, the votes cast through ballot shall prevail and the votes cast through e-voting shall be considered invalid.
6. Members who have not registered their email ID are requested to register the same with the Company's Registrars and Transfer Agents / Depositories in order to receive the Company's Annual Report and other communications electronically.

#### **7. Procedure and instructions for e-voting**

- a. Open the internet browser and type the URL: <https://www.evoting.nsd.com>
- b. Click on **Shareholder-Login**
- c. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for Login.
- d. If you are logging in for the first time, please enter the User ID and Password provided in this document.
- e. The **Password Change Menu** will appear on your screen. Change to a new Password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of the two. Please take utmost care to keep your Password confidential.
- f. Once the e-Voting home page opens, click on **e-Voting>Active Voting Cycles**.
- g. Select the **EVEN (E-Voting Event Number)** of GRP Limited (the number is provided in Postal Ballot Form). Once you enter the number, the **Cast Vote** page will open. Now you are ready for e-voting.
- h. Cast your vote by selecting your favored option and click **Submit**. Also click **Confirm** when prompted. Please note that once your vote is cast on the selected resolution, it cannot be modified.
- i. Institutional shareholders (i.e. members other than individuals, HUF, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc., together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer via email at: [shah\\_cr@yahoo.co.in](mailto:shah_cr@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- j. In case of any queries, please refer to the **Frequently Asked Questions (FAQs)** for members and the **e-voting user manual** for members available in the Downloads' section of <https://www.evoting.nsd.com> You can also contact NSDL via email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **8. General instructions**

- a. The e-voting period commences on 19<sup>th</sup> February, 2015 (9:00 am) and ends on 20<sup>th</sup> March, 2015(5:00 pm). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 30<sup>th</sup> January, 2015 may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in the physical form or in dematerialized form, as on the cut-off date of 30<sup>th</sup> January, 2015 and not casting their vote electronically may only cast

their vote through physical Postal Ballot.

- c. Chetan R. Shah, Practicing Company Secretary (Membership No. FCS 2703), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Managing Director or Executive Director of the Company.
- e. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 30<sup>th</sup> January 2015.
- f. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.grpweb.com and on the website of NSDL within two days of declaration of results by Managing Director or Executive Director or Company Secretary of the Company.

#### **Annexure to the Notice**

Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 relating to the business set out in the accompanying Notice.

##### **Item No.1:**

The Articles of Association of the Company does not contain a provision that the same individual can be the Chairperson and the Managing Director or Chief Executive Officer of the Company at the same time. To enable such a provision as required under Section 203 of the Companies Act, 2013, it is proposed to amend Article No.178 of the Articles of Association of the Company.

The proposed amendment in the Articles of Association of the Company requires the approval by a special resolution of the members in the General Meeting. The Board recommends the passing of this resolution as a Special Resolution.

A copy of the Articles of Association of the Company together with the proposed alteration is available for inspection at the Registered Office of the Company during business hours on any working day.

None of the Directors or Key Managerial Personnel or their respective relatives are in any way concerned or interested, financial or otherwise in this resolution.

##### **Item No.2 :**

Rajeev M. Pandia is an Independent Director of the Company (appointed pursuant to Clause 49 of the Listing Agreement), whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. He joined the Board of Directors of the Company (the "Board") in November, 2010. The Companies Act, 2013 came into effect on 1<sup>st</sup> April, 2014. Section 149(10) of the Companies Act, 2013 provides that an Independent director shall hold office for a term of up to five consecutive years on the Board. Further, Section 149(13) of the Companies Act, 2013 states that the provisions relating to retirement of directors by rotation shall not apply to the appointment of Independent directors. Additionally, the Ministry of Corporate Affairs, Government of India by a Notification dt.9<sup>th</sup> June, 2014, has verified that if a company intends to appoint existing Independent directors as Independent directors under the Companies Act, 2013, such appointment must be made expressly within one year from 1<sup>st</sup> April, 2014. The Company proposes to comply with the provisions of the Companies Act, 2013 and the Notification of the Ministry of Corporate Affairs.

Rajeev M. Pandia being eligible, this resolution seeks the approval of the members for his appointment as Independent director, for a period of five years from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019, and that he shall not be liable to retire by rotation during this tenure.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs.1,00,000/- proposing the candidature of Rajeev M. Pandia for the office of Independent director.

