



GRANDEUR PRODUCTS LIMITED

**NOTICE FOR
EXTRA ORDINARY GENERAL MEETING
TO BE HELD ON
SATURDAY, THE 25TH DAY OF MARCH, 2017**

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 25th day of March, 2017 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

Approval of the Grandeur Employees Stock Purchase Scheme 2017 ("GPL-ESPS 2017") and its implementation through Trust.

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

"RESOLVED THAT pursuant to the provisions of Section 62 read with 67 of the Companies Act, 2013 ("Act"), Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended/ re-enacted from time to time ("Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended/ re-enacted from time to time (Listing Regulations"), and subject to any applicable approval(s), permission(s) and sanction(s), at any stage, of any authority and subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Board, the provisions of the Articles of Association of the Company and any other applicable laws (collectively "Applicable Laws"), approval of the Members of the Company be and is hereby accorded to the Board to grant, offer, issue and allot, in one or more tranches to the Eligible Employees, as may be decided by the Board, up to 7,50,000 (Seven Lakh and Fifty Thousand) fully paid up equity shares under an **Employee Stock Purchase Scheme of the Company i.e. "Grandeur Employees Stock Purchase Scheme 2017" ("GPL-ESPS 2017")** to be implemented through **Employees welfare trust of the Company in the name and style as Grandeur Products Limited Employees Welfare Trust (GPL Trust)** at such price or prices, and on such terms and conditions as may be decided by the Board in its absolute discretion."

"RESOLVED FURTHER THAT the Company shall conform to the accounting policies as specified in Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 or any statutory modification(s), amendment(s) or re-enactment thereof."

"RESOLVED FURTHER THAT the Board of trustees of the Trust in consultation with the the Board (including the Nomination and Remuneration Committee or any other Committee of the Board) or the officers who may be authorized by the Board in this regard, be and is hereby authorized to implement, formulate, evolve, decide upon and bring into effect the "GPL-ESPS 2017" on such terms and conditions as may be decided by the Board and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the "GPL-ESPS 2017", from time to time, including but not limited to, amendment(s) with respect to price, period, eligibility criteria

or to suspend, withdraw, terminate or revise the "GPL-ESPS 2017" in such manner as the Board may determine in its sole discretion and also to settle all questions, difficulties or doubts that may arise in relation to the implementation of the "GPL-ESPS 2017" and to the shares to be issued pursuant to the proposed "GPL-ESPS 2017" without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by authority of this resolution."

"RESOLVED FURTHER THAT the new Equity Shares be allotted in accordance with GPL-ESPS 2017 to the Trust which shall transfer to the employees covered under the GPL-ESPS 2017."

"RESOLVED FURTHER THAT all the new equity shares to be issued and allotted under GPL-ESPS 2017 as aforesaid shall rank pari-passu including dividend inter-se with the then existing equity shares of the Company in all respects."

"RESOLVED FURTHER THAT the Board (including the Nomination and Remuneration Committee or any other Committee of the Board) or the officers who may be authorized by the Board in this regard be and are hereby authorized to take necessary steps for giving effect to the aforesaid Resolution and listing of the securities allotted under GPL-ESPS 2017 on the Stock Exchanges as per the provisions of Listing Regulations, the SEBI Regulations and other Applicable Laws and Regulations."

Item No. 2

Approval to grant, offer and allot Equity Shares under the Grandeur Employees Stock Purchase Scheme 2017 ("GPL-ESPS 2017") to the Employees of the Subsidiary Companies.

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

"RESOLVED THAT pursuant to the provisions of Section 62 read with 67 of the Companies Act, 2013 ("Act"), Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended/ re-enacted from time to time ("Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended/ re-enacted from time to time (Listing Regulations"), and subject to any applicable approval(s), permission(s) and sanction(s), at any stage, of any authority and subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Board, the provisions of the Articles of Association of the Company and any other applicable laws (collectively "Applicable Laws"), approval of the Members of the Company be and is hereby accorded to the Board to grant, offer, issue and allot, in one or more tranches, to the Eligible employees of the Subsidiary company/ies, as may be decided by the Board, up to 7,50,000 (Seven Lakh and Fifty Thousand) fully paid up equity shares under an **Employee Stock Purchase Scheme of the Company i.e. "Grandeur Employees Stock Purchase Scheme 2017" ("GPL-ESPS 2017")**, to be implemented through **Employees welfare trust of the Company in the name and style Grandeur Products Limited Employees Welfare Trust (GPL Trust)** at such price or prices, and on such terms and conditions as may be decided by the Board in its absolute discretion."

