GRANULES

REGISTERED OFFICE

GRANULES INDIA LTD., 2nd Floor, 3rd Block, My Home Hub,
Madhapur, Hyderabad - 500 081, Telangana, INDIA.
Tel: +91 40 30660000, Fax: +91 40 23115145, mail@granulesindia.com, www.granulesindia.com
CIN: L24110TG1991PLC012471

Dated: 4th September, 2017

To,
National Stock Exchange of India Limited
Bombay Stock Exchange Limited
Symbol: NSE: GRANULES; BSE: 532482

Sub: Intimation of Book Closure Date and Notice of AGM

Dear Sir,

This is to inform you that 26th Annual General Meeting of the Company will be held on Thursday, the 28th day of September 2017 at 4.00 PM at Hotel Taj Banjara, Road No.1, Banjara Hills, Hyderabad – 500 034 (TS).

Please also be informed that the Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 22nd day of September 2017 to Thursday, the 28th day of September 2017 (both days inclusive) for the purpose of payment of final dividend for the financial year 2016-17.

Kindly take the above information on your records.

Thanking you,

Yours Faithfully

FOR GRANULES INDIA LIMITED

GRANULES INDIA LIMITED Hyderabad

CHAITANYA TUMMALA
COMPANY SECRETARY
COMPLIANCE OFFICER

GRANULES INDIA LIMITED
(CIN: L24110TG1991PLC012471)
Regd. Office: 2nd Floor, 3rd Block, My Home Hub, Madhapur, Hyderabad - 500 081 (TS)
Web: www.granulesindia.com, Email: investorrelations@granulesindia.com, Tel: +91-40-30660000

NOTICE

Notice is hereby given that the 26th Annual General Meeting (AGM) of the Company, Granules India Limited will be held on Thursday, September 28, 2017 at 4.00 PM at Hotel Taj Banjara, Road No.1, Banjara Hills, Hyderabad – 500 034 (TS), India to transact the following Businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and the Auditors thereon and the consolidated Audited Financial Statement of the Company for the financial year ended March 31, 2017 and report of Auditors thereon.

2. To declare a final dividend of 25 paisa per equity share and to approve and to ratify the interim dividend of 65 paisa per equity share, already paid during the year for the year ended March 31, 2017.

3. To appoint a Director in place of Mr. Kolli Basava Sankar Rao (DIN: 05167550), who retires by rotation and, being eligible, seeks re-appointment.

4. To appoint Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to Section 139, 141, 142 and 143 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 with all statutory amendments/modifications, if any, M/s. B S R & Associates LLP, Chartered Accountants registered vide Firm Registration No. 116231W/W-100024 be appointed as the Statutory Auditors of the company to hold office from the conclusion of the 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company, subject to ratification of such appointment at every Annual General Meeting, with remuneration as may be decided by the Board of Directors.

SPECIAL BUSINESS:

5. To re-appoint Mrs. Uma Devi Chigurupati as Whole-Time Director of the Company in terms of provisions of Sections 196, 197, 203 read with schedule V to the Companies Act, 2013, and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such other approvals and consents as may be necessary, consent of the members be and is hereby accorded for the re-appointment of Mrs. Uma Devi Chigurupati (holding DIN 00737689), as Whole-Time Director of the Company for a period of 5(five) years effective from 31st May, 2017, liable to retire by rotation, on the following terms and conditions:

Mrs. Uma Devi Chigurupati shall be paid remuneration partly by way of monthly salary and partly by way of commission on net profits provided however that, the said salary, commission and all perquisites together shall not exceed 4(four) percent of the net profits of the Company calculated in accordance with the procedure laid down under section 198 of the Companies Act, 2013.

Mrs. Uma Devi Chigurupati shall be paid the remuneration in the following manner however, within the above specified limit:

Salary

₹ 24,00,000 (twenty four lacs) per annum

The following perquisites and allowances shall form part of the salary of ₹ 24,00,000 per annum as under:

i) Reimbursement of medical expenses – ₹18,000 per annum

ii) Leave Travel Allowance – ₹72,000 per annum

iii) Provision of car with reimbursement of driver's salary and fuel expenses subject to a maximum of ₹ 2,40,000 per annum

iv) Reimbursement of insurance premium for coverage under Personal Accident Policy (self & dependants)

v) Reimbursement of insurance premium for coverage under Mediclaim Policy (self & dependants).

vi) Gratuity and /or contribution to the Gratuity Fund of the Company as per the policy of the Company.

RESOLVED FURTHER THAT the aggregate of above salary, perquisites, allowances and commission taken together shall be subject to the overall ceilings laid down under Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and shall accordingly adjusted and appropriated in such manner that will not exceed 4 percent of the net profit of the company calculated in accordance with section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during her tenure, the Company shall pay to Mrs. Uma Devi Chigurupati, the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits and conditions specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

RESOLVED FURTHER THAT Mrs. Uma Devi Chigurupati, Whole-Time Director shall not be paid sitting fees for attending meetings of the Board of Directors or any Committee(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, ambiguity or doubt that may arise in relation thereto, in order to give effect to the foregoing resolution. The limits of the remuneration specified above are the maximum limits and the Board / Nomination and Remuneration Committee at its discretion may revise the above limits within the maximum limits to comply with the requirements of sections 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act.

