



Granules India Limited

Regd. Off. :

2nd Floor, 3rd Block, My Home Hub, Madhapur, Hyderabad - 500 081. INDIA

Ph : +91-40-30660000, 66760000 Fax : +91-40-23115145

E-mail : mail@granulesindia.com URL : www.granulesindia.com

CIN : L24110TG1991PLC012471

Dated 02nd February, 2015

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

Dear Sir,

Sub: Notice of Extraordinary General Meeting dated 27.02.2015.

Scrip Code: GRANULES

Please be informed that the Extra-ordinary General Meeting (EGM) of the Company is scheduled to be held on 27th February 2015 at 4.00 PM at Hotel Taj Banjara, Road No. 1, Banjara Hills, Hyderabad – 500 034 (TS).

We are herewith enclosing the notice of Extraordinary General Meeting for your record.

Kindly take the above information on record.

Thanking you,

Yours Faithfully,

FOR, GRANULES INDIA LIMITED

Chaitanya
(CHAITANYA TUMMALA)

COMPANY SECRETARY



Encl: Notice of Extraordinary General Meeting

Notice of
Extra-Ordinary General Meeting
on February 27, 2015 at 4.00 PM



Granules India Limited

(CIN: L24110TG1991PLC012471)

Regd. Office: 2nd Floor, 3rd Block, My Home Hub, Madhapur, Hyderabad - 500 081 (TS)
Web: www.granulesindia.com, Email: mail@granulesindia.com, Tel: [+91-40-30660000](tel:+91-40-30660000).



Granules India Limited

(CIN: L24110TG1991PLC012471)

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

January 28, 2015

Dear Member,

You are cordially invited to attend the Extra-Ordinary General meeting (EGM) of the members of the Company to be held on Friday, February 27, 2015 at 4.00 PM IST at Hotel Taj Banjara, Road No.1, Banjara Hills, Hyderabad – 500 034 (TS) India.

The Notice of the meeting, containing the business to be transacted along with the explanatory statement and E- voting instructions along with the User ID and Password are enclosed herewith.

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

Sd/-

Chaitanya Tummala
Company Secretary

NOTICE

Notice is hereby given that the Extra - Ordinary General Meeting (EGM) of Granules India Limited will be held on Friday, the 27th day of February 2015 at 4.00 PM at Hotel Taj Banjara, Road No.1, Banjara Hills, Hyderabad – 500 034 (TS), India to transact the following Businesses:

SPECIAL BUSINESS:

- 1. Authority to the Board of Directors for raising of funds through Qualified Institutions Placement (QIP) as per Section 62(1)(c) of the Companies Act, 2013 and SEBI (ICDR) Regulations.**

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(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**") and rules made there under, to the extent notified and in effect, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, Securities and Exchange Board of India Act, as amended and other applicable policies, schemes, rules, regulations, guidelines, notifications, press notes and circulars, if any, issued by the Government of India, the

Reserve Bank of India, the Securities and Exchange Board of India including in particular, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI (ICDR) Regulations**"), Stock exchanges, or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including applicable and relevant provisions of the listing agreements entered into with the stock exchanges on which the Company's equity shares are listed (the "**Listing Agreements**"), the Memorandum of Association and Articles of Association of Granules India Limited (the "**Company**") and subject to approvals, consents, permissions and sanctions as might be required of relevant statutory, regulatory, governmental authorities, (including any court, tribunal or any other judicial and/or quasi-judicial authority), ("**Concerned Authorities**") in this regard, as may be required and applicable and further subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions and 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 any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred

by this resolution), the Board be and is hereby authorized on behalf of the Company, to create, offer, issue and allot (including with permitted provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of Investors with green shoe option as may be permitted, in one or more tranches, in the course of domestic and/or international offering(s) in one or more foreign markets and/or domestic market, by way of qualified institutions placement in accordance with the provisions of Chapter VIII of the SEBI (ICDR) Regulations, ("**Qualified Institutions Placement**"), such number of equity shares of the Company (the "**Equity Shares**") to all eligible investors, including residents and/or non-residents and/or institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or any other category of investors, and whether or not such investors are members of the Company (collectively the "**Investors**"), through letter of offer or placement document or offering circular or offer document or through any permitted mode, at such time or times, at such price or prices, at market price(s) or at a discount or premium to market price(s) as may be permitted by the applicable regulations for an amount of ₹ 250 crores(including premium) with green shoe option as permitted by the applicable regulations and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, at the Board's discretion including the discretion to determine the category of Investors to whom the offer, issue and allotment of Securities shall be made, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, permitted by the applicable Regulations and exercised by the Company, and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/or financial advisors or legal advisors or other advisors or Merchant Bankers or otherwise on such terms and conditions as may be finalised by the Board and that the Board be and is hereby authorised to finalise all such terms and conditions and the matters incidental thereto as it may in its absolute discretion thinks fit in accordance with all applicable laws, rules and regulations for the time being in force in this regard (the "Issue").

