

Grand Foundry Limited



**GRAND FOUNDRY LIMITED**

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**31<sup>st</sup>**

**Annual Report & Accounts**

**2022-23**

## CORPORATE INFORMATION

### **BOARD OF DIRECTORS**

#### Executive Directors

Ms. Shivani Jain  
Mr. Vijay Paul Kaushal

#### Non-Executive Directors

Ms. Archana Prakash Dakhale

#### Independent Directors

Mr. Gagan Chaturvedi  
Mr. Ketan Rasiklal Shah  
Mr. Taroon Sunder Vaswani

### **KEY MANAGERIAL PERSONNEL**

#### Chief Financial Officer

Ms. Shivani Jain

#### Company Secretary & Compliance Officer

Ms. Nalini Singh

### **REGISTERED OFFICE**

302, Cabin No.1, Sanjay Appa Chambers,  
Plot No. 82 Behind Charat Singh Colony,  
Andheri East Chakala Midc Mumbai 400093

### **REGISTRAR & SHARE TRANSFER AGENT**

Purva Shareregistry India Private Limited  
9, Shiv Shakti Industrial Estate, J.R. Boricha  
Marg, near Iodha Excelus, Lower Parel (East)  
Mumbai-400011

### **COMMITTEES**

#### Audit Committee

Mr. Gagan Chaturvedi (Chairman)  
Mr. Taroon Vaswani  
Ms. Shivani Jain

#### Nomination Remuneration Committee

Mr. Gagan Chaturvedi (Chairman)  
Mr. Taroon Vaswani  
Mr. Ketan Shah

#### Stakeholders Relationship Committees

Mr. Gagan Chaturvedi (Chairman)  
Mr. Taroon Vaswani  
Ms. Shivani Jain

#### Chief Executive Officer

Mr. Vijay Paul Kaushal

### **BANKERS**

ICICI Bank

**STATUTORY AUDITORS**

M/s Vijay V. Dedhia & Co  
Chartered Accountants

**INTERNAL AUDITORS**

Ajay Kanjhlia & Associates  
Chartered Accountants

**SECRETARIAL AUDITORS**

M/s. Sudhashu Singhal & Associates  
Company Secretaries, Delhi

**WEBSITE**

[www.gfsteel.co.in](http://www.gfsteel.co.in)

**EMAIL**

[cs@gfsteel.co.in](mailto:cs@gfsteel.co.in)

**CIN**

L99999MH1974PLC017655

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**GRAND FOUNDRY LIMITED**

CIN L99999MH1974PLC017655

**Registered. Office:** 302, Cabin No.1, Sanjay Appa Chambers, Plot No. 82 Behind Charat Singh Colony, Andheri East Chakala Midc Mumbai 400093

Ph. No. +91-9711989548; E-mail Id:- [cs@gfsteel.co.in](mailto:cs@gfsteel.co.in) ;

Website: [www.gfsteel.co.in](http://www.gfsteel.co.in)

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**NOTICE**

Notice is hereby given that the Thirty First Annual General Meeting of the members of Grand Foundry Limited will be held on Friday 29<sup>th</sup> day of September 2023 at 12 Noon through video conferencing to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the Annual Audited financial statements of the Company for the financial year ended March 31, 2023 consisting of the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement together with the reports of the Board of Directors and Auditors thereon.
2. To re-appoint Ms. Archana Prakash Dakhale (06637416), Director of the Company, who retires by rotation and being eligible, has offered herself for re-appointment.
3. To appoint M/s. Ashwani & Associates, Chartered Accountants (Registration No.: 000497N), as Statutory Auditors of the Company from the conclusion of this Annual General Meeting i.e. 31<sup>st</sup> Annual General meeting till the conclusion of 36<sup>th</sup> Annual General Meeting to be held in the year 2028.

To consider and if thought fit, to pass with or without modification the following resolution as ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Ashwani & Associates, Chartered Accountants (Registration No.: 000497N), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General meeting to the conclusion of the Annual General Meeting to be held in 2028.

**RESOLVED FURTHER THAT** any director of the company be and is hereby authorized to issue a copy of this resolution as certified true copy to the relevant authorities.”

**SPECIAL BUSINESS:**

4. To regularize the appointment of Mr. Vijay Paul Kaushal (DIN: 10197853), who was appointed as Additional Director (Executive) of the Company

To consider and if thought fit, to pass with or without modification the following resolution as ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Sec. 149, 152 read with Schedule IV and other applicable provisions if any, of the Companies, Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force), Mr. Vijay Paul Kaushal (DIN: 10197853), who was appointed as

an Additional Director (Executive) on 10<sup>th</sup> August, 2023 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, and who is eligible for appointment and has consented to act as director of the company, be and is hereby appointed as a Executive Director of the Company.”

5. To regularize the appointment of Ms. Shivani Jain (DIN: 10187386), who was appointed as Additional Director (Executive) of the Company

To consider and if thought fit, to pass with or without modification the following resolution as ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Sec. 149, 152 read with Schedule IV and other applicable provisions if any, of the Companies, Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force), Ms. Shivani Jain (DIN: 10187386), who was appointed as an Additional Director (Executive) on 10<sup>th</sup> August, 2023 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, and who is eligible for appointment and has consented to act as director of the company, be and is hereby appointed as Executive Director of the Company.”

6. To regularize the appointment of Mr. Gagan Chaturvedi (DIN: 09826175), who was appointed as Additional Director (Independent Director) of the Company

To consider and if thought fit, to pass with or without modification the following resolution as special resolution:

**“RESOLVED THAT** pursuant to the provisions of Sec. 149, 152 read with Schedule IV and other applicable provisions if any, of the Companies, Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force) and based on the recommendation of Nomination & Remuneration Committee, Mr. Gagan Chaturvedi (DIN: 09826175), who was appointed as an Additional Director (Independent Director) for a period of five (5) years w.e.f. 02<sup>nd</sup> February, 2023 by the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company w.e.f. 02<sup>nd</sup> February, 2023 to 02<sup>nd</sup> February, 2028 and not liable to retire by rotation.”

**“RESOLVED THAT** the Board of Directors be and is hereby severally authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

**By Order of the Board of Directors  
For Grand Foundry Limited**

**Place: Mumbai  
Date: September 05, 2023**

**Shivani Jain  
Director  
DIN: 10187386**

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. The 31<sup>st</sup> AGM of the Company is being held through VC/OAVM. Hence, Members can participate in the ensuing AGM/ through VC/OAVM only.

The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith (Refer Point no. ‘B’) and the same is also available on the Company’s website [www.gfsteel.co.in](http://www.gfsteel.co.in)

2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning businesses under Item Nos. 4, 5 and 6 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
3. Corporate members are requested to send at [support@purvashare.com](mailto:support@purvashare.com) or [cs@gfsteel.co.in](mailto:cs@gfsteel.co.in) before e-voting/ attending annual general meeting, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting through VC, pursuant to Section 113 of the Companies Act, 2013.
4. Brief resume of Directors proposed to be re-appointed at the ensuing AGM in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is annexed to the Notice. The Company is in receipt of relevant disclosures from the Director pertaining to his appointment and re-appointment.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23<sup>rd</sup> September 2023, to Friday 29<sup>th</sup> September 2023 (both days inclusive).
6. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / Registrar and Share Transfer Agent (RTA) i.e. Purva Sharegistry India Private Limited, at 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, near Lodha Excelus, Lower Parel, Mumbai- 400011 quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in electronic form may update such details with their respective Depository Participants (DP)
7. The Register of Directors’ and Key Managerial Personnel and their Shareholding maintained under Section 170 and the Register of Contracts or Arrangement in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection upto the date of AGM. Members can inspect the same by sending an email to [cs@gfsteel.co.in](mailto:cs@gfsteel.co.in)

8. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019, unless the securities are held in the dematerialized form with the depositories. Therefore, Members holding shares in physical form are requested to dematerialize their holdings at the earliest.
9. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants. The nomination form can be downloaded from the Company's website [www.gfsteel.co.in](http://www.gfsteel.co.in)
10. The shareholders who are holding shares in demat form and have not yet registered their email IDs, are requested to register their email IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically. Shareholders holding shares in physical form may register their email IDs with the STA by sending an email at [support@purvashare.com](mailto:support@purvashare.com) . The Annual Report of the Company and other documents proposed to be sent through email will also be made available on the Company's website at i.e. [www.gfsteel.co.in](http://www.gfsteel.co.in)
11. M/s. Sudhanshu Singhal & Associates, Company Secretaries, Delhi has been appointed as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner.  
  
The Scrutinizer shall, within a period of 48 hours from the conclusion of AGM, make a consolidated scrutinizer's report of the votes cast in favor or against, if any, and submit it to the Chairman or a person authorized by him in writing.  
  
The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gfsteel.co.in](http://www.gfsteel.co.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) after the result is declared. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
12. Members desirous of getting any information on the financials and operations of the Company are requested to address their queries to the Compliance Officer at [cs@gfsteel.co.in](mailto:cs@gfsteel.co.in) at least ten days in advance of the AGM to enable the Company to provide the required information.
13. Non-Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.
14. Since the AGM will be held through VC, the Route Map to the AGM venue, proxy form and attendance slip are not annexed to this Notice.
15. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com)



**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
2. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
3. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
4. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request to [cs@gfsteel.co.in](mailto:cs@gfsteel.co.in) at least 7 days before AGM mentioning their name, demat account number/folio number, email id, mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**E-VOTING INSTRUCTIONS FOR ANNUAL GENERAL MEETING THROUGH VC/OAVM**

1. The Ministry of Corporate Affairs ("MCA") has, vide its circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. The 31<sup>st</sup> AGM of the Company is being held through VC/OAVM. Hence, Members can participate in the ensuing AGM/ through VC/OAVM only.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders

Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated December 28, 2022 read together with circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.gfsteel.co.in](http://www.gfsteel.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated December 28, 2022, April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on September 26, 2023 at 09:00 A.M. and ends on September 28, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 22 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 22, 2023.

