

GRANDEUR PRODUCTS LIMITED

Regd off: H.No. 10-2-9 & 10-2-249, Flat No. 703, 6th Floor, NASR Apartments, AC Guards, Hyderabad, Telangana. 500004.
CIN : L15500TG1983PLC110115

To,
The Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Date: 08th September, 2016

Dear Sir(s),

**Sub: Notice of 33rd AGM - Reg 30 of SEBI (LODR) Regulations, 2015 & Published News
Paper Clippings.**
Ref: Stock Code: 539235

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the attached copy of Notice of the 33rd Annual General Meeting of the Company to be held on Friday, 30th September, 2016.

We are also herewith attaching the published news paper clippings of the intimation of notice of 33rd AGM along with the book closure.

This is for your information and record.

For **Grandeur Products Limited**

Priyanka Kumari

Priyanka Kumari
Company Secretary and Compliance Officer



NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Members of GRANDEUR PRODUCTS LIMITED will be held on Friday, the 30th day of September 2016 at 11.00 AM at registered office of the Company Registered Office: 10-2-9 & 10-2-249, Flat No 703, 6th Floor, Nasr Apartments, AC Guards, Hyderabad 500004 to transact the following business:

ORDINARY BUSINESS:**Item No. 1- Adoption of Financial Statements**

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon.

Item No. 2- To appoint a Director in place of Mr. Munnangi Jayaramaprasad (DIN: 03034183) who retires by rotation and being eligible offers himself for re-appointment.

Item No. 3 – Ratification of Appointment of Auditors

To ratify the appointment of Statutory Auditor and fix their remuneration, by passing the following resolution with or without modification(s) as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any amendment, modification, or variation thereof, and pursuant to the recommendation of audit committee, and pursuant to the resolution passed by the Members at the Annual General Meeting held on 19th June 2014, the appointment of M/s. Ramasamy Koteswara Rao & Co, Chartered Accountants, (Registration No. 010396S) as statutory auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company to be held in Calendar Year 2019 be and is hereby ratified on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the financial year ending March 31, 2017.”

Special business**Item no. 4-Appointment of Mrs. Sridevi Dasari (DIN 07512095) as an Independent Director**

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 Sections 149, 150 and 152 any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Sridevi Dasari (DIN 07512095), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on May 31, 2016 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from May 31, 2016.”

For and on behalf of the Board
For **Grandeur Products Limited**

Priyanka Kumari
Company Secretary

Place:Hyderabad
Date: 12th August, 2016

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ON A POLL AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, in order to be effective, must be received at the Corporate Office of the Company not less than forty-eight hours before the scheduled time of commencement of the meeting.
3. The register of members and Share Transfer Books of the Company will remain closed during the period from **23.09.2016 to 30.09.2016** (both days inclusive).
4. M/s. Venture Capital and Corporate Investments Pvt. Ltd., 12-10-167, Bharat Nagar, Hyderabad-500018 is the Share Transfer Agent (STA) of the Company. All communications in respect of share transfers and change in the address of the members may be communicated to them.
5. Members seeking any information or clarification on the accounts are requested to send queries in writing to the Registered Office of the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.
6. Members/Proxies are requested to bring their copies of the Annual Report to the AGM and the Attendance slip duly filled in for attending AGM. Copies of Annual Report will not be provided at the AGM.
7. Members holding shares in identical order of names in more than one folio are requested to write to the Company's Registrar and Transfer Agent enclosing their share certificates to enable consolidation of their shareholdings in one folio.
8. Members holding Shares in physical form may write to the Registrar & Share Transfer Agents (RTA) for any change in their address and bank mandates; members having shares in electronic form may inform the same to their depository participants immediately.
9. As part of the "**Green Initiative**", the Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to members whose e-mail IDs are registered with the Company or the Depository Participants unless the members have registered their request for a hard copy of the same.
10. Process and manner for members opting for e-voting are as under:

The Company is offering e-voting facility to its members enabling them to cast their votes electronically. The Company has signed an agreement with M/s Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their votes electronically pursuant to Rule 20 of Companies (Management and Administration) Rules, 2014. The instructions for e-voting are as under:

- (i) The voting period begins on **27th September, 2016 at 9.00 A.M. and ends on 29th September, 2016 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 25th September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "Grandeur Products Limited" from the drop down menu and click on "SUBMIT"
- (v) 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.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	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) <ol style="list-style-type: none"> 1. 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 2. 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
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.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xii) Click on the EVSN for the relevant **<Grandeur Products Limited>** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Note for Institutional Shareholders

1. 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.
 2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 3. 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.
 4. 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.
 5. 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.
- (xx) 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.
11. 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.
 12. The Board of Directors have 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.
 13. **Priyanka Kumari**, Company Secretary and Compliance Officer of the Company will address all the grievances in relation to this annual general meeting including e-voting. Her contact details are Email: cs@grandeurproducts.com Phone Nos. 040-66513251.
 14. 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.
 15. Brief profile of Directors seeking appointment/re appointment at the 33rd annual general meeting (pursuant to Regulation 36 of SEBI(LODR) Regulations 2015 is attached to this notice as Annexure-A

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No.4**

Mrs. Sridevi Dasari was appointed as an Additional Director of the Company with effect from 31st May, 2016. In terms of the provision of Section 161 of the Act, she holds office till the date of the ensuing AGM and is eligible for re-appointment.

Mrs. Sridevi Dasari is qualified Company Secretary and has over 4 years working experience in Secretarial Finance and administration Division.

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mrs. Sridevi Dasari (DIN: 07512095), be appointed as an Independent Director of the Company.

The appointment of Mrs. Sridevi Dasari shall be effective upon approval by the members in the Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature for the office of Director of the Company. Ms. Sridevi Dasari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from Mrs. Sridevi Dasari that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under listing regulations.

Except Mrs. Sridevi Dasari being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

For and on behalf of the Board
For **Grandeur Products Limited**

Priyanka Kumari
Company Secretary

Place:Hyderabad
Date: 12th August, 2016

**Details of Directors seeking appointment/re-appointment at the fourthcoming
Annual General Meeting
(Pursuant to regulation 36(3) of the SEBI Listing Regulations)**

Name of Director	Sridevi Dasari	Munnangi Jayaramaprasad
Date of Birth	11.04.1982	03.12.1984
Date of Appointment	31.05.2016	30.10.2015
Qualifications	Company Secretary	Engineering Graduate in Electronics and Instrumentation & Business Administration in Marketing
Relationship between Directors inter-se	NIL	NIL
Expertise in specific functional area	Secretarial, Finance & Administration	Business Administration
Listed entities in which Directorships held	NIL	NIL
Memberships of the Committees of the Board (includes only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL
No. of Shares held in the Company	NIL	1089250