"RESOLVED FURTHER THAT the Company shall conform to the accounting policies as specified in Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 or any statutory modification(s), amendment(s) or re-enactment thereof."

“RESOLVED FURTHER THAT the Board of trustees of the Trust in consultation with the the Board (including the Nomination and Remuneration Committee or any other Committee of the Board) or the officers who may be authorized by the Board in this regard, be and is hereby authorized to implement, formulate, evolve, decide upon and bring into effect the “GPL-ESPS 2017” on such terms and conditions as may be decided by the Board and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the “GPL-ESPS 2017”, from time to time, including but not limited to, amendment(s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the “GPL-ESPS 2017” in such manner as the Board may determine in its sole discretion and also to settle all questions, difficulties or doubts that may arise in relation to the implementation of the “GPL-ESPS 2017” and to the shares to be issued pursuant to the proposed “GPL-ESPS 2017” without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by authority of this resolution.”

“RESOLVED FURTHER THAT the new Equity Shares be allotted in accordance with GPL-ESPS 2017 to the Trust which shall transfer to the employees covered under the GPL-ESPS 2017.”

“RESOLVED FURTHER THAT all the new equity shares to be issued and allotted under GPL-ESPS 2017 as aforesaid shall rank pari-passu including dividend inter-se with the then existing equity shares of the Company in all respects.”

“RESOLVED FURTHER THAT the Board (including the Nomination and Remuneration Committee or any other Committee of the Board) or the officers who may be authorized by the Board in this regard be and are hereby authorized to take necessary steps for giving effect to the aforesaid Resolution and listing of the securities allotted under GPL-ESPS 2017 on the Stock Exchanges as per the provisions of Listing Regulations, the SEBI Regulations and other Applicable Laws and Regulations.”

Item No. 3

Approval to grant, offer and allot Equity Shares under the Grandeur Employees Stock Purchase Scheme 2017 (“GPL-ESPS 2017”) to the Employees of the Holding Company.

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

“RESOLVED THAT pursuant to the provisions of Section 62 read with 67 of the Companies Act, 2013 (“Act”), Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended/ re-enacted from time to time (“Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended/ re-enacted from time to time (Listing Regulations”), and subject to any applicable approval(s), permission(s) and sanction(s), at any stage, of any authority and subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Board, the provisions of the Articles of Association of the Company and any other applicable laws (collectively “Applicable Laws”), approval of the Members of the Company be and is hereby accorded to the Board to grant, offer, issue and allot, in one or more tranches, to the Eligible employees of the Holding Company, as may be decided by the Board, up to 7,50,000 (Seven Lakh and Fifty Thousand) fully paid up equity shares under an **Employee Stock Purchase Scheme of the Company i.e. “Grandeur Employees Stock Purchase Scheme 2017” (“GPL-ESPS 2017”)**, to be implemented through **Employees welfare trust of the Company in the name and style Grandeur Products Limited Employees Welfare Trust (GPL Trust)** at such price or prices, and on such terms and conditions as may be decided by the Board in its absolute discretion.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies as specified in Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 or any statutory modification(s), amendment(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT the Board of trustees of the Trust in consultation with the the Board (including the Nomination and Remuneration Committee or any other Committee of the Board) or the officers who may be authorized by the Board in this regard, be and is hereby authorized to implement, formulate, evolve, decide upon and bring into effect the “GPL-ESPS 2017” on such terms and conditions as may be decided by the Board and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the “GPL-ESPS 2017”, from time to time, including but not limited to, amendment(s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the “GPL-ESPS 2017” in such manner as the Board may determine in its sole discretion and also to settle all questions, difficulties or doubts that may arise in relation to the implementation of the “GPL-ESPS 2017” and to the shares to be issued pursuant to the proposed “GPL-ESPS 2017” without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by authority of this resolution.”

“RESOLVED FURTHER THAT the new Equity Shares be allotted in accordance with GPL-ESPS 2017 to the Trust which shall transfer to the employees covered under the GPL-ESPS 2017.”

