

NOTICE

NOTICE IS HEREBY GIVEN that the Twenty Third Annual General Meeting of the members of GRAND FOUNDRY LIMITED will be held at 327 Arun Chambers, 3rd Floor, Tardeo, Mumbai-400034 on Wednesday the 30th day of September, 2015 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, 2015, 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 60%

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

RESOLVED THAT in Supersession of the earlier Special Resolution passed in the Annual General Meeting held on 30th September 2014, we hereby

FURTHER RESOLVED THAT pursuant to the provisions of the Companies Act, 1956 and Companies Act, 2013 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, 2013 (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 60% from the existing Rs. 10/- per share fully paid up to Rs. 4/- per share and thereby the existing amount of paid up share capital shall be reduced from Rs.104300000 consisting of 10430000 equity shares of Rs.10/- each fully paid up shall be written off to Rs.41720000 consisting of 10430000 equity shares of Rs.4/- each by effecting a reduction of Rs.625800000 from the paid up capital of the company by Rs.6/- per equity share of Rs.10/- each. Simultaneously with writing down of existing equity share capital of Rs 1043 lacs by 60% through write of accumulated losses against face value of share and thus reduce Face Value of share from Rs.10/- to Rs.4/- Thereafter, fresh issue of equity shares of Rs. 600 lacs (150 lacs shares at Rs. 4 per share) to the promoters for expansion of business. And subject to the approval of this scheme of Rehabilitation and subject to the direction of BIFR, the BSE/NSE to open the trading which has been suspended by the stock exchanges and also to list the further issued capital as provided in the scheme.

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 05, 2015

By order of the Board

Registered Office

327, Arun Chambers,
3rd Floor, Tardeo,
Mumbai – 400 034

HITEN D. JANGLA
Chairman

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the meeting and the proxy need not be a member of the Company. Under the Companies Act, voting is by a show of hands unless a poll is demanded by a member or members present in person, or by proxy, holding at least one-tenth of the total shares entitled to vote on the resolution or by those holding paid-up capital of at least Rs. 50,000. A proxy shall not vote except on a poll. The instrument appointing the proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting
2. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business to be transacted at the meeting in annexed hereto.
3. Members /Proxies should bring duly-filled Attendance Slips sent herewith to attend the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from September 22, 2015 to September 30, 2015 (both days inclusive) for the purpose of Annual General Meeting.
5. Members holding shares in physical form and desirous of making/changing nomination in respect of their shareholding in the Company, may send their request in the prescribed form to the Registrar & Transfer Agents of the Company.
6. Corporate Members are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General meeting.
7. Members desirous of obtaining any information on the Accounts and Operations of the Company are requested to write at least one week before the meeting so that the same could be compiled in advance.
8. Members are requested to notify changes, if any, in their registered addresses along with the pin code to the Company's Registrar and Share Transfer Agent.
9. Members are requested to bring their copy of Annual Report to the Meeting.
10. All documents referred to in the notice and explanatory statement are open for inspection at the registered office of the Company between 10.30 a.m. and 1.00 p.m. on all working days upto the date of the meeting.
11. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updations of savings bank account to their respective Depository Participants.
12. Member are requested to address all correspondences, including dividend matters, to the Registrar and Share transfer Agents, M/s. Computech Sharecap Limited, 47, M.G. Road, 3rd Floor, Opp. Jehangir Art Gallery, Fort, Mumbai – 400023.
13. As per the provisions of the Companies Act, facility for making nominations is available for shareholders, in respect of the shares held by them. Nomination forms can be obtained from the Registrar and Transfer agents of the Company.
14. Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the meeting to enable the Company to compile the information and provide replies at the meeting.

Place : Mumbai

Date : September 05, 2015

By order of the Board

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

HITEN D. JANGLA
Chairman