



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 February 27, 2015

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

Kind Attention: The General Manager

Dear Sir,

Sub: Intimation of proceedings of Extra - Ordinary General Meeting
Ref: Listing Agreement
Scrip Code: Granules

We wish to inform you that the shareholders of the Company have approved the following business as at the Extra - Ordinary General Meeting of the Company held on 27th February 2015.

1. Further Issue of securities for an amount of Rs. 250 crores with applicable green shoe option through Qualified Institutions Placement.
2. Sub-division of each equity share of face value of Rs. 10/- into 10 equity shares of Rs. 1/- each fully paid-up.
3. Amendment to Capital Clause of the Memorandum of Association of the Company.
4. Amendment to Article No. 3(a) of the Articles of Association of the Company.

The report of scrutinizer for e- voting, instapoll and the combined report (for e- voting and instapoll) are attached as annexures.

Kindly take the above information on record.

Thanking you,

Yours faithfully,

FOR, GRANULES INDIA LIMITED

G. Chaitanya.

(CHAITANYA TUMMALA)
COMPANY SECRETARY &
COMPLIANCE OFFICER





**COMBINED SCRUTINIZER REPORT FOR E-VOTING AND POLL FOR
GRANULES INDIA LIMITED**

To,
Mr.C. Krishna Prasad,
The Chairman & Managing Director,

Extraordinary General Meeting (EGM) of the Equity Shareholders of Granules India Limited (Company) held on 27th February, 2015 at 04:00 P.M. at the Hotel Taj Banjara, Road No.1, Banjara Hills, Hyderabad – 500 034 (TS), India.

Dear Sir,

I, Dhanunjaya Kumar Alla, Partner, Dhanunjaya and Haranath Chartered Accountants, Hyderabad, appointed as Scrutinizer for the e-voting and for the Poll held at the EGM of the Company on 27th February, 2015.

The Company had appointed M/s.Karvy Computershare Pvt Ltd as the service provider, for executing the facility of electronic voting to the Shareholders of the Company from Saturday, 21st February, 2015 (9:00 AM IST) to Monday, 23rd February, 2015 (5:00 PM IST) all the resolutions set forth in the AGM notice. The e-voting results were unblocked by me on 24th February, 2015 in the presence of two witnesses and the details are given in scrutinizer report on e-voting dated 24th February, 2015.

At the EGM of the Company held on 27th February, 2015, the Chairman & Managing Director of the Company had suo moto called for a Insta-poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the Poll process. For further details kindly refer to my Scrutinizer report in Form MGT-13 dated 27th February, 2015.

The results of the e-voting together with that of the Insta-poll are annexed herewith.

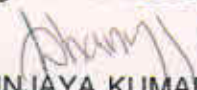
All the resolutions stands passed under e-voting and Insta-poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider, both electronically and manually, in respect of the votes cast through e-voting and Poll by the Shareholders of the Company and the same shall be handed over to the Company Secretary for safe keeping.

Thanking you,

Place: Hyderabad
Date : 27th February, 2015

DHANUNJAYA AND HARANATH
Chartered Accountants
Firm Reg. No. 014288S


DHANUNJAYA KUMAR ALLA
PARTNER
Mem. No. 206446



GRANULES INDIA LIMITED
RESULTS OF COMBINED (E-VOTING & INSTA-POLL) VOTING

Annexure

Resolution No. & Types of Resolution Ordinary Resolution (OR) & Special Resolution (SR)	Description	Votes in favour of the resolution			Votes against the resolution			Invalid / Abstained votes		
		No. of members voted (e-voting & Insta-poll)	No. of votes cast in favour of resolution	% of total number of valid votes cast	No. of members voted (e-voting & Insta-poll)	No. of votes cast against the resolution	% of total number of valid votes cast	No. of members voted (e-voting & Insta-poll)	No. of invalid/abstained votes cast	% of total number of invalid/abstained votes cast
1		2	3	4=(3)/(1)%	5	6	7=(6)/(1)%	8	9	10=(9)/(1)%
1 (SR)	Further Issue of securities for an amount of Rs.250 crore with applicable Green Shoe Option through Qualified Institutions Placement.	110	1,09,02,359	99.751%	5	27,241	0.249%	-	-	-
2 (SR)	Sub-division of each equity share of face value of Rs. 10/- into 10 equity shares of Rs. 1/- each fully paid-up.	112	1,09,29,258	99.997%	3	342	0.003%	-	-	-
3 (SR)	Amendment to Capital Clause of the Memorandum of Association of the Company.	112	1,09,29,258	99.997%	3	342	0.003%	-	-	-
4 (SR)	Amendment to Article No. 3(a) of the Articles of Association of the Company.	112	1,09,29,258	99.997%	3	342	0.003%	-	-	-

