

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 37th ANNUAL GENERAL MEETING

Notice is hereby given that the **37th Annual General Meeting of the Members of GRANDEUR PRODUCTS LIMITED** will be held at **10:00 A.M. on Wednesday, 30th September, 2020** at the Registered office of the Company at # 1-62-192, 3rd Floor, Dwaraka Avenue, Kavuri Hills, Madhapur, Hyderabad - 500033, Telangana, India to transact the following items of businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements (including Standalone and Consolidated) of the Company for the Financial Year ended 31st March, 2020 and the Reports of the Board of Directors and the Statutory Auditors thereon, including Annexures thereto;

SPECIAL BUSINESS:

2. To approve the re-appointment and remuneration of Mr. Vijay Kumar Deekonda (DIN 06991267), as Whole Time Director of the Company.

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

“RESOLVED THAT pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) thereof, the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, the consent of Members of the Company, be and is hereby accorded to the reappointment of Mr. Vijay Kumar Deekonda (DIN 06991267), as Whole Time Director designated as Chairman of the Company for the period and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Vijay Kumar Deekonda in the best interests of the Company and as may be permissible at law, viz.:

- A. Period: 3 years w.e.f. 1st October, 2020 with the liberty to either party to terminate the appointment on three months’ notice in writing to the other.
- B. i. Remuneration: Gross Salary: Rs. 1,15,000 (Rupees One Lakh Fifteen Thousand) per month with such increments as the Board may decide from time to time.
ii. Allowances- Conveyance Allowance.
- C. The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

Provided that where, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Whole-time Director as and by way of minimum remuneration, subject to the applicable

provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

- D. So long as Mr. Vijay Kumar Deekonda functions as the Whole-time Director of the Company, his office shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to vary, alter or modify the different components of the above-stated remuneration as may be agreed to between the Board of Directors and Mr. Vijay Kumar Deekonda, Whole Time Director of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution”.

3. Appointment of Mr. Suresh Atluri as Non-Executive 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 Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 (Act), Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Suresh Atluri (DIN 05154267), who was appointed as an Additional Director of the Company, by the Board of Directors in their meeting held on 30th September, 2019 as per Section 161(1) of the Companies Act, 2013 and who holds his office as such upto the date of this Annual General Meeting, be and is hereby appointed as Non-Executive Director of the Company, whose office shall be liable to retire by rotation.

4. Appointment of Mr. Venkatesh Achanta (DIN 07891675), 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, 152, 161 and any other applicable provisions of the Companies Act, 2013 (“Act”), Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time, Venkatesh Achanta (DIN 07891675), who was appointed as an Additional (Independent) Director of the Company w.e.f. 30th September, 2019 per Section 161(1) of the Companies Act, 2013 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 a period of five consecutive years with effect from 30th September, 2019.”

By order of the Board of Directors
For Grandeur Products Limited

Place: Hyderabad
Date: 4th September, 2020

sd/-
Neha Dwivedi
Company Secretary & Compliance Officer

NOTES FOR MEMBERS:

- 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) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of the business under item nos. 2, 3 and 4 set out above and the relevant details of the Director seeking re-appointment at this Annual General Meeting in respect of business under item nos. 2, 3 and 4 as required under Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') in respect of Directors seeking appointment/re-appointment at the Annual General Meeting are furnished in the Annexure and forms part of the Notice. The Directors have furnished the requisite consent / declaration for their appointment / re-appointment.
- c) Members may also note that the Notice of the 37th Annual General Meeting is available on the Company's website i.e www.grandeurproducts.com. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at cs@grandeurproducts.com

In compliance with the General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by Ministry of Corporate Affairs (MCA), Government of India and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Notice of the AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice and the Annual Report 2019-20 will also be available on the Company's website at www.grandeurproducts.com, on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL i.e www.evotingindia.com

To support 'Green Initiative', members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants in respect of shares held in physical/electronic mode respectively.

- d) 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.
- e) 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.

