



## Granules India Limited

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CIN : L24110TG1991PLC012471

**CERTIFIED TRUE COPY OF THE RESOLUTION OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF M/S GRANULES INDIA LIMITED HELD ON FRIDAY, THE 27<sup>TH</sup> DAY OF FEBRUARY, 2015 AT 4.00 PM AT HOTEL TAJ BANJARA, ROAD NO.1, BANJARA HILLS, HYDERABAD – 500 034 (TS) – 500034.**

**SUB-DIVISION OF EQUITY SHARES OF THE COMPANY AS PER THE PROVISIONS OF SECTION 61 OF THE COMPANIES ACT, 2013.**

"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 Rs. 10/- (Rupees Ten only) into 10 (Ten) Equity Shares of Face value of Rs. 1/- (Rupee One only) each fully paid-up and consequently, the Authorized Share Capital of the Company of Rs. 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 Rs. 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 Rs. 10/- (Rupees Ten only) as existing on the Record Date shall stand sub-divided into 10 (Ten) Equity Shares of the Face value of Rs. 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 Rs. 1/- (Rupee One only) each be issued in lieu of one Equity Share of Rs. 10/- (Rupees Ten only) each and such Equity shares shall rank pari passu in all respects and carry the same rights as the existing fully paid Equity Shares of Rs. 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 Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled

*G. Chaitanya*



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 Rs.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."

**CERTIFIED TRUE COPY**

**FOR GRANULES INDIA LIMITED**

*G. Chaitanya*

**CHAITANYA TUMMALA  
COMPANY SECRETARY &  
COMPLIANCE OFFICER**