“RESOLVED FURTHER THAT all the new equity shares to be issued and allotted under GPL-ESPS 2017 as aforesaid shall rank pari-passu including dividend inter-se with the then existing equity shares of the Company in all respects.”

“RESOLVED FURTHER THAT the Board (including the Nomination and Remuneration Committee or any other Committee of the Board) or the officers who may be authorized by the Board in this regard be and are hereby authorized to take necessary steps for giving effect to the aforesaid Resolution and listing of the securities allotted under GPL-ESPS 2017 on the Stock Exchanges as per the provisions of Listing Regulations, the SEBI Regulations and other Applicable Laws and Regulations.”

Item No. 4

Approval to grant Shares equal to or exceeding one per cent but not exceeding four percent of the issued Capital of the Company during any one financial year to identified employees under Grandeur Employees Stock Purchase Scheme 2017” (“GPL-ESPS 2017”).

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

“RESOLVED THAT pursuant to the provisions of Section 62 read with 67 of the Companies Act, 2013 (“Act”), Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended/ re-enacted from time to time (“Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended/ re-enacted from time to time (Listing Regulations), and subject to any applicable approval(s), permission(s) and sanction(s), at any stage, of any authority and subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Board, the provisions of the Articles of Association of the Company and any other applicable laws (collectively “Applicable Laws”), approval of the Members be and is hereby accorded to the Board to grant, offer, issue and allot, in one or more tranches, to identified employees, during any one year, equal to or exceeding one per cent but not exceeding four per cent of the issued capital (excluding outstanding warrants and conversions) of the

Company at the time of Grant of shares under “**Grandeur Employees Stock Purchase Scheme 2017**” (“**GPL-ESPS 2017**”), to be implemented through an **Employees Welfare Trust with name Grandeur Products Limited Employees Welfare Trust (GPL Trust)** at such price or prices, and on such terms and conditions as may be decided by the Board in its absolute discretion.”

Item No. 5:

Authorization to Grandeur Products Limited Employees Welfare Trust to subscribe shares for and under the Grandeur Employees Stock Purchase Scheme 2017 (“GPL-ESPS 2017”).

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

“RESOLVED THAT pursuant to the provisions of Section 62 and 67 of the Companies Act, 2013 (“Act”) and all other applicable provisions of the Act read with rules framed thereunder, SEBI (Share Based Employee Benefits) Regulations, 2014, as amended/ re-enacted from time to time (“Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended/ re-enacted from time to time (Listing Regulations”), the provisions of the Articles of Association of the Company and any other applicable laws (collectively “Applicable Laws”), the Grandeur Products Limited Employees Welfare Trust (“GPL Trust”) be and is hereby authorized to acquire by way of subscription, shares of the Company and/ or to appropriate and allocate shares available with the Trust towards Grandeur Employees Stock Purchase Scheme 2017 of the Company (“GPL-ESPS 2017”) and to subscribe, hold, transfer, grant, allot and deal in the shares of the Company, in a single tranche or in multiple tranches, at such price(s) as may be decided from time to time, for purposes of GPL-ESPS 2017 and for the said purpose to do all such acts, deeds and things as may be incidental or ancillary or required in this regard.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board (including the Nomination and Remuneration Committee or any other Committee of the Board) or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

Item No. 6:

Provisioning of money by the Company to the Grandeur Products Limited Employees Welfare Trust/ Trustees for subscription of shares under the Grandeur Employees Stock Purchase Scheme 2017 (“GPL-ESPS 2017”).

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

“RESOLVED THAT pursuant to the provisions of Section 67 of the Companies Act, 2013 (“Act”) and all other applicable provisions, of the Act read with rules framed thereunder, SEBI (Share Based Employee Benefits) Regulations, 2014, as amended/ re-enacted from time to time (“Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended/ re-enacted from time to time (Listing Regulations”), the provisions of the Articles of Association of the Company and any other applicable laws (collectively “Applicable Laws”), consent of the Members of the Company be and is hereby accorded to the provision of money by the Company to the Grandeur Products Limited Employees Welfare Trust or any other trust that may be set up by the Company (“Trust”) for the purposes of subscribing to and/ or hold the shares of the Company, in one or more

tranches, under the Grandeur Employees Stock Purchase Scheme 2017 of the Company (“GPL-ESPS 2017”) subject to the overall limits prescribed under Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014.

