



GRANDEUR PRODUCTS LIMITED

**NOTICE FOR
EXTRA ORDINARY GENERAL MEETING
TO BE HELD ON
SATURDAY, 8TH FEBRUARY, 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 **Saturday, the 8th day of February, 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:

1. Issue of Non-Convertible Debentures

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

“RESOLVED THAT in partial modification and/or supersession, to the extent necessary, of the resolutions passed at the Extra-ordinary General Meeting held on 18th day of September, 2017, where the shareholders had authorized the Board of Directors of the Company (“Board”) to issue on private placement basis Non-Convertible Debentures, the Board of the Company considering the same had issued (i) 5,00,000 (Five Lakhs Only) , Unlisted Redeemable, Secured Non-Convertible Debentures (“URSNCD”) 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 22nd November, 2017 and also further issued (ii) 7,50,000 (Seven Lakhs Fifty Thousand Only), Unlisted Redeemable, Secured Non-Convertible Debentures (“URSNCD”) 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 24th July, 2018 respectively and pursuant to the provisions of Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, (“the Act”), the Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”), various rules, regulations, press notes, notifications, any other guidelines, regulations and clarifications issued by the Government of India, all applicable regulations, circulars, notifications issued by the Securities and Exchange Board of India (“SEBI Regulations”), stock exchanges on which the equity shares of the Company are listed; and also by any other statutory/regulatory authorities and subject to all such other approvals, permissions, consents and/or sanctions of any authorities, as may be necessary, and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approvals, consents, permissions and/or sanctions which may be agreed to by the Board of Directors of the Company, consent of the shareholders of the Company be and is hereby given to the Board of Directors of the Company (the “Board”) to issue and allot upto 1,80,991 (One Lakh Eighty Thousand Nine Hundred and Ninety One Only), 10% Non-Convertible Debentures having face value of Rs. 100 (Rupees Hundred) each (“NCDs”), at par, aggregating upto Rs. 1,80,99,061 (Rupees One Crore Eighty Lakhs Ninety Nine Thousand Sixty One Only), on private placement basis, to the Existing NCD holders, and each such NCD holder shall be allotted such number of NCDs as may be decided by the Board of Directors of the Company, from time to time, in one or more tranches, against the conversion of accrued interest pending to be paid as on 31st December, 2019 to the existing NCD holders of the Company;

RESOLVED FURTHER THAT upon allotment of the NCDs to the respective Existing NCD Holders by converting interest accrued on the existing NCD’s allotted to the NCD holders of the Company, the loans which include the outstanding Interest from each existing NCD Holder to the Company shall stand reduced to the extent of conversion



thereof into NCDs; and such loans/facilities so converted shall cease to carry any outstanding interest from the date of allotment of the NCDs;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to allot such number of securities in one or more tranches to each lender pursuant to this resolution, as may be thought fit or decided by the Board, to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the issue of the NCDs, without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolution to any Director(s) or to any Committee of the Board or any other Officer(s) of the Company to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

Place: Hyderabad
Date: 08th January, 2020

For Grandeur Products Limited

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Vijay Kumar Deekonda
Whole Time Director
(DIN: 06991267)

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID, THE DULY SIGNED AND COMPLETED PROXY MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ABOVE SAID MEETING. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Unstamped or inadequate stamped proxies upon which the stamps have not been cancelled, are invalid. Proxy holder shall prove his identity at the time of attending EGM.
2. The Board of Directors at its meeting held on 08th January, 2020, have approved the convening of the EGM and the issue of the Notice of the said meeting. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the business as set out in the Notice is annexed hereto.
3. Members / proxies/ representatives are requested to bring their attendance slip along with their copy of the Notice to the Meeting.



4. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. 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.
6. The route map showing directions to reach the venue of the EGM is annexed and forms part of the Notice.
7. 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.
8. 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).
9. 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).
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including, notices, circulars, etc. from the Company electronically.
11. 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. 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.
12. **Process and manner for members opting for e-voting are as under:**
 - i) The voting period begins on **Wednesday, 5th February, 2020 at 9.00 A.M. and ends on Friday, 7th February, 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 **1st February, 2020**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only
 - ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.



iii) Click on “Shareholders” tab.

iv) Now 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.

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) 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 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) 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.
- xviii) 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 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.
- ii. **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.**
- iii. 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.



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“The Act”)

The Following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item 1.