**How do I vote electronically using NSDL e-Voting system?**





*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders  | Login Method  |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <b>App Store</b>     <b>Google Play</b> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> |
| Individual Shareholders holding securities in demat mode with CDSL  | <ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> </ol>   |

|  |   |
|--|---|
|  | <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.  |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886-7000 and 022-2499-7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800-22-5533        |

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:  |
|--|---|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****.  |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sudhanshu.02singhal@gmail.com](mailto:sudhanshu.02singhal@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013**

**Special Business**

**ITEM NO. 4**

To regularize the appointment of Mr. Vijay Paul Kaushal (DIN: 10197853), who was appointed as Additional Director (Executive) of the Company

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 10<sup>th</sup> August, 2023, approved the appointment of Mr. Vijay Paul Kaushal (DIN: 10197853) as Additional Director (Executive), with effect from 10th August, 2023, who shall hold the office upto the forthcoming Annual General Meeting. Pursuant to applicable sections and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Vijay Paul Kaushal (DIN: 10197853), requires approval of the Members by way of ordinary resolution. The Company has received from Mr. Vijay Paul Kaushal (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the

Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act. Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a Director to strengthen the management of the Company. The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 4 of the Notice above by way of ordinary resolution.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI), brief resume of the Director proposed to be appointed in the ensuing Annual General Meeting is annexed in Notice of 31<sup>st</sup> Annual General Meeting of the Company.

Except Mr. Vijay Paul Kuashal, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 of the accompanying Notice of the AGM.

**In pursuance of the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI) details of Director seeking re-appointment at the 30<sup>th</sup> Annual General Meeting are as follows:**

| Name   | Mr. Vijay Paul Kaushal   |
|--|--|
| Designation  | Director (Executive)   |
| DIN  | 10197853   |
| Date of Birth  | 04/08/1962   |
| Nationality  | Indian   |
| Date of appointment on the Board   | 10 <sup>th</sup> August, 2023  |
| Qualifications   | B.COM  |
| Expertise and Experience in functional area  | Mr. Vijay Paul Kaushal is having diploma in Civil Engineering and techno-commercial professional having 38 years of varied experience. He has vast exposure in handling cross-section of manpower, machinery, material and liasoning with different agencies.<br><br>He has Planned, executed and commissioned and execute all the components of hydropower projects of different capacities |
| Number of shares held in the Company   | 0  |
| List of Directorships held in various other Companies  | 0  |
| List of Chairman/Membership of various Committees held in public Companies                             | Chairman: NIL<br>Membership: NIL   |
| Relationship with existing Directors and Key Managerial Personnel of the company                       | No   |
| Number of Board Meetings attended during the year 2022 -23   | 0  |
| Terms and Conditions of appointment or re-appointment and remuneration sought to be paid or last drawn | There is no change in terms & conditions for appointment including remuneration.   |



**ITEM NO. 5**

To regularize the appointment of Ms. Shivani Jain (DIN: 10187386), who was appointed as Additional Director (Executive) of the Company

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 10th August, 2023, approved the appointment of Ms. Shivani Jain (DIN: 10187386) as Additional Director (Executive) with effect from 10th August, 2023, who shall hold the office upto the forthcoming Annual General Meeting. Pursuant to applicable sections and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Ms. Shivani Jain (DIN: 10187386), requires approval of the Members by way of ordinary resolution. The Company has received from Ms. Shivani Jain (DIN: 10187386) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified in accordance with sub-section (2) of Section 164 of the Act. Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of her qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail her services as a Director to strengthen the management of the Company. The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 5 of the Notice above by way of ordinary resolution.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI), brief resume of the Director proposed to be appointed in the ensuing Annual General Meeting is annexed in Notice of 31<sup>st</sup> Annual General Meeting of the Company.

Except Ms. Shivani Jain, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 5 of the accompanying Notice of the AGM.

**In pursuance of the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI) details of Director seeking re-appointment at the 30<sup>th</sup> Annual General Meeting are as follows:**

| <b>Name</b>                                 | <b>Ms. Shivani Jain</b>   |
|---|---|
| Designation                                 | Director (Executive)  |
| DIN   | 10187386  |
| Date of Birth                               | 13/04/1986  |
| Nationality                                 | Indian  |
| Date of appointment on the Board            | 10 <sup>th</sup> August, 2023   |
| Qualifications                              | Qualified Chartered Accountant  |
| Expertise and Experience in functional area | <p>She is a qualified Chartered Accountant having 11+ years of experience. She started her career with renowned CA firm and gained experience in the field of Taxation, Accounting, Finance and Compliance. She has demonstrated history of working in the Statutory and Internal Audits. During her career, she has worked in the pharmaceutical industry, the metal industry, and is currently employed in the energy/power industry.</p> <p>She also holds expertise in fund management, Financial Planning, Budgeting &amp; Analysis. It is</p> |

|  |   |
|--|---|
|  | her technical expertise that she is able to implement software such as SAP and Oracle in large Organizations. |
| Number of shares held in the Company   | 0   |
| List of Directorships held in various other Companies  | 0   |
| List of Chairman/Membership of various Committees held in public Companies                             | Chairman: NIL<br>Membership: NIL  |
| Relationship with existing Directors and Key Managerial Personnel of the company                       | No  |
| Number of Board Meetings attended during the year 2022 -23   | 0   |
| Terms and Conditions of appointment or re-appointment and remuneration sought to be paid or last drawn | There is no change in terms & conditions for appointment including remuneration.                              |

**ITEM NO. 6**

To regularize the appointment of Mr. Gagan Chaturvedi (DIN: 09826175), who was appointed as Additional Director (Independent) of the Company

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on February 02, 2023, approved the appointment of Mr. Gagan Chaturvedi (DIN: 09826175) as Additional Director (Independent), with effect from 02<sup>nd</sup> February, 2023, upto the forthcoming Annual General Meeting. Pursuant to applicable sections and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Gagan Chaturvedi (DIN: 09826175), requires approval of the Members by way of special resolution. The Company has received from Mr. Gagan Chaturvedi (DIN: 09826175) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act. Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a Director to strengthen the management of the Company. The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 6 of the Notice above by way of Special resolution.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI), brief resume of the Director proposed to be appointed in the ensuing Annual General Meeting is annexed in Notice of 31<sup>st</sup> Annual General Meeting of the Company.

Except Mr. Gagan Chaturvedi, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 6 of the accompanying Notice of the AGM.

In pursuance of the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI) details of Director seeking re-appointment at the 31<sup>st</sup> Annual General Meeting are as follows:

| <b>Name</b>  | <b>Mr. Gagan Chaturvedi</b>   |
|--|---|
| Designation  | Director (Independent)  |
| DIN  | 09826175  |
| Date of Birth  | 04/01/1986  |
| Nationality  | Indian  |
| Date of appointment on the Board   | 02 <sup>nd</sup> February, 2023   |
| Qualifications   | Qualified Chartered Accountant  |
| Expertise and Experience in functional area  | <p>Mr. Gagan Chaturvedi is a Chartered Accountant by qualification having 9 years of professional experience and assisted in managing the financial matters of the company. He is having vast experience in business development such as Insolvency matters (IBC 2016), Compliance &amp; Asset Management, Cash &amp; Fund Flow Management, Financial Reporting &amp; Analysis.</p> <p>He has also actively participated in the matter of Budgeting &amp; Forecasting, Finance &amp; Accounts, Auditing &amp; Taxation, team building &amp; leadership.</p> |
| Number of shares held in the Company   | 0   |
| List of Directorships held in various other Companies  | 0   |
| List of Chairman/Membership of various Committees held in public Companies                             | Chairman: NIL<br>Membership: NIL  |
| Relationship with existing Directors and Key Managerial Personnel of the company                       | No  |
| Number of Board Meetings attended during the year 2022 -23   | 0   |
| Terms and Conditions of appointment or re-appointment and remuneration sought to be paid or last drawn | There is no change in terms & conditions for appointment.   |

**BOARDS REPORT**

To  
The Members,  
Grand Foundry Limited

Your Directors are pleased to present the Thirty First (31<sup>st</sup>) Directors' Report of the Company together with the Audited Financial Statements for the Financial Year ended March 31, 2023.

**1. FINANCIAL HIGHLIGHTS:****(Rs. in lakhs)**

| Sr No. | Particulars  | For the Year ended 31st March, 2023 | For the Year ended 31st March, 2022 |
|--------|--|-------------------------------------|-------------------------------------|
| 1      | Total Revenue (Net)  | 10.29                               | 1.64                                |
| 2      | Profit before Depreciation & Amortization Expenses, Finance Cost and Tax | (43.16)                             | (17.67)                             |
| 3      | Less: Depreciation and Amortization Expenses                             | -                                   | 3.35                                |
|        | Finance Cost   | 17.00                               | -                                   |
| 4      | Profit before Tax  | (60.15)                             | (21.02)                             |
| 5      | Exceptional Items  | -                                   | -                                   |
|        | Profit before Extraordinary item and tax                                 | (60.15)                             | (21.02)                             |
| 6      | Extraordinary Items  | 50.46                               | -                                   |
|        | Less: Tax Expense (Deferred Tax)   | -                                   | 0.67                                |
| 7      | Profit after Tax   | (110.61)                            | (21.02)                             |
| 8      | Other Comprehensive Income   | -                                   | -                                   |
| 9      | Balance of Profit as per last Balance Sheet                              | (110.61)                            | (21.02)                             |
| 10     | Balance Available for Appropriation                                      | (1656.11)                           | (1545.50)                           |
| 11     | Bonus Shares issued  | -                                   | -                                   |
| 12     | Dividend paid  | -                                   | -                                   |
| 13     | Transfer to General Reserve  | -                                   | -                                   |
| 14     | Balance of Profit carried to Balance Sheet                               | (1656.11)                           | (1447.51)                           |

**2. COMPANY'S PERFORMANCE AND REVIEW**

The total revenue (net) of the Company for the year ended 31<sup>st</sup> March 2023, increased by 520.85% and stood at ₹ 10.29 Lakhs as against ₹ 1.64 Lakhs in the previous year. During the year the Company has incurred losses of ₹ 110.61 lakhs as against loss of ₹ 21.02 lakhs in the previous year. The performance during the year was not satisfactory due to various reasons beyond the control of the Management. Shortage of funds and financial crisis has impacted the working of Company. Since, the revenue has increased but due to cost and other expenses the company has incurred losses.

**3. STATE OF THE COMPANY'S AFFAIR AND BUSINESS REVIEW**

The details of the Company's affairs including its operations are more specifically given in the Management Discussion and Analysis Report, which is given in this Annual Report.