“RESOLVED FURTHER THAT in order to enable the Trust to acquire the aforesaid Equity Shares of the Company, the amount of loan provided by the Company to the Trust, from time to time, shall be worked out based on the total market value of the shares to be allotted in terms of the GPL-ESPS 2017.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board (including the Nomination and Remuneration Committee or any other Committee of the Board) or the officers who may be authorized by the Board in this regard, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

Item No. 7

Ratification pertaining to the results declared through postal ballot on 8th November, 2016 for point no (h) of Item 2 of the explanatory statement of the Postal Ballot notice dated 30.09.2016.

Disclosure of Pre – Post Percentage of Shareholding of the Non –Promoter allottees as per Regulation 73(1)(e) of Chapter VII of SEBI (ICDR) Regulations, 2009 as amended from time to time:

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

“RESOLVED FURTHER THAT explanatory statement for item no. 2(h) disclosing the **Pre – Post Percentage Shareholding of the Non –Promoter allottees (Number of Persons to whom allotment on preferential basis have already been made during the year)** be modified and corrected as follows however, other things remaining the same.

| Identity of Proposed allottees | Pre-Issue Holding | % Pre-issue holding | No of equity shares to be allotted* | Post-issue | % Post-issue holding ** |
|---|--------------------------|----------------------------|--|-------------------|--------------------------------|
| Challa Srishant PAN: ADWPC5703D | 3,50,000 | 2.92 | 7,50,000 | 11,00,000 | 7.33 |
| Challa Soumya PAN: ACTPC9242P | 3,50,000 | 2.92 | 7,50,000 | 11,00,000 | 7.33 |
| Challa Shantha PAN: AEJPC8972L | 3,50,000 | 2.92 | 7,50,000 | 11,00,000 | 7.33 |
| Challa Rajendra Prasad PAN: ABXPC8769J | 3,50,000 | 2.92 | 7,50,000 | 11,00,000 | 7.33 |
| Total | 1400000 | 11.68 | 3000000 | 4400000 | 29.32 |

The above mentioned allottees along with the existing shareholder Mr. B. Mohan Krishna (holding 10,00,000 equity shares) from Non P- Promoter group are termed as “ Challa Group”.

* 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. 6,00,000 CCDs to be issued and allotted for INR 6,00,00,000.00.
2. Full conversion of the CCDs into 30,00,000 equity share of the Company at a conversion price of INR 20 per CCD.

Upon conversion the CCD holders along with their associate will become the majority holders holding more than 36% of post conversion equity subject to any further issue of equity shares and exercise of ESOPs before the conversion of said CCDs. However, the CCD holders confirmed that they do not have any interest in the management control of the Company.

“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: 1st March, 2017**

**sd/-
Priyanka Kumari
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 **Wednesday 22nd March, 2017 at 9.00 A.M. and ends on Friday 24th March, 2017 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 **18th March, 2017**, 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. **Priyanka Kumari**, 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, 2, 3 & 4

The Board of Directors on the recommendation of Nomination and Remuneration Committee have approved, the Grandeur Employees Stock Purchase Scheme 2017 ("GPL-ESPS 2017") at their Meetings held on **Wednesday, 01st March, 2017** in order to attract and retain talent in the Company. The GPL-ESPS 2017 provides for grant of shares of the Company to the Eligible Employees as identified and selected by the Nomination and Remuneration Committee of the Company on the basis of their performance evaluation.

The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“Regulations”) prescribe *inter-alia* that all listed companies intending to grant shares to its employees under an employee stock purchase scheme have to comply with these Regulations. Further, SEBI vide its Circular dated June 16, 2015 has specified the necessary guidelines relating to disclosure/ process requirements under the Regulations.

