

GRAND FOUNDRY LIMITED

CIN L99999MH1974PLC017655

Regd. Office: 327, 3rd Floor, Arun Chambers, Tardeo Mumbai- 400034.
Ph. No. 022-23526316; E-mail Id:- compliance@gfsteel.co.in ; Website:
www.gfsteel.co.in

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY-FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF GRAND FOUNDRY LIMITED WILL BE HELD ON FRIDAY, 29th DAY OF SEPTEMBER, 2017 AT 10:00 A.M. AT GOLD COINS, 6-ARUN CHAMBERS, NEXT TO A/C MARKET, TARDEO ROAD, MUMBAI-400034 TO TRANSACT THE FOLLOWING BUSINESS:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt Balance Sheet as at 31st March, 2017 and the Statement of the Profit & Loss along with Cash Flow Statement and Notes to the Accounts for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kiran Jangla (DIN 01246423), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-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. Appointment of Minal Jangla as the director of the Company

To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.

“RESOLVED THAT pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any, Mrs. Minal Jangla, who was appointed as an Additional Director on 11th August, 2017 be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any of the Director of the company be and are hereby severally authorised to file relevant forms with the registrar of companies, Maharashtra, Mumbai and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment

By Order of the Board of Directors
For **Grand Foundry Limited**
Sd/-
Dhiraj Jangla

Date : 11.08.2016
Director
Place: Mumbai

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.**
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A proxy appointed by a member holding more than 10 percent of the total share capital of the Company carrying voting rights shall not act as proxy for any other member.
3. Members/ Proxies should bring the attendance slips duly filled-in for attending the meeting and deliver the same at the entrance of the meeting place. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2017 to 29th September, 2017 (both days inclusive).
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
6. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the 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 the shares in physical form can submit their PAN details to the Company.
7. Members seeking further information about the accounts are requested to write atleast 7 days before the date of the meeting so that it may be convenient to get the information ready at the meeting.
8. Members are requested to inform the Company's Registrar and Share Transfer Agent i.e. Purva Sharegistry (India) Private Limited, Unit no. 9 Shiv Shakti Ind. Estt. J .R. Boricha marg Opp. Kasturba Hospital Lane Lower Parel (E) Mumbai 400 011 about the changes, if any, in their registered address along with the Pin Code, quoting their Folio Number and DP ID. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share Transfer Agent of the Company.
9. Members are requested to bring their copies of Annual Report to the meeting, as the same will not be supplied again at the meeting as a measure of economy.
10. Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no. 17/2011 dated April 21, 2011 and circular no. 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs.

11. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.
12. Members may also note that the Notice of 25th Annual General Meeting and Annual Report for the year 2015-2016 is also available on the website of the Company www.gfsteel.co.in for their download.

Voting Through electronic means

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 (Act), read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the Company is pleased to provide the facility of e-voting to its Members. The Members can avail the said facility from a place other than the venue of the AGM (remote e-voting) which will be provided by National Securities Depository Limited (NSDL).
- b) The remote e-voting period will commence on 26 September, 2017 (9.00 a.m.) and will end on 28 September, 2017 (5.00 p.m.) During this period, Members holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 20th September, 2017, may cast their respective votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
- c) The facility of voting at the venue of AGM will be available only to the Members who have not cast their votes through remote e-voting. Members who have cast their votes by remote e-voting prior to AGM may attend the meeting but shall not be entitled to cast their votes again.
- d) The Chairman shall, at the end of discussion at the AGM on the resolutions on which voting is to be held, allow voting, with the assistance of Scrutiniser, for all those Members who are present at the AGM but have not cast their votes yet.
- e) The Board of Directors has appointed Ms. Avani Gandhi, Practicing Company Secretary, (Membership No. FCS 9220) as the Scrutiniser to scrutinise the entire e-voting process in a fair and transparent manner.

f) Procedure for Remote E-Voting

A. For Members receiving information electronically

In case a Member receives an email from NSDL [for Members whose email IDs are registered with the Company/DPs]:

a) Please open and read the email received from NSDL and open attached PDF file with your Client ID or Folio No. as default password. The said PDF file contains your “User ID” and “Password” for remote e-voting. Please note that the password is an initial password. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password.

b) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com>.

c) Click on Shareholder – Login

d) Put user ID and password as initial password as mentioned in step (a) above.
Click Login.

NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- e) After successful login, you can change the password with new password of your choice.
- f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- g) Select “EVEN” (E Voting Event Number) of Grand Foundry Limited. Now you are ready for e-voting as Cast Vote page opens.
- h) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- j) Upon confirmation, the message “Vote cast successfully” will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
- i) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-voting system in future.
- k) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

B. The instructions for e-voting for Members other than in (A) above:

- A. In case a Member receives physical copy of the Notice of AGM (for the Members whose e-mail IDs are not registered with the Company/DPs) or requesting physical copy] :
- (i) Initial user ID and password are provided with the notice. Please follow all steps from above, to cast vote.
- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- III. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September, 2017.
- IV. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- V. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM/
- VI. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VII. The Chairman shall, at the AGM/ EGM/ EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- VIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- IX. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.gfsteel.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person

authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India.

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for re-appointment vide item no. 4,

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| Particulars | MINAL JANGLA |
| DIN | 00734650 |
| Date of Birth | 31.12.1958 |
| Date of Appointment | 11.08.2017 |
| Nature of Expertise | Artificial Jewellery |
| Experience | 5 years |
| Name of the Companies in which also holds directorship | JUPITER WEALTH ADVISORS PRIVATE LIMITED GRAND BRIGHT BARS LIMITED |
| Name of Companies in Committees of which hold membership/chairmanship | NIL |
| Shareholding in Grand Foundry Limited | 1436 |

By Order of the Board of Directors
For Grand Foundry Limited

Sd/-

Dhirajlal Jangla
Director

DIN: 02096717

Date : 11/08/2017

Place: Mumbai