**4. SHARE CAPITAL:**

There was no change in the Share Capital during the financial year 2022-23. The paid -up Share capital of your Company as on March 31, 2023 is Rs. 12,17,20,000/- (Twelve Crore Seventeen Lakh twenty thousand) divided into 30430000 Equity Shares of face Value of Rs. 4/- (Rupees four only) each.

**5. LISTING OF SHARES:**

The Equity shares of the Company are listed on National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE). The Company has paid the requisite listing fees to the respective Stock Exchanges for the financial year 2022-23.

**6. DIVIDEND AND RESERVE:**

In view of accumulated losses, your Directors do not recommend any dividend for the Financial Year 2022-2023. The details of the reserves and surplus are provided in the notes to the Audited Financial Statements.

**7. TRANSFER TO RESERVE:**

During the year under review, no amount was transferred to reserves.

**8. CHANGE IN THE NATURE OF BUSINESS:**

During the year under review there has been no change in the nature of business.

**9. PUBLIC DEPOSITS:**

During the year under review, the Company has not accepted any deposits within the meaning of Sections 73 and 76 of the Companies Act, 2013 ('the Act') read with Companies (Acceptance of Deposits) Rules, 2014.

**10. HOLDING, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

As on March 31, 2023, the Company does not have any Subsidiary, Associate or Joint Venture Company. Hence, preparation of consolidated financial statements and statements containing salient features of the Subsidiary/ Associate or Joint Ventures companies in Form AOC-2 as per the provisions of Section 129 of the Companies Act, 2013 is not applicable to the Company.

**11. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the Articles of Association of the Company, Mrs. Archana, Director of the Company, is entitled to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible has offered herself for re-appointment.

**Resignation:**

- Mr Naresh Garodia and Ms. Kersi Pavri has resigned from the board of Directors w.e.f. February 02, 2023.
- Ms. Parul Gupta has resigned from the position of Company Secretary & Compliance Officer of the Company w.e.f. February 13, 2023.

**Appointment:**

Mr. Gagan Chaturvedi (Independent Director) and Ms. Ganga Gupta (Non-Executive Director) were appointed as Additional Directors of the Company w.e.f. February 02, 2023.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI), brief resume of the Director proposed to be appointed in the ensuing Annual General Meeting is annexed in Notice of 31<sup>st</sup> Annual General Meeting of the Company.

All the Independent Directors of your company have given declarations that they meet the criteria of Independence laid down under Section 149(6) of the Act and the Listing Regulations.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, if any and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board / Committee of the Company.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2023 are; Mrs. Minal Jangla – Director and Chief Executive Officer, Mr. Anoop Ramprasad Kabra – Chief Financial Officer. Ms. Parul Gupta has resigned from the post of Company secretary & Compliance Officer of the Company.

However, after the end of financial year 2022-23, Ms. Minal Jangla has resigned from the position of Director and Chief Executive Officer w.e.f. 16/06/2023 and Mr. Anoop Ramprasad Kabra has resigned from the position of Chief Financial Officer of the Company w.e.f. 14/07/2023.

Further, the Company has appointed Ms. Shivani Jain as Executive Director and Chief Financial Officer of the Company and Mr. Vijay Paul Kaushal as Chief Executive Officer and Executive Director of the Company w.e.f. August 10, 2023. The Company has appointed Ms. Nalini Singh as Company Secretary & Compliance Officer of the Company w.e.f. August 10, 2023. Hence, The Company has complied with the requirements of having Key Managerial Personnel as per the provisions of Section 203 of the Act.

## **12. ANNUAL EVALUATION OF PERFORMANCE BY THE BOARD:**

As per the provisions of Section 134 and Schedule IV of the Companies Act, 2013 the Board of Directors need to evaluate its own performance, the performance of all the individual Directors of the Company and the performance of committees of the Board.

The Board has carried out evaluation of its own performance, the directors individually as well as the working of its Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee of the Company. The Board has devised questionnaire to evaluate the performances of each of Executive, Non-Executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Board Committee Meetings;
- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance;
- iv. Providing perspectives and feedback going beyond information provided by the management.
- v. Ability to contribute to and monitor our corporate governance practices

The Independent Directors at their meeting held on 23<sup>rd</sup> December, 2022, evaluated performance of the Chairperson, non-independent directors of the Company and the performance of the Board as a whole.

The Directors expressed their satisfaction to the outcome of the aforesaid evaluations and consented for continuation of present term of appointment of each of the Independent Directors.

## **13. DIRECTORS' RESPONSIBILITY STATEMENT:**

Your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them and as required under Section 134(3)(c) of the Companies Act, 2013 hereby state that:

1. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. your Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year March 31<sup>st</sup>, 2023 and of the loss of the company for that period;

3. your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. your Directors have prepared the annual accounts on a going concern basis;
5. your Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
6. your Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **14. MEETINGS OF THE BOARD OF DIRECTORS:**

The Board meets at regular intervals to discuss and decide on Company's business policy and strategies apart from the other business of the Board.

During the year under review, the Board met Six (6) times. The details of the meetings of Board of Directors and the attendance of the Directors at the meetings are provided in the Report on Corporate Governance, which forms part of this report. The intervening gap between the two consecutive meetings was within the period prescribed under the Companies Act, 2013 and Secretarial Standard on Board Meetings (SS-1) issued by ICSI.

#### **15. COMMITTEES OF THE BOARD:**

The Board has constituted its Committees in accordance with the provisions of the Companies Act, 2013 and as per the Listing Regulations. There are currently three Committees of the Board, which are stated as follows:

- a. Audit Committee;
- b. Stakeholders' Relationship Committee;
- c. Nomination and Remuneration Committee;

Details of all the Committees along with their charters, composition and meetings held during the year 2022-23, are provided in the "Report on Corporate Governance" which forms part of this Annual Report.

#### **16. AUDIT COMMITTEE AND ITS COMPOSITION:**

The Audit Committee is duly constituted as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The Audit Committee of the Company reviews the reports to be submitted with the Board of Directors with respect to auditing and accounting matters. It also supervises the Company's internal control and financial reporting process.

All the recommendations made by the Audit Committee were accepted and approved by the Board.

The Composition of the Audit Committee is also given in the "Report on Corporate Governance" which forms part of this Annual Report.

#### **17. STATUTORY AUDITORS:**

In terms of Section 139 of the Act, Members of the Company at the 26<sup>th</sup> AGM held on September 27, 2018 had appointed M/s. Vijay V. Dedhia & Co, Chartered Accountants (Firm Registration No. 111439W) as the Statutory Auditors for a term of 5 years commencing from the conclusion of 26<sup>th</sup> AGM till the conclusion of the 31<sup>st</sup> AGM to be held in year 2023.

Due to completion of term of M/s. Vijay V. Dedhia & Co, Chartered Accountants (Firm Registration No. 111439W) as the Statutory Auditors, the Board recommended the appointment of M/s. Ashwani & Associates, Chartered Accountants (Registration No.: 000497N) as the statutory auditor of the company from the conclusion of this Annual general Meeting to the conclusion Annual General Meeting to be held in the year 2028 at such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors of the Company in consultation with Auditors.

#### 18. SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration Managerial Personnel) Rules, 2014, the company has appointed M/s. Sudhanshu Singhal & Associates, Company Secretaries, Delhi as Secretarial Auditor of the Company for the Financial Year ended March 31, 2023.

The Report of the Secretarial Auditor for F.Y. 2022-23 is appended to this Report as (**Annexure I**) which forms part of this Annual Report.

With regard to observations made by the Secretarial Auditors' in their Report, your Directors would like to state as under:

#### **I) Pertaining to Companies Act, 2013:**

- *The Company has advised to follow Secretarial Standards in stricter manner.*

Board response- The Company is committed to complying with all the regulatory requirements and maintaining transparency and will make sincere efforts to comply in true letter and spirit.

- *Form MR-1 in respect of re-appointment of Mrs. Minal Jangla as Whole Time Director appointed w.e.f. 11.08.2022, for further 5 years, has not been filed by the Company during the financial year under review.*

Board response- Company inadvertently skipped to file Form MR-1 in respect of re-appointment of Mrs. Minal Jangla as Whole Time Director , the non-compliance was unintentional and Company will file the same.

- *It has been observed that Following forms have been filed by the Company with delayed payment:-*
  - a) Annual Filing form AOC-4XBRL for the Financial Year ended 31.03.2022.*
  - b) Form DIR -12 in respect of completion of tenure on dated 30.09.2021 of one of the Independent Director Mr. Naresh Prabhudas Goradia (DIN-07517900) which has been filed in the month of September, 2022. As we are not able to specify the date due to non availability of the Challan for the respective form.*
  - c) Form DIR-12 in respect of appointment of Mr. Naresh Prabhudas Goradia (DIN-07517900), as an Additional Independent Director (appointment date 09.12.2021) which has been filed in the month of September, 2022. As we are not able to specify the date due to non availability of the Challan for the respective form.*

*Note:- Apart from the above mentioned forms I am not able to mention whether the other form(s) filed by the company was/were within time or not due to non availability of the data on MCA site V3 portal and in the company's record as well.*



Board response with respect to point (a)- Company inadvertently delayed to file Form AOC-4XBRL for the Financial Year ended 31.03.2022 and paid the late fees. We will make every efforts to ensure that such issues do not arise in the future.

Board response with respect to point (b)- The same issue was pointed out by the previous secretarial auditor and the delay regarding the para above is inadvertent and when it came to the knowledge of the Company about the non-filing of form DIR-12 for the resignation and appointment of Director, it immediately filed both the Forms regarding his resignation and appointment.

- *It has been observed that CARO 2020 was applicable in Financial Years 2021-22 but Audit Report has been filed with CARO 2016.*

Board response- The Company apologized for this oversight as we were not sure whether the CARO 2020 was applicable since 2021-22 and completely unintentional and mistake from our side. We will ensure that this will not repeat in future.

## **II) Pertaining to Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018**

- *Pursuant to Regulation 74(5) of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, Certificate issued by Registrar and Share Transfer Agent ('RTA') should be submitted with 15 days from the end of the each quarter but the same has been submitted by the Company on 26.04.2022 with delay of 11 days for the quarter ended March, 2022 and on 17.10.2022 for the quarter ended September, 2022 with a delay of 2 days.*

Board response-We apologize for the delayed filing which is inadvertent and assure you that not intentional and will take immense care to not repeat the same.