Related/Interested parties were required to abstain from voting on their respective resolutions. If the related/interested parties have voted on such resolutions, their votes have been accordingly treated as "abstain/invalid".





Scrutinizer's Report on e-voting
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi)
of the Companies (Management and Administration) Rules, 2014]

To
Mr.C.Krishna Prasad,
Chairman & Managing Director,
Granules India Limited,
2nd Floor, 3rd Block,
My Home Hub, Madhapur,
Hyderabad – 500 081.

Dear Sir,

I, Dhanunjaya Kumar Alla, Partner, Dhanunjaya & Haranath Chartered Accountants, Hyderabad, have been appointed by the Board of Directors of Granules India Limited (The Company) as scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act, 2013, read with Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014 for the proposed resolutions as contained in the notice of the Extra-Ordinary General Meeting (EGM) of the members of the company, to be held on 27th February, 2015 at 4.00 P.M at the Hotel Taj Banjara, Road No.1, Banjara Hills, Hyderabad – 500 034 (TS), India.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice to the EGM of the members of the company. Our responsibility as a scrutinizer for the e-voting process is restricted to make a report on the votes cast "in favour" or "against" the said resolutions, based on the reports generated from the e-voting system provided by Karvy Computer Share Pvt Ltd, the authorized agency to provide e-voting facilities, engaged by the company.

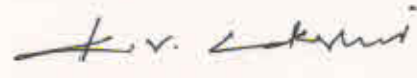
We submit our report as under:

- I. The e-voting period remained open from Saturday, 21st February, 2015 (9:00 AM IST) to Monday, 23rd February, 2015 (5:00 PM IST).
- II. The members of the company as on the "cut-off" date i.e., Friday, 23rd January, 2015 were entitled to vote as set out in the notice of the EGM of the company.



- III. The votes cast were unblocked from the e-voting website of Karvy Computer Share Pvt Ltd (<http://www.evoting.karvy.com>) on Tuesday, February 24, 2015 around 03:30 PM in the presence of two witnesses, Mr. D.Mangaraju and Ms. K.V.Lakshmi who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


D.Mangaraju


K.V.Lakshmi

- IV. Thereafter, the details containing inter alia, list of shareholders, who voted "for" or "against" as set out in the notice of the EGM of the company that were put to vote, were generated from the e-voting website of Karvy Computer Share Pvt Ltd and based upon such reports generated, the result of the e-voting is annexed.

All the relevant records of electronic voting remain in our safe custody until the Chairman & Managing Director consider, approve and sign the minutes of the EGM and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking You,

For DHANUNJAYA & HARANATH
Chartered Accountants
Firm Reg No. 014288S



DHANUNJAYA KUMAR ALLA
Partner
Mem. No.206446



Place : Hyderabad
Date : 24th February, 2015

GRANULES INDIA LIMITED
RESULTS OF E-VOTING

Annexure

Resolution No. & Types of Resolution Ordinary Resolution (OR) & Special Resolution (SR)	Description	Votes in favour of the resolution			Votes against the resolution			Invalid / Abstained votes		
		No. of members voted through e-voting system	No. of votes cast in favour of resolution	% of total number of valid votes cast	No. of members voted through e-voting system	No. of votes cast against the resolution	% of total number of valid votes cast	No. of members voted through e-voting system	No. of invalid/abstained votes cast	% of total number of invalid/abstained votes cast
1 (SR)	Further Issue of securities for an amount of Rs.250 crore with applicable Green Shoe Option through Qualified Institutions Placement.	2	3	4=(3)/(1)%	5	6	7=(6)/(1)%	8	9	10=(9)/(1)%
2 (SR)	Sub-division of each equity share of face value of Rs. 10/- into 10 equity shares of Rs. 1/- each fully paid-up.	20	3,08,872	91.99%	2	26,899	8.01%	-	-	-
3 (SR)	Amendment to Capital Clause of the Memorandum of Association of the Company.	22	3,35,771	100%	-	-	-	-	-	-
4 (SR)	Amendment to Article No. 3(a) of the Articles of Association of the Company.	22	3,35,771	100%	-	-	-	-	-	-