6. To consider the appointment of Dr. V.V.N.K.V Prasada Raju, who was appointed as an Additional Director by the Board w.e.f January 4, 2017 to hold that office up to date of the 26th Annual General Meeting, as a Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

   RESOLVED THAT pursuant to the Articles of Association of the Company and provisions of section 152 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) thereto or any re-enactment thereof for the time being in force, Dr. V.V.N.K.V Prasada Raju (holding DIN 07267366) who was appointed as an Additional Director by the Board on January 4, 2017, in terms of provisions of section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the 26th Annual General Meeting and in respect of whom the Company has received a notice from the member in writing, under section 160 of the Companies Act, 2013 along with requisite deposit proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

7. To appoint Dr. V.V.N.K.V Prasada Raju as Whole-Time Director of the Company and pay him remuneration in terms of provisions of Sections 196, 197, 198 and 203 read with schedule V to the Companies Act, 2013, and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, consent of the members be and is hereby accorded for the appointment of Dr. V.V.N.K.V. Prasada Raju (holding DIN 07267366), as the Whole Time Director of the Company, designated as an Executive Director, for a period of five (5) years with effect from January 4, 2017, on the terms and conditions set hereunder:

A. Salary :

i) Basic Pay: ₹ 33,00,000/- (Rupees Thirty Three Lakhs only) per annum as Basic Salary.

ii) Educational Allowance: ₹ 9,600/- (Rupees Nine Thousand and Six Hundred only) per annum as Educational allowance.

iii) Special Allowance: ₹ 44,00,000/- (Rupees Forty Four Lakhs only) per annum as Special Allowance. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Superannuation and Leave encashment.

B. Perquisites :

In addition to the above, the following perquisites to be paid:

i) House Rent Allowance: ₹ 12,00,000/- (Rupees Twelve Lakhs only) per annum paid as House Rent Allowance in lieu of company provided accommodation

ii) Reimbursement of Medical expense: Reimbursement of all medical expenses incurred for self and dependents, as per the Company policy upto a maximum of ₹ 15,000/- (Rupees Fifteen Thousand only) per annum.

iii) Leave Travel Expense: Leave Travel Expenses for self and dependents, in accordance with the policy of the Company up to a maximum of ₹ 72,000/- (Rupees Seventy Two Thousand only) per annum.

iv) Car and Driver's Salary for company's business: Company car shall be provided for business purpose and re-imbursement of driver's salary.

v) Leave encashment as per the policy of the Company.

vi) Corporate Club Fees for two identified clubs.

vii) Personal accident Insurance Premium: Reimbursement of Insurance premium for coverage under Personal Accident Policy for self and dependents, as per the policy of the company.

viii) Mediclaim Policy – Reimbursement of insurance premium for self and dependents as per the policy of the company.

ix) Contribution towards Provident Fund and superannuation fund as per the policy of the Company.

x) Gratuity and /or contribution to the Gratuity Fund of Company as per the policy of the Company.

xi) Long-term Incentive Compensation/ Employee Stock Option as per the plan applicable to Executive Directors and/or Senior Executives of the Company.

xii) Commission as decided by the Board of Directors from time to time.

xiii) Other allowances / benefits & perquisites: Any other allowances, benefits and perquisites as per the rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and/ or any other allowance, perquisites as the Board may from time to time decide.

All the above perquisites and benefits would be subject to the applicable Company policy.

RESOLVED FURTHER THAT the aggregate of above salary, perquisites and allowances taken together along with perquisite value on exercise of

stock options and commission if any, shall not exceed 1(one) percent of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay to Dr. V.V.N.K.V. Prasada Raju, the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits and procedure specified in Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

RESOLVED FURTHER THAT Dr. V.V.N.K.V. Prasada Raju, Whole-Time Director shall not be paid sitting fees for attending meetings of the Board of Directors or any Committee(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, ambiguity or doubt that may arise in relation thereto, in order to give effect to the foregoing resolution. The limits of the remuneration specified above are the maximum limits and the Board / Nomination and Remuneration Committee at its discretion may revise the above limits within the maximum limits to comply with the requirements of sections 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act.

8. To consider issue of shares to employees of the Company under the Employee Stock Option Scheme

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

RESOLVED THAT pursuant to section 62(1)(b) and the applicable provisions of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SEBI Regulations') for the time being in force and as may be modified from time to time, and other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the 'Applicable Laws') and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include the Nomination and Remuneration Committee (Who is appointed as the 'Administrator') and any other committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution) the approval of the shareholders be and is hereby accorded to the Board to introduce, offer, issue and allot stock options under a Scheme titled 'Granules India Limited – Employee Stock Option Scheme-2017' (hereinafter referred to as the "ESOS 2017"), the salient features of which are furnished in the Explanatory Statement to this Notice and to grant such options, to such person(s) who are in the permanent employment of the Company, whether working in India or out of India and to the Directors of the Company and to such other persons as may from time to time be allowed to be eligible for the benefits of the stock options under applicable laws and regulations prevailing from time to time (all such persons are hereinafter collectively referred to as 'Eligible Employees'), except persons who are promoters or belong to the promoter group or a Director who either himself or through his relative or through any Body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company and Independent Directors, at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the ESOS 2017.