## **III) Pertaining to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:**

- *Disclosure under Regulation 31(5) - has been given by Mrs. Minal Jangla on 28.10.2022 for the financial year ended on 31<sup>st</sup> March, 2020 and 31<sup>st</sup> March 2021 which is not within the prescribed time i.e. 7 working days from the end of each financial year.*
- *In most of the cases as per Regulation 29(1) and 29(2) - disclosure should be given within 2 working days but the company and/ or the transferor and transferee, acquirer has delayed reported*
- *Pursuant to Regulation 10(6) - acquirer shall file a report with the stock exchanges where the shares of the target company are listed, in such form as may be specified not later than four working days from the acquisition. However, shares allotted to Mrs. Minal Jangla under BIFR on 24.12.2019 for conversion of loan into equity disclosed on dated 27.01.2023.*
- *Pursuant to Regulation 10(6) - Disclosed to Stock Exchanges in such form as may be specified not later than four working days from the acquisition, Mrs. Minal Jangla informed to the Stock exchange on 27.01.2023 for transmission of shares from Mr. Kiran Jangla and Mr. Dhirajlal Jangla dated on 22.02.2022 and 11.06.2022 respectively.*

Board response- We apologize for the delayed filing and will prioritize preventing this situation from arising in the future. We recognize this oversight and the delay was completely unintentional and when company came to know the deadline we immediately filed the disclosures.

- *As informed by the Management of the Company, 780 equity shares (Seven Hundred and Eighty Shares) of Rs. 4 each has been transferred to Mrs. Madhu Garg in physical form, which in my opinion is non compliance and that should be transferred in Dematerialisation form only.*

Board response- The promoter is in the process of converting the shares to demat and will comply the same.

**V) Pertaining to SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015:**

- *Regulation 6(1) - has not complied by the Company till 31.03.2023. The Compliance Officer had resigned from the Company on 13.02.2023 and no Compliance Officer was appointed by the Company till the financial year ended 31.03.2023.*

Board response- The time limit for appointing company secretary was six (6) months from the date of creation of vacancy. The company secretary had resigned from the company on 13.02.2023 and company was in search of suitable candidate. The company has appointed Ms. Nalini Singh, a qualified company secretary, member of Institute of Company Secretaries of India (ICSI) w.e.f. August 10, 2023 and the same has been intimated to the stock exchanges along with the requisite forms filed with ROC.

- *Regulation 14-Payment of Fees to the Stock Exchanges ('SE') - the Company has paid late fees to the Stock Exchanges.*

Board response-The delay regarding the para above is inadvertent and was due to the weak financial condition of the Company, however, company paid the requisite fees to the Stock Exchanges.

- *Regulation 30 [Intimation of the resignation of KMP (CS)] – the company secretary of the company has resigned on dated 13.02.2023 and the same should be intimated to SE within 24 hours from the date of resignation but the company has delayed intimated by 15 days to SE.*
- *Regulation 30- Mrs. Minal Jangla Retire by rotation on 09.08.2022 and that should be reported within 24 hours. But it has been reported by the Company on 03.09.2022 i.e. delayed disclosure by almost 24 days.*
- *Regulation 30- Mr. Naresh Prabhudas Goradia Independent Director Tenure has been ended on 24.09.2021 and has been intimated to Stock Exchange on 15.09.2022 which is late.*
- *Regulation-30 - Mr. Naresh Prabhudas was appointed on 09.12.2021 and that should be report to SE within 24 hours but late intimated to Stock Exchange on 17.09.2022.*

Board response- We apologize for the delayed filing mentioned in above para which is inadvertent and assure you that not intentional and will take immense care to not repeat the same. We regret the delay and will put our sincere efforts to not arise these situations in the future and will abide by the timelines.

**19. INTERNAL AUDIT:**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, M/s. SEP & Associates, Chartered Accountants, Mumbai, were appointed as Internal Auditors of the company for the Financial Year 2022-23.

Based on the report of internal audit, the management takes corrective action in respective areas observed and thereby strengthen the controls.

## 20. INTERNAL FINANCIAL CONTROL:

Your Company has an adequate Internal Control System commensurate with the size, scale and complexity of its operations and well-documented procedures for various processes which are periodically reviewed for changes warranted due to business needs.

The Audit Committee evaluates the efficiency and adequacy of financial control system prevailing in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and strives to maintain the Standards in Internal Financial Controls. This system of internal control facilitates effective compliance of Section 138 of the Act and the Listing Regulations.

During the year under review, no reportable material weakness in the operation was observed. Regular audit and review processes ensure that such systems are reinforced on an ongoing basis.

## 21. ANNUAL RETURN

Pursuant to the provisions of section 134(3)(a) and 92(3) of the Act read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, Annual return as on March 31, 2023, is placed on the website of the Company at [www.gfsteel.co.in](http://www.gfsteel.co.in)

## 22. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Vigil Mechanism/Whistle Blower Policy has been put in place in accordance with Section 177 of the Companies Act, 2013 for the Directors and Employees to report their genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism provides for adequate safeguards against the victimization of Director(s) and Employee(s) who avail of the mechanism. Directors and Employees may make protected disclosure under the policy to the Compliance Committee constituted by the Company to administer the internal code of business conduct. In exceptional cases, Directors and Employees have direct access to the Chairman of the Audit Committee. Further no personnel have been denied access to the Compliance Committee/ Chairman of the Audit Committee, as the case may be. The details of the Vigil Mechanism/ Whistle Blower Policy is explained in the Report on Corporate Governance and is also made available on the website of the Company at [www.gfsteel.co.in](http://www.gfsteel.co.in)

No complaints were received under whistle blower mechanism during the year under review.

## 23. REMUNERATION POLICY:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and on recommendation of the Nomination and Remuneration Committee, the Board framed a Policy relating to the selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration. The Policy includes criteria for determining qualifications, positive attributes and independence of a director and other matters. The functions of the Nomination and Remuneration Committee are disclosed in the Corporate Governance Report, which forms part of the Annual Report.

## 24. PARTICULARS OF EMPLOYEES:

Disclosure with respect to the ratio of remuneration of each Directors to the median employees' remuneration as required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as **Annexure II** to this Report.

During the year under review, no employee was in receipt of remuneration exceeding the limits as prescribed under provisions of Section 197 of the Companies Act, 2013 read with Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The information required pursuant to Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided on request. In terms of Section 136 of the Act, the reports and accounts are being sent to the

shareholders and others entitled thereto, excluding the said information which will be made available for inspection by the shareholders at the Registered Office of the company during business hours on any working days of the Company up to the date of the ensuing Annual General Meeting. If any shareholder is interested in inspecting the same, such shareholders may write to the Company Secretary in advance.

**25. BUSINESS RISK MANAGEMENT:**

The Company has formulated and implemented a Risk Management policy in accordance with the provisions of the Act in order to address the business risks associated with the Company. The Company periodically reviews the risk management practices and actions deployed by the management with respect to the identification, impact assessment, monitoring, and mitigation and reporting of key risks while trying to achieve its business objectives.

**26. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013:**

All Related Party Transactions entered during the year under review were on arm's length basis and in ordinary course of the business and none of them were material.

No material related party transactions were entered during the year under review by your Company. Hence, accordingly disclosure as required under Section 134(3) of the Companies Act, 2013 in Form AOC-2 is not applicable to the company.

All the RPTs were placed before the Audit Committee for its approval and the Committee had granted its prior approval/omnibus approvals, as the case may be, for all related party transactions considering their nature.

**27. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

During the year under review, the Company has made investments, advanced any loans or provided any guarantee falling under Section 186 of the Companies Act, 2013 ("the Act"). The details of the same is provided in the Balance sheet.

**28. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

Company has made application to BSE Ltd and NSE Ltd for re-classification of promoter/promoter group and now Minal Kiran Jangla, Heena Ashok Mehta and Namita Hiten Jangla are no longer promoters of the Company. The new promoter of the Company is Ms. Madhu Garg.

**29. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There has been no material change/commitment affecting the financial position of the Company during the period from the end of the financial year on 31<sup>st</sup> March, 2023 to the date of this Report. There has been no change in the nature of business of the Company.

Company faced issues in preparation of financial Statements and hence Company re-grouped/re-arranged wherever necessary.

**30. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information pertaining to conservation of energy and technology absorption as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in "Annexure - III" to this report.

There were no foreign exchange inflow and outflow during the year under review.

### **31. DETAILS OF PROCEEDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016**

During the financial year under review, no application was made or proceedings initiated against the Company under the Insolvency and Bankruptcy Code, 2016 nor any such proceedings was pending at the end of financial year under review.

### **32. REPORT ON CORPORATE GOVERNANCE**

Pursuant to the provisions of Regulation 34 read with Schedule V of the Listing Regulation, the following have been made a part of the Annual Report and are appended to this report:

- a. Management Discussion and Analysis;
- b. Report on Corporate Governance;
- c. Declaration on Compliance with Code of Conduct;
- d. Certificate from Practicing Company Secretary that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or to act as director of the Company; and
- e. Auditors' Certificate regarding compliance with conditions of Corporate Governance.

### **33. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE UNDER (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has zero tolerance towards sexual harassment at workplace and has adopted a policy to abide by letter and spirit requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. All the women employees either permanent, temporary or contractual are covered under the said policy. The said policy is updated internally to all the employees of the Company. The policy is updated on the website of the Company at [www.gfsteel.co.in](http://www.gfsteel.co.in). An Internal Complaint Committee (ICC) is not constituted as the same is not applicable to the Company.

The details of the complaints' in relation to the Sexual Harassment of Women at Workplace filed/disposed/pending is given in the Report on Corporate Governance which is forming part of this Annual Report.

### **34. CORPORATE SOCIAL RESPONSIBILITY ("CSR")**

The provisions relating to Corporate Social Responsibility under Section 135 of the Companies Act, 2013 and rules made thereunder are not applicable to the Company. Therefore, the Company has not developed and implemented any policy on Corporate Social Responsibility initiatives.

### **35. MAINTAINENCE OF COST RECORDS:**

The provisions of Rule 8(5)(ix) of Companies (Accounts) Rules, 2014 of Section 134(3) of Companies Act, 2013 regarding maintenance of cost records are applicable to the Company and the specified accounts and records have been made and maintained are in order.

