

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

NOTICE OF POSTAL BALLOT

Notice pursuant to Section 110 of the Companies Act, 2013, as amended, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and MCA Circulars (as defined below)

Dear Members of Grandeur Products Limited,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act 2013, as amended (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, (“the Rules”) including any statutory modification or re-enactment thereof for the time being in force, General Circular Nos. 14/2020, 17/2020 and 22/2020 dated 8th April 2020, 13th April 2020 and 15th June, 2020 respectively issued by the Ministry of Corporate Affairs (MCA) and Secretarial Standard -2 (SS-2), that Grandeur Products Limited (‘the Company’) is seeking the approval of the Members by way of Special Resolution, for the matter as considered in the resolutions appended below, through postal ballot i.e., voting by electronic means. In view of the current outbreak of COVID-19 pandemic Notice cannot be dispatched through post.

Further, the MCA has, vide the aforementioned Circular dated 13th April 2020, permitted the dispatch of Postal Ballot Notices by email to the shareholders who have registered their email ids with the Company / Depository Participant / Depository and secure their votes through e-voting. In respect of those shareholders who have not registered their email ids, the Company has provided the mechanism in this notice to register their email ids and a public notice to that effect will be published.

The explanatory statement pertaining to the aforesaid resolution setting out all material facts concerning item and the reasons thereto is annexed hereto for your consideration.

The Board of Directors of the Company has appointed Mrs N. Vanitha, Practicing Company Secretary (C. P.No. 10573), as the Scrutinizer for conducting the Postal Ballot / e-Voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Act read with the Rules, the Company is pleased to provide e-voting facility to enable the shareholders of the Company to cast their votes electronically, instead of Postal Ballot Form. The reasons for not enclosing the Postal Ballot form has already been explained in the foregoing paras. Members (whether holding shares in demat form or in physical form) are requested to cast their votes by E-voting. The Company has engaged the services of Central Depository Services (India) Ltd. (“CDSL”), for the purpose of providing e-votng facility to all its Members.

Members (whether holding shares in demat form or in physical form) desiring to exercise their vote are requested to carefully follow the instructions in the Notes under the Section ‘Voting through electronic means’ in this Notice and cast their votes not later than 5:00 p.m. on Saturday, August 15, 2020.

The Scrutinizer will submit her report to the Chairman or Managing Director or any other Director of the Company or Company Secretary of the Company as authorised by the Board, if any, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the Postal Ballot through e-voting facility will be announced on or before Monday, August 17, 2020, at the Company’s Registered Office. The result of the Postal Ballot will also be displayed at the said address and posted on the Company’s website www.grandeurproducts.com, besides communicating to the Stock Exchanges viz. BSE Limited.

SPECIAL BUSINESS:

1. Ratification pertaining to disclosure in the explanatory statement of the Extra Ordinary General Meeting (EGM) held on 20th April, 2020 vide notice dated 20th March, 2020:

To consider, to pass through Postal Ballot, the following resolution as a Special Resolution:-

"RESOLVED THAT consent of the Members of the Company be and is hereby accorded to ratify the disclosures made in the explanatory statement of the Extra Ordinary General Meeting (EGM) on 20th April, 2020 vide notice dated 20th March, 2020 as mentioned below:

- a. Omission of disclosure that **'none of the Promoter or Director of the Issuer Company is a willful defaulter' in accordance with Regulation 163 (1) (i) of SEBI (ICDR) Regulations, 2018.**

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to submit necessary documents with the Stock Exchanges and other appropriate authorities in connection with said ratification and to do all such acts, deeds, things as may be deemed necessary to give effect to the aforesaid resolution."

**By order of the Board of Directors
Grandeur Products Limited
sd/-**

**Neha Dwivedi
Company Secretary & Compliance Officer
Membership No: A47381**

Date: 15th July, 2020

Place: Hyderabad

Registered Office:

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

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed businesses are mentioned in Item No.1.
2. Member(s) whose names appear on the Register of Members/ List of Beneficial Owners as on the cut-off date Friday, July 10, 2020 will be considered for the purpose of voting/evoting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
3. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the Members the facility to exercise their right to vote by electronic means through e-voting services provided by CDSL and the business may be transacted through such voting only. The instructions for e-voting are annexed to this Notice. The e-voting period shall commence on Friday, July 17, 2020 from 09.00 a.m. (IST) and shall end on Saturday, August 15, 2020 05:00 p.m. (IST). E-voting shall not be allowed beyond the said date and time.
4. The Board of Directors of the Company ("the Board"), have appointed Mrs. N. Vanitha, Practicing Company Secretary, Hyderabad (CP No 10573) as the Scrutinizer, for conducting the said Postal Ballot and e-voting process in a fair and transparent manner.
5. Relevant documents referred to in the Postal Ballot Notice and the Statement are available for inspection by the Members at the Registered Office of the Company during 11:00 a.m. to 05:00 p.m. on all working days (Monday-Friday) from the date of dispatch of the Notice till the last date for voting.

6. The Notice has also been placed on Company's website: www.grandeurproducts.com.in and CDSL's e voting website i.e. evotingindia.com website and will also be available on the website of stock exchanges i.e., www.bseindia.com.
7. In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

Members are requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holding with the Company's RTA, Venture Capital and Investments Private Limited at 12-10-167, Bharat Nagar, Hyderabad, 500018, Telangana.

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	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.

- (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) **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.**

B. 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.
- vi. 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.

C. Other Instructions:

- i. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, July 10, 2020.
- ii. The Scrutinizer will submit her report to the Chairman or Managing Director or any Director of the Company or Company Secretary of the Company duly authorized after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or Managing Director or any Director of the Company or Company Secretary of the Company duly authorized, on Monday, August 17, 2020.
- iii. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.grandeurproducts.com and communicated to the BSE Limited where the shares of the Company are listed.

Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013

As required under Section 102 read with Section 110 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the special businesses mentioned in the accompanying Notice.

Item No. 1:

It is informed to the Members that in the Extra-Ordinary General Meeting on 20th April, 2020 vide notice dated 20th March, 2020: there was an omission in the disclosure of details in the Explanatory Statement to the said notice. Hence, it is pertinent to ratify the inclusion of the omission as stated below:

- a. Omission of disclosure that 'none of the Promoter or Director of the Issuer Company is a willful defaulter' in accordance with Regulation 163 (1) (i) of SEBI (ICDR) Regulations, 2018.

The aforesaid ratification would nullify the errors and omissions in the disclosure due to oversights in the previous EGM on 20th April, 2020 vide notice dated 20th March, 2020.

Your Directors recommend the Members approval for the above special resolution by way of ratification.

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.

By order of the Board of Directors
Grandeur Products Limited
sd/-

Neha Dwivedi
Company Secretary & Compliance Officer
Membership No: A47381

Date: 15th July, 2020

Place: Hyderabad

Registered Office:

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