RESOLVED FURTHER THAT the maximum number of stock options granted to Eligible Employees under the ESOS 2017 shall not exceed 1,14,35,100 equity shares (as adjusted for any changes in capital structure of the company) at a price decided by the Board or the Administrator from time to time in accordance with the ESOS 2017.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari-passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board or the Administrator be and is hereby authorized on behalf of the Company to make and carry out any modification, changes, variations, alterations or revisions in the terms and conditions of the ESOS 2017 or to the terms of the stock options granted and / or vested but not exercised, including modifications or changes to the quantum and price of such stock options, from time to time, in accordance with applicable laws and regulations prevailing from time to time, as it may deem fit, necessary or desirable, without requiring the Board to secure any further consent(s) or approval(s) of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, or sale of division(s) of the Company or other similar events, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the ESOS 2017 are passed on to the Eligible Employees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the shares allotted under the ESOS 2017 on the Stock exchange as per the provisions of the Listing Agreements with the Stock Exchange concerned in accordance with SEBI Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the ESOS 2017 and generally for giving effect to these resolution, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may raise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any Committee of Directors, with power to further delegate such powers to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc., as may be necessary in this regard.

9. To consider issue of shares to employees of the Company's Subsidiaries under the Employee Stock Option Scheme

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

RESOLVED THAT pursuant to section 62(1)(b) and the applicable provisions of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SEBI Regulations') for the time being in force and as may be modified from time to time, and other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the 'Applicable Laws') and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include the Nomination and Remuneration Committee (Who is appointed as the 'Administrator') and any other committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution) the approval of the shareholders be and is hereby accorded to the Board to introduce, offer, issue and allot stock options under a Scheme titled 'Granules India Limited – Employee Stock Option Scheme-2017' (hereinafter referred to as the "ESOS 2017"), the salient features of which are furnished in the Explanatory Statement to this Notice and to grant such options, to such person(s) who are in the permanent employment of the Company's Subsidiaries, whether working in India or out of India and to the Directors of the Company's Subsidiaries and to such other persons as may from time to time be allowed to be eligible for the benefits of the stock options under applicable laws and regulations prevailing from time to time (all such persons are hereinafter collectively referred to as 'Eligible Employees'), except persons who are promoters or belong to the promoter group or a Director who either himself or through his relative or through any Body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company and Independent Directors, at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the ESOS 2017.

RESOLVED FURTHER THAT the maximum number of stock options granted to Eligible Employees of both employees of the Company and its subsidiaries under the ESOS 2017 shall not exceed 1,14,35,100 equity shares (as adjusted for any changes in capital structure of the company) at a price decided by the Board or the Administrator from time to time in accordance with the ESOS 2017.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari-passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board or the Administrator be and is hereby authorized on behalf of the Company to make and carry out any modification, changes, variations, alterations or revisions in the terms and conditions of the ESOS 2017 or to the terms of the stock options granted and / or vested but not exercised, including modifications or changes to the quantum and price of such stock options, from time to time, in accordance with applicable laws and regulations prevailing from time to time, as it may deem fit, necessary or desirable, without requiring the Board to secure any further consent(s) or approval(s) of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, or sale of division(s) of the Company or other similar events, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the ESOS 2017 are passed on to the Eligible Employees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the shares allotted under the ESOS 2017 on the Stock exchange as per the provisions of the Listing Agreements with the Stock Exchange concerned in accordance with SEBI Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the ESOP Scheme 2017 and generally for giving effect to these resolution, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may raise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any Committee of Directors, with power to further delegate such powers to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc., as may be necessary in this regard.

10. Re-classification of certain individuals/entities from the existing "Promoter & Promoter Group category" to "Public Category"

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

RESOLVED THAT in accordance with Regulation 31A of the SEBI (Listing Obligations & Disclosure Requirements)Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the following persons/entities (hereinafter individually & jointly referred to as the 'applicants') forming part of the Promoter Group from 'Promoter & Promoter Group category' to 'Public category':

i. Mr. Sampath Kumar Ramanavarapu

ii. Mr. Vijay Ramanavarapu

iii. Ms. Vidya Ramanavarapu

iv. Triton Securities LLP

RESOLVED FURTHER THAT on approval of the Stock Exchange upon application for reclassification of the aforementioned applicants, the Company shall effect such re-classification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations,2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary or such other person as authorized by the Board, be and is hereby authorized to submit application for reclassification to the Stock Exchanges, wherein the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution.