### **36. COMPLIANCE WITH SECRETARIAL STANDARDS**

The Company has devised proper systems to ensure compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and the Company has complied with all the applicable provisions of the same during the year under review.

**37. ACKNOWLEDGEMENTS**

Your Directors gratefully acknowledge the support and cooperation received from various departments of the Central and State governments, members, business associates, analysts, banks, financial institutions, customers, distributors and suppliers, Business Partners and other stakeholders of the Company and also convey a sense of high appreciation to all the employees of the Company for their hard work, dedication, continued commitment and contributions.

**For and on behalf of the Board of Directors  
For Grand Foundry Limited**

**Place: Mumbai  
Date: September 05, 2023**

**Shivani Jain  
Director  
DIN: 10187386**

**Annexure I**  
**SECRETARIAL AUDIT REPORT**  
**Form No. MR-3**

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**  
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**GRAND FOUNDRY LIMITED**  
(CIN: - L99999MH1974PLC017655)  
302, Cabin No.1, Sanjay Appa Chambers,  
Plot No. 82 behind Charat Singh Colony,  
Andheri East Chakala Midc Mumbai-400093

I/~~We~~ have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Grand Foundry Limited (hereinafter called 'the company') and having its registered office at 302, Cabin No.1, Sanjay Appa Chambers, Plot No. 82 Behind Charat Singh Colony, Andheri East Chakala Midc Mumbai-400093. Secretarial Audit was conducted in a manner that provided me/~~us~~ a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/~~our~~ verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/~~We~~ hereby report that in my/~~our~~ opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/~~we~~ have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable during the audit period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not Applicable during the Audit Period)**
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not Applicable during the Audit Period)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable during the Audit Period)**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not Applicable during the Audit Period)**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable during the Audit Period)**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not Applicable during the Audit Period)**

And

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(j) Including notifications, circulars issued from time to time by SEBI, Stock Exchanges (NSE& BSE).

(vi) There is no other law which is specifically applicable on the Company as informed by the Company keeping in view there is no operational activities.

The Compliance by the company of the applicable financials laws like direct tax laws and Indirect tax laws has not been reviewed in this audit since the same have been subject to review by the statutory auditor and other designated professionals.

~~I/we~~ have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange Limited ('NSE') and BSE Limited ('BSE');

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above **subject to the following observations:**

**III) Pertaining to Companies Act, 2013:**

- *The Company has advised to follow Secretarial Standards in stricter manner.*
- *Form MR-1 in respect of re-appointment of Mrs. Minal Jangla as Whole Time Director appointed w.e.f. 11.08.2022, for further 5 years, has not been filed by the Company during the financial year under review.*
- *It has been observed that Following forms have been filed by the Company with delayed payment:-*
  - d) *Annual Filing form AOC-4XBRL for the Financial Year ended 31.03.2022.*
  - e) *Form DIR -12 in respect of completion of tenure on dated 30.09.2021 of one of the Independent Director Mr. Naresh Prabhudas Goradia (DIN-07517900) which has been filed in the month of September, 2022. As we are not able to specify the date due to non availability of the Challan for the respective form.*
  - f) *Form DIR-12 in respect of appointment of Mr. Naresh Prabhudas Goradia, (DIN-07517900) as an Additional Independent Director (appointment date 09.12.2021) which has been filed in the month of September, 2022. As we are not able to specify the date due to non availability of the Challan for the respective form.*

*Note:- Apart from the above mentioned forms I am not able to mention whether the other form(s) filed by the company was/were within time or not due to non availability of the data on MCA site V3 portal and in the company's record as well.*

- *It has been observed that CARO 2020 was applicable in Financial Years 2021-22 but Audit Report has been filed with CARO 2016.*



**IV) Pertaining to Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018**

- Pursuant to Regulation 74(5) of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, Certificate issued by Registrar and Share Transfer Agent ('RTA') should be submitted with 15 days from the end of the each quarter but the same has been submitted by the Company on 26.04.2022 with delay of 11 days for the quarter ended March, 2022 and on 17.10.2022 for the quarter ended September, 2022 with a delay of 2 days.

**III) Pertaining to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:**

- Disclosure under Regulation 31(5) - has been given by Mrs. Minal Jangla on 28.10.2022 for the financial year ended on 31<sup>st</sup> March, 2020 and 31<sup>st</sup> March 2021 which is not within the prescribed time i.e.7 working days from the end of each financial year.
- In most of the cases as per Regulation 29(1) and 29(2) - disclosure should be given within 2 working days but the company and/ or the transferor and transferee, acquirer has delayed reported
- Pursuant to Regulation 10(6) - acquirer shall file a report with the stock exchanges where the shares of the target company are listed, in such form as may be specified not later than four working days from the acquisition. However, shares allotted to Mrs. Minal Jangla under BIFR on 24.12.2019 for conversion of loan into equity disclosed on dated 27.01.2023.
- Pursuant to Regulation 10(6) - Disclosed to Stock Exchanges in such form as may be specified not later than four working days from the acquisition, Mrs. Minal Jangla informed to the Stock exchange on 27.01.2023 for transmission of shares from Mr. Kiran Jangla and Mr. Dhirajlal Jangla dated on 22.02.2022 and 11.06.2022 respectively.

**V) Pertaining to SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015:**

- Regulation 6(1) - has not complied by the Company till 31.03.2023. The Compliance Officer had resigned from the Company on 13.02.2023 and no Compliance Officer was appointed by the Company till the financial year ended 31.03.2023.
- Regulation 14-Payment of Fees to the Stock Exchanges ('SE') - the Company has paid late fees to the Stock Exchanges.
- Regulation 30 [Intimation of the resignation of KMP (CS)] - the company secretary of the company has resigned on dated 13.02.2023 and the same should be intimated to SE within 24 hours from the date of resignation but the company has delayed intimated by 15 days to SE.
- Regulation 30- Mrs. Minal Jangla Retire by rotation on 09.08.2022 and that should be reported within 24 hours. But it has been reported by the Company on 03.09.2022 i.e. delayed disclosure by almost 24 days.
- Regulation 30- Mr. Naresh Prabhudas Goradia Independent Director Tenure has been ended on 24.09.2021 and has been intimated to Stock Exchange on 15.09.2022 which is late.
- Regulation-30 - Mr. Naresh Prabhudas was appointed on 09.12.2021 and that should be report to SE within 24 hours but late intimated to Stock Exchange on 17.09.2022.
- As informed by the Management of the Company, 780 equity shares (Seven Hundred and Eighty Shares) of Rs. 4 each has been transferred to Mrs. Madhu Garg in physical form, which in my opinion is non compliance and that should be transferred in Dematerialisation form only.

**I/we further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice and in case of urgency shorter notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

## 31<sup>st</sup> Annual Report 2022-23

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

Based on the representation made by the Company and its officers we further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has following specific events/ actions having a major bearing on the Company's affair in pursuance of the above referred laws, rules, regulations, guidelines, standards etc referred to above:-

- During the financial year under review, shareholding of the present promoters i.e. of 70.16% has been purchased by the new promoters (Re-categories) through open offer and offer for sale after complying with the provisions of the Act, including Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- The Shareholders of the Company in its 30<sup>th</sup> Annual General Meeting held on 30.09.2022 has accorded to consent on following matters;
  - Reappointment of Mrs. Minal Jangla (DIN-00734650) as Whole Time Director for further 5 years w.e.f. 11.08.2022 till 10.08.2027 through Ordinary Resolution;
  - Appointment of Mr. Naresh Garodia (DIN-07517900) the Independent Director through Special Resolution.

This report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report

**For Sudhanshu Singhal & Associates  
Company Secretaries**

**Place: - New Delhi  
Date: - 04.09.2023  
UDIN: F007819E000929597**

**CS Sudhanshu Singhal  
Proprietor  
FCS: F7819; C.P. No.: 8762  
Peer Review Certificate No- 2793/2022  
Quality Review Year- 2022**

ANNEXURE-A

TO SECRETARIAL AUDIT REPORT ISSUED BY COMPANY SECRETARY IN PRACTICE

To,

**Grand Foundry Limited**

(CIN: - L99999MH1974PLC017655)

302, Cabin No.1, Sanjay Appa Chambers,  
Plot No. 82 behind Charat Singh Colony,  
Andheri East Chakala Midc Mumbai-400093

My report of even date is to be read along with this letter.

1. It is the responsibility of the management of the company to maintain the secretarial records, compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate operating effectively. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Sudhanshu Singhal & Associates  
Company Secretaries**

Place: - New Delhi  
Date: - 04.09.2023  
UDIN: F007819E000929597

**CS Sudhanshu Singhal  
Proprietor  
FCS: F7819; C.P. No.: 8762  
Peer Review Certificate No- 2793/2022  
Quality Review Year- 2022**



**Annexure III**

**STATEMENT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE.**

**A. Conservation of Energy:**

In line with the Company's commitment towards conservation of energy, the Company continues with its efforts to improve energy efficiency. Some of the additional steps taken are as under, which has helped the Company in cost reduction and product improvement:

Your company emphasizes conservation of energy as its responsibility towards the environment and society at large. Your Company ensures that its products, services and operations are safe for clients, workers, labors, employees and environment. Your Company ensures this with a focus on technology, processes and improvements that matter for environment. These include reduction in power consumption, optimal usage of equipment. The Company continues its efforts to reduce and optimize the use of energy consumption by opting for power effective replacements of equipments and electrical installations.

**B. Research & Development and Technology Absorption:**

- a. The efforts made towards technology absorption – The Company continues to take prudent measures in respect of technology absorption, adaptation and take steps to use the scarce resources effectively.
- b. The benefits derived like product improvement, cost reduction, product development or import substitution – Not Applicable.
- c. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Not Applicable.
- d. The expenditure incurred on Research and Development – Not Applicable

**C. Foreign Exchange Earnings and Outgo:**

During the year under review there was no foreign Exchange inflow and outflow.

**D. Future plan of action is as under:**

The Company is considering a sustainable business model keeping in view the changes and new developments taking place in the steel industry.

