



Granules India Limited

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Dated December 24, 2013

The Manager
Listing Department
National Stock Exchange of India Limited
'Exchange Plaza', C-1, Block G
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051

Fax: 022 – 26598237/38

Dear Sir,

Sub: Minutes of Extra Ordinary General Meeting dated 06th December, 2013.

Ref: Listing Agreement

Symbol: GRANULES

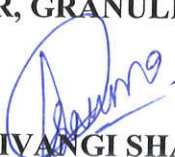
With reference to the captioned subject, please find enclosed the draft minutes of the Extra Ordinary General Meeting of Granules India Limited held on December 06, 2013.

Request you to take the above on record.

Thanking you.

Yours faithfully,

FOR, GRANULES INDIA LIMITED


(SHIVANGI SHARMA)
COMPANY SECRETARY &
COMPLIANCE OFFICER



Encl: minutes

MINUTES OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF M/S GRANULES INDIA LIMITED HELD ON FRIDAY, THE 6th DAY OF DECEMBER 2013 AT 4.00 PM IST AT HOTEL ADITYA SAROVAR PREMIERE, HITECH CITY, GACHIBOWLI, HYDERABAD – 500 032 (A.P.)

PRESENT ON THE DIAS:

1. MR. L.S. SARMA	DIRECTOR & MEMBER
2. MR. C. KRISHNA PRASAD	MANAGING DIRECTOR & MEMBER
3. MR. C. PARTHASARATHY	DIRECTOR
4. MR. A. ARUN RAO	DIRECTOR & MEMBER
5. MRS. UMA CHIGURUPATI	EXECUTIVE DIRECTOR & MEMBER
6. MR. VVS MURTHY	CHIEF FINANCIAL OFFICER & MEMBER
7. MS. SHIVANGI SHARMA	COMPANY SECRETARY & MEMBER

And proxy holders representing 503,974 equity shares and other members as per attendance register of members.

The Company Secretary welcomed the Directors and Shareholders to the Extra-Ordinary General Meeting of the Company and then requested the Directors present to elect Chairman of the meeting to conduct the proceedings of the meeting.

CHAIRMAN OF THE MEETING:

In the absence of Dr. C. Nageswara Rao, Chairman of the Company, Mr. C. Parthasarathy, Independent Director was elected as a Chairman of the meeting by the Directors present to conduct the proceedings of the meeting.

WELCOME:

Mr. C. Parthasarathy, Chairman of the meeting extended a warm welcome to the members to the extra-ordinary general meeting of the Company.

QUORUM:

The Chairman announced that 9 (nine) valid proxies has been received by the Company and thereafter declared that the requisite quorum for the meeting was present and called the meeting to order.

NOTICE CONVENING THE EXTRA-ORDINARY GENERAL MEETING:

The Chairman informed the members that the notice of the meeting along with the explanatory statement thereof has already been dispatched to the members and thereafter with the permission of the members same was taken as read.

The Chairman informed the members that the Company is planning further growth through organic and inorganic routes and for this reason; it is proposed to acquire Auctus Pharma

Limited by purchasing 100% paid up equity shares from its existing shareholders. He further informed that the proposed acquisition will be beneficial for the growth of the Company offering good product range, regulatory bodies approved plant, regulatory filings, customer base etc. The Chairman remarked that the value of Rs. 102,00,00,000 for acquisition of Auctus Pharma Limited was computed after considering the value of tangible and intangible assets, regulatory approvals, regulatory filings and the business development, which has been reasonably negotiated and finalized. He further stated that the investment in Auctus Pharma Limited will help the Company to achieve the strategic objectives early.

The Chairman concluded his speech by thanking all the members for their continued support. After the speech, the Chairman asked the members to seek clarifications, if any. Information / clarifications sought by the members were provided by Chairman and Managing Director to the satisfaction of the shareholders.

Thereafter the Chairman requested the Company Secretary to transact the business of the meeting.