Related/Interested parties were required to abstain from voting on their respective resolutions. If the related/interested parties have voted on such resolutions, their votes have been accordingly treated as "abstain/invalid".





FORM No. MGT - 13
REPORT OF SCRUTINIZER

(Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014)

To,
Mr. C Krishna Prasad,
The Chairman & Managing Director,

Extraordinary General Meeting (EGM) of the Equity Shareholders of Granules India Limited held on Friday, 27th February, 2015 at 4:00 PM at the Hotel Taj Banjara, Road No.1, Banjara Hills, Hyderabad – 500 034 (TS), India.

Dear Sir,

I, Dhanunjaya Kumar Alla, Partner, Dhanunjaya & Haranath Chartered Accountants, Hyderabad, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the EGM of the Equity shareholders of the Company (Company) held on Friday, 27th February, 2015 at 4:00 PM at the Hotel Taj Banjara, Road No.1, Banjara Hills, Hyderabad – 500 034 (TS), submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, report of the result of insta-poll was generated by the Registrar and Share Transfer Agents of the Company, M/s. Karvy Computer Share Pvt. Ltd., Hyderabad.
2. The Insta-poll result was diligently scrutinized and was reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company, M/s. Karvy Computer Share Pvt. Ltd., Hyderabad and the authorizations/proxies lodged with the Company.
3. The result of the Insta-poll is attached herewith as Annexure 'A'
4. Soft copy containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid/abstain from voting for each resolution is enclosed.



(Signature)

5. The Insta-poll reports and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking You,

DHANUNJAYA & HARANATH
Chartered Accountants
Firm Reg No. 014288S



DHANUNJAYA KUMAR ALLA
Partner
Mem No: 206446

Place : Hyderabad
Date : February 27, 2015

A handwritten signature in black ink, appearing to read "D. Mangaraju".

Witness 1: D. Mangaraju

A handwritten signature in black ink, appearing to read "K. V. Lakshmi".

Witness 2: K. V. Lakshmi

GRANULES INDIA LIMITED
RESULTS OF VOTING THROUGH INSTA-POLL

Annexure

Resolution No. & Types of Resolution Ordinary Resolution (OR) & Special Resolution (SR)	Description	Votes in favour of the resolution				Votes against the resolution				Invalid / Abstained votes		
		Total No. of votes cast	No. of members voted through Insta-poll	No. of votes cast in favour of resolution	% of total number of valid votes cast	No. of members voted through Insta-poll	No. of votes cast against the resolution	% of total number of valid votes cast	No. of members voted through Insta-poll	No. of invalid/abstained votes cast	% of total number of invalid/abstained votes cast	
1 (SR)	Further Issue of securities for an amount of Rs.250 crore with applicable Green Shoe Option through Qualified Institutions Placement.	1,05,93,829	90	1,05,93,487	99.997%	3	342	0.003%	-	-	-	
2 (SR)	Sub-division of each equity share of face value of Rs. 10/- into 10 equity shares of Rs. 1/- each fully paid-up.	1,05,93,829	90	1,05,93,487	99.997%	3	342	0.003%	-	-	-	
3 (SR)	Amendment to Capital Clause of the Memorandum of Association of the Company.	1,05,93,829	90	1,05,93,487	99.997%	3	342	0.003%	-	-	-	
4 (SR)	Amendment to Article No. 3(a) of the Articles of Association of the Company.	1,05,93,829	90	1,05,93,487	99.997%	3	342	0.003%	-	-	-	

Related/Interested parties were required to abstain from voting on their respective resolutions. If the related/interested parties have voted on such resolutions, their votes have been accordingly treated as "abstain/invalid".