The details of GPL-ESPS 2017 pursuant to Rule 6 of the Regulations read with SEBI’s circular dated June 16, 2015 are as follows:

| S.No. | Particulars | Information |
|-------|--|---|
| a) | Brief description of the Grandeur Employees Stock Purchase Scheme 2017 (“GPL-ESPS 2017”) | <p>The Company has instituted GPL-ESPS 2017 to grant equity-based incentives to its eligible employees in order to inter-alia</p> <p>a) To attract and retain the talent of the skilled employees who are required by the Company to be associated for the development of the Company.</p> <p>b) To increase Employee Motivation and Productivity,</p> <p>c) To provide incentives to the employees to stay on their jobs, and boost employee’s loyalty to the Company, all in a way that benefits both the Company and the Employees.</p> <p>The Company has established an Employees welfare trust with name Grandeur Products Limited Employees Welfare Trust (GPL Trust) which will be used for implementation and administration of GPL-ESPS 2017.</p> |
| b) | The total number of Shares to be granted | <p>Up to 7,50,000 equity shares are proposed to be offered to the eligible employees under the GPL –ESPS 2017. However, the portion of shares offered, pursuant to the GPL – ESPS 2017, to any eligible employees, if remains unsubscribed, shall be made available to interested eligible employees at such price, as may be decided by the Board or Committee or Trust.</p> |
| c) | Identification of classes of employees entitled to participate and be beneficiaries in GPL-ESPS 2017 | <p>Eligible Employees for participation shall be any person as determined by Board of Trustees of the Trust in consultation with the Board of Directors of the Company and the Nomination and Remuneration Committee of the Company including such other select personnel shortlisted from amongst (i) the Employees and/ or (ii) if and to the extent, permitted by Applicable Laws any other personnel, from time to time. “Employees” shall mean:</p> <p>(i) A permanent employee of the Company who has been working in India or outside India; or</p> <p>(ii) A director of the Company, whether a whole time director or not but excluding an</p> |

| | | |
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| | | <p>independent director; or</p> <p>(iii) An employee as defined in clause (i) or (ii) above of a subsidiary, in India or outside India or of a holding Company of the Company.</p> <p>But does not include:</p> <p>(iv) An employee who is a promoter or a person belonging to the promoter group; or</p> <p>(v) A director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.</p> |
| d) | Requirements of Vesting and Vesting Period | The Vesting conditions in respect of the Shares shall be as determined by the Board of trustees of the Trust in consultation with the the Board (including the Nomination and Remuneration Committee or any other Committee of the Board)from time to time. |
| e) | Maximum period within which the Shares shall be vested | The Board of trustees of the Trust in consultation with the the Board (including the Nomination and Remuneration Committee or any other Committee of the Board)shall decide the manner and maximum period of vesting ofShares at the time of grant. |
| f) | Exercise/ Purchase Price or pricing formula | The Purchase Price of the shares shall not be less than the face value of the shares and which may such amount as may be determined by the Board of Trustees of the Trust in consultation with the Board of Directors of the Company and the Nomination and Remuneration Committee of the Company. |
| g) | Exercise Period and process of exercise | The Shares granted can be exercised within the period which shall not be more than 30 days (Thirty) from the date of offer made by the Board of Trustees of the Trust to the eligible employee. |
| h) | The appraisal process for determining the eligibility of employees for the GPL-ESPS 2017 | The Board of Trustees of the Trust shall be authorised to determine the quantum of the Shares to be granted or extended to the eligible employees based on the eligibility criteria, class / category of the employee, designation of the employee, industry experience, area of expertise, performance of the employee, capability of the employee, future retention with the Company, technical parameters, value additions made or to be made as applicable. |
| i) | Maximum number of Shares to be issued per employee and in aggregate | The maximum number of the shares that may be offered and granted to the eligible employees under this Scheme in any one year shall not exceed 4% (four per cent) of the issued capital (excluding outstanding |