The Company has received from Rajeev M. Pandia (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR-8 In terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) A declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Rajeev M. Pandia, fulfills the conditions specified in the Companies Act, 2013, and Rules made thereunder for his appointment as an Independent Director of the Company, and is Independent of the Management. A copy of the draft letter for the appointment of Rajeev M. Pandia, as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Rajeev M. Pandia as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Rajeev M. Pandia as an Independent Director, for the approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their respective relatives, except Rajeev M. Pandia, to whom the resolution relates, are in any way concerned or interested, financial or otherwise in this resolution.

##### **Item No.3 :**

Bhagwandas T. Doshi is an Independent Director of the Company (appointed pursuant to Clause 49 of the Listing Agreement), whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. He joined the Board of Directors of the Company (the "Board") in March, 1977. The Companies Act, 2013 came into effect on 1<sup>st</sup> April, 2014. Section 149(10) of the Companies Act, 2013 provides that an Independent director shall hold office for a term of upto five consecutive years on the Board. Section 149(13) of the Companies Act, 2013 states that the provisions relating to retirement of directors by rotation shall not apply to the appointment of Independent directors. Additionally, the Ministry of Corporate Affairs, Government of India by a Notification dt.9<sup>th</sup> June, 2014, has verified that if a company intends to appoint existing Independent directors as Independent directors under the Companies Act, 2013, such appointment must be made expressly within one year from 1<sup>st</sup> April, 2014. The Company proposes to comply with the provisions of the Companies Act, 2013 and the Notification of the Ministry of Corporate Affairs. Bhagwandas T. Doshi being eligible, this resolution seeks the approval of the members for his appointment as Independent director, for a period of five years from 1<sup>st</sup> April 2014, to 31<sup>st</sup> March, 2019, and that he shall not be liable to retire by rotation during this tenure.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs.1,00,000/- proposing the candidature of Bhagwandas T. Doshi for the office of Independent director.

The Company has received from Bhagwandas T. Doshi (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR-8 In terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) A declaration to the effect

that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Bhagwandas T. Doshi, fulfills the conditions specified in the Companies Act, 2013, and Rules made thereunder for his appointment as an Independent Director of the Company, and is Independent of the Management. A copy of the draft letter for the appointment of Bhagwandas T. Doshi, as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Bhagwandas T. Doshi as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Bhagwandas T. Doshi as an Independent Director, for the approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their respective relatives, except Bhagwandas T. Doshi, to whom the resolution relates, are in any way concerned or interested, financial or otherwise in this resolution.

**Item No.4 :**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Apurva R. Shah as an Additional Director with effect from 4<sup>th</sup> February, 2015, to hold office as Director till the date of the forthcoming Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Apurva R. Shah will hold office up to the date of forthcoming Annual General Meeting. The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs.1,00,000/- proposing the candidature of Apurva R. Shah for the office of Independent director.

Apurva R. Shah, being eligible, this resolution seeks the approval of the members for his appointment as Independent director, for a period of five years from 4<sup>th</sup> February, 2015 to 3<sup>rd</sup> February, 2020, and that he shall not be liable to retire by rotation during this tenure

The Company has received from Apurva R. Shah (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR-8 In terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) A declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Apurva R. Shah, fulfills the conditions specified in the Companies Act, 2013, and Rules made thereunder for his appointment as an Independent Director of the Company, and is Independent of the Management. A copy of the draft letter for the appointment of Apurva R. Shah, as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Apurva R. Shah as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Apurva R. Shah as an Independent Director, for the approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their respective relatives, except Apurva R. Shah, to whom the resolution relates, are in any way concerned or interested, financial or otherwise in this resolution.

**Item No.5 :**

Rajeev M. Pandia is a Bachelor in Technology (with a specialisation in Chemical Engineering) from the Indian Institute of Technology (IIT), Mumbai, and has obtained his Masters in Science (with a specialisation in Chemical Engineering) from Stanford University, California, USA. He has also received many awards and honours from various National and International Institutes. He has experience of about 35 years with many reputed companies in various senior managerial positions. He is associated as Non-Executive Independent Director of the Company since November, 2010. The Company has been highly benefited from his valuable experience. Company intends to avail his services as a professional technical consultant for various new projects and initiatives in the areas of polymer applications for future growth and development of business of the company. Board of Directors on recommendation of Nomination and Remuneration Committee has given its approval for payment of these professional fees to Rajeev M. Pandia.