- f) 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.
- g) The Securities and Exchange Board of India ('SEBI') has mandated the transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) effective from 1st April, 2019. Accordingly, requests for physical transfer of securities of listed entities shall not be processed from 1st April, 2019 onwards. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialise their holdings.
- h) Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares
- i) 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.
- j) 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.
- k) The register of members and Share Transfer Books of the Company will remain closed from **Wednesday, 23rd September, 2020 to Wednesday, 30th September, 2020 both days inclusive** for annual closing.
- l) Pursuant to Section 108 of the Companies Act, 2013 and the rules framed there under and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is provided the facility to its members holding shares in physical or dematerialized form as on the **cut-off date, i.e., 23rd September 2020**, to exercise their right to vote by electronic means on any or all of the agenda items specified in the accompanying Notice of Annual General Meeting. **The E-voting period commences on Sunday, the 27th day of September 2020 at 9.00 A.M. and ends on Tuesday, the 29th day of September 2020 at 5.00 P.M.** The detailed instructions for E-voting are given as a separate attachment to this notice.
- m) Attendance Slip, Proxy Form and the Route Map showing directions to reach the venue of the AGM are annexed hereto.

By order of the Board of Directors
For Grandeur Products Limited

Place: Hyderabad
Date: 4th September, 2020

sd/-
Neha Dwivedi
Company Secretary & Compliance Officer

**ANNEXURE TO THE NOTICE OF THE 37TH (THIRTY SEVENTH) ANNUAL GENERAL MEETING (AGM) OF
GRANDEUR PRODUCTS LIMITED****EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

Item No: 2

Pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder and as recommended by the Nomination and Remuneration Committee of the Board, and subject to the approval of the shareholders, the Board of Directors at its meeting held on 4th September, 2020 appointed Mr. Vijay Kumar Deekonda (DIN 06991267) as the Whole-time Director of the Company with effect from 1st October, 2020, for a period of three years.

Mr. Vijay Kumar Deekonda aged about 56 years holds a Bachelor's degree in Commerce (Hons.) and he is also a Law Graduate. He has 30 years of experience in Finance & Accounts.

Mr. Vijay Kumar Deekonda (DIN 06991267) has been associated with the Company and during such association, he has also served in the position of Chief Financial Officer of the Company. Mr. Vijay Kumar Deekonda will continue to discharge the functions of a Chief Financial Officer. He is not related to any other Director of the Company.

Considering his association with the Company and adequate experience, the Board recommends confirmation of the Re-appointment of Mr. Vijay Kumar Deekonda as Whole-time Director of the Company for a period of Three years with effect from 1st October, 2020 on the terms as to remuneration, allowances etc. as set out in the resolution being item No.4 of the accompanying Notice subject to the approval of the Central Government required, if any, or any other approval as may be required under law.

The Company has inadequate profit as per the latest audited account as at 31st March, 2020 on account of increase in the interest burden and other expenses. Consequently, out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid within the limits arrived at in accordance with the requirements of the said section II, subject to the following:-

(i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.

(ii) There is no default in repayment of any of its debts or interest payable thereon.

(iii) A special resolution has been passed at a general meeting of the Company.

The Nomination and Remuneration Committee at its meeting held on 4th September, 2020 has already approved the re-appointment and remuneration payable to Mr. Vijay Kumar Deekonda, Whole-time Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

Mr. Vijay Kumar Deekonda doesn't hold any directorship in other listed entities.

The Board recommends the Special Resolution set out at Item No.2 of the accompanying Notice for the approval by the Shareholders.

Except Mr. Vijay Kumar Deekonda, being the appointee, none of the other Directors / Key Managerial Personnel / their relatives is in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No.2 of the Notice.

The specified information while seeking approval/consent of the shareholders as required under Schedule V is listed out herein below:

I. General Information :	
1. Nature of Industry	Other Agricultural Products
2. Date or expected date of commencement of commercial production.	1st January, 1983
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

4. Financial performance based on given indicators

As per audited financial results for the year

(Rs.in Lakhs)

Particulars	2019-20	2018-19	2017-18
Total Revenue from Operations (Net)	3.42	380.20	9.08
Other Income	2.87	15.01	62.80
Total Revenue	6.29	395.21	71.88
Total Expenses	110.51	128.54	49.50
Profit before Taxation	(170.35)	48.55	(43.23)
Tax Expenses/(Income) including Deferred tax	(0.48)	23.57	(11.12)

5. Foreign investments or collaborators, if any: NIL

II.	Information about the Appointee:	
1.	Background details	Mr. Vijay Kumar Deekonda aged about 56 years holds a Bachelor's degree in Commerce and he is also a Law Graduate. He has 30 years of experience in Finance & Accounts and has rich experience about the affairs of the Company.
2.	Past remuneration	His past remuneration was Rs. 13,80,000 per annum
3.	Recognition or awards	NIL
4.	Job profile and his suitability	His job involves diverse fields which includes Finance and Taxation. Further, the Whole Time Director is entrusted with the powers and authority to manage the affairs of the Company subject to superintendence, direction and control of the Board of Directors. He has a vast experience in Finance & Accounts and Corporate management and possesses all required competencies.
5.	Remuneration proposed	As mentioned in the resolution.