RESOLVED FURTHER THAT pursuant to Chapter VIII of the SEBI (ICDR) Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to Qualified Institutional Buyers(QIBs) within the meaning of Chapter VIII of the SEBI (ICDR) Regulations, such Securities shall be fully paid-up and the allotment of

such Securities shall be completed within 12 months from the date of passing of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI (ICDR) Regulations and other applicable rules and regulations with permissible discounts and adjustments if applicable and necessary as provided under Chapter VIII referred above.

RESOLVED FURTHER THAT for the issue of Equity Shares to Qualified Institutional Buyers under Chapter VIII of the ICDR Regulations, the Relevant Date for determination of the price of the Equity Shares shall be the date of the meeting in which the Board of Directors of the Company or the Committee of Directors duly authorized by the Board of Directors of the Company decide to open the Issue.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in terms of this Resolution, shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT these Equity Shares shall be listed with the stock exchanges, where the existing Equity Shares of the Company are listed subject to compliance with the listing agreement requirements and other applicable Statutes as well as permissions and consents as may be required for such listing.

RESOLVED FURTHER THAT without prejudice to the generality of the above but always subject to applicable laws and subject to approval, consents, permissions, restrictions, prohibitions if any of the applicable statutes, any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions but subject to necessary approvals and consents, the Board be and is hereby authorized to take all such actions, give such directions and to do all such acts, deeds and things as may be necessary, desirable or incidental thereto including without limitation entering into of

arrangements in consultation with the Advisor including arrangements for underwriting, marketing, listing, trading, appointment of lead manager(s)/ merchant banker(s), underwriter(s), guarantor(s), depository/ depositories, custodian(s), stabilizing agent(s), banker(s), advisor(s), registrar(s), paying and conversion agent(s), trustee(s), and other agents as may be required in order to facilitate or consummate the Issue, and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and allotment of the aforesaid Equity Shares and listing thereof with the Stock Exchanges and to approve and execute all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all questions and difficulties that may arise in the issue, offer and allotment of any of the Equity Shares whether in India or abroad, for the issue including finalization of the timing of the Issue/offering(s), identification of the Investors to whom Equity Shares are to be offered, utilization of the Issue proceeds and to do all requisite filings with SEBI, the Stock Exchanges, FIPB, the Government of India, the Reserve Bank of India, if required and any other concerned authority in India or outside, and to agree to such conditions or modifications that may be imposed by SEBI, RBI, Stock Exchanges, FIPB or other authorities while granting the requisite approvals or that may otherwise be deemed fit or proper by the Board and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the issue, and to give such directions that may be necessary or may arise in regard to or in connection with any such offer, issue or allotment of Securities and utilization of the issue proceeds, as it may, in its absolute discretion, deem fit and any such action, decision or direction of the Board shall be binding on all shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee or a person or persons, as it may deem fit in its absolute discretion, in order to give effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to open one or more bank accounts in the name of the Company in Indian

currency or foreign currency(ies) with such bank or banks in India as may be required in connection with the aforesaid issue, subject to requisite approvals from Reserve Bank of India, if any, and the Director or Directors of the Company or other officer or officers of the Company authorized by the Board be and is or are hereby authorized to sign and execute the application form and other documents required for opening the account, to operate the said account, and to give such instructions including closure thereof as may be required and deemed appropriate by these signatories, and that the said bank/s be and is/are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid signatories on behalf of the Company.

RESOLVED FURTHER THAT the common seal of the Company, if and when required on any agreement, undertaking, deed or other document in India, be affixed as per the provisions of Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the issue of the Securities.

