

Grand Foundry Ltd.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty first Annual General Meeting of the members of GRAND FOUNDRY LIMITED will be held at 327 Arun Chambers, 3rd Floor, Tardeo, Mumbai-400034 on Monday the 30th day of September, 2013 at 11.00 A.M to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013, Profit and Loss Account for the year ended on that date and the Reports of the Auditors' and the Directors' thereon.
2. To appoint a Director in place of Mr. Hiten Jangla, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Auditors to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting and to authorize Board to fix their remuneration.

Special Business:

4. Writing Down of Equity Share Capital By 90%

The following resolution will be passed, as a Special Resolution, with or without modification, at the Annual General Meeting of the Company:

RESOLVED THAT pursuant to section 192A of the Companies Act, 1956 and subject to the direction of BIFR and the provisions of and exemptions granted in the Rehabilitation Scheme and other applicable provisions, if any of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the consent and approval of the shareholders be and is hereby given to de-rate existing equity Share Capital of the Company by 90% from the existing Rs. 10/- per share fully paid up to Re. 1/- per share and thereby the existing amount of paid up share capital shall be reduced from Rs. 104300000 to Rs. 10430000 and simultaneously writing down of existing equity share capital of Rs 1043 lacs by 90% through write of accumulated losses against face value of share and thus reduce Face Value of share from Rs. 10 to Re 1. Thereafter, fresh issue of equity shares of Rs 300 lacs (300 lacs shares at Rs.1 per share) to the promoters at a premium of Rs.1 per share (Rs.300 lacs share premium) for expansion of business.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Mr. Kiran Jangla, director of the Company be and is hereby authorized to take all such steps and action and give such directions as may be in its absolute discretion deemed necessary and to settle any question, doubt or query that may arise in this regard.

5. Any other matter with the permission of the Chairman.

Place : Mumbai
Date : September 07, 2013

By order of the Board

DHIRAJLAL B. JANGLA
Chairman

Registered Office:
327, Arun Chambers,
3rd Floor, Tardeo,
Mumbai - 400 034