The members of the Company through their EGM on 18th day of September, 2017, had authorized the Board of Directors of the Company (“Board”) to issue on private placement basis Non-Convertible Debentures. The Board of the Company considering the same had issued (i) 5,00,000 (Five Lakhs Only) , Unlisted Redeemable, Secured Non-Convertible Debentures (“URSNCD”) 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 22nd November, 2017 and also further issued (ii) 7,50,000 (Seven Lakhs Fifty Thousand Only), Unlisted Redeemable, Secured Non-Convertible Debentures (“URSNCD”) 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 24th July, 2018 respectively. Pursuant to this, the Company entered into respective Debenture Trust Deeds and Hypothecation deeds (which term shall include all documents and addenda adding to, modifying, amending or supplementing the said deeds) for subscription, issuance and allotment of 5,00,000 (Five Lakhs Only) URSNCD of Rs. 100 each for an aggregate amount of INR 5,00,00,000 and 7,50,000 (Seven Lakhs Fifty Thousand Only) URSNCD of Rs. 100 each for an aggregate amount of INR 7,50,00,000 respectively.

As per the terms of issue of both the URSNCD, they carry an interest ranging between 6.00% per annum and 10.00% per annum respectively and can be redeemed only upon completion of 5 years from the date of their issue. Since the redemption of the URSNCD after the stipulated time period of 5 years may not be economically beneficial for the Company, the management is of the view that the Company should have the discretion to convert the URSNCD into Compulsory Convertible Debentures of the Company.

Considering the Unanimous consent of the debenture holders in their meeting held on 31st December, 2019 it is conveyed to the Board of the Company in writing, to restructure the unpaid interest amount outstanding as on 31st December 2019 of INR 67,39,643 (Rupees Sixty Seven Lakhs Thirty Nine Thousand Six Hundred and Forty Three Only) on 5,00,000 (Five Lakhs Only) URSNCD of Rs. 100 each for an aggregate amount of INR 5,00,00,000 and also to restructure the unpaid interest amount outstanding as on 31st December 2019 of INR 1,13,59,418 (Rupees One Crore Thirteen Lakhs Fifty Nine Thousand Four Hundred and Eighteen Only) on 7,50,000 (Seven Lakhs Fifty Thousand Only) URSNCD of Rs. 100 each for an aggregate amount of INR 7,50,00,000 respectively to issue and allot upto 1,80,991 (One Lakh Eighty Thousand Nine Hundred and Ninety One Only), 10% Non-Convertible Debentures having face value of Rs. 100 (Rupees Hundred) each (“NCDs”), at par, aggregating upto Rs. 1,80,99,061 (Rupees One Crore Eighty Lakhs Ninety Nine Thousand Sixty One Only), on private placement basis, to both the Existing NCD holders of 5,00,000 (Five Lakhs Only) URSNCD of Rs. 100 each for an aggregate amount of INR 5,00,00,000 and 7,50,000 (Seven Lakhs Fifty Thousand Only) URSNCD of Rs. 100 each for an aggregate amount of INR 7,50,00,000 respectively, and each such NCD holder shall be allotted such number of NCDs as may be decided by the Board of Directors of the Company, from time to time, in one or more tranches, upon conversion of interest accrued as on 31st December, 2019 on the existing NCD’s allotted to the NCD holders of the Company ;

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 1 of the Notice.

This resolution is an enabling resolution and authorises the Board of Directors of the Company to offer or invite subscription for non-convertible bonds/ debentures, as may be required by the Company, from time to time for a year from the date of passing this resolution.



None of the Directors or their relatives, except to the extent of their shareholding, are in any way concerned or interested financially or otherwise in the proposed resolution(s) as set out in the Notice.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

Place: Hyderabad
Date: 08th January, 2020

For Grandeur Products Limited

Sd/-
Vijay Kumar Deekonda
Whole Time Director
(DIN: 06991267)



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

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on **Saturday, the 8th day of February, 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.	Issue of Non-Convertible Debentures		



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

Signature of Shareholder.....

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



Note:

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, at H. No. 1-62-192, 3rd Floor, Dwaraka Avenue Kavuri Hills, Madhapur, Hyderabad- Telangana-500033 not less than Forty-Eight (48) hours before the commencement of the meeting.

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General Meeting.



GRANDEUR PRODUCTS LIMITED

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

ATTENDANCE SLIP


EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON SATURDAY, 8th DAY OF FEBRUARY, 2020

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on **Saturday, the 8th day of February, 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 at the Meeting.

ROUTE MAP TO THE VENUE OF THE EGM

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