11. Increase in investment limits of Foreign Institutional Investors and Foreign Portfolio Investors

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

RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, Foreign Direct Investment Policy, Companies Act 2013 and all other applicable rules, regulations, circulars, directions, notifications, press notes, guidelines and laws (including any statutory modifications or re-enactment thereof, from time to time) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include a committee thereof for the time being exercising the powers conferred on the Board by this Resolution, to which committee any such powers of the board may be delegated by the Board), consent of the Company be and is hereby accorded to the Board to permit Foreign Institutional Investors ("FII") registered with the Securities and Exchange Board of India ("SEBI") to acquire and hold, on their own account and/or and on behalf of their SEBI approved sub-accounts or Foreign Portfolio Investors ("FPI"), equity shares of the Company, provided that the equity shareholding of all such FIIs, sub-accounts and FPIs put together shall not exceed 49% (forty nine per cent) of the total paid-up Equity Share Capital of the Company, provided however that the shareholding of each FII, on its own account and on behalf of each of the SEBI approved sub-accounts in the Company or FPI shall not exceed 10% (ten per cent) of the total paid-up Equity Share Capital of the Company or such limits as are applicable or may be prescribed, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and delegating all or any of the power conferred herein to any committee or Directors of the Company.

By Order of the Board of Directors
For **Granules India Limited**

Chaitanya Tummala
Company Secretary

Hyderabad
July 5, 2017

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is also entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the 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.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Information relating to e-voting is given in this Notice under Note No. 16. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID, password and e-voting instructions along with a copy of this Notice to the members, separately.

3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.

5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. Members who hold shares in dematerialization form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.

7. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

8. Those members who have so far not en-cashed their dividend warrants for the below mentioned financial years, may claim or approach the Company for the payment thereof as the same will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government on the respective dates mentioned in the tabular statement.

Financial year	Type of dividend	Due date of transfer
2009-2010	Final	26/10/2017
2010-2011	Final	17/10/2018
2011-2012	Final	08/08/2019
2012-2013	Final	25/09/2020
2013-2014	Final	04/10/2021
2014-2015	Final	19/09/2022
2015-2016	1st Interim	03/09/2022
	2nd Interim	07/12/2022
	3rd Interim	05/03/2023
	Final	03/06/2023
2016-2017	1st Interim	16/09/2023
	2nd Interim	30/11/2023
	3rd Interim	05/03/2024

9. (i) The Company has notified closure of Register of Members and Share Transfer Books from Friday, September 22, 2017 to, Thursday, September 28, 2017 (both days inclusive) for determining the names of members eligible for final dividend on equity shares, if declared at the Meeting.

   (ii) The Board of Directors of the Company at their Meeting held on May 11, 2017 has recommended a dividend of 25 paisa per share on equity share of ₹ 1/- each as final dividend for the financial year 2016-17 in addition to the interim dividend paid during the year. Final dividend, if declared, at the Annual General Meeting, will be paid on or before October 27, 2017.

10. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Karvy Computershare Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.

11. Members 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 / Karvy.

12. The Securities and Exchange Board of India (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 maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Karvy.

13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.

14. 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.

15. The annual report for the financial year 2016-17 has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the depository participants. The annual report is also available on our website, i.e. www.granulesindia.com. The physical copy of the annual report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/ depository participant. The members will be entitled to a physical copy of the annual report for the financial year 2016-17, free of cost, upon sending a request to the Company Secretary at 2nd Floor, 3rd Block, My Home Hub, Madhapur, Hyderabad 500 081.

16. Information relating to e-voting is as under:

   i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and regulation 44 of the Listing Regulations, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

   ii. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.

   iii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

   iv. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.

   v. The Board of Directors of the Company has appointed Mr. Dhanunjaya Kumar Alla, a Practicing Chartered Accountant, Partner, M/s. Dhanunjaya & Haranath, Chartered Accountants, Hyderabad, as Scrutinizer to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

   vi. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 21, 2017.

vii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 21, 2017 only, shall be entitled to avail the facility of remote e-voting / Insta Poll.

viii. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. September 21, 2017 may obtain the user ID and password in the manner as mentioned below:

a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD<space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:
MYEPWD <SPACE> IN12345612345678

Example for CDSL :
MYEPWD <SPACE> 1402345612345678

Example for Physical :
MYEPWD <SPACE> XXXX1234567890

b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

c. Member may call Karvy's toll free number 1-800-3454-001

d. Member may send an e-mail request to evoting@karvy.com

e. If the member is already registered with Karvy e-voting platform then he can use his existing user ID and password for casting the vote through remote e-voting.

ix. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on September 25, 2017

End of remote e-voting: Up to 5.00 p.m. (IST) on September 27, 2017.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

x. The Scrutinizer, after scrutinising the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.granulesindia.com and on the website of Karvy https://evoting.karvy.com. The results shall simultaneously be communicated to the Stock Exchanges.

xi. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 28, 2017.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5:

Mrs. Uma Devi Chigurupati has rich experience of more than three decades in various fields. Mrs. Uma Devi Chigurupati with Mr. Krishna Prasad Chigurupati had co-founded Triton Laboratories Private Limited in the year 1984, which was later amalgamated with Granules India Limited. Presently, she is spear heading CSR activities and HR initiatives. In addition, Mrs. Uma Devi Chigurupati is the Director of KRSMA Estates Private Limited, one of India's premier boutique wineries. Under her tenure, she has established a vineyard in Karnataka and has been overseeing the ongoing operations at the site. Mrs. Uma Devi Chigurupati has a post-graduate degree in Botany (soil microbiology) from Nagarjuna University.

