

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



29.05.2024

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

To,
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,

**Sub: Secretarial Compliance Report for the financial year ended 31st March, 2024
as per Regulation 24A of SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report of the Company issued by KGS & Co., Practising Company Secretary, for the financial year ended 31st March, 2024.

Kindly take same on your records.

Thanking you,

Yours faithfully,
for **GRP Limited**

JYOTI  Digitally signed by
JYOTI SANCHETI
Date: 2024.05.29
18:45:07 +05'30'

Jyoti Sancheti
Company Secretary & Compliance Officer

GRP Ltd.

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

www.grpweb.com



Secretarial Compliance Report of GRP LIMITED
for the Financial Year Ended 31st March, 2024

[as per the regulation 24(A) of SEBI (LO&DR) Regulations, 2015 as amended from time to time]

To,
GRP LIMITED
Plot No.8, GIDC Estate, Ankleshwar-393002
CIN: L25191GJ1974PLC002555

I, Khyati Vejani, Company Secretary in practice have examined:

- a) all the documents and records made available to us and explanation provided by GRP Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this report.

for the year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the company during the Review period)**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the company during the Review period)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the company during the Review period)**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the company during the Review period)**

- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) The Securities and Exchange Board of India (Registrar to an issue and share transfer agents) Regulations, 1993 **(Not applicable to the company during the Review period)**
- i) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016 **(Not applicable to the company during the Review period)**
- j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009
- k) Securities and Exchange Board of India (Depository Participant) Regulations, 2018

and circulars and guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- b) The listed entity has taken the following actions to comply with the observations made in previous report.: The company had already taken steps with regards to observations/remarks made during the previous year. Hence, company is not required to take any steps with regards to observations raised previous years.

(i) I also report that during the review period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS |
|---------|---|-------------------------------|-----------------------------|
| 1 | <u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI). | Yes | - |
| 2 | <u>Adoption and timely updation of the Policies:</u> a. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. b. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI | Yes | - |
| 3 | <u>Maintenance and disclosures on Website:</u> The Listed entity is maintaining a functional website | Yes | - |

| | | | |
|---|--|-----|---|
| | <p>Timely dissemination of the documents/ information under a separate section on the website</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</p> | | |
| 4 | <p><u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p> | Yes | - |
| 5 | <p><u>Details related to subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p> | Yes | - |
| 6 | <p><u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p> | Yes | - |
| 7 | <p><u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p> | Yes | - |
| 8 | <p><u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified /rejected by the Audit committee</p> | Yes | - |
| 9 | <p><u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p> | Yes | - |

| | | | |
|----|---|----------------|---|
| 10 | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | During the F.Y. 2023-24 the Digital software for Structured Digital Database was operational. However as per information received from company, no other UPSI other than Financial Results shared with designated person during the F.Y. 2023-24 Hence, entries in the software are made accordingly. |
| 11 | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder | Yes | - |
| 12 | Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities. | Not Applicable | There has been no event of Resignation of Statutory auditor of the Listed entity or its material subsidiaries during the period under review. |
| 13 | <u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/ guidance note etc. except as reported above. | Yes | - |

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Note: This report has been issued based on the available information submitted by the company and its Directors and the registers, records, documents and papers maintained by the company.

For KGS & Company
Company Secretary

Vejani Khyati Ruchit
Digitally signed by
Vejani Khyati Ruchit
Date: 2024.05.16
18:06:24 +05'30'

CS Khyati Vejani
(Proprietor)

FCS:11368 CP:18549

Peer Review No: 1521/2021

UDIN: F011368F000384730

Date: 16/05/2024

Place: Ahmedabad