

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.com | Website: www.grandeurproducts.com | CIN: L15500TG1983PLC110115

NOTICE OF 35th ANNUAL GENERAL MEETING

Notice is hereby given that the 35th Annual General Meeting of the Members of GRANDEUR PRODUCTS LIMITED will be held at 10:00 A.M on Saturday, the 29th day of September 2018 at Marigold Hotel, by and beside Green Park Hotel, 7-1-25, Greenlands, Begumpet, Hyderabad - 500016 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and the Statutory Auditors thereon, including Annexures thereto;
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, as a "Director" of the Company.

To consider, and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Munnangi Jayaramaprasad (DIN: 03034183) who retires by rotation and being eligible, offers himself for reappointment, be and is hereby re-appointed as a "Director" of the Company."

SPECIAL BUSINESS:

3. To appoint Mr. Ramesh Babu Nemani (DIN 08089820), as an Independent Director of the Company:

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, 152 and 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), Mr. Ramesh Babu Nemani (DIN 08089820), who was appointed as an Additional (Independent) Director of the Company w.e.f. 5th April, 2018 and who holds office only upto the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for Five consecutive years with effect from 29th September, 2018."

By order of the Board of Directors
For Grandeur Products Limited

Place: Hyderabad
Date: 5th September, 2018

sd/-
Priyanka Kumari
Company Secretary & Compliance Officer

NOTES:

- a) 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. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.

The instrument of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith.

Corporate Members intending to send their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Act, are requested to send to the Company, a certified true copy of the Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the AGM. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names shall be entitled to vote.

- b) Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto. Information in respect of the Director seeking re-election as required to be disclosed under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges is included in the statement.
- c) The register of members and Share Transfer Books of the Company will remain closed from **Saturday, 22nd September, 2018 to Saturday, 29th September, 2018** both days inclusive.
- d) Members are requested to send all their documents and communications pertaining to shares to Venture Capital and Corporate Investments Pvt. Ltd, Share Transfer Agent of the Company at their address 12-10-167, Bharat Nagar, Hyderabad-500018 Telephone No. 040-23818475 /23818476 /23868023, for both physical and demat segments of Equity Shares.
- e) 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.
- f) 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.
- g) 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.
- h) 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.
- i) 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.

Voting through electronic means

- i) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide to the members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

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- II) The facility for voting through electronic voting system / ballot paper / polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through electronic voting system / ballot paper / polling paper.
- III) The members who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
- IV) The remote e-voting period commences on **Wednesday, 26th September, 2018 at 9.00 A.M. and ends on Friday, 28th September, 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 **22nd September, 2018**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

A. The process and manner for remote e-voting are as under:

- (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 Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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)
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.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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 require 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.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (x) Click on the EVSN for the relevant <Grandeur Products Limited> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Institutional Shareholders
 - I) 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.
 - II) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - III) 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.
 - IV) 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.
 - V) 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.
- (xix) 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.

B. In case of members receiving the physical copy of notice of 35th Annual General meeting by courier (for members whose e-mail ids are not registered with the Company/Depositories):

Please follow all the steps from S.No.(i) to S.No. (xvii) to cast vote

C. General Instructions:

- (i) The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 22nd September, 2018.
- (ii) Members can opt for only one mode of voting, i.e., either by venue voting or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through venue voting will be treated as invalid.

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- (iii) Mrs. N.Vanitha, a Practicing Company Secretary (CP No. 10573) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (iv) Members who do not have access to e-voting facility have been additionally provided the facility through Ballot Form. They may send duly completed Ballot Form to the Scrutinizer, Mrs. N.Vanitha at the Registered Office of the Company so as to reach on or before the conclusion of the 35th Annual General Meeting or can carry the same to the AGM and deposit in the Ballot Box during the Meeting. Members have the option to request for physical copy of Ballot Form by sending an e-mail to cs@grandeurproducts.in by mentioning their Folio No. / DP ID and Client ID.
- (v) The facility for voting through polling paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting.
- (vi) The member who cast their vote by e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
- (vii) 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.in Phone No. 040-48526655.
- (viii) The Chairman of the meeting shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (ix) The Results shall be declared not later than 48 (forty-eight) hours from the conclusion of the AGM. The Results declared along with the Scrutiniser's Report will be placed on the website of the Company at www.grandeurproducts.com immediately after the Result is declared by the Chairman and will simultaneously be forwarded to BSE Limited where Equity Shares of the Company are listed.
- (x) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., Saturday, 29th September, 2018.
- (xi) Route Map showing directions to reach to the venue of the AGM forms part of the Annual Report as per the requirement of the Secretarial Standards - 2 on "General Meetings."

By order of the Board of Directors
For Grandeur Products Limited

sd/-

Priyanka Kumari

Company Secretary & Compliance Officer

Place: Hyderabad
Date: 5th September, 2018

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 3

In accordance with the provisions of Section 149 read with Schedule III 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 Mr. Ramesh Babu Nemani be appointed as an Independent Director of the Company.

The Board of Directors, at its meeting held on 5th April, 2018 has appointed Mr. Ramesh Babu Nemani as an Additional (independent) Director, on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules.

Brief resume of Mr. Ramesh Babu Nemani:

Mr. Ramesh Babu Nemani has 19 years' experience of Teaching, Training and Research in the fields of Corporate Finance, Analysis and Interpretation of Financial Statements, Investment Analysis, Constructing and Maintenance of Portfolio and Wealth Management, Financial Accounting, Cost and Management Accounting and Corporate Finance.

He has also worked as Financial Analyst, advised the clients on Identifying Various Investment opportunities, Analyzing the Investments, Construction and Maintenance of Portfolio and Wealth Management. He also has knowledge of Budget preparation, Application of the Techniques of Cost and Management Accounting in Planning and Execution of various managerial functions.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Ramesh Babu Nemani is appointed as an Independent Director of the Company.

Mr. Ramesh Babu Nemani is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received notices in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Ramesh Babu Nemani for the office of Independent Director of the Company.

The Company has also received declarations from Mr. Ramesh Babu Nemani that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Ramesh Babu Nemani fulfils the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations.

Details of Mr. Ramesh Babu Nemani whose appointment as Independent Director is proposed at Item No. 3, are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except Mr. Ramesh Babu Nemani, 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. 3.

The Board recommends the Resolution set forth in Item No. 3 for approval of the Members.

By order of the Board of Directors
For Grandeur Products Limited

Place: Hyderabad
Date: 5th September, 2018

sd/-
Priyanka Kumari
Company Secretary & Compliance Officer

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Details of Directors seeking appointment/re-appointment at the 35th Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI Listing Regulations) and Secretarial Standard 2 issued by Institute of Company Secretaries of India

Name of Director	Ramesh Babu Nemani	Munnangi Jayaramaprasad
DIN	08089820	03034183
Date of Birth	04.07.1976	03.12.1984
Age	42 Years	33 Years
Nationality	Indian	Indian
Date of Appointment	05.04.2018	30.10.2015
Qualifications	M. Phil in Commerce, MBA (Finance & HR), M. Com(Taxation), M A (English), PG Dip. In Functional English, NCFM Certification in Capital Market	Engineering Graduate in Electronics and Instrumentation & Business Administration in Marketing
Expertise in specific functional area	Corporate Finance	Business Administration
Number of Board Meetings attended during the Financial Year 2017-18	Nil (Mr. Ramesh babu Nemani is appointed after the Financial Year 2017-18)	2
Relationship between Directors inter-se*	NIL	NIL
No. of Shares held in the Company	NIL	1089250
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

* Under the Companies Act, 2013.