In view of her expertise and managerial abilities, Mrs. Uma Devi Chigurupati was appointed as an Executive Director by the members in the 21st Annual General Meeting held on 2nd July 2012 for a period of five years w.e.f. 31st May 2012. The current term of office of Mrs. Uma Devi Chigurupati as an Executive Director expires on 30th May 2017. Considering the commitment consistently shown and results exhibited, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, has decided to re-appoint Mrs. Uma Devi Chigurupati as Whole-Time Director of the Company for a further period of 5 (five) years effective from 31st May 2017. The re-appointment of Mrs. Uma Devi Chigurupati is appropriate and in the best interest of the Company for the results shown and the efforts made by her to the improvement of the performance of the Company. The approval of the members is being sought to the terms and conditions of the re-appointment of Mrs. Uma Devi Chigurupati as Whole-Time Director and the remuneration payable to her.

In the event of any loss or inadequacy of profits in any financial year during her tenure, the Company shall pay to Mrs. Uma Devi Chigurupati, the remuneration by way of salary, perquisites, commission or any other allowances in accordance with the limits and conditions specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the re-appointment of Mrs. Uma Devi Chigurupati as Whole-Time Director of the Company for a period of five years commencing from 31st May 2017.

The Board recommends the Special Resolution set forth in Item No. 5 for approval of the Members.

Mr. Krishna Prasad Chigurupati, Chairman and Managing Director, Mrs. Uma Devi Chigurupati, Executive Director and Mr. Harsha Chigurupati, Non-Executive Director along with their relatives are deemed to be concerned or interested in the proposed Resolution. Save and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

Item No. 6 & 7:

Dr. V.V.N.K.V. Prasada Raju has over two decades of techno commercial experience in Global pharmaceutical space. His previous experience at Dr. Reddy's encompasses New Product development, foster strategic partnerships, drive synergies between Industry and Academia, New Geography expansions, IP driven early product portfolio development and program management and this expertise is of immense worth to the company for its growth.

The Board of Directors pursuant to section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, appointed Dr. V.V.N.K.V. Prasada Raju as an Additional Director of the Company with effect from January 4, 2017 by resolution of the Board of Directors at its meeting dated January 4, 2017. In terms of section 161(1) of the Act, Dr. V.V.N.K.V. Prasada Raju holds office up to the date of 26th Annual General Meeting. Notice in terms of provisions of section 160 of the Companies Act, 2013 along with the requisite deposit has been received from a member proposing the candidature of Dr. V.V.N.K.V. Prasada Raju as a Director of the Company.

The Board recommends the resolution to be passed as an Ordinary Resolution as set out in Item no. 6 for your approval.

Considering his capabilities of multi-tasking and immense contributions to the Company more particularly in the field of research and development and product filings as well as the recommendations of Nomination and Remuneration Committee, the Board of Directors appointed Dr. V.V.N.K.V. Prasada Raju as whole-time Director of the Company designated as Executive Director w.e.f. January 4, 2017 subject to necessary approval by the members.

The approval of the members is being sought to the terms and conditions of the appointment of Dr. V.V.N.K.V. Prasada Raju as Whole-Time Director and the remuneration payable to him.

In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay to Dr. V.V.N.K.V. Prasada Raju, the remuneration by way of salary, perquisites, commission or any other allowances in accordance with the limits and conditions specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the appointment of Dr. V.V.N.K.V. Prasada Raju as Whole-Time Director of the Company for a period of five years commencing from 4th January 2017.

The Board recommends the Special Resolution set forth in Item No. 7 for approval of the Members.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

Item No. 8 &9:

Human Capital is the key resource of the competitive advantage and the continuing growth and development of any organization. The success of organizations to a large extent depends on its ability to attract, retain and motivate its employees. Offering stock options go a long way in achieving the above key objectives. With this in view and in order to enable the employees to participate in the long-term growth and financial success of the Company, to achieve sustained growth of the Company, create shareholder value by aligning the interests of the employees with the long term interests of the Company and create a sense of ownership and participation amongst employees including employees of its subsidiary company(ies), it is proposed to formulate an ESOP scheme titled "Granules India Limited - Employee Stock Option Scheme 2017 (the ESOS 2017)".

Your Company had already issued and granted stock options to the employees of the company under the ESOS 2002 and ESOS 2009 and these were very successful and have given the desired results. In order to continue these stock option benefits and motivate the employees and extend these options to employees who have recently joined the organization, the Board of Directors in its meeting held on May 11, 2017 have proposed to formulate the ESOS 2017.