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| | | warrants and conversions) of the company at the time of grant of Shares by the Trust. |
| j) | Maximum quantum of benefits to be provided per employee under GPL-ESPS 2017 | As the new shares are proposed to be issued under GPL-ESPS 2017, no other benefits will be provided to eligible employees. |
| k) | Whether GPL-ESPS 2017 is to be implemented and administered directly by the Company or through a trust | The GPL-ESPS 2017 will be implemented and administered in consultation with the Board of Directors of the Company and the Nomination and Remuneration Committee of the Company through an Employees welfare trust with name Grandeur Products Limited Employees Welfare Trust ("GPL Trust"). |
| l) | Whether GPL-ESPS 2017 involves new issue of shares by the Company or secondary acquisition by the Trust or both | GPL-ESPS 2017 involves new issue of shares by the Company to the Trust. |
| m) | The amount of loan to be provided for implementation of GPL-ESPS 2017 by the Company to the trust, its tenure, utilization, repayment terms, etc. | <p>The Board of Directors of the Company is authorised to lend such amount of money to the Trust in one or more tranches as may be required to enable the Trust from time to time to subscribe and acquire up to a maximum of 7,50,000 (Seven Lakh and Fifty Thousand) fully paid up equity shares of face value of INR 10/- (Rupees Ten only) each in the paid up capital of the Company subject to a limit of 5% of the aggregate of paid up capital and free reserves of the Company .</p> <p>The Loan borrowed by the Trust pursuant to this Scheme from the Company shall be repaid by the Trust to the Company either in lump sum or as and when the Trust gets the money from the eligible employees towards purchase price of the shares granted to them.</p> <p>The money so provided will be utilized solely for the purpose of acquiring Shares of the Company under GPL-ESPS 2017.</p> |
| n) | Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purposes of GPL-ESPS 2017 | No secondary market acquisition is envisaged for GPL-ESPS 2017 hence not applicable |
| o) | A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 | The Company will conform to the accounting policies specified in Regulation 15. |
| p) | The Method Which The Company Shall Use To Value Its Options Or SARS | As only the shares are issued under the GPL-ESPS 2017, the valuation of options or SARs does not arise. |
| q) | the following statement, if applicable | In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost |

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| | | that shall have been recognized if it had used the fair value, will be disclosed in the Directors' Report and the impact of this difference on profits and on Earnings Per Share ("EPS") of the Company will also be disclosed in the Directors' Report. |
|--|--|--|

Lock in period:

The equity shares issued under GPL-ESPS 2017 shall be locked in for a minimum period of one year from the date of allotment as per SEBI Regulations and also as per the provisions of this Scheme.

The Resolution set out as Item No. 1, 2, 3 & 4 is being proposed accordingly for the consideration of the Members for the approval of the GPL- ESPS 2017 by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the proposed Resolution except to the extent of shares that may be granted to them under GPL- ESPS 2017.

Item 5 & 6:

As per the provisions of Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the Company shall make provision of money to the Grandeur Products Limited Employees Welfare Trust ("GPL Trust") for the holding and/ or subscription of shares issued by the Company, for the shares to be held by and/ or for benefit of the Eligible Employees of the Company, within the statutory limits, for the purposes of Grandeur Products Limited Employees Stock Purchase Scheme 2017 ("GPL-ESPS 2017").

The Trust will acquire the shares issued by the Company by way of subscription of shares or hold the shares for the purposes of GPL-ESPS 2017.

The Company accordingly proposes the Resolution set out at Item No. 5 authorizing the Trust to acquire by way of subscription of the shares issued by the Company and/ or hold the shares of the Company for the GPL-ESPS 2017 and the Resolution set out at Item No. 6 for provision of money to the Grandeur Products Limited Employees Welfare Trust or any other trust that may be set up by the Company.

Details about the limits for provision of money - Subject to the overall limits prescribed under Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, the amount of loan provided by the Company to the Trust, from time to time, shall be worked out based on the aggregate of paid up capital and free reserves.

Details about terms, conditions, tenure and repayment terms for this loan - The Trust will subscribe to the Shares of the Company from time to time, and the amount so lent to the Trust will be refunded to the Company/ adjusted upon the grant of shares to the Eligible Employees and realization of price, if any, by the Trust. The money so provided will be utilized solely for the purpose of acquiring Shares of the Company.

The Company and the Trust shall comply with all Applicable Laws.

The particulars as required under the said Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, are given hereunder:

a) The class of employees for whose benefit GPL-ESPS 2017 is being implemented and money is being provided for subscription of the Company's shares:

The GPL-ESPS 2017 is being implemented and money is being provided for subscription of the shares of the Company. The class of employees who are eligible are as under:

Any person determined by the Board of Trustees of the Trust in consultation with the Board of Directors of the Company and the Nomination and Remuneration Committee of the Company including such other select personnel shortlisted by the Board of Trustees of the Trust from amongst (a) the Employees and/ or (b) if and to the extent, permitted by applicable laws any other personnel, from time to time.

"Employees" shall mean:

- (i) A permanent employee of the Company who has been working in India or outside India; or
- (ii) A director of the Company, whether a whole time director or not but excluding an independent director; or
- (iii) An employee as defined in clause (i) or (ii) above of a subsidiary, in India or outside India or of a holding Company of the Company.