2. **Sub-division of Equity Shares of the Company as per the provisions of Section 61 of the Companies Act, 2013.**

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 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendment or re-enactment thereof for the time being in force) and relevant provisions of the listing agreements entered into with the stock exchanges on which the Company's equity shares are listed and applicable guidelines issued by the Securities and Exchange Board of India (SEBI) and other regulatory/ statutory authorities and all other applicable rules and regulations, and in accordance with the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board"), consent of the Members be and is hereby accorded to sub-divide each Equity Share of the Company having Face value of ₹ 10/- (Rupees Ten only) into 10 (Ten) Equity Shares of Face value of ₹ 1/- (Rupee One only) each fully paid-up and

consequently, the Authorized Share Capital of the Company of ₹ 34,50,00,000/- (Rupees Thirty Four Crores and Fifty Lakhs only) would comprise of 34,50,00,000 (Thirty Four Crores and Fifty Lakhs only) Equity Shares of ₹ 1/- (Rupees One only) each with effect from the "Record Date" to be determined by the Board for this purpose.

RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares of the Company, each Equity Share of the Face value of ₹ 10/- (Rupees Ten only) as existing on the Record Date shall stand sub-divided into 10 (Ten) Equity Shares of the Face value of ₹ 1/- (Rupee One only) each fully paid-up, with effect from the Record Date.

RESOLVED FURTHER THAT on sub-division, 10 (Ten) Equity Shares of the Face value of ₹ 1/- (Rupee One only) each be issued in lieu of one Equity Share of ₹ 10/- (Rupees Ten only) each and such Equity shares shall rank paripassu in all respects and carry the same rights as the existing fully paid Equity Shares of ₹ 10/- (Rupees Ten only) each of the Company and shall be entitled to dividend(s) to be declared after the sub-division of equity shares.

RESOLVED FURTHER THAT upon sub-division of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face value of ₹ 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and that no letter of allotment shall be issued to the allottees of the new Equity Shares of ₹ 1/- (Rupee One only) each on sub-division and the Company may, without requiring the surrender of existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing share certificate(s), within the period prescribed or that may be prescribed in this behalf from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants in lieu of the existing credits representing the Equity Shares before sub-division, at free of cost to the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and

things and to give, from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution."

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any Committee thereof or to any Director(s) or Company Secretary, as it may deem appropriate in this regard."

3. Alteration of Capital Clause of Memorandum of Association of the 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 contained in Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments or re-enactment thereof for the time being in force) and relevant provisions of the listing agreements entered into with the stock exchanges on which the Company's equity shares are listed and subject to the approvals, consents, permissions and sanctions, if any, required from any authority, consent of the Members be and is hereby accorded to amend the existing Clause V of the Memorandum of Association of the Company by deletion of the existing Clause V and by substitution thereof with the following Clause V.

"The Authorized Share Capital of the Company is ₹ 34,50,00,000/- (Rupees Thirty Four Crores and Fifty Lakhs only) divided into 34,50,00,000 (Thirty Four Crores and Fifty Lakhs only) Equity Shares of ₹ 1/- (Rupees One only) each. The Equity shares shall have the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulation of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company."

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

4. Alteration of Article No. 3(a) of Articles of Association of the 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 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendment or re-enactment thereof for the time being in force) and relevant provisions of the listing agreements entered into with the stock exchanges on which the Company's equity shares are listed and subject to the approvals, consents, permissions and sanctions, if any, required from any authority, consent of the Members be and is hereby accorded to amend the existing Article No. 3(a) of the Articles of Association of the Company by deletion of the existing Article No. 3(a) and by substitution thereof with the following Article No. 3(a).

3(a). "The Authorized Share Capital of the Company is ₹ 34,50,00,000/- (Rupees Thirty Four Crores and Fifty Lakhs only) divided into 34,50,00,000 (Thirty Four Crores and Fifty Lakhs only) Equity Shares of ₹ 1/- (Rupees One only) each. The Equity shares shall have the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulation of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company."

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

By Order of the Board
For **GRANULES INDIA LIMITED**

Sd/-
CHAITANYA TUMMALA
Company Secretary

Hyderabad,
January 28, 2015

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member. A Proxy form is annexed to this Notice. Proxies submitted on behalf of Limited Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Businesses to be transacted at the Extra-Ordinary General Meeting (EGM) is annexed hereto and forms part of Notice.
4. For the convenience of Members and proper conduct of the meeting, entry to the meeting venue will be regulated by attendance slip. Members / Proxies are requested to duly fill the attendance slips and hand it over at the entrance of the meeting to attend 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. Corporate Shareholders intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
8. Members are requested to notify immediately any change in their address to their Depository Participants with respect to dematerialized shares and to the Registrar and Share Transfer Agent in case of physical holding.

9. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s Karvy Computershare Private Limited / Company.

10. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant rules thereunder, the Company is pleased to provide the facility to the members to exercise their right to vote by electronic means at the Extra – Ordinary General Meeting and the business may be transacted through e-voting services provided by Karvy Computershare Private Limited. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <http://evoting.karvy.com>.

The e-voting period will commence from 9.00 AM on Saturday, 21st February 2015 and will end at 5.00 PM on Monday, 23rd February 2015. The Company has appointed Mr. Dhanunjaya Kumar Alla, Practicing Chartered Accountant, to act as the Scrutinizer, for conducting the scrutiny of the votes cast.

The Notice of EGM is being sent by Electronic mode only to the members whose email addresses are registered with Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email addresses physical copies of the Notice of EGM are being sent by the permitted mode. Details of the process and the manner of E-voting along with the User ID and Password are being sent separately to all the members along with the Notice.

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

Item No. 1

The proposed Special Resolution is to enable the Company to meet the capital expenditure requirements for the ongoing and future projects of the Company and its Subsidiaries, working capital requirements, investment in Subsidiary Companies, general corporate purposes including but not limited to pursuing new business opportunities and meeting the issue expenses.

The resolutions contained in the Notice pertain to the proposal by the Company to create, offer, issue and allot equity shares for an amount of ₹ 250 Crores (including premium) as stated therein with green shoe option as may be permitted by applicable laws and regulations in one or more tranches (referred to as "Securities"). The Company seeks your approval as per the resolutions stated in the notice of EGM.

The members may please note that the appended resolutions are only an enabling resolutions and the detailed terms and conditions for the offer will be determined in consultation with lead managers, advisors, underwriters and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors. As the price of the securities shall be determined at a later stage, exact number of securities to be issued shall also be crystallized later. However, an enabling resolutions are being proposed to give adequate flexibility and discretion to the Board to finalize the terms of the offer.

In terms of Section 62 and other provisions of the Companies Act, 2013, and SEBI (ICDR) Regulations and rules and regulations made there under, relevant clauses of the Listing Agreement with the stock exchanges where the equity shares of the Company are listed, approval of the members is being sought to empower the Board to issue, offer and allot Equity Shares for an amount of ₹ 250 Crores (including premium) with green shoe option as permitted by the applicable regulations and at such price calculated for the Qualified Institutions Placement or at such other discount as may be permitted under Chapter VIII of the SEBI ICDR Regulations in such a manner and on such terms and conditions to such person(s) including institutions and Investors by way of Qualified institutions placement as the Board may at its absolute discretion deem fit.

The Members approval to the resolutions would allow the Board to offer and allot the proposed Securities otherwise than on pro-rata basis to the existing shareholders. Thus, as the Issue may result in the issue of Equity Shares of the Company to investors who may not be members of the Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed. The Board accordingly recommends the above Special resolution for your approval.

The Special Resolution also seeks to empower the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any

committee which the Board has constituted to exercise its powers including the power conferred by this resolution) to undertake a Qualified Institutions Placement as defined by SEBI ICDR Regulations. The Board may in their discretion adopt this mechanism, as prescribed under Chapter VIII of the SEBI ICDR Regulations. The pricing of the Equity Shares to be issued to Qualified Institutional Buyers pursuant to Chapter VIII of the SEBI ICDR Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with the SEBI ICDR Regulations.

The Equity Shares so allotted would be listed on the stock exchanges where the shares of the company are listed. The issue / allotment would be subject to the availability of regulatory approvals, if any.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges under the provisions of the Listing Agreement.

The Resolution at Item No. 1 of the Notice is set out as Special Resolution for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the aforesaid Resolution.

Item No. 2, 3 & 4

The Equity Shares of the Company are listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). With a view to broad base the investor base by encouraging the participation of the small investors and also to increase the liquidity of equity shares of the Company, the Board of Directors at its meeting held on 28th January 2015 have approved the sub-division of each equity share of face value of ₹ 10/- (Rupees Ten only) of the Company into 10 (Ten) equity shares of face value ₹ 1/- (Rupee One only) each, subject to your approval.

Accordingly, each issued equity share of nominal value ₹ 10/- (Rupees Ten only) of the Company existing on the Record Date shall stand sub-divided into 10 (Ten) equity shares of nominal value ₹ 1/- (Rupee one only) each. The Record Date for the aforesaid sub-division of the equity shares will be fixed by the Board of Directors after the approval of the Members.

