



GRANDEUR PRODUCTS LIMITED

**NOTICE FOR
EXTRA ORDINARY GENERAL MEETING
TO BE HELD ON
SATURDAY, THE 5TH MAY, 2018**

GRANDEUR PRODUCTS LIMITED

Registered Office: H. No. 1-62-192, 3rd Floor, Dwaraka Avenue, Kavuri Hills, Madhapur, Hyderabad, Telangana-500033 |

Tel: 040-48526655|E-mail: info@grandeurproducts.in | Website: www.grandeurproducts.com

CIN: L15500TG1983PLC110115

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of Grandeur Products Limited will be held on **Saturday, the 5th day of May, 2018 at 10.00 A.M.** at the Registered Office of the Company at H. No. 1-62-192, 3rd Floor, Dwaraka Avenue, Kavuri Hills, Madhapur, Hyderabad, Telangana-500033 to transact the following Special Business:

Item No. 1

Increase of Authorized Capital:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification or re-enactment thereof from time being in force), the authorised share capital of the Company be and is hereby increased to Rs. 25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs only) equity shares of Rs. 10/- (Rupees ten only) each, from existing Rs. 20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores only) equity shares of Rs. 10/- (Rupees ten only) each, by way of creation of additional 50,00,000 (Fifty Lakhs only) equity shares of Rs.10 (Rupees ten only) each, aggregating to Rs. 5,00,00,000 (Rupees Five Crores only)."

"RESOLVED FURTHER THAT the Clause V of the Memorandum of Association of the Company be and is hereby amended as follows:

V. The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs only) equity shares of Rs. 10/- (Rupees ten only) each. The company has the power from time to time to increase or reduce its capital and to issue any shares in original or new capital as equity or preference shares and to attach to any class or classes of such shares any preferences, rights, privileges, or priorities in payment of dividends, or distribution of assets, or otherwise over any other shares or to subject the same to any restrictions, limitations or conditions and to vary the regulations of the company, as far as necessary to give effect to the same and upon the sub-division of a share, to apportion the right to participate in profits in any manner."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred to its Directors, Chief Financial Officer, Company Secretary or any other officer(s)."

Item No. 2

Preferential Issue of Equity Shares:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42 & 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or reenactment thereof for the time being in force) and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”), and subsequent amendments thereto, including but not restricted to the (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (“Listing Regulations”) amendments thereto as in force and subject to other applicable rules, regulations and guidelines of the Securities and Exchange Board of India (“SEBI”) (“SEBI Regulations”), and the stock exchanges where the shares of the Company are listed (“Stock Exchanges”) and enabling provisions of the Memorandum and Articles of Association of M/s Grandeur Products Limited (“Company”) and subject to requisite approvals, consents, permissions and/or sanctions if any, the Consent of the Company be and is hereby given to the Board of Directors of the Company to create, offer, issue, and allot up to 67,00,000 (Sixty Seven Lakhs only) equity shares as fully paid up, for cash, at such price, being not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations, on a preferential basis to investors as specified in the Explanatory statement in one or more tranches and on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion.”

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares is fixed as 5th April, 2018, being the date 30 days prior to the date of the meeting of the shareholders of the Company and the floor price so calculated shall be in accordance with Chapter VII Regulation 76 A of the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid special resolution under Sections 42 & 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment of the said equity shares and also to seek the listing of such equity shares”

“RESOLVED FURTHER THAT the equity shares to be allotted shall rank pari-passu in all respects including as to dividend and shall carry face value of Re. 10/- each. ”

“RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions Chapter VII of the SEBI ICDR Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.”

“RESOLVED FURTHER THAT the Board (including duly constituted and authorized committee thereof) be and is hereby authorized to accept any modification in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Stock Exchanges/ SEBI/Central Government or such other appropriate authority may impose at the time of their approval as agreed by the Board.”

Item No. 3

Increase in borrowing limits

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the earlier resolutions passed by the Members of the Company in this regard under section 180 (1) (c) of the Companies Act, 2013, and pursuant to the provisions of section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) thereto or reenactment(s) thereof, for time being in force) and any approvals, consents, sanctions, permissions as may be necessary from any governmental authorities and all other appropriate statutory and regulatory authorities, and such other rules made thereunder (including any statutory amendment(s) thereto or re-enactment(s) thereof, for time being in force), and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow money by way of loans, non-convertible debentures, notes, bonds or any other instruments in rupees or any foreign currency where the money to be borrowed, together with the money already borrowed by the Company may exceed aggregate of its paid up share capital and free reserves (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), provided that the total amount so borrowed in excess of the aggregate of the paid-up capital of the Company and its free reserves shall not at any time exceed Rs.1,00,00,00,000 (Rupees Hundred Crores Only).”

“RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds or things and to take all such steps as may be necessary to give effect to the aforesaid resolution.”

Item No. 4

Creation of charges on the movable and immovable properties of the Company, both present and future in respect of borrowings under section 180(1)(a) of the Companies Act, 2013

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the earlier resolutions passed by the Members of the Company in this regard under section 180(1)(a) of the Companies Act, 2013, and pursuant to the provisions of section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) thereto or reenactment(s) thereof, for time being in force) and any approvals, consents, sanctions, permissions as may be necessary and all other appropriate statutory and regulatory authorities, and such other rules made thereunder (including any statutory amendment(s) thereto or re-enactment(s) thereof, for time being in force), and the Articles of Association of the Company, the consent of the Company be and hereby accorded to the Board of Directors of the Company to create mortgages/hypothecation and/or charge to be created by the Company in such form and manner and with such ranking and on such terms as the Board may determine on all or any of the movable and/or immovable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company for securing any loan/credit facility obtained or as may be obtained from any Bank or any Consortium of Banks or Financial Institutions or funds or any person or body(ies) from time to time together with interest, costs, charges, expenses and any other money payable by the Company or to create charge to secure any loan taken by other entities/bodies corporate, on such terms and conditions as the Board may deem fit in the interest of the Company provided that the total amount at any point of time shall not exceed the limit of Rs.1,00,00,00,000 (Rupees Hundred Crores Only) at any time.”

“RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds or things and take all such steps as may be necessary, expedient or desirable to give effect to the aforesaid resolution.”

**By order of the Board of Directors
Grandeur Products Limited**

Place: Hyderabad

Date: 11th April, 2018

**Sd/-
Priyanka Kumari
Company Secretary & Compliance Officer**

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING AT THE REGISTERED OFFICE OF THE COMPANY.**
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
3. Members / proxies/ representatives should bring the enclosed attendance slip, duly filled in, for attending the meeting. Copies of the attendance slips will not be distributed at the meeting.
4. Electronic copy of the Notice is being sent to all the Members whose email addresses are registered with the Company/depository participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Notice is being sent in the permitted mode. Members may note that this Notice will also be available on the Company's website i.e. www.grandeurproducts.com.
5. The route map showing directions to reach the venue of the EGM is annexed and forms part of the Notice.
6. Member holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Central Depository Services Limited (CDSL).
7. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are therefore, requested to submit their PAN to their Depository Participants with whom they are maintain their demat accounts. Members holding shares in physical form submit their PAN to the Company/ Central Depository Services Limited (CDSL)/National Securities Depository Limited (NSDL).
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including annual report, notices, circulars, etc. from the Company electronically.
9. **Process and manner for members opting for e-voting are as under:**
 - i. In compliance with Section 108 of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India, the Members are provided with the facility to cast their votes electronically, through the e-voting services provided by the Central Depository Services Limited (CDSL) on the resolutions set forth in this Notice. The instructions for e-voting are given herein below. The Resolutions passed by the Members through e-voting are deemed to have been passed as if they have been passed at the EGM.
 - ii. The facility for voting through ballot paper shall be made available at the EGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the EGM.
 - iii. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

The instructions for remote e-voting are as under:

- A.** In case a Member receives an e-mail from CDSL (for Members whose e-mail addresses are registered with the Company/Depositories):
- i. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - ii. Click on “Shareholders” tab.
 - iii. Now, select the “**Grandeur Products Limited**” from the drop down menu and click on “SUBMIT”
 - iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (i) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio number in the PAN field</p> <p>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL Letters.Eg. If your name is Ramesh Kumar with Sequence number 1 then enter RA00000001 in the PAN field</p>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used

by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (iv) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (v) Click on the EVSN for the relevant <**Grandeur Products Limited**> on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xi) If Demat account holder has forgotten the password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) Note for Institutional Shareholders
 - a. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - c. After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- f. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions

- i. The voting period begins on **Wednesday 2nd May, 2018 at 9.00 A.M. and ends on Friday 4th May, 2018 at 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **28th April, 2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Kindly note that the shareholders can opt only one mode of voting i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physically also and vice versa. However, in case shareholders cast their vote physically and e-voting, then voting done through e-voting will prevail and voting done physically will be treated as invalid.
- iii. The Board of Directors has appointed Mrs. N. Vanitha, a Practicing Company Secretary (CP No. 10573) as a Scrutinizer to process the e-voting and submit a report to the Chairman.
- iv. **Priyanka Kumari**, Company Secretary and Compliance Officer of the Company will address all the grievances in relation to this Extra Ordinary General Meeting including e-voting. Her contact details are **Email: cs@grandeurproducts.in Phone No. 040-48526655.**
- v. The members may download a copy of the notice of this meeting and the results declared along with the Scrutinizer's Report from the website of the Company (www.grandeurproducts.com) or from www.evotingindia.com.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No.1

Presently, the Authorised Share Capital of the Company stands at Rs. 20,00,00,000 (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of Rs. 10 (Rupees Ten) each.

In order to meet its business objectives, it is proposed to increase the Authorised Share Capital of the Company to Rs. 25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs only) equity shares of Rs. 10/- (Rupees ten only) each, from existing Rs. 20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores only) equity shares of Rs. 10/- (Rupees ten only) each, by way of creation of additional 50,00,000 (Fifty Lakhs only) equity shares of Rs.10 (Rupees ten only) each, aggregating to Rs. 5,00,00,000 (Rupees Five Crores only).

The proposed resolution No. 1 is enabling resolution for increasing the Authorised Capital of the Company and substitution of Capital Clause in the Memorandum Association of the Company under applicable provisions of the Companies Act, 2013.

Accordingly, approval of members is sought for the Resolution No. 1 as set out in the Notice for increase in authorised Capital of the Company and consequential amendments to the relevant clause of the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution except to the extent of their shareholding.

Item No.2

The Board of Directors on 11th March, 2018, subject to necessary approval(s), has approved the proposal for raising funds up by way of issue of 67,00,000 equity shares on preferential basis in order to mobilize funds for funding current/future expansion plans/activities directly by the Company or through its subsidiaries, potential acquisitions, working capital and general corporate purposes. Therefore, the Company is proposing to raise capital by allotment of shares on a preferential basis.

Consent of the shareholders is sought for issuing the Equity Shares as stated in the resolution to the non-promoter group, which shall result in issuance of up to 67,00,000 further equity shares of the Company, on a preferential basis in accordance with the terms and nature of the Equity Shares to be issued by the Company.

Section 62 of the Companies Act, 2013 and Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 62 unless the shareholders of the Company in general meeting decide otherwise.

The Resolution, if passed, will have the effect of allowing the Board to issue and allot Equity Shares to the Investor who is not an existing member of the Company. Since the proposed Special Resolution would result in issue of Equity Shares of the Company otherwise than to the members of the Company in the manner laid down under Section 62 of the Companies Act, 2013, consent of the shareholders is being sought pursuant to the provisions of Section 42, 62 and all other applicable provisions of the Companies Act, 2013 and Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 ("**Regulations**"), the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

- i. **The Objects of the issue through preferential offer:** Funding current/future expansion plans/activities directly by the Company or through subsidiaries, potential acquisitions, working capital and general corporate purposes.
- ii. **The intention of the Promoters/Directors/Key Management Personnel to subscribe to the offer:** Promoters / Directors / Key Management Personnel of the company are not intending to participate/ subscribe to the present offer.
- iii. **Shareholding Pattern pre and post preferential offer:**
Shareholding Pattern before and after the issue of shares involved in the present resolution is as below:

Sl.No	Category of Shareholder	Pre-issue		Post-Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoter and Promoter Group				
1	Indian	3195000	23.91	3195000	15.93
2	Foreign	-		-	
	Total shareholding of Promoter and Promoter Group (A)	3195000	23.91	3195000	15.93