The main features of the ESOS 2017 are as under:

a) Brief description of the scheme:

The Company proposes to introduce the ESOS 2017 primarily with a view to attract, retain, incentivise and motivate the existing Employees of the Company and its subsidiary(ies), Employees joining the Company and its subsidiary(ies) that would lead to higher corporate growth. The ESOS 2017 contemplates grant of options to the eligible employees, as may be determined in due compliance of SEBI SBEB Regulations and provisions of the ESOS 2017. After vesting of options, the eligible employees earn a right (but not obligation) to exercise the vested options within exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination & Remuneration Committee ('Committee') of the Company shall administer the ESOS 2017. All questions of interpretation of the ESOS 2017 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the ESOS 2017.

b) Total number of Options to be granted:

The total number of options to be granted under the ESOS 2017 shall not exceed 1,14,35,100 (One crore fourteen lakhs thirty five thousand one hundred only). Each option when exercised would be converted in to one Equity Share of ₹ 1/- each fully paid-up.

Further, the SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under the ESOS 2017 remain the same after any such corporate action.

c) Identification of classes of Employees entitled to participate in the ESOS 2017:

All the Permanent Employees (including Executive or Non-Executive Director) working in India or out of India of the Company and of the Subsidiary Companies whether existing or future shall be eligible to participate in the scheme. However the following persons shall not be eligible to participate in the ESOS 2017:

1. an Employee who is a Promoter or belongs to the Promoter Group;
2. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company; and
3. an Independent Director within the meaning of the Companies Act, 2013

d) Requirements of vesting and period of vesting:

The Options granted shall vest so long as the employee continues to be in the employment of the Company. Vesting of the options shall take place over a maximum period of 5 years with a minimum vesting period of 1 year from the date of grant. The Committee shall decide on the vesting schedule.

e) Maximum period within which the options shall be vested:

All the options granted on any date shall vest not later than a maximum of 5 (Five) years from the date of grant of options as may be determined by the Committee.

f) Exercise price or pricing formula:

The options would be granted at the market price of the shares as on one day prior to the date of grant on that stock exchange where there is highest trading volume on the said date.

g) Exercise period and the process of exercise:

The exercise period will commence from the date of vesting and will expire not later than 7th year from the date of grant of the option or such other period as may be determined by the Committee.

The vested Option shall be exercisable by the Employees by a written application to the Company expressing their desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of Employees under the ESOS 2017:

The appraisal process for determining the eligibility of the employee will be decided by the Committee, and will be based on criteria such as seniority of employee, length of service, performance record, merit of the employee, future potential contribution by the employee and/ or such other criteria that may be determined by the Committee at its sole discretion.

i) Maximum number of Options to be issued per Employee and in aggregate:

The maximum number of options granted to any employee including Directors of the Company in any one year will not exceed 1% (one per cent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company subject to a limit of five lakhs options in each grant.

The total number of Options that may be granted to the eligible Employees of the Company/its subsidiaries in any financial year and in aggregate under the ESOS 2017 shall not exceed 1,14,35,100 (One crore fourteen lakhs thirty five thousand one hundred only) Options.

j) Maximum quantum of benefits to be provided per Employee under the ESOS 2017:

The maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to the difference between the option exercise price and the market price of the shares as on the exercise date.

k) Route of ESOS 2017 implementation:

The ESOS 2017 shall be implemented and administered directly by the Company through the Committee under the broad policy and framework laid down by the Board of Directors in accordance with the authority delegated to the Committee in this regard from time to time. In case Company wishes otherwise, it may be intimated to the members in due course as per applicable laws.

l) Source of acquisition of shares under the ESOS 2017:

The ESOP 2017 contemplates fresh/new issue of shares by the Company.

m) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is not relevant under the present ESOS 2017.

n) Maximum percentage of secondary acquisition:

This is not relevant under the present ESOS 2017.

o) Accounting and Disclosure Policies:

The Company shall follow the Guidance Note on Accounting for Employee Share-based Payments ('Guidance Note') and/or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein.

p) Method of option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under the Guidance Note or under any relevant accounting standard notified by appropriate authorities from time to time.

As the ESOS 2017 provides for issue of equity shares to be offered to persons than the existing members of the Company, consent of the Members is being sought pursuant to Section 62 and all other applicable provisions, if any, of the Act and as per Regulation 6 of SEBI SBEB Regulations. Pursuant to the provisions of the SEBI SBEB Regulations, a separate resolution is required to be passed if the grant of option, shares or other benefits, as the case may be, to the employees of subsidiaries. Accordingly, approval of members is sought for item no.8 & 9.

None of the Directors, Key Managerial Personal of the Company and their relatives are interested in the resolutions, except to the extent of their entitlements, if any, under the ESOS 2017.

Item No.10:

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations') has provided a regulatory mechanism for re-classification of Promoters and Promoter group as Public Shareholders subject to fulfillment of conditions as provided therein.

