

Notice of
Extra-Ordinary General Meeting
on June 12, 2017 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: investorrelations@granulesindia.com, 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:investorrelations@granulesindia.com, Tel:+91-40-30660000.

May 11, 2017

Dear Member,

You are cordially invited to attend the Extraordinary General meeting (EGM) of the members of the Company to be held on Monday, June 12, 2017 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 Monday, the 12th day of June 2017 at 4.00 PM at Hotel Taj Banjara, Road No.1, Banjara Hills, Hyderabad - 500 034 (TS), India to transact the following Business:

SPECIAL BUSINESS:

Issue of Securities by way of Qualified Institutions Placement (QIP) as per Section 23, 42 and 62(1)(c) of the Companies Act, 2013 and SEBI (ICDR) Regulations, and in this regard 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 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**") and rules made there under, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended (the "**Listing Regulations**"), 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 aggregating up to Rs.500 (five hundred) 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 think 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 shall only be to Qualified Institutional Buyers (QIBs) within the meaning of Chapter VIII of the SEBI (ICDR) Regulations as amended, 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 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 Regulations 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 and 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.

By Order of the Board
For GRANULES INDIA LIMITED

Sd/-
CHAITANYA TUMMALA
Company Secretary

Hyderabad, May 11, 2017

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 Business 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. 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 resolution 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. June 6, 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. June 6, 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. June 6, 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 June 9, 2017
 End of remote e-voting: Up to 5.00 p.m. (IST) on June 11, 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. June 12, 2017.

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

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, repayment of rupee term loans, 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 aggregating up to Rs. 500 Crores (including premium) as stated there in 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 enabling resolutions and the detailed terms and conditions for the offer will be determined by the Board of Directors in consultation with lead managers, Merchant bankers 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, 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 as amended and rules and regulations made there under, relevant clauses of the Listing regulations, approval of the members is being sought to empower the Board to issue, offer and allot Equity Shares for an amount aggregating up to Rs.500 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 Regulations. 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 Institutional 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.

Allotment shall be completed within a period of twelve months from the date of passing of the resolution and 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 Regulations.

This Resolution 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.

By Order of the Board
For GRANULES INDIA LIMITED

Sd/-
CHAITANYA TUMMALA
Company Secretary

Hyderabad, May 11, 2017



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 Monday, June 12, 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

(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) ofshares 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 Monday, June 12, 2017 at Hotel Taj Banjara, Road No.1, Banjara Hills, Hyderabad - 500 034 (TS) and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution	For	Against
Further Issue of securities through Qualified Institutions Placement.		

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

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

Affix ₹.1/-
Revenue Stamp
and sign across

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.



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.