GD Bahety HUF	Vinod Bahety	Non-Promoter	-	-	10,00,000	10,00,000	4.98
Sushil Bahety HUF	Sushil Bahety	Non-Promoter	-	-	7,50,000	7,50,000	3.74
Ankit Bahety HUF	Ankit Bahety	Non-Promoter	-	-	5,00,000	5,00,000	2.49
Shikha Aggarwal	Shikha Aggarwal	Non-Promoter	-	-	5,00,000	5,00,000	2.49
Dinesh Aggarwal HUF	Dinesh Aggarwal	Non-Promoter	-	-	2,50,000	2,50,000	1.25
Jugal Kishore Mundhra	Jugal Kishore Mundhra	Non-Promoter	-	-	2,50,000	2,50,000	1.25
Ramdev Mundhra	Ramdev Mundhra	Non-Promoter	-	-	2,00,000	2,00,000	1.00
KRG Polychem Private Limited	Director : Hemant Kumar Bhansali	Non-Promoter	-	-	18,75,000	18,75,000	9.35
Bajrang Karnani	Bajrang Karnani	Non-Promoter	-	-	2,41,000	2,41,000	1.20
Shruti Bahety Mimani	Shruti Bahety Mimani	Non-Promoter	-	-	5,00,000	5,00,000	2.49
Vaibhav Jain	Vaibhav Jain	Non-Promoter	-	-	2,50,000	2,50,000	1.25
Bala Aggarwal	Bala Aggarwal	Non-Promoter	-	-	2,50,000	2,50,000	1.25
Simhadri Surya Narayana	Simhadri Surya Narayana	Non-Promoter	-	-	25,000	25,000	0.12
Vimal Varma Vasi Reddy	Vimal Varma Vasi Reddy	Non-Promoter	-	-	25,000	25,000	0.12
Dushyanth Atluri	DUSHYANTH ATLURI	Non-Promoter	-	-	25,000	25,000	0.12
Nishant Mohan Kanneganti	Nishant Mohan Kanneganti	Non-Promoter	-	-	17,000	17,000	0.08
Rajesh Mohan Kanneganti	Rajesh Mohan Kanneganti	Non-Promoter	-	-	17,000	17,000	0.08
Meka Siva Rama Prasad	Meka Siva Rama Prasad	Non-Promoter	-	-	25,000	25,000	0.12
Total Equity Shares					67,00,000		33.40

- vi. **Change in control:** There will be no change in management or control of the Company pursuant to the issue of equity shares.
- vii. **Securities to be Issued:** The resolution set out in the accompanying notice authorizes the Board to issue to the allottee 67,00,000 Equity Shares of Re. 10/- each at and in such manner and on such terms and conditions as may be agreed by the Board, in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations.
- viii. **Lock in Requirements:** The shares to be allotted on preferential basis shall be subject to lock-in as per applicable SEBI regulations in this regard.
- ix. **Auditors' Certificate:** The Statutory Auditor's certificate, as required under Regulation 73(2) of the Regulations will be made available for inspection at the Corporate Office of the Company between 10 a.m. and 1 p.m. on all working days (excluding Saturday and Sunday) up to the date of the meeting.
- x. **Relevant Date:** The Relevant Date for the preferential issue, as per the SEBI (ICDR) Regulations, as amended from time to time, for the determination of price for the issue of the above mentioned equity shares is fixed as **5th April, 2018**, being the date 30 days prior to the date of Extra Ordinary General meeting.
- xi. **Pricing & Undertaking to re-compute the price:** The equity shares will be allotted in accordance with the price determined in terms of Regulation 76A of Chapter VII of SEBI (ICDR) Regulations. As required under the Regulations, wherever it is required, the Company shall re-compute the issue price in accordance with the Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottees, within the time stipulated under the Regulations, the Equity Shares allotted to the proposed allottees shall continue to be locked in till the time such amounts are paid by them.
- xii. **Disclosure with regard to the names of the issuer, its promoter or any of its directors not appearing in the list of willful defaulter as issued by RBI:** Neither the Company's name nor any of its promoters or director's name is appearing in the list of willful defaulters categorized by any bank or financial institution or consortium thereof.

Section 62 of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the existing shareholders of the Company in the manner laid down in the Section unless the shareholders in general meeting decide otherwise by passing a special resolution. Therefore, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Sections 42 & 62 and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the SEBI (ICDR) Regulations 2009 and SEBI (LODR) Regulations, 2015.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed private placement and / or preferential issue as set out in the resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution except to the extent of their shareholding.

Item 3 and 4:

The Members of the Company had vide their special resolution, passed at the Annual General Meeting held on 12th September,

2015 accorded consent to the Board of Directors for borrowing any sum or sums of money in excess of aggregate of the paid-up share capital and its free reserves, excluding temporary loans obtained from the Company's bankers in the ordinary course of business, not exceeding the sum of Rs. 15.00 crores (Rupees Fifteen crores only).

The Company continues to evaluate various opportunities for its growth. This would require sufficient resources to be available for various activities including capital expenditure, working capital, growth opportunities, expansion and general corporate purposes from time to time. It would, therefore, be prudent for the Company to have the requisite enabling approvals in place for meeting the fund requirements for its growth plans.

The requirement of funds may be met by means of incurring debt, which may exceed the present approved limit of Rs. 15.00 crores (Rupees Fifteen crores only). Hence it is proposed to revise the overall borrowing limits of the Company, such that the money to be borrowed, together with the money already borrowed by the Company may exceed aggregate of its paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, up to a limit not exceeding in the aggregate Rs. 100 crores (Rupees Hundred crores only).