**For and on behalf of the Board of Directors  
For Grand Foundry Limited**

**Place: Mumbai  
Date: September 05, 2023**

**Vijay Paul Kaushal  
Director/ Chief Executive officer  
DIN: 10197853**

## MANAGEMENT DISCUSSION AND ANALYSIS

**a) OVERVIEW:**

The following operating and financial review is intended to convey the Management's perspective on the financial and operating performance of the Company at the end of the Financial Year 2022-23. This Report should be read in conjunction with the Company's financial statements, the schedules and notes thereto and other information included elsewhere in the Integrated Report. The Company's financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') complying with the requirements of the Companies Act, 2013, as amended and regulations issued by the Securities and Exchange Board of India ('SEBI') from time to time.

This report is an integral part of the Board's Report. Aspects on industry structure and developments, outlook, risks, internal control systems and their adequacy, material developments in human resources and industrial relations have been covered in the Board's Report and is incorporated herein by reference and forms an integral part of this report. Your attention is also drawn to sections on Strategy, Risk and Opportunities forming part of the Integrated Report. This section gives significant details on the performance of the Company.

**b) EXECUTIVE SUMMARY:**

The total revenue (net) of the Company for the year ended 31<sup>st</sup> March 2023, Increased by 520.85% and stood at ₹ 10.29 Lakhs as against ₹ 1.63 Lakhs in the previous year. During the year the Company has incurred losses of ₹ 110.61 lakhs as against loss of ₹ 21.02 lakhs in the previous year. The year under review was adversely affected due to stressed working capital and liquidity crunch thereby affecting the earning capacity of the Company. The performance during the year was not satisfactory due to various reasons beyond the control of the Management. The products in which the Company is dealing, is facing cutthroat competition. At the same time, the costs have increased due to inflation in the economy and devaluation of Rupee against the foreign currencies. Due to this, the Company is currently facing liquidity mismatch wherein it is not generating enough cash flows to meet its debt obligations on time. Further there is huge dumping of the products from China and other countries which has resulted in the stiff competition and price reduction which has resulted in lower capacity utilization.

Further the COVID-19's impact on our lives and economy has been earth shattering. The restrictions have sent the global supply chain in disarray and have halted industrial growth and have brought to the fore the importance of building domestic manufacturing facilities.

**c) INDUSTRY STRUCTURE AND DEVELOPMENTS:**

Our Company is engaged in the business of manufacturing Bright Steel Bars and wires and is in the market to sell domestically and in exports since 1974. The Quality control and manufacturing process consist of in-house treatment and has standard quality name for more than 2 decades. Due to financial constraints, the company has been depending on business of processing steel on job work basis to maintain better economics. The Company also has indulged in the special heat treatment job in order to establish future market of Hardened & Tempered steel for exports as well as domestic, which will pave the path of revival and re-instating the strength of the company. During the year under review, due to the shortage of funds and financial crisis, Company was not able to perform and there was no production. Company will soon bring the funds in the Company and start production.

**GLOBAL ECONOMY:**

The global economy enters 2023 in a weaker position than previously expected. As the new Omicron COVID-19 variant spreads, countries have reimposed mobility restrictions. Rising energy prices and supply disruptions have resulted in higher and more broad-based inflation than anticipated, notably in the United States and many emerging market and developing economies. Further, the ongoing retrenchment of China's real estate sector and slower-than-expected recovery of private consumption and the ongoing tension between Russia and Ukraine have limited the growth prospects.

**GLOBAL STEEL INDUSTRY:**

The global steel industry has partially recovered with increase in global steel production by 7.3% during 2023, compared to 2022. This is primarily due to economies opening up after wide scale vaccinations, gradual commencement of economic activity, and significant change in retail consumer behaviour mainly in automotive and construction sectors. Further, increase in raw material prices mainly concerning coking coal, iron ore and oil & fuel have pushed the market prices of steel. Global crude steel production reached at 1,885 MnT in 2022, which was lower by 77 MnT than 2021. While China continued to be the largest global crude steel producer, there were moderate growth in steel production in countries such as India, Japan, USA, Germany and Brazil, amongst others, signifying normalcy in operations during the pandemic.

**DOMESTIC MARKET: -**

In FY 2022-23, the Indian economy witnessed a V-shaped recovery after experiencing a technical recession for two consecutive quarters.

Majority of Bright Steel Bars and wires are used for making the various kinds of components for Automotive industry, Machinery manufacturing industry, Dairy & food processing industry, chemical and fertilizer industry, electronics and electrical appliances industry along with computer industry. Due to global interaction and industrial change in domestic market, various companies have invested especially in automobile industry and electrical appliances industry along with computer industry. As your company has been well versed with international business, quality specifications, end market trends, which will be convenient and easy for the company to capture such trends.

We are seeing the domestic market recover. However, operations of our Company are not running in full capacity due to lack of working capital and financial crisis and hence, Company has stopped manufacturing for a period of time till the availability of funds. Company is in process of raising funds from various investors and soon will start production.

**d) OPPORTUNITIES AND THREATS**

**OPPORTUNITIES**

- India continues to be the world's second largest steel producer and consumer at an aggregate level. The country has been witnessing increasing industry consolidation and stronger integration across steel value chains of major producers. The call for India to be self-reliant will be significantly supported by the use of steel as a customisable building material across various conventional and value-added use cases. In FY 2022-23, India's steel sector witnessed an initial downturn, with government-mandated lockdowns hampering production. However, towards the end of the second quarter, capacity utilisation was restored in most plants. For Indian companies, the export scenario remained a key enabler, helping in the offtake of their inventory at better prices. However, as domestic prices were nearly on par with the global commodity movement, steelmakers refocused on the domestic markets. Input prices remained elevated.
- The Company is engaged in the business since more than forty-six years and has expertise for marketing and quality maintenance of international quality standards for more than 2 decades

- and enjoys the market share in developed countries like United States and European market.
- So far, our governing administrations have been very proactive in taking all possible measures to restrict the spread of this pandemic in our country. We are optimistic that in the coming months and weeks we would be able to contain this threat. We expect the demand to start picking up gradually and the economy settles down back to its original pristine.
  - We believe that with accurate indigenous refractory solutions, we can reduce import dependency and provide 'Best of the Worlds' solutions through 'Make in India' to our customers. We are keeping a close watch on customer refractory requirements to address the critical areas in the Iron and Steel industry.
  - Boding well for both exporters and domestic players in India, China has imposed fresh tariffs for steel exports, to support its rising domestic steel consumption. This is expected to create a sizeable vacuum and open up export opportunity for Indian players. It would also reduce dumping and re-route steel to India's domestic market, creating demand for steel made in India.

e) **THREATS**

- As the major product of the company is made of Stainless Steel carrying high nickel (metal) which is a sensitive item quoted in LME (London Metal Exchange), the fluctuation may affect the business opportunities and its profitability.
- As company's major business is depending on exports the fluctuation in foreign currency may also affect the profitability.
- As the Company is going through the financial crisis and have shortage of funds and left with few machineries only which makes it difficult to do production on large scale.

f) **HUMAN RESOURCE**

The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. The company's belief is that its people are the primary source of its competitive advantage and consistently puts emphasis on Human Resource Development, which remains vital and strategic to the company. The Company is committed to nurturing, enhancing and retaining talent through Learning & Organizational Development to support the organization's growth and its sustainability in the long run. Cordial employee relations, in keeping with tradition, are being pursued vigorously. Industrial relations have continued to be harmonious throughout the year. This has been possible by creating a performance driven culture against the backdrop of care and concern for all employees. Objective appraisal systems based on Key Result Areas (KRAs) are in place.

The backbone of steel consumption is the push for infrastructure development and generation of employment. Infrastructure development itself would consume steel. Higher employment/better wages would mean that consumers would spend on consumer durables, automobiles etc. which would in turn further fuel the steel industry. This infrastructure development has to center around rural India.

g) **RETURN ON NET WORTH:**

Return on Net worth during the previous and current financial year is negative due to losses. Company has sold few of its machineries due to low in production and financial losses. To repay the debts of the Company, it has sold few of its assets.

h) **OUTLOOK FOR THE FUTURE**

GFL expects the steel upcycle to continue in the near-to-medium term, GFL is committed to serving the nation and has provided whatever support was necessary across the board. Company is looking for the potential investors, through which company can generate funds and again start the production of the Company on a large scale. From a business standpoint, the Company remains bullish on the India opportunity, which is driven by rising infrastructure projects, accelerated vaccination, policy continuity and a government-led push for self-reliance. GFL's expansion and strategic divestments, and other initiatives are directed at making the best



of this opportunity. The Company is also looking at export markets as a strong driver and going forward.

i) **INTERNAL CONTROL SYSTEMS**

The Company has proper and adequate systems of Internal Control to ensure that all the assets are safeguarded from loss, damage or disposition. Checks & balances are in place to ensure that transactions are adequately authorised and recorded and that they are reported correctly. The Board of Directors considers internal controls as adequate as it regularly reviews the findings and recommendations of internal audit.

j) **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

During the previous year the major source of income consisted of exports /sales whereas in the current year commission has been derived from the exports/sales passed onto fellow industries to maintain the marketing strength of the company. During the year under review the income was not generated through exports/sales as there was no production in the Company due to the shortage of working capital and machineries were sold to pay the debts. Company is looking for potential investors to bring funds in the Company. The financial statements are prepared in accordance with Section 134 of the Companies Act, 2013 and accounting principles generally accepted in India, including Indian Accounting Standards. The results of the operations are discussed in the Boards' Report.

**CAUTIONARY STATEMENT:**

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied due to risk and uncertainties. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factors.

**For and on behalf of the Board of Directors  
For Grand Foundry Limited**

**Place: Mumbai  
Date: September 05, 2023**

**Vijay Paul Kaushal  
Director/ Chief Executive officer  
DIN: 10197853**

## REPORT ON CORPORATE GOVERNANCE

The Director's present the Company's Report on Corporate Governance for the Financial Year ended March 31, 2023.

### **COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

The Company is committed to adopt the best corporate governance practices and endeavours continuously to implement the best code of Corporate Governance in its true spirit. The philosophy of the Company in relation to Corporate Governance is to ensure transparency in all its operations, make disclosures and to enhance shareholder's values without compromising in any way in complying with the applicable laws and regulations.

The Board of Directors acknowledges that it has a fiduciary relationship and a corresponding duty towards the stakeholders to ensure that their rights are protected. Through the Corporate Governance mechanism in the Company, the Board along with its Committees endeavours to maintain a right balance of the company with its various stakeholders.