Pursuant to Section 197 of the Companies Act, 2013 and Clause 49 of the Listing Agreement (as amended from time to time) and other applicable provisions of the Companies Act, 2013, approval by special resolution of members in general meeting for payment of these fees is required. Your directors recommend the passing of this resolution.

None of the Directors or Key Managerial Personnel or their respective relatives, except Rajeev M. Pandia, to whom the resolution relates, are in any way concerned or interested, financial or otherwise in this resolution.

Place : Mumbai  
Date : 4<sup>th</sup> February, 2015

By the Order of the Board  
Sd/-  
Rajendra V. Gandhi  
Managing Director

**ADDITIONAL INFORMATION OF DIRECTORS RECOMMENDED FOR APPOINTMENT PURSUANT TO  
CLAUSE 49 OF THE LISTING AGREEMENT**

|   |   |  |  |
|---|---|--|--|
| Name of the Director  | Mr. Bhagwandas T. Doshi   | Mr. Rajeev M. Pandia   | Mr. Apurva R. Shah   |
| Date of birth   | 20.04.1935  | 17.12.1949   | 05.01.1970   |
| Date of appointment   | 15.03.1977  | 13.11.2010   | 04.02.2015   |
| Experience in specific Functional areas   | He is an industrialist having more than 40 years of experience. He is associated with the Company since last 34 years   | He has experience of about 37 years with many reputed companies in various senior managerial positions.  | He is Chartered Accountant, presently partner in Rajendra & Co., Chartered Accountants, since 1993. He is engaged in consulting with the specialization in Accountancy, Direct Taxation, Corporate re-organization and Family owned and Managed Businesses. He is also associated with Charitable trusts as Trustee / Auditor / Advisor.   |
| Qualification   | Graduate  | 1) Bachelor in Technology (with specialization in Chemical Engineering) from Indian Institute of Technology (IIT), Mumbai<br>Masters in Science (with specialization in Chemical Engineering) from Stanford University, California, USA. | Chartered Accountant (Ranked 3 <sup>rd</sup> in the CA intermediate exam and 5 <sup>th</sup> in the CA Final examination with first prize in Accountancy and in Direct Taxation), Cost and Works Accountant, Graduate from the London School of Economics and Political Sciences with a qualification in International Accounting and Finance, Bachelor of Commerce from Sydenham College of Commerce and Economics  |
| Name of the Companies (other than GRP Ltd.) in which he holds Directorship / committee Membership | <b>Director in</b><br>-Fine-Line Circuits Ltd.<br>-Kapurwala Properties Pvt. Ltd.<br><b>Chairman of the Board Committee</b><br>None<br><b>Membership of the Board Committee</b><br>None | <b>Director in:</b><br>-The Supreme Industries Limited<br>-Excel Industries Limited<br><b>Chairman of the Board Committee</b><br>None<br><b>Membership of the Board Committee</b><br>None  | <b>Director in</b><br>-Asian Star Company Ltd.<br>-Steel Cast Ltd.<br>-Fine-Line Circuits Ltd.<br>-Shantivijay Jewels Ltd.<br><b>Chairman of the Board Committee</b><br>-Steel Cast Ltd.(Audit Committee)<br>-Fine-Line Circuits Ltd.(Audit Committee)<br><b>Membership of the Board Committee</b><br>-Asian Star Company Ltd.(Audit Committee, Remuneration committee, Shareholders Committee)<br>-Steel Cast Ltd.(Remuneration committee)<br>-Shantivijay Jewels Ltd.(Audit Committee, Remuneration committee) |
| Chairman / Member of Board Committees of the Company  | <b>Chairman of the Board Committee</b><br>None<br><b>Membership of the Board Committee</b><br>Audit Committee.<br>Nomination & Remuneration Committee                                   | <b>Chairman of the Board Committee</b><br>Audit Committee<br>Nomination & Remuneration Committee<br><b>Membership of the Board Committee</b><br>None   | <b>Chairman of the Board Committee</b><br>Stakeholders Relationship Committee<br><b>Membership of the Board Committee</b><br>Audit Committee.  |
| No. of equity shares held in the Company  | 2310  | Nil  | Nil  |

# GRP LIMITED

CIN : L25191GJ1974PLC002555

Registered Office: Plot No.8, GIDC Estate, Ankleshwar - 393002

Dist. Bharuch, Gujarat. Tel No.: 022 67082600 / 2500, Fax : 022 67082599

e-mail id : investor.relations@grpweb.com, website: www.grpweb.com



Sr. No. :