The borrowings of the Company may, if necessary, be secured by way of charge/mortgage/pledge/ hypothecation on the Company's assets including in addition to existing charges comprising of the movable/ immovable, tangible/intangible properties of the Company, present or future in favour of the lender(s)/ agent(s)/trustee(s) from time to time, in such form, manner and ranking as mentioned in the resolution at item no. 4.

Vide Special resolution dated 12th September, 2015 passed by the Members, the Members had accorded their consent to the Board of Directors for creation of mortgages, charges, etc. for securing the borrowings upto Rs. 15.00 Crores in terms of section 180(1) (c) of the Companies Act, 2013. In order to increase the earlier approved limit to Rs. 100 Crores (Rupees Hundred crores only), the Directors recommend passing of the resolution as special resolution for the creation of security to secure an amount upto Rs. 100 crores, for approval of the Members.

As per section 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company, only with the consent of the Company by a Special Resolution.

The resolutions contained in Item No. 3 & 4 of the accompanying Notice; accordingly, seek shareholders' consent by way of Special Resolution for increasing the borrowing limits and creation of mortgages, charges, etc. thereon and for authorizing the Board of Directors [including committee thereof authorised for the purpose] of the Company to complete all the formalities in connection therewith.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution except to the extent of their shareholding.

**By order of the Board of Directors
Grandeur Products Limited**

**Place: Hyderabad
Date: 11th April, 2018**

**Sd/-
Priyanka Kumari
Company Secretary & Compliance Officer**

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration), Rules, 2014]

Name of the Company : Grandeur Products Limited
CIN : L15500TG1983PLC110115
Registered Office : H. No. 1-62-192, 3rd Floor, Dwaraka Avenue Kavuri Hills, Madhapur
Hyderabad- Telangana-500033

Name of the Member(s)	:
Registered address	:
E-mail Id	:
Folio No./Client ID No./	:
DP ID No.	:

I/We, being the member(s) of Grandeur Products Limited, hereby appoint

1. Name :
Address :
E-mail Id :
Signature : Or failing him

2. Name :
Address :
E-mail Id :
Signature : Or failing him

3. Name :
Address :
E-mail Id :
Signature : Or failing him

As my/our proxy to attend and vote (on a poll) form me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on **Saturday, 5th Day of May, 2018 at 10.00 A.M.** at the Registered Office of the Company at H. No. 1-62-192, 3rd Floor, Dwaraka Avenue, Kavuri Hills, Madhapur Hyderabad- Telangana-500033 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
Special Business			
1.	Increase in Authorised Capital of the Company.		
2.	Preferential Issue Of Equity Shares.		
3.	Increase of Borrowing Limits		
4.	Creation of charges on the movable and immovable properties of the Company, both present and future in respect of borrowings under section 180(1)(a) of the Companies Act, 2013		

Signed this..... day of..... 2018

Signature of Shareholder.....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

Note:

1. This form of Proxy , in order to be effective, should be duly completed and deposited at the Registered Office of the Company, at H. No. 1-62-192, 3rd Floor, Dwaraka Avenue Kavuri Hills, Madhapur Hyderabad- Telangana-500033 not less than Forty-Eight (48) hours before the commencement of the meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General Meeting

GRANDEUR PRODUCTS LIMITED

Regd. Office: H. No. 1-62-192, 3rd Floor, Dwaraka Avenue Kavuri Hills, Madhapur Hyderabad-Telangana-500033
|Tel: 040-48526655|E-mail: info@grandeurproducts.in| Website: www.grandeurproducts.com
CIN: L15500TG1983PLC110115

ATTENDANCE SLIP


EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON SATURDAY THE 5th DAY MAY OF 2018

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Saturday, the 5th Day of May, 2018 at 10.00 A.M at its Registered Office:

Name of the Shareholder	
Name of the Proxy	
DPID NO./ CLIENT ID NO.	
Number of Equity Shares held	
Signature of Shareholder/ Proxy/ Authorized Representative	

1. Only Member/Proxy holder/Authorised Representative can attend the Meeting.
2. Member/Proxy holder/Authorised Representative should bring his/her copy of the Notice of the EGM for reference at the Meeting.

ROUTE MAP TO THE VENUE OF THE EGM

-  H. No. 1-62-192, 3rd Floor, Dwaraka Avenue, Kavuri Hills, Madhapur Hyderabad, Telangana-500033