In this regard, the Company received application from the following promoter group persons/entities pursuant to Regulation 31A of the Listing Regulations, 2015 for re-classifying them under the Public Category since their names have been included as a part of the Promoter group and are not 'Immediate relatives'/ controlled by the Promoter of the Company as per the definition of promoter group as provided in Regulations 2(1)(zb)(ii) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. They are financially independent persons/entities, who take independent investment decisions and are no way related to any of the business carried out by the Company. Further they do not hold any key managerial position or representations of the Board of Directors in the Company and have not engaged in any management or day to day affairs of the Company. None of their act influences the decision taken by the Company and they do not have any special right through formal or informal arrangements with the Company or with the Promoter of the Company.

Sl. No	Name	No. of Shares Held in the Company as on 28th April 2017	% of holding in the total capital of the Company as on 28th April 2017
1	Sampath Kumar Ramanavarapu	110600	0.05
2	Ramanavarapu Vijay	1461868	0.64
3	Vidya Ramanavarapu	424054	0.19
4	Triton Securities LLP	6829270	2.99
	Total	**8825792**	**3.86**

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at their meeting held on 11th May, 2017, have approved all the applications for reclassification received by the Company as above from Promoter group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges based on declaration received from the aforesaid persons/entities.

None of the concerned persons/entities, acting individually and in concert, directly or indirectly exercise control over the management and affairs of the Company. Their shareholding along with persons acting in concert does not exceed 10% of the total share capital of the Company.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

Your Directors recommend the passing of the Resolution in Item No. 10 of the Notice as an Ordinary Resolution.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

Item No.11:

In terms of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Foreign Institutional Investors ("FII") registered with the Securities and Exchange Board of India ("SEBI") can acquire and hold on their own account and on behalf of their SEBI approved sub-accounts or Foreign Portfolio Investors ("FPI") together, up to an aggregate limit of 24% of the paid up Equity Share Capital of an Indian Company. The said Regulations further provide that the limit of 24% can be further increased up to the sectoral cap/statutory ceiling as applicable, by passing a resolution of the Board, a special resolution to that effect by its members and followed by necessary filings with the Reserve Bank of India.

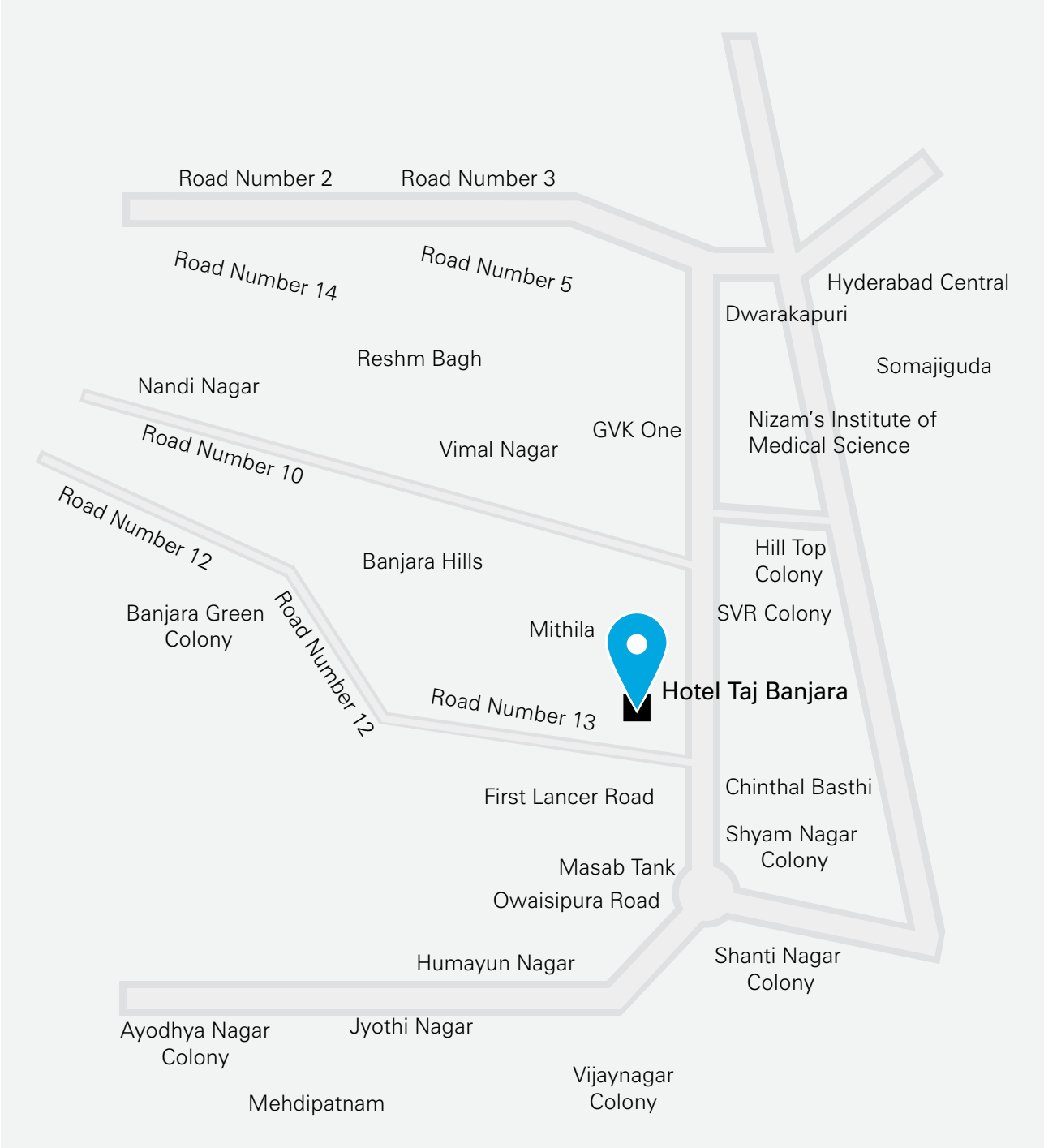
As of March 31, 2017, holding of FIIs / FPIs in the Company was less than 24% of paid up capital. To make more space for FIIs / FPIs to invest in the equity of the Company, it is proposed to increase the present limit of FII / FPIs shareholding in the company from 24% to 49% of paid up equity share capital of the Company. The Board had decided to increase the aggregate permissible limit of FIIs / FPIs in equity shareholding of the Company from 24% to 49% (forty nine per cent) of the paid-up Equity Share Capital of the Company, subject to the approval of the members.