As per the requirements of Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), detailed Report on Corporate Governance is set below:

### **BOARD OF DIRECTORS:**

#### **a) Composition**

The Company is having an optimum combination of Executive, Non-Executive, Independent Directors and Woman Director on the Board as per the Regulation 17 of Listing Regulations read with Section 149 of the Companies Act, 2013 ("the Act"). The Board of Directors provides strategic direction and trust to the operations of the Company. As on 31st March 2023 the Board of Directors comprises of six Directors out of which three are Independent Directors. The Chairman of the Board is an Executive Director. The composition of the Board of Directors as on 31st March 2023 is in conformity with the provisions of the Act and Regulation 17 of Listing Regulations.

None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent Directors serves as an independent director in more than seven listed entities. None of the Directors is are related to each other.

#### **b) Board Procedure**

The Board meetings are generally held at the registered office of the Company. The agenda for Board Meeting is prepared in consultation with the Chairman of the Board of Directors and that of the other Committees. The agenda for the meetings of the Board and its Committees, together with the appropriate supporting documents, are circulated well in advance as per the provision of the Act and Secretarial Standards on Meeting of the Board of Directors (i.e. SS-1) issued by the Institute of the Company Secretaries of India (ICSI). Matter discussed at Board meetings generally relates to Company's business operations, approval of the periodical results of the Company, approval of related party transactions, Disclosure of General Notice of Interest of Directors, review of the reports of the Audit Committee and to do compliance with their recommendations and suggestions (if any), non-compliance(if any) of any regulatory provisions, status of investors complaints received and redressed, compliance with the statutory or listing requirements, etc.

#### **c) Attendance at Board meetings and last Annual General Meeting, number of Directorships and committee Memberships/Chairmanships**

During the year under review, the Board of Directors met Six (6) times viz. May 30, 2022, August 09, 2022, August 13, 2022, September 03, 2022, November 14, 2022 and February 02, 2023. As stipulated, the gap between two consecutive meetings did not exceed one hundred and twenty days as the provisions

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of the Act and SS-1 issued by ICSI. Details of composition and category of the Directors, their attendance at each Board Meetings held during the financial year 2022-23 and at the last Annual General Meeting, their directorships held in other Companies and membership / chairmanship in committee's are stated as under:

| Name of Directors                        | Category               | No. of Board meetings held |          | Whether present in last AGM. | No. of Directorship held in other Public Companies# (refer note 1) | Membership /Chairmanship held in Committees in other Companies# (refer note 2 & 3) |          | No. of shares held. |
|--|------------------------|----------------------------|----------|------------------------------|--|--|----------|---------------------|
|  |                        | Held                       | Attended |                              |  | Member   | Chairman |                     |
| Mr. Gagan Chaturvedi (w.e.f. 02.02.2023) | Independent Director   | 0                          | 0        | NA                           | Nil  | Nil  | Nil      | -                   |
| Mrs. Minal Jangla                        | Director & CEO         | 6                          | 6        | Present                      | 2  | Nil  | Nil      | -                   |
| Mr. Naresh Goradia                       | Independent Director   | 5                          | 5        | Present                      | Nil  | Nil  | Nil      | -                   |
| Mr. Ketan shah                           | Independent Director   | 6                          | 6        | Present                      | Nil  | Nil  | Nil      | -                   |
| Mr. Taroon Vaswani                       | Independent Director   | 6                          | 6        | Present                      | Nil  | Nil  | Nil      | -                   |
| Mr. Kersi Pavri                          | Non-Executive Director | 5                          | 5        | Present                      | Nil  | Nil  | Nil      | -                   |
| Ms. Ganga Gupta (w.e.f. 02.02.2023)      | Non-Executive Director | 0                          | 0        | NA                           | Nil  | Nil  | Nil      | -                   |
| Ms. Archana P. Dakhale                   | Non-Executive Director | 6                          | 6        | Present                      | Nil  | Nil  | Nil      | -                   |

### # Note:

1. Directorships in respect of Private Limited Companies, Companies incorporated under Section 8 of the Companies Act, 2013 and Foreign Companies have not been included.
2. Membership and Chairmanship position in Audit Committee and Stakeholders' Relationship Committee are considered.
3. None of the Directors is a member in more than Ten Committees and nor is the Chairman of more than Five Committees [as specified in Regulation 26 of the Listing Regulations] across all the companies in which they are directors.
4. None of the Director is a Director in more than 20 Companies or more than 10 Public Limited Companies or acts as an Independent Director in in more than 7 listed Companies.

### d) Directors' Familiarization Program

The Company undertakes and makes necessary provisions for conducting appropriate induction programmes for new Directors and for ongoing training for the existing Directors. The new directors are introduced to the Company's culture through appropriate training programmes. Such kind of training programmes helps to develop good relationship of the directors with the Company and familiarizes them with Company's environment, culture and its processes. The management provides such information and training either at the meeting of Board of Directors or otherwise. The familiarization program also seeks to update the directors on the roles, responsibilities, rights and duties under the Companies Act, 2013, Listing Regulations and other statutes. The details of Director's

induction and familiarization programmes are available on the Company's website at [www.gfsteel.co.in](http://www.gfsteel.co.in)

The induction process is designed to:

- build an understanding for the Company's processes; and
- to fully equip the Directors to perform their role on the Board effectively;

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of their appointment, duties, responsibilities and expected time commitments.

**e) Separate Meeting of Independent Directors**

As stipulated by the Code of Independent Directors under Schedule IV to the Act and Regulation 25(3) of the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on December 23, 2022 to review the performance of Non-Independent Directors (including the Chairman) and the Board as whole and the performance of the Chairperson of the Company taking into account the views of other executive and non-executive directors and to ensure that system devised for checking the flow of information between the Board and the Management is operating effectively and vice versa. All the Independent Directors were present at the Meeting.

**f) Agenda**

All the meetings are conducted as per well designed and structured agenda. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated in the meeting) to enable the Board to take informed decisions. Agenda also includes minutes of all the Board and Committees meetings, included for reference of the Board. Agenda papers are circulated atleast seven days prior to the Board Meeting as the provisions of the Act and Secretarial Standards on Board Meetings (SS-1) issued by ICSI. In addition to this, for any business exigencies, the Resolutions are passed by Circulation and later on placed and noted in the ensuing Board Meeting.

**g) Information placed before the Board Members:**

Matters discussed at meetings of the Board generally relate to Company's business, annual operating plans, capital budgets, quarterly/half yearly/annual results/ annual financial statements, review of the reports of the Audit Committee, taking note of the minutes of the various other Committee meetings, and compliance with their recommendation(s), suggestion(s), status on compliance / non-compliance of any regulation, statutory or listing requirements, if any, etc. As specified under Part A to Schedule II of the Listing Regulations the information as related/ applicable to the Company during the financial year 2022-23 was placed before the Board for their consideration.

**h) Confirmation on independent directors**

In the opinion of the Board, the independent directors of the Company fulfill the conditions specified in the Listing Regulations and are independent of the management of the Company.

**i) Detailed reasons for the resignation of an independent director**

During the year under review, Mr. Naresh Goradia has resigned from the position of Independent Director of the Company w.e.f. February 02, 2023 due to pre-occupation in some other assignments. There were no other material reasons apart from the reason as provided above.

**j) Code of Conduct**

The Board of Directors has laid down a Code of Conduct for all the Board of Directors and Senior Management Personnel. The Code covers things such as the Company's commitment to honest and ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health and safety, transparency and compliance with all the applicable laws and regulations etc. All the

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Board members and Senior Management Personnel have confirmed compliance with the code. A declaration by Mr. Vijay Paul Kaushal, Director of the Company affirming the compliance of the same for the year ended March 31, 2023 by the members of the Board and Senior Management Personnel, as applicable to them, is also annexed to this Annual Report.

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, and SEBI (Prohibition of Insider Trading) Amendment Regulation 2018, the Company has adopted a Code of Conduct for Prevention of Insider Trading and all the Directors, Designated Employees who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code.

### k) SKILLS / EXPERTISE / COMPETENCIES OF THE BOARD OF DIRECTORS:

The Board comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees. The Board members are committed to ensuring that the Board is in compliance with the highest standards of corporate governance.

The table below summarizes the key qualification, skills, and attributes which are taken into consideration while nominating candidates to serve on the Board:

|   |   |
|---|---|
| <b>Gender, ethics, national, or other diversity</b> | Representation of gender, ethics, geographic, cultural, or other perspective that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments, and other stakeholders worldwide.  |
| <b>Financial</b>                                    | Leadership in management of finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation, and financial reporting process, or experience in actively supervising accountant, auditor or person performing financial functions. |
| <b>Global Business</b>                              | Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures, and regulatory frameworks, and board perspective on global market opportunities.                                       |
| <b>Leadership</b>                                   | Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk management. Strengths in developing talent, planning succession, and driving change and long-term growth.           |
| <b>Technology</b>                                   | Significant background in technology, resulting in knowledge of how to anticipate technological trends, generates disruptive innovation, and extends or create new business model.  |
| <b>Board Services and Governance</b>                | Service on a public company Board to develop insights about maintaining Board and management accountability, protecting shareholder interests, and observing appropriate governance practices.  |
| <b>Sales and Marketing</b>                          | Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhance enterprise reputation.   |

The above list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively, are available with the Board.