But does not include:

- (i) An employee who is a promoter or a person belonging to the promoter group; or
- (ii) A director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

b) The particulars of the trustees or employees in whose favour such shares are to be registered:

As GPL-ESPS 2017 is being implemented through the Trust, the Trust shall hold, subscribe to and then issue, grant, allot or transfer the shares to the Eligible Employees in terms of the GPL-ESPS 2017, and in compliance with the Act, Regulations, Applicable Laws and the GPL-ESPS 2017.

c) The particulars of Trust and name, address, occupation and nationality of trustees and their relationship with the Promoters, Directors or Key Managerial Personnel, if any:

The name of the Trust presently proposed to be used for the purpose is "Grandeur Products Employees Welfare Trust" and the principal office of Trust is at 6-3-347-22/2, Flat-10, 4th Floor, Iswarya Nilayam, Dwarakapuri Colony, Punjagutta, Hyderabad, Telangana-500082.

The particulars of the trustees are as under:

| Name of the Trustee | Address | Occupation | Nationality |
|----------------------------|---|------------------------------|--------------------|
| Mr. P. S. Rao | Plot No. 8/2/465, First Floor, Flat No. 108, Studio Sycamore Apartments, Road Number 4, Banjara Hills, Hyderabad, Telangana- 500034 | Practicing Company Secretary | Indian |
| Mrs.N. Vanitha | F.NO 302, SaiShyam Lal Enclave, Behind Delhi Public School , SaiAishwarya Layout, Khajaguda, Manikonda, Hyderabad | Practicing Company Secretary | Indian |

None of the trustees is Promoter, or Director or Key Managerial Personnel of the Company nor is any of the trustee related to the Promoters, Directors or Key Managerial Personnel in their personal capacity.

In future, additional trustees may be appointed/ existing trustees may be replaced either in addition to the above mentioned trustee or in their place and all such appointments shall be in compliance with the Applicable Laws. Also in future in case any other Trust is proposed to be used for the said GPL-ESPS 2017 as may be decided by the Board, all conditions and requirements of the Regulations, the Act, and Applicable Laws shall be complied with in all respects including appointment and qualification of the trustees.

d) Any interest of Key Managerial Personnel, Directors or Promoters in such GPL-ESPS 2017 or Trust and effect thereof:

The Promoters are not eligible to be covered under GPL-ESPS 2017. However, Key Managerial Personnel and/ or Directors may be covered as provided in GPL-ESPS 2017 in due compliance with the Regulations. None of the Key Managerial Personnel, Director or Promoter has any interest in the Trust.

e) The detailed particulars of benefits which will accrue to the employees from the implementation of GPL-ESPS 2017:

In compliance with the Regulations, the Eligible Employee(s) shall be granted shares under the GPL-ESPS 2017 with prescribed lock-in period, vesting and other terms and condition prescribed by the board of trustees in consultation with the Nomination and Remuneration committee. The Eligible Employees shall benefit from the Shares granted to them as per GPL-ESPS 2017 and subject to vesting and release of lock-in conditions in terms of GPL-ESPS 2017.

f) The details about who would exercise and how the voting rights in respect of the shares to be purchased under GPL-ESPS 2017 would be exercised:

As per Regulations, the trustee shall not vote in respect of equity shares held in the Trust. The voting rights can be exercised by the Eligible Employees only after the vesting conditions in respect of the equity shares granted to them have been fulfilled.

The Resolution set out as Item No. 5 & 6 is being proposed accordingly for the consideration of the Members for the approval of the GPL- ESPS 2017 by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the proposed Resolution except to the extent of shares that may be granted to them under GPL- ESPS 2017.

Item No. 7

Ratification pertaining to the results declared through postal ballot on 8th November, 2016 for point no (h) of Item 2 of the explanatory statement of the Postal Ballot notice dated 30.09.2016

The members of the Company through Special Resolution gave their consent U/s 42 and 62 of the Companies Act, 2013 to change, vary, modify and amend the terms of the 6,00,000 (Six Lakh) 6.00% Unlisted Redeemable, Secured Non-Convertible Debentures ("URSNCD") of INR 100 (Indian Rupees Hundred) each in to 6.00% Compulsory Convertible Debentures ("CCDs") having face value of INR 100 (Indian Rupees One Hundred Only) with each such CCDs being convertible into equity shares of the Company and to create, offer, issue and allot up to 30,00,000 equity shares of the Company of Face value of Rs 10/- per equity shares at a price of INR 20 (including a premium of Rupees Ten) or at such price arrived as per the SEBI (ICDR) Regulations, 2009 ("Equity Shares").