## POSTAL BALLOT FORM

The last date for receipt of Postal Ballot is 20<sup>th</sup> March, 2015

1) Name and Registered Address of the sole / first named member :

2) Name(s) of the joint holder(s) if any :

3) Registered Folio No./DP ID No. and Client ID No. \*  
\*(Applicable to Investors holding Shares in dematerialized Form) :

4) No. of Shares Held :

5) Class of Shares : Equity Shares

| E-voting Event Number (EVEN) | User ID | Password |
|------------------------------|---------|----------|
| 101591                       |         |          |

I/We hereby exercise my/our vote(s) in respect of the following resolutions to be passed through Postal Ballot / E-voting by conveying my/our assent or dissent to the said resolutions by placing the tick (✓) mark in the For or Against boxes below :

| Item No. | Description of Resolution   | Type of Resolution | No. of Ordinary Shares for Which votes cast | I/We assent to the Resolution (FOR) | I/We dissent to the Resolution (AGAINST) |
|----------|---|--------------------|---|-------------------------------------|--|
| 1)       | Alteration of the Articles of Association of the Company to include provision to appoint same individual as Chairperson and the Managing Director or Chief Executive Officer of the Company at the same time. | Special            |   |                                     |  |
| 2)       | Appointment of Rajeev M. Pandia as an Independent Director of the Company.  | Ordinary           |   |                                     |  |
| 3)       | Appointment of Bhagwandas T. Doshi as an Independent Director of the Company.   | Ordinary           |   |                                     |  |
| 4)       | Appointment of Apurva R. Shah as an Independent Director of the Company.  | Ordinary           |   |                                     |  |
| 5)       | Payment of fees to Rajeev M. Pandia, Independent Director, in his professional capacity as a Technical Consultant.  | Special            |   |                                     |  |

Place :

Date :

E-mail :

Signature of the Member

★ Note : Please read the instructions printed overleaf carefully before exercising your vote.

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## INSTRUCTIONS

### 1. GENERAL INFORMATION

- i) There will be one Ballot Form / E-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- ii) Members can opt for only one mode of voting i.e. either by Ballot or through E-voting. In case you are opting for voting by Ballot, then please do not cast your vote by E-voting and vice versa. In case members cast their votes both by Ballot and E-voting, the votes cast through ballot shall prevail and the votes cast through E-voting shall be considered invalid.
- iii) Voting rights in the Ballot / E-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of their authorization, as stated above.
- iv) In case of members opting for E-voting, please refer note No.7 of Postal Ballot Notice for process of E-voting.

### 2. PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT

- i) Members desiring to cast their vote by Ballot should complete and sign this Ballot Form and send it to the Scrutinizer. For this purpose, a self-addressed postal stamp affixed envelope is enclosed. Ballot Forms deposited in person or sent by post or courier at the expense of the member will also be accepted.
- ii) In case of joint holding, this Ballot Form should be completed and signed by the first named member and in his absence by the next named member.
- iii) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- iv) The signature of the member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- v) Completed Ballot Forms should reach the Scrutinizer, Mr. Chetan R. Shah, Practising Company secretary, 309, Aabhusan Complex, 17, Mahadevnagar Society, Stadium Road, Ahmedabad - 380014, not later than the close of working hours i.e. 5:00 p.m. on Friday, 20<sup>th</sup> March, 2015. Ballot Forms received after this date will be treated as not received.
- vi) Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- vii) A member seeking duplicate Ballot Form can write to the Company's Registrars - Universal Capital Securities Pvt. Ltd., 21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (E), Mumbai - 400 093 or to the email ID info@uniseq.in. Duly completed and signed duplicate Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on Friday, 20<sup>th</sup> March, 2015.
- viii) Members are requested not to send any paper other than the resolution / authority as mentioned under paragraph no. 2 (iii) above along with the ballot form in the enclosed self-addressed postal stamp affixed envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
- ix) The results of the Postal Ballot will be announced by the Managing Director or Executive Director or the Company Secretary of the Company on Tuesday, 24<sup>th</sup> March, 2015 at the Registered Office of the Company. The aforesaid results will be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the shares of the company are listed and displayed along with the report of the Scrutinizer, on the website of the company www.grpweb.com