6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	<p>In the past few years, the remuneration of Senior Executives in the industry in general has gone up manifold. The remuneration proposed to be paid to the Whole-time Director is purely based on merit.</p> <p>Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Vijay Kumar Deekonda before approving the remuneration as proposed hereinabove.</p>
7.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. Vijay Kumar Deekonda does not have any pecuniary relationship with the Company either by serving as Whole Time Director and Chief Financial Officer. There are no managerial personnel related to him.

III. Other Information:	
Reasons of loss or inadequate profits	Due to the increase in the interest burden because of charge of interest to revenue account on Debentures issued by the Company.
Steps taken or proposed to be taken for improvement	Steps taken or proposed to be taken for improvement
Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and will undertake measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

IV. Disclosures	
<p>1. The remuneration package proposed to be given to Mr. Vijay Kumar Deekonda is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel. The respective tenure of the aforesaid managerial personnel shall be governed by the resolutions passed by the Shareholders in General Meetings with a notice period of three months by either side.</p>	
<p>2. Mr. Vijay Kumar Deekonda is not holding securities of the Company. Further he was not related to any Director or Promoter of the Company at any time during the period of two years prior to his appointment as a Whole-time Director.</p>	

Item No. 3

With a view to realign the constitution of the Board of Directors in line with the Listing Regulations, as amended, based on the recommendation of the Nomination and Remuneration Committee, it was proposed to appoint Mr. Suresh Atluri as a Non-Executive Director of the Company. Further, the Board of Directors appointed Mr. Suresh Atluri as Additional Director (Non-Executive) in their Meeting held on 30th September, 2019, who holds his office as such upto the date of ensuing AGM. Mr. Suresh Atluri is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Pursuant to the provisions of Section 152 of the Companies Act, 2013, any such proposal requires approval of members in their General Meeting.

Brief profile of Mr. Suresh Atluri

Mr. Suresh Atluri has over two and half decades of proven experience in the agribusiness space. He held several leadership positions across functions in multinational companies like Syngenta, Emergent Genetics, Monsanto and Advanta. His core strengths are in Marketing, Sales, Corporate Strategy and International Business. He has a rich experience in managing Global Business and was a member of Global Management Committee in Advanta. He holds Honours Degree in Agriculture from College of Agriculture, Allahabad and has undergone several management training programmes.

He is not related to any of the Directors of the Company.

He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Item No. 4

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. Venkatesh Achanta, be appointed as an Independent Director of the Company.

The Board of Directors, at its meeting held on 30th September, 2019 have appointed Mr. Venkatesh Achanta 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 profile of Mr. Venkatesh Achanta:

Mr. Venkatesh Achanta is an associate member of Institute of Company Secretaries of India (ICSI). He has also obtained degree in Bachelor of Commerce and Law. He is working as a Company secretary and got good professional experience and exposure of dealing in various corporate Issues.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Venkatesh Achanta is appointed as an Independent Director of the Company. Mr. Venkatesh Achanta is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Director. 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. Venkatesh Achanta for the office of Independent Director of the Company.

The Company has also received declaration from Mr. Venkatesh Achanta that he meets 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. Venkatesh Achanta fulfils the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations.

Details of Mr. Venkatesh Achanta whose appointment as Independent Director is proposed at Item No. 4, 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. Venkatesh Achanta, 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. The Board recommends the Resolution set forth in Item No. 4 for approval of the Members.

**Details of Directors seeking appointment/re-appointment at the 37th Annual General Meeting
[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015]**

Name of Director	Vijay Kumar Deekonda
DIN	06991627
Date of Birth	13/09/1963
Age (in Years)	56 years
Nationality	Indian
Date of Appointment	01/10/2017
Qualifications	B. Com (Hons), LLB
Expertise in specific functional area	He has an experience of about a decade in the field of legal matters and around 25 Years of experience in the infrastructure business.
Number of Board Meetings attended during the Financial Year 2019-20	10 of 10
Relationship between Directors inter-se*	None
No. of Shares held in the Company	Nil
List of other Companies in which Directorship held as on 31st March, 2020 (excluding foreign, private and Section 8 Companies)	Nil
Chairperson/Member of the Committees of the Board of other Companies in which he is a Director as on 31st March, 2020	Nil

* Under the Companies Act, 2013.