At the time of granting In principle approval, BSE has asked the Company to disclose the Pre – Post Percentage Shareholding of the Non –Promoter allottees (Number of Persons to whom allotment on preferential basis have already been made during the year) in Compliance with Regulation 73 (1)(e) of SEBI (ICDR) Regulations, 2009 and get the same ratified by the Shareholders before seeking listing approval for the shares to be allotted.

The disclosures required pursuant to Regulation 73 (1)(e) of SEBI (ICDR) Regulations, 2009 is as follows:

The identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

| Identity of Proposed allottees | Pre-Issue Holding | % Pre-issue holding | No of equity shares to be allotted* | Post-issue | % Post-issue holding ** |
|---|--------------------------|----------------------------|--|-------------------|--------------------------------|
| Challa Srishant PAN: ADWPC5703D | 3,50,000 | 2.92 | 7,50,000 | 11,00,000 | 7.33 |
| Challa Soumya PAN: ACTPC9242P | 3,50,000 | 2.92 | 7,50,000 | 11,00,000 | 7.33 |
| Challa Shantha PAN: AEJPC8972L | 3,50,000 | 2.92 | 7,50,000 | 11,00,000 | 7.33 |
| Challa Rajendra Prasad PAN: ABXPC8769J | 3,50,000 | 2.92 | 7,50,000 | 11,00,000 | 7.33 |
| Total | 1400000 | 11.68 | 3000000 | 4400000 | 29.32 |

The above mentioned allottees along with the existing shareholder Mr. B. Mohan Krishna (holding 10,00,000 equity shares) from Non P- Promoter group are termed as “ Challa Group”.

*denotes equity shares to be allotted upon conversion of CCDs

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

3. 6,00,000 CCDs to be issued and allotted for INR 6,00,00,000.00.
4. Full conversion of the CCDs into 30,00,000 equity share of the Company at a conversion price of INR 20 per CCD.

Upon conversion the CCD holders along with their associate will become the majority holders holding more than 36% of post conversion equity subject to any further issue of equity shares and exercise of ESOPs before the conversion of said CCDs. However, the CCD holders confirmed that they do not have any interest in the management control of the Company.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of their entitlements, if any, under the Scheme and to the extent of their shareholding as Members, if any.

The Board of Directors recommends to ratify the Item No. 7.

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

**Place: Hyderabad
Date: 1st March, 2017**

**Sd/-
Priyanka Kumari
Company Secretary & Compliance Office**

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 Saturday, 25th Day of March, 2017 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 of the Grandeur Employees Stock Purchase Scheme 2017 and its implementation through Trust | | |
| 2. | Approval to grant, offer and allot Equity Shares under the Grandeur Employees Stock Purchase Scheme 2017 to the Employees of the Subsidiary | | |
| 3. | Approval to grant, offer and allot Equity Shares under the Grandeur Employees Stock Purchase Scheme 2017 to the Employees of the Holding Company | | |
| 4. | Approval to grant Shares equal to or exceeding one per cent but not exceeding four percent of the issued Capital of the Company during any one financial year to identified employees under Grandeur Employees Stock Purchase Scheme 2017" ("GPL-ESPS 2017"). | | |
| 5. | Authorization for Grandeur Products Limited Employees Welfare Trust to subscribe to shares for and under the Grandeur Employees Stock Purchase Scheme 2017 | | |
| 6. | Provisioning of money by the Company to the Grandeur Products Limited Employees Welfare Trust/ Trustees for subscription of shares under the Grandeur Employees Stock Purchase Scheme 2017 | | |
| 7. | Ratification pertaining to the results declared through postal ballot on 8 th November, 2016 for point no (h) of Item 2 of the explanatory statement of the Postal Ballot notice dated 30.09.2016 | | |

Signed this..... day of..... 2017

Signature of Shareholder.....

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

| |
|------------------------------------|
| <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.

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 THE 25TH DAY MARCH OF 2017

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Saturday the 25th Day of March, 2017 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