At present, the Authorized Share Capital of the Company is ₹ 34,50,00,000/- (Rupees Thirty Four Crores and Fifty Lakhs only) divided into 3,45,00,000 (Three Crores and Forty Five Lakhs only) Equity Shares of ₹ 10/- (Rupees Ten only) each. The Issued, Subscribed and Paid-up Share Capital of the Company is ₹ 20,42,51,540/- (Rupees Twenty Crores Forty Two Lakhs Fifty One Thousand Five Hundred and Forty only) divided into 2,04,25,154 (Two Crores Four Lakhs Twenty Five Thousand One Hundred

and Fifty Four Only) Equity Shares of ₹ 10/- (Rupees Ten only) each. The proposed sub-division of equity shares of the Company from ₹ 10/- (Rupees Ten only) per equity share to ₹ 1/- (Rupee One only) per equity share, requires amendment to the Memorandum of Association and Articles of Association of the Company. Accordingly, Clause V of the Memorandum of Association and Article No. 3(a) of the Articles of Association are proposed to be altered in the manner set out in the Resolution at Item No. 3 and 4, to reflect the alteration in the authorized share capital of the Company, i.e., from 34,50,00,000/- (Rupees Thirty Four Crores and Fifty Lakhs only) divided into 3,45,00,000 (Three Crores and Forty Five Lakhs only) Equity Shares of ₹ 10/- (Rupees Ten only) each to 34,50,00,000/- (Rupees Thirty Four Crores and Fifty Lakhs only) divided into 34,50,00,000 (Thirty Four Crores and Fifty Lakhs only) Equity Shares of ₹ 1/- (Rupees One only) each. Accordingly, the Board seeks approval of the Members for Resolutions at Item Nos. 2, 3 and 4 for the proposed sub-division of each Equity Share of nominal value of ₹ 10/- (Rupees Ten only) of the Company into 10 (Ten) Equity Shares of ₹ 1/- (Rupee One only) each and the consequent amendments to Clause V of the Memorandum of Association of the Company and Article No. 3(a) of Articles of Association of the Company.

The Board is of the opinion that the aforesaid sub-division of the nominal value of equity shares is in the best interest of the members and hence recommends passing of the Resolutions at Item Nos. 2, 3 and 4. A copy of the Memorandum and Articles of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company during working hours between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and Public Holidays till the conclusion of the Extra – Ordinary General Meeting from the date of dispatch of the Notice.

The Resolutions at Item No. 2, 3 and 4 of the Notice are set out as Special Resolution for approval by the members.

The Directors, the Key Managerial Personnel and their relatives are not interested in the resolution at Item No. 2 except to the extent of shares held by them, if any, in the Company. However, there is no contract or agreement involved in the above business.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolutions at Item No. 3 and 4.

By Order of the Board
For **GRANULES INDIA LIMITED**

Sd/-
Hyderabad,
January 28, 2015

Sd/-
CHAITANYA TUMMALA
Company Secretary



Granules India Limited

(CIN: L24110TG1991PLC012471)

Regd. Office: 2nd Floor, 3rd Block, My Home Hub, Madhapur,
Hyderabad - 500 081 (TS)

ATTENDANCE SLIP

(Extra - Ordinary General Meeting)

Regd. Folio No

No. of shares held

*Demat A/c No

DP ID. No

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 Extra - Ordinary General Meeting of the Company at Hotel Taj Banjara, Road No.1, Banjara Hills, Hyderabad - 500 034 (TS) on Friday, the 27th day of February, 2015 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

(CIN: L24110TG1991PLC012471)

Regd. Office: 2nd Floor, 3rd Block, My Home Hub, Madhapur, Hyderabad - 500 081 (TS)

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 Extra - Ordinary General Meeting of the company, to be held on Friday, the 27th day of February, 2015 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:

S.No.	Resolutions	For	Against
1.	Further Issue of securities (Qualified Institutions Placement).		
2.	Sub-division of each equity share of ₹ 10/- into 10 equity shares of ₹ 1/- each fully paid-up.		
3.	Amendment to Clause V of the Memorandum of Association of the Company.		
4.	Amendment to Article No. 3(a) of the Articles of Association of the Company.		

Signed this.....day of.....2015.

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

Affix Revenue
Stamp of
not less than ₹
0.15

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



Granules India Limited

(CIN: L24110TG1991PLC012471)

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