**Details of Directors seeking appointment/re-appointment at the 37th Annual General Meeting
[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015]**

Name of Director	Suresh Atluri
DIN	05154267
Date of Birth	02/09/1960
Age (in Years)	60 years
Nationality	Indian
Date of Appointment	30/09/2019
Qualifications	He holds Honours Degree in Agriculture from College of Agriculture, Allahabad
Expertise in specific functional area	Mr. Suresh Atluri has over two and half decades of proven experience in the agribusiness space. He held several leadership positions across functions in various multinational Companies.
	His core strengths are in Marketing, Sales, Corporate Strategy and International Business. He has a rich experience in managing Global Business.
Number of Board Meetings attended during the Financial Year 2019-20	5 of 5
Relationship between Directors inter-se*	None
No. of Shares held in the Company	22,55,000
List of other Companies in which Directorship held as on 31st March, 2020 (excluding foreign, private and Section 8 Companies)	Nil
Chairperson/Member of the Committees of the Board of other Companies in which he is a Director as on 31st March, 2020	Nil

* Under the Companies Act, 2013.

**Details of Directors seeking appointment/re-appointment at the 37th Annual General Meeting
[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

Name of Director	Venkatesh Achanta
DIN	07891675
Date of Birth	07/11/1990
Age (in Years)	29
Nationality	Indian
Date of Appointment	30/09/2019
Qualifications	Mr. Venkatesh Achanta is an associate member of Institute of Company Secretaries of India. He has also obtained degree in Bachelor of Commerce and Law. d
Expertise in specific functional area	He is working as a Company secretary and has got good professional experience and exposure of dealing in various Corporate issues.
Number of Board Meetings attended during the Financial Year 2019-20	5 of 5
Relationship between Directors inter-se*	None
No. of Shares held in the Company	Nil
List of other Companies in which Directorship held as on 31st March, 2020 (excluding foreign, private and Section 8 Companies)	Nil
Chairperson/Member of the Committees of the Board of other Companies in which he is a Director as on 31st March, 2020	Nil

* Under the Companies Act, 2013.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

- 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).
 - II) The facility for voting through poll 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 poll.
 - 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 **Friday, 27th September, 2020 at 9.00 A.M. and ends on Sunday, 29th September, 2020 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 23rd September, 2020, 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
 - 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.
 - (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 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. 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 23rd September, 2020.
- (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.
- (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 37th 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.com by mentioning their Folio No. / DP ID and Client ID.
- (v) Neha Dwivedi, 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 No. 040-48526655.
- (vi) 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” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (vii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., Wednesday, 30th September, 2020.
- (viii) The Results shall be declared not later than 48 (forty eight) hours from the conclusion of the AGM. The Results declared along with the Scrutinizers’ 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.
- (ix) 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.”

All documents referred to in the accompanying Notice and Statement pursuant to Schedule IV and Section 102(1) of the Companies Act 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the results of the 37th Annual General Meeting of the Company.

By order of the Board of Directors
For Grandeur Products Limited

Place: Hyderabad
Date: 4th September, 2020

sd/-
Neha Dwivedi
Company Secretary & Compliance Officer

GRANDEUR PRODUCTS LIMITED

CIN: L15500TG1983PLC110115

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

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

I hereby record my presence at the 37th Annual General Meeting of the Company held at 10:00 A.M. on Wednesday, 30th September, 2020 at the registered office of the Company at # 1-62-192, 3rd Floor, Dwaraka Avenue, Kavuri Hills, Madhapur, Hyderabad – 500033, Telangana, India

Folio No. _____

DP.ID. No. _____

Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

GRANDEUR PRODUCTS LIMITED

CIN: L15500TG1983PLC1101157

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

Phone: 040-48526655, Email: info@grandeurproducts.com

Website: www.grandeurproducts.com

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

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

1. Name: _____ E-mail Id: _____
 Address: _____
 _____ Signature: _____

or failing him

3. Name: _____ E-mail Id: _____
 Address: _____
 _____ Signature: _____

or failing him

3 Name: _____ E-mail Id: _____
 Address: _____
 _____ Signature: _____

or failing him

As my/our proxy to attend and vote (on a poll) form e/us and on my/our behalf at the 37th Annual General Meeting of the Company to be held at 10:00 A.M on Wednesday, 30th September, 2020 at the registered office of the Company at # 1-62-192, 3rd Floor, Dwaraka Avenue, Kavuri Hills, Madhapur, Hyderabad – 500033, Telangana, India and any adjournment thereofin respect of such resolutions as are indicated below:

S. No	Resolutions	For	Against
Ordinary businesses			
1	To receive, consider and adopt financial statements of the Company including the Audited Balance Sheet as at 31st March 2020, Statement of Profit & Loss and Cash Flow Statement for the year ended on 31st March 2020 along with the Reports of the Directors and Auditors thereon.		
Special business			
2	To approve the re-appointment and remuneration of Mr. Vijay Kumar Deekonda (DIN:06991267), as Whole Time Director of the Company.		
3	Appointment of Mr. Suresh Atluri (DIN:05154267) as a Non-Executive Director		
4	Appointment of Mr. Venkatesh Achanta (DIN: 07891675), as an Independent Director of the Company:		

Signed this _____ day of _____ 2020

Affix Revenue Stamp

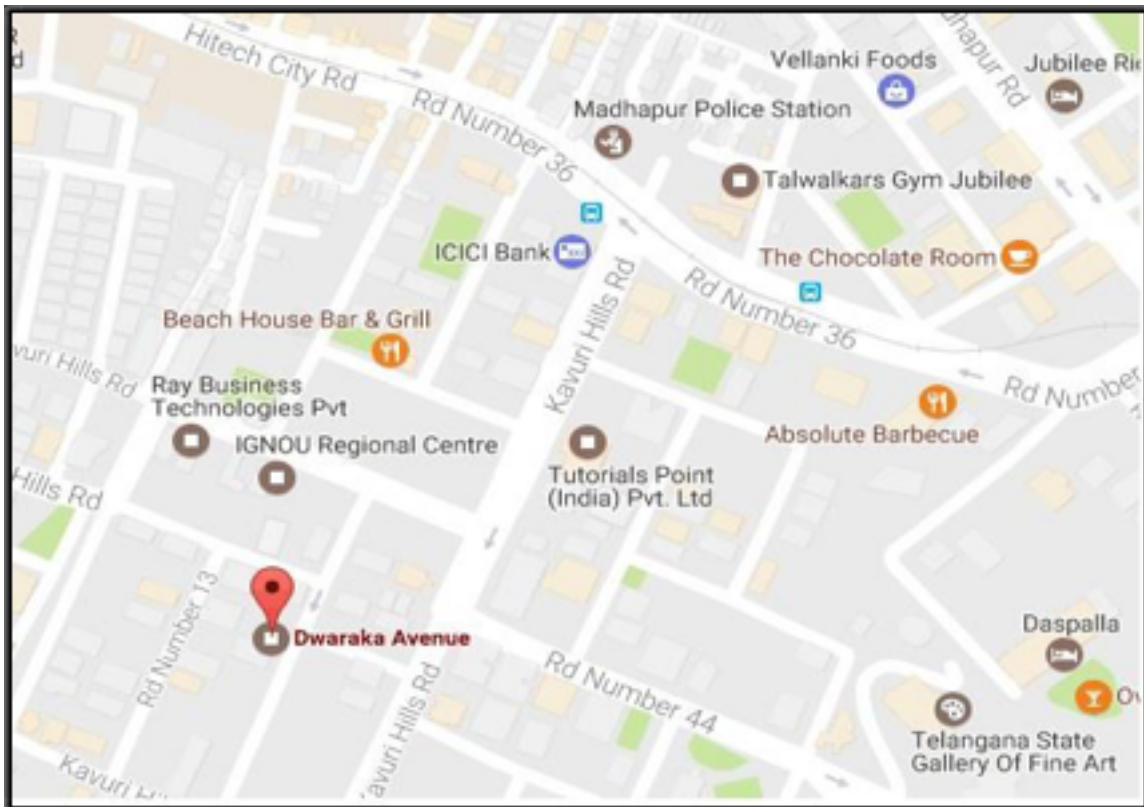
Signature of Shareholder

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

Notes:

1. THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and proxy need not be a Member. A person can act as a Proxy on behalf of not more than 50 (fifty) Members and holding in aggregate, not more than 10% (Ten percent) of the total share capital of the Company. Members holding more than 10% (Ten per cent) of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other person / Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A proxy so appointed shall not have any right to speak at the Meeting.
3. The Proxy-holder is required to carry an identity proof at the time of attending the Meeting.
4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 37th Annual General Meeting.

ROUTE MAP TO THE VENUE OF THE AGM



VENUE OF AGM:

H. NO. 1-62-192, 3RD FLOOR, DWARAKA AVENUE, KAVURI HILLS, MADHAPUR HYDERABAD, TELANGANA-500033.