



GRANDEUR PRODUCTS LIMITED

**NOTICE FOR
EXTRA ORDINARY GENERAL MEETING
TO BE HELD ON
MONDAY, THE 20TH DAY OF APRIL, 2020**

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 TO THE SHAREHOLDERS

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of Grandeur Products Limited will be held on **Monday, the 20th day of April, 2020 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

SPECIAL BUSINESS:

Resolution No. 1

To increase the Authorised Share Capital of the Company from Rs. 25 Crores to Rs. 30 Crores.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Section 61, 64 read with Section 13 and section 14 and other applicable provisions, if any of the Companies Act, 2013, the existing Authorized Share Capital of the Company be increased from Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty lakhs Only) equity shares of Rs.10/- (Rupees Ten only) each to Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores Only) equity shares of 10/- 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 Board of Directors of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies and other Statutory authorities and to do all other Acts, Deeds, things and matters as may be deemed expedient to give effect to the aforesaid resolution.”

RESOLVED FURTHER THAT the clause V of Memorandum of Association be altered as follows:

V. The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores Only) Equity shares of Rs.10/- each (Rupees Ten only) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential qualified or special rights, privilege or conditions as may be determined by or In accordance with the articles of the company for the

time being and to vary modify or abrogate such rights, privileges or conditions in such manner as be permitted by the Act or provided by the articles of the Company for the time being.

Resolution No. 2

Consent U/s 42 and 62 of the Companies Act to modify the terms of “Redeemable Secured Non-Convertible Debentures” as “Compulsory Convertible Debentures”.

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 other applicable provisions, if any, of the Companies Act, 1956, and the rules and regulations made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), and also considering the unanimous consent of the debentures holders in their meeting held on 19th March, 2020 and any other law for the time being in force, and the provisions in the Memorandum and Articles of the Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (collectively the “SEBI Regulations”), and subject to necessary compliance(s) in accordance with all other applicable laws, rules, regulations, circulars and guidelines and also subject to such further approvals, permissions, sanctions and consents as may be necessary and required from respective authorities prescribed thereunder, and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions, and consents as the case may be), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to the Board :

- a. to change, vary, modify and amend the terms of the 5,00,000 (Five Lakh) 6.00% Unlisted Redeemable, Secured Non-Convertible Debentures of Rs. 100 (Indian Rupees Hundred) each (“**URSNCD-I**”) that have been allotted on 22nd November, 2017, in terms of the Circulated Private Placement offer letter dated 19th September, 2017, which term shall include all documents and addenda adding to, modifying, amending or supplementing the allotments made to the Debenture Holders on 22nd November, 2017, as detailed in the explanatory statement to this item and convert them into 5,00,000 (five lakhs), 6.00% Compulsory Convertible Debentures (“**CCD-I**”) having face value of INR 100 (Indian Rupees One Hundred Only) with each such CCDs being convertible into equity shares of the Company, in one or more tranches, at the sole option of the Company; and
- b. to change, vary, modify and amend the terms of the 7,50,000 (Six Lakh) 10.00% Unlisted Redeemable, Secured Non-Convertible Debentures of Rs. 100 (Indian Rupees Hundred) each

(“**URSNCD-II**”) that have been issued on 24th July, 2018, in terms of the Circulated Private Placement offer letter dated 30th May 2018, which term shall include all documents and addenda adding to, modifying, amending or supplementing the allotments made to the Debenture Holders on 24th July, 2018 as detailed in the explanatory statement to this item, and convert them into 7,50,000 (Seven Lakh Fifty Thousand), 10.00% Compulsory Convertible Debentures (“**CCD-II**”) having face value of INR 100 (Indian Rupees One Hundred Only) with each such CCDs being convertible into equity shares of the Company, in one or more tranches, at the sole option of the Company; and

