

From | Corporate Office: 510, A Wing, Kohinoor City C-1  
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**GRP**  
 IMPACT POSITIVE

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
	<b>Total</b>	:	<b>16 numbers in person</b>
e)	No. of Shareholders present in the meeting through Video Conferencing:		
	c) Promoters and Promoters Group	:	No video conferencing was offered during AGM.
	d) Public	:	
	<b>Total</b>	:	

**Agenda-wise**

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 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
<b>Total</b>	<b>271,474</b>	<b>271,474</b>	<b>100%</b>	<b>271,474</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>

B) Mode of Voting : Poll – Ballot Paper

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	2,426	2,426	100%	2,426	Nil	100%	Nil
<b>Total</b>	<b>2,426</b>	<b>2,426</b>	<b>100%</b>	<b>2,426</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>
<b>Grand Total (A + B)</b>	<b>273,900</b>	<b>273,900</b>	<b>100%</b>	<b>273,900</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>



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
<b>Total</b>	<b>271,474</b>	<b>271,474</b>	<b>100%</b>	<b>271,474</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>

B) Mode of Voting : Poll - Ballot Paper

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	2,426	2,426	100%	2,426	Nil	100%	Nil
<b>Total</b>	<b>2,426</b>	<b>2,426</b>	<b>100%</b>	<b>2,426</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>
<b>Grand Total (A + B)</b>	<b>273,900</b>	<b>273,900</b>	<b>100%</b>	<b>273,900</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>

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
	(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
<b>Total</b>	<b>271,474</b>	<b>271,474</b>	<b>100%</b>	<b>271,474</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>

B) Mode of Voting : Poll - Ballot Paper

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	2,426	2,426	100%	2,426	Nil	100%	Nil
<b>Total</b>	<b>2,426</b>	<b>2,426</b>	<b>100%</b>	<b>2,426</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>
<b>Grand Total (A + B)</b>	<b>273,900</b>	<b>273,900</b>	<b>100%</b>	<b>273,900</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>



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

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
<b>Total</b>	<b>271,474</b>	<b>271,474</b>	<b>100%</b>	<b>271,474</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>

B) Mode of Voting : Poll - Ballot Paper

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	2,426	2,426	100%	2,426	Nil	100%	Nil
<b>Total</b>	<b>2,426</b>	<b>2,426</b>	<b>100%</b>	<b>2,426</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>
<b>Grand Total (A + B)</b>	<b>273,900</b>	<b>273,900</b>	<b>100%</b>	<b>273,900</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>

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

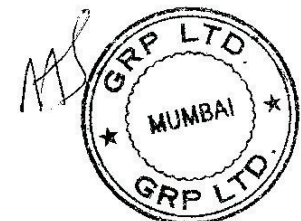
Resolution Required : Ordinary Resolution

A) Mode of Voting : Remote e-voting

Promoter / Public	No. of 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%	--
<b>Total</b>	<b>271,474</b>	<b>271,474</b>	<b>100%</b>	<b>271,474</b>	<b>Nil</b>	<b>100%</b>	<b>--</b>

B) Mode of Voting : Poll - Ballot Paper

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	2,426	2,426	100%	2,426	Nil	100%	Nil
<b>Total</b>	<b>2,426</b>	<b>2,426</b>	<b>100%</b>	<b>2,426</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>
<b>Grand Total (A + B)</b>	<b>273,900</b>	<b>273,900</b>	<b>100%</b>	<b>273,890</b>	<b>10</b>	<b>100%</b>	<b>--</b>



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

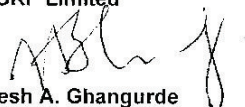
Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
a) Promoter and Promoter Group	269,527	269,527	100%	269,527	Nil	100%	Nil
b) Public Institutional holders	--	--	--	--	--	--	--
c) Public – Others	1,947	1,947	100%	1,947	Nil	100%	Nil
<b>Total</b>	<b>271,474</b>	<b>271,474</b>	<b>100%</b>	<b>271,474</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>

B) Mode of Voting : Poll – Ballot Paper

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	2,426	2,426	100%	2,426	Nil	100%	Nil
<b>Total</b>	<b>2,426</b>	<b>2,426</b>	<b>100%</b>	<b>2,426</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>
<b>Grand Total (A + B)</b>	<b>273,900</b>	<b>273,900</b>	<b>100%</b>	<b>273,900</b>	<b>Nil</b>	<b>100%</b>	<b>Nil</b>

Note : All resolutions were passed by requisite majority.

For GRP Limited

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