The Company Secretary then put before the members the following resolution for their approval:

SPECIAL BUSINESS:

AGENDA NO. 1: AUTHORITY TO THE BOARD OF DIRECTORS TO INVEST IN THE SECURITIES OF OTHER COMPANY IN EXCESS OF THE LIMITS PROVIDED UNDER SECTION 372A OF THE COMPANIES ACT, 1956:

With the permission of the members present, the Company Secretary took the resolutions as read. Thereafter the same were:

Proposed by: Mr. K. Subba Rao, Client ID: IN30023930033787

Seconded by: Mr. Ramesh Shanker Golla, Client ID: 1203150000101508

“RESOLVED THAT pursuant to section 372A and other applicable provisions, if any of the Companies Act, 1956 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company to acquire by way of purchase or otherwise the securities of Auctus Pharma Limited for an amount not exceeding Rs. 102,00,00,000 (rupees one hundred and two crores only), notwithstanding that such investment and acquisition together with the Company’s existing investments in all other bodies corporates, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 372A of the Companies Act, 1956.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred on the Board to any Committee of Directors or the Managing Director or any Director(s) of the Company to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee / Managing Director / Director(s) be and is hereby authorized to agree, make and accept all such terms, condition(s), modification(s) and alteration(s) as it / he may deem fit including condition(s), modification(s) and alteration(s) stipulated or required by any relevant authorities or by their bye-laws, rules, regulations or guidelines and the Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee / Managing Director / Director(s) in its / his absolute discretion may deem fit without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they / he shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

Thereafter the resolutions were put for voting by show of hands and all the members present at the meeting voted in favor of the above resolutions and none against.

The Chairman declared that the aforesaid resolutions were passed unanimously as **Special Resolution**.

AGENDA NO. 2: BORROWING POWERS:

With the permission of the members present, the Company Secretary took the resolutions as read. Thereafter the same were:

Proposed by: Mrs. Peddireddy Sujatha, Client ID: 1203810000175228

Seconded by: Mr. Ramesh Shanker Golla, Client ID: 1203150000101508

“RESOLVED THAT in supersession of the ordinary resolution passed at the Extraordinary General Meeting held on 4th December 2006 under section 293(1)(d) of the Companies Act, 1956 and pursuant to the provisions of section 180(1)(c) of the Companies Act 2013 and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the Company hereby accords its consent to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company, for borrowing any sum or sums of money from time to time whether in Indian rupees or foreign currency (including external commercial borrowings in foreign denominated currencies from any foreign source / countries as prescribed by guidelines, if any in this respect) from any one or more Company’s bankers and /or from any one or more persons, firms, bodies corporate, financial institutions, banks or other acceptable source whether by way of advances, deposits, loans, non-convertible debentures, bonds or otherwise and whether unsecured or secured notwithstanding that the moneys to be borrowed together with moneys already borrowed by the

Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will or may exceed the aggregate paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but, so however, that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding shall not exceed the sum of Rs. 750 crores (rupees seven hundred and fifty crores only) at any one time."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

Thereafter the resolutions were put for voting by show of hands and all the members present at the meeting voted in favor of the above resolutions and none against.

The Chairman declared that the aforesaid resolutions were passed unanimously as **Special Resolution**.

AGENDA NO. 3: MORTGAGE / CHARGE OF ASSETS:

With the permission of the members present, the Company Secretary took the resolutions as read. Thereafter the same were:

Proposed by: Mr. Shantilal C. Shah, Client ID: 1205450000007769

Seconded by: Mr. Krishna Gopal Gupta, Client ID: IN30160410800481

"RESOLVED THAT in supersession of the ordinary resolution passed at the Extraordinary General Meeting held on 4th December 2006 under section 293(1)(a) of the Companies Act, 1956 and pursuant to the provisions of section 180(1)(a) of the Companies Act 2013 and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company for mortgaging / charging all or any of the immovable and movable properties of the Company both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s) to secure the loans / borrowings obtained or as may be obtained, which may exceed the paid-up capital and free reserves in the ordinary course of business but not exceeding Rs. 750 crores (rupees seven hundred and fifty crores only) at any one time."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further do all such acts, deeds

and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

Thereafter the resolutions were put for voting by show of hands and all the members present at the meeting voted in favor of the above resolutions and none against.

The Chairman declared that the aforesaid resolutions were passed unanimously as **Special Resolution**.

VOTE OF THANKS:

Since there was no other business to transact, the Company Secretary proposed vote of thanks. The Company Secretary thanked all the Directors for having given their valuable time and for being a part of this meeting, thanked all the members for their active participation and also thanked the bankers, financial institutions, customers, suppliers and employees for their support and co-operation during the year and declared the meeting as closed.

DATE: 06.12.2013
PLACE: HYDERABAD

CHAIRMAN