- c. to change, vary, modify and amend the terms of the 1,80,990 (One Lakh Eighty Thousand Nine Hundred and Ninety Only) 10.00% Unlisted Redeemable, Secured Non-Convertible Debentures of Rs. 100 (Indian Rupees Hundred) each (“**URSNCD-III**”) that have been issued on 12th February 2020, in terms of the Circulated Private Placement offer letter dated 10th February 2020, which term shall include all documents and addenda adding to, modifying, amending or supplementing the allotments made to the Debenture Holders on 12th February 2020 as detailed in the explanatory statement to this item, and convert them into 1,80,990 (One Lakh Eighty Thousand Nine Hundred and Ninety) 10.00% Compulsory Convertible Debentures (“**CCD-III**”) having face value of INR 100 (Indian Rupees One Hundred Only) with each such CCDs being convertible into equity shares of the Company, in one or more tranches, at the sole option of the Company; and
- d. to create, offer, issue and allot, in one or more tranches, at such time or times as the Board may in its absolute discretion thinks fit, upto 28,61,980 (Twenty Eight Lakhs Sixty One Thousand Nine Hundred and Eighty Only) equity shares of the Company of Face value of Rs 10/- per equity shares at a price of Rs. 50 (including a premium of Rupees Forty) or at such price arrived as per the SEBI (ICDR) Regulations, 2018 (“Equity Shares”) to the holders of CCDs, as detailed in the explanatory statement to this item, upon conversion of the CCDs by the Company, on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue and allotment of the Equity Shares.”

“RESOLVED FURTHER THAT the CCD-I, CCD-II & CCD-III shall carry a coupon of 6.00% per annum , 10.00% per annum and 10.00% per annum respectively, payable on a quarterly basis, up to the date of conversion into equity shares of the Company.”

“RESOLVED FURTHER THAT the CCDs (**CCD-I, II & III**) be converted into such number of equity shares of the Company arrived at by dividing the product of the face value of each CCD being converted and the number of CCD s being converted, by the higher of the (a) price determined in accordance with the ICDR Regulations; and/or (b) INR 50 (Indian Rupees Fifty Only).”

“RESOLVED FURTHER THAT the new Equity Shares issued on conversion of CCDs shall be in dematerialized form and subject to the Memorandum and Articles of Association of the Company and shall

rank pari passu in all respects with the existing issued and subscribed equity shares of the Company including as to dividend. These Equity Shares will be listed on the stock exchanges where equity shares of the Company are currently listed.

“RESOLVED FURTHER THAT the relevant date, for determination of the price at which the CCDs convert into equity shares of the Company, shall be the date 30 (thirty) days prior to the date on which the meeting of members of the Company is held to consider the proposed issuance of CCDs.”

“RESOLVED FURTHER THAT in accordance with the Regulation 170(1) of the SEBI ICDR Regulations, 2018, the CCDs shall be allotted within a period of 15 days from the date of passing of this resolution, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.”

“RESOLVED FURTHER THAT in accordance with the Regulation 162 of the ICDR Regulations and terms of CCDs, the tenure of the CCDs shall not exceed 18 (eighteen) months from the date of their allotment.”

“RESOLVED FURTHER THAT the equity shares proposed to be allotted to the Debenture Holders upon conversion of the CCDs, be listed on BSE, and that the Board, be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the CCDs and the equity shares proposed to be allotted to the Investors upon conversion of the CCDs and for the admission of such CCDs and the equity shares with the depositories, viz. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), and for the credit of such CCDs and the equity shares allotted upon conversion of the CCDs to the demat account of the Debenture Holders.”

“RESOLVED FURTHER THAT subject to the provisions of SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve the terms and conditions for issue of CCDs including the time, mode and manner of conversion of CCDs into Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the preferential issue, as it may deem expedient.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including but not limited to execution of various deeds, documents, writings, agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the Members.”

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

Place: Hyderabad

Date: 20th March, 2020

sd/-

Neha Dwivedi

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 **Friday 17th April, 2020 at 9.00 A.M. and ends on Sunday 19th April, 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 **13th April, 2020**, 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. **Neha Dwivedi**, 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.com, 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

Increase of Authorized Capital.

Presently, the Authorised Share Capital of your Company is Rs.25, 00, 00,000 (Rupees Twenty Five Crores only) comprising of 2, 50, 00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each.

The Company is varying the terms of URSNCD by converting them into Compulsorily Convertible Debentures which will require issue of fresh equity shares to the Debenture holders at the time of conversion. Therefore, it is necessary to increase the Authorised Share Capital of the Company.