Accordingly, the Resolution set out at Item no. 11 of this notice is proposed to enable the FIIs / FPIs to acquire Equity Shares of the Company up to the revised ceiling limit of 49% of the paid-up Equity Share Capital of the Company under the Portfolio Investment Scheme of the Reserve Bank of India.

Your Directors recommend the passing of the Resolution in Item No. 11 of the Notice as Special Resolution.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

ROUTE MAP OF AGM VENUE



GRANULES INDIA LIMITED
(CIN: L24110TG1991PLC012471)
Regd. Office: 2nd Floor, 3rd Block, My Home Hub, Madhapur, Hyderabad - 500 081 (TS)
Web: www.granulesindia.com, Email: investorrelations@granulesindia.com, Tel: +91-40-30660000

ATTENDANCE SLIP

(ANNUAL GENERAL MEETING)

*DP ID _____ Folio No. _____

Client ID _____ No. of shares held _____

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Granules India Limited.

I hereby record my presence at the Annual General Meeting of the Company at Hotel Taj Banjara, Road No.1, Banjara Hills, Hyderabad – 500 034 (TS) on Thursday , the 28th day of September, 2017 at 4:00 PM.

_____ _____

Member's/Proxy's/Representative's name Signature of Member/Proxy/Representative

*Applicable if shares are held in electronic form.

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copy of Notice to the meeting.

GRANULES INDIA LIMITED
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Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L24110TG1991PLC012471		
Name of the company	Granules India Limited		
Registered office	2nd Floor, 3rd Block, My Home Hub, Madhapur, Hyderabad (TS) - 500 081		
Name of the member(s)			
Registered Address			
E-mail Id			
Folio No./Client Id		DP ID	

I/We, being the holder(s) of _____ shares of the above named company, 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 Annual General Meeting of the Company, to be held on Thursday, the 28th day of September, 2017 at 4:00 p.m. at Hotel Taj Banjara, Road No.1, Banjara Hills, Hyderabad – 500 034 (TS) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Particulars
Ordinary Business	
1.	Consider and adopt Audited Financial Statement, Report of Board of Directors and Auditors.
2.	Declaration of final dividend of 25 paisa per equity share and approval and ratification of interim dividend of 65 paisa per equity share paid during the FY 2016-17.
3.	To appoint a Director in place of Mr. Kolli Basava Sankar Rao (DIN: 05167550), who retires by rotation and, being eligible, seeks re-appointment.
4.	Appointment of Statutory Auditors and fixing their remuneration.
Special Business	
5.	Re- appointment of Mrs. Uma Devi Chigurupati (holding DIN 00737689) as whole - time Director of the Company.
6.	Appointment of Dr. V.V.N.K.V. Prasada Raju (holding DIN 07267366) as Director of the Company.
7.	Appointment of Dr. V.V.N.K.V. Prasada Raju (holding DIN 07267366) as whole - time Director of the Company.
8.	Issue of shares to employees of the Company under the Employee Stock Option Scheme 2017.
9.	Issue of shares to employees of the Company's subsidiaries under the Employee Stock Option Scheme 2017.
10.	Re-classification of certain individuals/entities from the existing "Promoter & Promoter Group category" to "Public Category".
11.	Increase in investment limits of Foreign Institutional Investors and Foreign Portfolio Investors.

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

Please Affix Revenue Stamp and sign across

Signature of shareholder _____ Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.