From

Corporate Office: 510, A Wing, Kohinoor City C-I

Kirol Road, Off L.B.Shastri Marg, Kurla (W)

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Disclosure of voting results under clause 35A of the Listing Agreement for the 41<sup>st</sup> Annual General Meeting held on Monday, 27<sup>th</sup> July, 2015 at Registered Office of the Company at Plot No. 8, GIDC Estate, Ankleshwar – 393 002, Dist. Bharuch, Gujarat State at 12.30 p.m.

a)	Name of Company	:	GRP Limited
b)	Date of the AGM		Monday, 27 <sup>th</sup> July 2015
c)	Total number of shareholders on record date / book closure date		2376
d)	No. of Shareholders present in the meeting either in person or through	proxy:	
	a) Promoters and Promoters Group		6 numbers in person
	b) Public		10 numbers in person
	Total	:	16 numbers in person
e)	No. of Shareholders present in the meeting through Video Conferencing	ig:	
	c) Promoters and Promoters Group		No video conferencing was
	d) Public		offered during AGM.
N/	Total		]

<u>Agenda-wise</u>
The mode of voting for all resolutions was remote e-voting and ballot paper.

Resolution No.1: Adoption of Audited Financial Statements for the year ended March 31, 2015. Resolution Required : Ordinary Resolution

A) Mode of Voting . Remote a 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	269,527	269,527	100%	269,527	Nil	100%	Nil
b) Public Institutional holders						-	
c) Public - Others	1,947	1,947	100%	1,947	Nil	100%	Nil
Total	271,474	271,474	100%	271,474	Nil	100%	Nil

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstandi ng 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	-	-	=	-	1.	-	
b) Public Institutional holders	=				-		
c) Public - Others	2,426	2,426	100%	2,426	Nil	100%	Nil
Total	2,426	2,426	100%	2,426	Nil	100%	Nil
Grand Total (A + B)	273,900	273,900	100%	273.900	Nil	100%	Nil



Page 1 of 4



Resolution No.2: Declare dividend on equity shares for the financial year 2014-15.
Resolution Required : Ordinary Resolution
A) Mode of Voting : Remote 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	269,527	269,527	100%	269,527	Nil	100%	Nil
b) Public Institutional holders		-				-	
c) Public - Others	1,947	1,947	100%	1.947	Nil	100%	Nil
Total	271,474	271,474	100%	271,474	Nil	100%	Nil

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
OG 18	(1)	(2)	(3)	(4)	(5)	(6)	(7)
a) Promoter and Promoter Group	-	~=	-				
b) Public Institutional holders	_	-			-	-	
c) Public - Others	2,426	2,426	100%	2,426	Nil	100%	Nil
Total	2,426	2,426	100%	2,426	Nil	100%	Nil
Grand Total (A + B)	273,900	273,900	100%	273,900	Nil	100%	Nil

Resolution No. 3: Appoint a director in place of Mr. Harsh R. Gandhi (DiN :00133091), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution Required: Ordinary Resolution

A) Mode of Voting: Remote 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
0.000 A 100	(1)	(2)	(3)	(4)	(5)	(6)	(7)
a) Promoter and Promoter Group	269,527	269,527	100%	269,527	Nil	100%	Niil
b) Public Institutional holders	-	-			-	-	
c) Public - Others	1,947	1,947	100%	1.947	Nil	100%	Nil
Total	271,474	271,474	100%	271,474	Nii	100%	Nil

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstandi ng 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			_			Name	
b) Public Institutional holders	-	-	_	-		-	
c) Public - Others	2,426	2,426	100%	2,426	Nil	100%	Nil
Total	2,426	2,426	100%	2,426	Nil	100%	Nil
4							
Grand Total (A + B)	273,900	273,900	100%	273,900	Nil	100%	Nil



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

269,527

a) Promoter and Promoter

Group

A) Mode of Voting : Remote e-voting Promoter / Public No. of No. of % of votes No. of No. of % of shares votes polled on votes-in votesvotes in held polled outstanding favour against favour shares on votes polled (1) (2) (3) (4)

269,527

b) Public Institutional holders c) Public - Others 1,947 1,947 100% 1,947 Nil 100% Nil Total 271,474 271,474 100% 271,474 Nil 100% Nil

100%

269,527

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstandi ng 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		-			- 1		\\\·/
b) Public Institutional holders	-		Page 1		-		
c) Public - Others	2,426	2,426	100%	2,426	Nil	100%	Nil
Total	2,426	2,426	100%	2,426	Nil	100%	Nil
Grand Total (A + B)	273,900	273,900	100%	273,900	Nil	100%	Nil

Resolution No. 5: Appoint a woman director, Nayna R. Gandhi (DIN :00166499). Resolution Required : Ordinary Resolution

A) Mode of Voting : Remote e-voting Promoter / Public No. of No. of % of votes No. of No. of

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	269,527	269,527	100%	269,527	Nil	100%	Nil
b) Public Institutional holders			•••				
c) Public - Others	1,947	1,947	100%	1,937	10	100%	
Total	271,474	271,474	100%	271.474	Nil	100%	

B) Mode of Voting : Poll - Ballot Paper Promoter / Public No. of No. of % of No. of No. of % of % of shares votes votes votes-in votesvotes in votes held polled polled on favour against favour against outstandi on on ng shares votes votes polled polled (1) (2) (3) (4) (5) (6) (7)a) Promoter and Promoter Group b) Public Institutional holders \_\_ c) Public - Others 2,426 2,426 100% 2,426 Nil 100% Nil Total 2,426 2,426 100% 2,426 Nil 100% Nil Grand Total (A + B) 273,900 273,900 100% 273,890 10 100%



% of

votes

on votes

(6)

100%

(5)

Nil

against

polled

(7)

Nil

Resolution No. 6: Revision in terms of Remuneration of Harsh R. Gandhi (DIN :00133091). Resolution Required: Special Resolution

A) Mode of Voting: Remote 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
7 7	(1)	(2)	(3)	(4)	(5)	(6)	(7)
a) Promoter and Promoter Group	269,527	269,527	100%	269,527	Nil	100%	Nil
b) Public Institutional holders	Ų.			-		-	
c) Public - Others	1,947	1,947	100%	1,947	Nil	100%	Nil
Total	271,474	271,474	100%	271,474	Nil	100%	Nil

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstandi ng shares	No. of votes-in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
M Sec	(1)	(2)	(3)	(4)	(5)	(6)	(7)
a) Promoter and Promoter Group				-		11	
b) Public Institutional holders	-	_	-				1.55
c) Public - Others	2,426	2,426	100%	2,426	Nil	100%	Nil
Total	2,426	2,426	100%	2,426	Nil	100%	Nil
Grand Total (A + B)	273,900	273,900	100%	273,900	Nit	100%	Nil

Note: All resolutions were passed by requisite majority.

For GRP Limited

Ganesh A. Ghangurde

President & Chief Financial Officer & Company Secretary