As such, the Authorized Capital of the Company is proposed to be increased to Rs. 30 Crores divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/-each. For increase in Authorised Share Capital, approval of shareholders is required.

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 and rules made there under to enable the Company to raise further capital.

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

1. The members of the Company in their Extra- Ordinary General Meeting held on 18th day of September, 2017, had authorized the Board of Directors of the Company (“Board”) to issue on private placement basis: 5,00,000 (Five Lakhs Only) , Unlisted Redeemable, Secured Non-Convertible Debentures (“**URSNCD-I**”) of Rs. 100 (Rupees One Hundred). The Board of the Company considering the same had allotted 5,00,000 URSNCD of Rs.100 each amounting to Rs. 5,00,00,000 (Rupees Five Crores) (i) each on on 22nd November, 2017 on such terms and conditions as decided by the Board, Debenture Holders and by the Debenture Trustee. Consequently, the Company entered into a Debenture Trust Deed as well as Hypothecation deed, both dated 15th December, 2017 in respect of the URSNCD-I.

2. Further, the members of the Company in their Extra- Ordinary General Meeting held on 30th day of May, 2018 , had authorized the Board of Directors of the Company (“Board”) to issue on private placement basis 7,50,000 (Seven Lakhs Fifty Thousand Only), Unlisted Redeemable, Secured Non-Convertible Debentures (“**URSNCD-II**”) of Rs. 100 (Indian Rupee Hundred). The Board of the Company considering the same had allotted 7,50,000 URSNCD of Rs. 100 each amounting to Rs. 7,50,00,000 (Rupees Seven Crores Fifty Lakhs) on 24th July, 2018 on such terms and conditions as decided by the Board, Debenture Holders and by the Debenture Trustee. Consequently, the Company entered into a Debenture Trust Deed as well as Hypothecation deed, both dated 29th August, 2018 in respect of URSNCD-II.

3. Further, The members of the Company through their EGM held on 8th day of February, 2020, had authorized the Board of Directors of the Company (“Board”) to issue on private placement basis 1,80,990 (One Lakh Eighty Thousand Nine Hundred and Ninety Only) , Unlisted Redeemable, Secured Non-Convertible Debentures. The Board of the Company considering the same had allotted 1,80,990 (One Lakh Eighty Thousand Nine Hundred and Ninety Only) , Unlisted Redeemable, Secured Non-Convertible Debentures (“**URSNCD-III**”) of Rs. 100/- (Indian Rupee Hundred) each on such terms and conditions as decided by the Board, Debenture Holders and by the Debenture Trustee on 12th February, 2020. Consequently, the Company entered into a Debenture Trust Deed as well as Hypothecation deed, both dated 17th March, 2020 in respect of the URSNCD-III.

As per the terms of issue of the above mentioned URSNCDs, the URSNCD-1, URSNCD-II & URSNCD-III carry a coupon of 6.00% per annum , 10.00% per annum and 10.00% per annum respectively and can be redeemed only upon completion of 5 years from the date of their issue. The company keeping in mind its long term business plan has found it feasible to convert the URSNCDs into Compulsory Convertible Debentures of the Company which will be convertible into equity shares of the Company (“Equity Shares”), in one or more tranches, at the option of the Company.

In terms of the provisions of Section 62 and other notified provisions of the Companies Act, 2013, and other applicable laws, rules, regulations and guidelines, approval of the members of the Company by way of a special resolution as set out under Item No. 2, is being sought to

- (i) modify the terms of URSNCD to convert them into CCDs;

(ii) issue and allot the Equity Shares to CCD holders upon conversion of the CCD, in one or more tranches, at the option of the Debenture holder.

The Board is of the view that the proposed modification in the terms of the URSNCD to convert them into CCD is in the best interest of the Company and its members.

Since the proposed special resolution would result in issue of Securities of the Company otherwise than to the members of the Company in the manner laid down under Section 62 of the Companies Act, 2013, the consent of the shareholders is being sought pursuant to the provisions of Section 62, 42, 71 and all other applicable provisions of the Companies Act, 2013 (“the Act”), SEBI (LODR) Regulations, 2015 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”). Equity Shares to be issued and allotted as a result of conversion of CCDs, would be listed on BSE, subject to obtaining necessary regulatory approvals, if any.

Now, consent of the shareholders is being sought for varying the terms and conditions of URSNCDs in order to convert them into CCDs.

The disclosures required pursuant to Regulation 163 of ICDR Regulations and the Companies Act, 2013, is as follows:

a. The objects of the preferential issue:

The company, keeping in mind its long term business plan has found it feasible to convert the URSNCDs into CCDs of the Company which will be compulsorily convertible into equity shares of the Company (“Equity Shares”), in one or more tranches, at the option of the Company.

Since the URSNCD are not convertible instruments, the Company proposes to (i) modify the terms of URSNCD to convert them into CCDs; and (ii) issue and allot the Equity Shares to Debenture holders upon conversion of the CCDs, in one or more tranches, at the option of the Debenture holder.

b. Total number of securities to be issued:

Up to 14,30,990 CCDs (CCD-I, II & III) having face value of INR 100 (Indian Rupees One Hundred Only) each, in one or more tranches, at par, for an aggregate amount of up to INR 14,30,99,000 (Rupees Fourteen crores Thirty Lakhs Ninety Nine Thousand Only) .

The CCD-I, CCD- II & CCD- III shall carry a coupon of 6.00% per annum , 10.00% per annum and 10.00% per annum respectively , grossed up of all withholding taxes, payable on a quarterly basis, up to the date of conversion into equity shares of the Company.

The CCDs shall convert upto 28,61,980 Equity shares of the Company which would be arrived by dividing the product of the face value of each CCD being converted and the number of CCDs being converted, by the higher of the (i) price determined in accordance with the ICDR Regulations 164 / 165 of Chapter V of SEBI (ICDR) Regulations; and (ii) INR 50 (Indian Rupees Fifty Only).

c. Proposal of the Promoters, Directors or Key Management Personnel of the Company to subscribe to the offer:

None of the Promoters, Directors or Key Management Personnel of the Company has any intention to subscribe to the offer except for Suresh Atluri , Shailaja Mannepalli and Satish Kumar Tondapu who are the promoters of the company. The Offer is limited to the holders of the URSNCD that have been allotted by the Company till the date of this notice.

d. Price or price band at/within which the allotment is proposed, basis on which the price has been arrived at:

The CCDs shall convert into such number of equity shares of the Company arrived at by dividing the product of the face value of each CCD being converted and the number of CCDs being converted, by the higher of the (i) price determined in accordance with the ICDR Regulations 164 / 165 of Chapter V of SEBI (ICDR) Regulations; and (ii) INR 50 (Indian Rupees Fifty Only).

e. Relevant date with reference to which the price has been arrived at:

The relevant date, for determination of the price at which the CCDs convert into equity shares of the Company, shall be the date 30 days prior to the date of this EGM which is is 21st March, 2020, however as 21st March, 2020 is a non-working day hence 20th March, 2020 being the day preceding the non-working day will be considered as Relevant Date to consider the proposed issuance of CCDs .

f. Shareholding Pattern of the Company before and after the Preferential Issue:

The pre issue and post issue shareholding pattern of the Company is as under:

Class of Shareholder	As on the date of notice			* Post conversion of CCDs into equity		
	NO. OF SHARES	Amount (Rs)	%	NO. OF SHARES	Amount (Rs)	%
a. Shareholding of Promoter and Promoter Group						
Individuals	5717690	57176900	25.63	68,57,690	68576900	27.24
Total = a	5717690	57176900	25.63	6857690	68576900	27.24
b. Non						

Promoters :						
Bodies Corporate	3995475	39954750	17.91	4553475	45534750	18.09
Individuals	12598795	125987950	56.47	13762775	137627750	54.67
Total = b	16594270	165942700	74.37	18316250	183162500	72.76
Total (a+b)	22311960	223119600	100.00	25173940	251739400	100.00

* For calculation of Post conversion of CCDs into equity, following assumptions have been made:

1. 5,00,000 CCDs to be issued and allotted for INR 5,00,00,000.00.
2. 7,50,000 CCDs to be issued and allotted for INR 7,50,00,000.00.
3. 1,80,990 CCDs to be issued and allotted for INR 1,80,99,000.00.
4. Full conversion of the above CCDs into 28,61,980 equity share of the Company at a conversion price of INR 50 per CCD.

g. Proposed time within which the allotment will be completed:

Pursuant to Regulation 170(1) of the ICDR Regulations, the CCDs are considered to be allotted within a period of 15 (fifteen) days from the date of approval of the Members to the proposed resolution, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

h. Whether a change in control is intended or expected:

Upon conversion of CCDs into Equity Shares, there shall be no change in the management or control of the Company pursuant to the aforesaid issue.

i. Number of persons to whom allotment on preferential basis have already been made during the year:

During the current financial year 2019-20 till the date of this notice, the company has not made any allotment to Promoter and non promoter group on preferential basis.

j. Valuation for consideration other than cash: NA

k. Undertaking by the Company under the provisions of Regulations 163(1)(f) and (g) of the ICDR Regulations:

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

- a) It shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

b) If the amount payable on account of the recomputation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

l. Lock-in period:

The CCDs and the equity shares to be allotted upon conversion of the face value, will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the ICDR Regulations.

The entire pre-preferential allotment shareholding of the above allottees shall be locked-in from the Relevant Date upto the period of 6 months if any.

m. Payment Terms:

In accordance with Regulation 169 of the ICDR Regulations, the consideration shall be taken into account for the conversion of URSNCD to CCDS.

n. Non-Disposal of Shares

The existing equity shareholders to whom the CCDs are proposed to be allotted have not sold any equity shares in the Company during the six months preceding the Relevant Date. The issue of CCDs is in accordance with the provisions of the memorandum and articles of association of the Company.

o. Listing :

The Company will make an application to the stock exchanges at which the existing shares are listed, for listing of the equity shares issued upon conversion of the CCDs,. The equity shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend.

p. Name of proposed allottees/class of persons to who the allotment is proposed to be made:

The below mentioned holders are the holders of the URSNCD that have been allotted by the Company as on the date of this notice. The below URSNCD holders consequent upon the conversion of URSNCD to CCDs will become the CCD holders, and any future Equity Shares issued upon conversion of the CCDs by the Company, as per these resolutions, will be made to following persons

Identity of Proposed allottees	PAN	Ultimate Beneficial Owner	Category Promoter/ Non Promoter
Suresh Atluri	AAWPA6256E	Suresh Atluri	Promoter

Sailaja M	AUYPM9310M	Sailaja M	Promoter
Satish Kumar Tondapu	AODPT1832L	Satish Kumar Tondapu	Promoter
Daily Food Products Private Limited	AAFCD2661J	Sridevi Dasari holding more than 25% in Daily Food Products Private Limited PAN BHTPD6939E	Non - promoter
Sridevi Kanuri	AIAPK9978P	Sridevi Kanuri	Non - promoter
Krishnanand Lanka	AAOPL8364N	Krishnanand Lanka	Non - promoter
Durga Prasad Kode	AAUPK5014A	Durga Prasad Kode	Non - promoter
Sanjaya Varma	AABPV7289D	Sanjaya Varma	Non - promoter
Nandita Parvathaneni	ABOPP0750F	Nandita Parvathaneni	Non - promoter
Kasyap Sarma Kondamudu	AGQPS4082C	Kasyap Sarma Kondamudu	Non - promoter
Gautami Pamula	BHRPP9376F	Gautami Pamula	Non - promoter
Swaroop Rani Mamidi	ENAPM0908Q	Swaroop Rani Mamidi	Non - promoter
Ramachandra Srinivas Amineni	ADTPA9983A	Ramachandra Srinivas Amineni	Non - promoter
Padmavathi Challa	ABVPC7893F	Padmavathi Challa	Non - promoter
Challa Rajendra Prasad	ABXPC8769J	Challa Rajendra Prasad	Non - promoter
Challa Shantha Prasad	AEJPC8972L	Challa Shantha Prasad	Non - promoter
Challa Soumya	ACTPC9242P	Challa Soumya	Non - promoter
Challa Srishant	ADWPC5703D	Challa Srishant	Non - promoter

q. Pre- Post shareholding pattern of proposed allottees/class of persons to whom the allotment is proposed to be made:

Identity of Proposed allottees	PAN	Pre-Issue Holding	% Pre-issue holding	No of equity shares to be allotted*	Post-issue	% Post-issue holding **
Suresh Atluri	AAWPA6256E	2255000	10.11	400000	2655000	10.55
Sailaja M	AUYPM9310M	1143100	5.12	330000	1473100	5.85
Satish Kumar Tondapu	AODPT1832L	779590	3.49	410000	1189590	4.73
Daily Food Products Private Limited	AAFCD2661J	0	0.00	558000	558000	2.22
Sridevi Kanuri	AIAPK9978P	0	0.00	20000	20000	0.08
Krishnanand Lanka	AAOPL8364N	0	0.00	20000	20000	0.08
Durga Prasad Kode	AAUPK5014A	0	0.00	40000	40000	0.16
Sanjaya Varma	AABPV7289D	0	0.00	20000	20000	0.08
Nandita Parvathaneni	ABOPP0750F	0	0.00	100000	100000	0.40
Kasyap Sarma Kondamudu	AGQPS4082C	0	0.00	10000	10000	0.04
Gautami Pamula	BHRPP9376F	0	0.00	40000	40000	0.16
Swaroop Rani Mamidi	ENAPM0908Q	0	0.00	20000	20000	0.08

Ramachandra Srinivas Amineni	ADTPA9983A	0	0.00	10000	10000	0.04
Padmavathi Challa	ABVPC7893F	0	0.00	14000	14000	0.06
Challa Rajendra Prasad	ABXPC8769J	1100000	4.93	19490	1119490	4.45
Challa Shantha Prasad	AEJPC8972L	1100000	4.93	660100	1760100	6.99
Challa Soumya	ACTPC9242P	1100000	4.93	95100	1195100	4.75
Challa Srishant	ADWPC5703D	1100000	4.93	95290	1195290	4.75
Total		8577690	38.44	2861980	11439670	45.44

* denotes equity shares to be allotted upon conversion of CCDs.

* *For calculation of Post conversion of CCDs into equity, following assumptions have been made:

1. 5,00,000 CCDs to be issued and allotted for INR 5,00,00,000.00.
2. 7,50,000 CCDs to be issued and allotted for INR 7,50,00,000.00.
3. 1,80,990 CCDs to be issued and allotted for INR 1,80,99,000.00.
4. Full conversion of the above CCDs into 28,61,980 equity share of the Company at a conversion price of INR 50 per CCD.

r. Auditor's Certificate

The certificate issued by M/s Ramasamy Koteswara Rao and Co LLP , Chartered Accountants, Statutory Auditors of the Company as to the pricing of the equity shares to be issued upon conversion of the CCDs and certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI Regulations, will be placed before the shareholders at the Meeting and will be kept open for inspection at the registered office of the Company between 11.00 am and 1.00 pm up to the date of shareholders Meeting on all working days (except Saturday, Sunday and Public Holiday).

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

Place: Hyderabad

Date: 20th March, 2020

**Sd/-
Neha Dwivedi
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 Monday, 20th Day of April, 2020 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.	Approval for the increase of the Authorised Share Capital of the Company from Rs.25 Crores to Rs. 30 Crores.		
2.	Consent U/s 42 and 62 of the Companies Act to modify the terms of “Redeemable Secured Non-Convertible Debentures” as “Compulsory Convertible Debentures”.		

Signed this..... day of..... 2020

Signature
Shareholder.....

of

Signature
holder(s).....

of

Proxy

<p>Affix Revenue Stamp</p>

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.

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.com| Website: www.grandeurproducts.com

CIN: L15500TG1983PLC110115

ATTENDANCE SLIP


**EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON MONDAY THE 20TH DAY
APRIL, 2020**

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on 20th Day of April, 2020 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 a

ROUTE MAP TO THE VENUE OF THE EGM

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