Name of the Director possessing the skills / expertise / competence:

| Particulars                                  | Ms. Minal Jangla | Mr. Naresh Goradia (Upto 02.02.2023) | Mr. Taroon Vaswani | Mr. Ketan Shah | Mr. Kersi Parvi (Upto 02.02.2023) | Mr. Gagan Chaturvedi (w.e.f. 02.02.2023) | Ms. Gangaa Gupta (w.e.f. 02.02.2023) | Ms. Archana Dakhale |
|--|------------------|--------------------------------------|--------------------|----------------|-----------------------------------|--|--------------------------------------|---------------------|
| Strategy & Business                          | Yes              | Yes                                  | Yes                | Yes            | Yes                               | Yes                                      | Yes                                  | Yes                 |
| Industry Expertise                           | Yes              | Yes                                  | Yes                | Yes            | Yes                               | Yes                                      | Yes                                  | Yes                 |
| Financials                                   | Yes              | Yes                                  | -                  | Yes            | Yes                               | Yes                                      | Yes                                  | Yes                 |
| Leadership                                   | Yes              | Yes                                  | Yes                | Yes            | Yes                               | Yes                                      | Yes                                  | Yes                 |
| Technology                                   | Yes              | -                                    | -                  | Yes            | Yes                               | Yes                                      | Yes                                  | Yes                 |
| Board Services and Governance                | Yes              | Yes                                  | Yes                | Yes            | Yes                               | Yes                                      | Yes                                  | Yes                 |
| Sales and Marketing                          | Yes              | Yes                                  | Yes                | Yes            | Yes                               | Yes                                      | Yes                                  | Yes                 |
| Gender, ethics, national, or other diversity | Yes              | Yes                                  | Yes                | Yes            | Yes                               | Yes                                      | Yes                                  | Yes                 |

#### 1) COMMITTEES OF THE BOARD:

The Committees of the Board focuses on certain specific areas and makes informed decisions in that areas. Each Committee of the Board functions according to its charter which defines its composition, scope, powers, roles and responsibility and as per the scope provided in the Act and the Listing Regulations. Presently, the Board has the following four Committees:

- Audit Committee;
- Stakeholders' Relationship Committee;
- Nomination and Remuneration Committee;

The roles and responsibilities assigned to these Committees are covered under the Terms of reference as approved by the Board and are subject to review by the Board from time to time. The minutes of the meetings of Audit Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee and Risk Management Committee are placed before the Board for their consideration and noting. The details of the composition, terms of reference, number of meetings and attendance of these Committees are provided below:

##### a) Audit Committee

The Board has constituted a well-qualified Audit Committee in accordance with the provisions of Section 177 of the Act, which exercises the powers and discharges the functions as stipulated under the applicable laws. The Committee also undertakes and reviews such matters as may be delegated

to them by the Board from time to time. The Audit Committee acts as a link between the statutory auditors, internal auditors and the Board of Directors. The Compliance officer acts as the Secretary to the Committee.

### Composition, Meetings and Attendance

As on March 31, 2023 Committee comprises of two Independent Directors and one Executive Director of the Company. All the members of the Audit Committee are financially literate and Mr. Gagan Chaturvedi, Chairman of the Committee has experience in Finance. He has relevant accounting and financial management expertise. The Statutory Auditors are also invited in the meetings where the financials of the Company are discussed. The Committee oversees the work carried out by the management, internal auditors on the financial reporting process, the safeguards employed by them and such relevant matters as it finds necessary to entrust.

The Audit Committee met four (4) times during the year under review on May 30, 2022, August 13, 2022, November 14, 2022 and February 02, 2023. The number of meetings attended by each member during the year ended March 31, 2022 are stated herewith:

| Name of the member                              | Designation | No. of Committee Meetings |          |
|---|-------------|---------------------------|----------|
|   |             | Held                      | Attended |
| Mr. Naresh Goradia (upto February, 2023)        | Chairman    | 3                         | 3        |
| Mr. Minal Jangla                                | Member      | 4                         | 4        |
| Mr. Taroon Vaswani                              | Member      | 4                         | 4        |
| Gagan Chaturvedi Chaturvedi (w.e.f. 02.02.2023) | Chairman    | 0                         | 0        |

#### ➤ Terms of reference of Audit Committee

The terms of reference of this Committee are wide enough to cover the matters specified for Audit Committee under Section 177 of the Companies Act, 2013. Besides having access to all the required information from the Company; the Committee acts as a link between the Statutory Auditors and the Board of Directors of the Company.

The broad terms of reference of Audit Committee are as follows:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending the appointment/re-appointment and removal of auditors, fixation of audit fees and approval of payment for any other services.
- Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
  - Any changes in accounting policies and practices;
  - Major accounting entries based on exercise of judgment by management;
  - Qualifications in draft audit report;
  - Significant adjustments arising out of audit;
  - the going concern assumption;
  - Compliance with accounting standards;
  - Compliance made with the stock exchanges and legal requirements (if any) concerning the financial statements.
  - Any related party transactions including material transactions of the Company, with promoters/promoters group or with their relatives or with the management, their subsidiaries, etc. that may have potential conflict with the interest of Company at large.
- Matter to be included in the Director's Responsibility Statement.
- Reviewing with the management, performance of statutory and internal auditors and the adequacy of internal control systems.

- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading of the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors and significant findings and follow up thereon.
- Reviewing the findings of any internal investigations made by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with external auditors before the audit commences about nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- Reviewing the Company's financial and risk management policies.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture-holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Discussions with the auditors periodically about internal control systems, the scope of audit including the observations of the auditors and reviewing the quarterly, half yearly, and annual financial statements before submission to the Board.
- To appoint the Chief Financial Officer of the Company.
- To review the functioning of the Vigil mechanism/ Whistle blower policy.
- Review the statement of Management Discussions & Analysis.
- Letter of Statutory Auditors to management on internal control weakness, if any.
- The Committee also monitors the implementation and compliance with the Company's Code of Conduct for prohibition of Insider Trading.
- Utilization of loans/advances /investment made by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments. (w.e.f 1<sup>st</sup> April, 2019 as per amended Listing Regulations).

#### b) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee is duly constituted as per the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations. The Committee is primarily responsible to examine and redress the complaints and grievances of the shareholders/investors of the Company such as transfer / transmission / demat / remat of shares, issue of duplicate, split-up, consolidation, renewal of share certificate, non-receipt of Annual Report, non-receipt of dividend, non-receipt of application money and other issues concerning the shareholders / investors.

#### Composition, Meeting and Attendance

As on March 31, 2023 Stakeholders' Relationship Committee comprises of one Executive and two Independent Directors. The Committee met 4 (four) times during the year under review on May 30, 2022, August 13, 2022, November 14, 2022 and February 02, 2023. The number of meetings attended by each of the member during the year ended March 31, 2022 is stated herewith:

| Name of the member                             | Designation | No. of Committee Meetings |          |
|--|-------------|---------------------------|----------|
|  |             | Held                      | Attended |
| Mr. Naresh Goradia<br>(upto 02.02.2023)        | Chairman    | 3                         | 3        |
| Mr. Taroon Vaswani                             | Member      | 4                         | 4        |
| Mr. Gagan<br>Chaturvedi (w.e.f.<br>02.02.2023) | Chairman    | 0                         | 0        |
| Ms. Minal Jangla                               | Member      | 4                         | 4        |

Ms. Parul Gupta, Compliance officer acts as the Secretary of the Stakeholder's Relationship Committee of the Company.



➤ **Terms of Reference**

The terms of reference of the Committee are:

- (i) To consider and resolve the grievance of all the security holders related to transfer/transmission of shares, non- receipts of annual reports and non - receipts of dividends etc.;
- (ii) To review and act upon such other grievances as the Board of Directors delegate to the Committee from time to time.

➤ **Compliance Officer**

|                    |  |
|--------------------|--|
| Name & Designation | Ms. Nalini Singh, Company Secretary  |
| Address            | 302, Cabin No. 1, Sanjay Appa Chambers, Plot No. 82, Behind Charat Singh Colon, Andherin East, Mumbai-400093 |
| Contact Number     | +91-9711989548   |
| E-mail             | <a href="mailto:cs@gfsteel.co.in">cs@gfsteel.co.in</a>   |

➤ **Status of Investors' Complaint**

The following is the status of the complaints received and redressed, during the financial year 2022-2023:

| Opening at the beginning of the year | Received during the year | Resolved during the year | Pending at the end of the year |
|--------------------------------------|--------------------------|--------------------------|--------------------------------|
| NIL                                  | 0                        | 0                        | NIL                            |

**c) Nomination and Remuneration Committee**

The constitution and terms of reference of the Nomination and Remuneration Committee are in compliance with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations. The Nomination and Remuneration Committee comprises of three Independent Directors.

**Composition, Meeting and Attendance:**

The Nomination and Remuneration Committee comprises of three Independent Directors.

During the year under review, the Nomination and Remuneration Committee met two (2) times on August 09, 2022 and February 02, 2023. The number of meetings attended by each member during the year ended March 31, 2022 is stated herewith:

| Name of the member                       | Designation | No. of Committee Meetings |          |
|--|-------------|---------------------------|----------|
|  |             | Held                      | Attended |
| Mr. Naresh Goradia (upto 02.02.2023)     | Chairman    | 1                         | 1        |
| Mr. Taroon Vaswani                       | Member      | 2                         | 2        |
| Mr. Ketan Shah                           | Member      | 2                         | 2        |
| Mr. Gagan Chaturvedi (w.e.f. 02.02.2023) | Chairman    | 0                         | 0        |

➤ **Terms of reference of the Nomination and Remuneration Committee**

The terms of reference of the NRC stated below are wide enough to cover the matters specified in Section 178 of the Act.

- Formulation of criteria for determining qualifications, positive attributes and independence of directors and recommend to the Board of Directors, a policy relating to the remuneration of the Directors, Key Managerial Personnel ("KMP") and other employees.
- Identification and assessing potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnel.
- specifying the manner for effective evaluation of performance of Board, its committees and individual directors, to be carried out either by the board or by an independent external agency and review its implementation and compliance.
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.

➤ **Performance Evaluation criteria**

The Nomination and Remuneration Committee has approved the Policy on Board evaluation, evaluation of Board Committees' functioning and evaluation of the Individual Directors; pursuant to the norms prescribed by the Act and Listing Regulations.

The evaluation is based on various factors which are follows:

- Attendance at Board and Committee Meetings;
  - Level of Participation;
  - Contribution to the development of strategies and Risk Assessment and Management;
  - Overall interaction with the other members of the Board.

➤ **Remuneration Policy**

Pursuant to Section 178 of the Companies Act, 2013, the Company has formulated a Policy on the appointment of person as director and evaluation of Directors & Senior Management Personnel (SMP). An extract of the policy covering remuneration for the Directors, KMP and other employees in reproduced below:

- i) The terms of employment and remuneration of Managing Director, Whole-time Director, KMPs and SMPs shall be competitive in order to ensure that the Company can attract and retain competent talent.
- ii) The remuneration policy shall ensure that:
  - a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors/ KMPs and SMPs of the quality to run the Company successfully.
  - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
  - c. Remuneration to directors, KMPs and SMPs involves a balance between fixed and variable pay reflecting short and long- term performance and goals set by the Company.
- iii) While determining the remuneration and incentives for the MD/WTD and KMPs, the following shall be considered:
  - a. Pay and employment conditions with peers/ elsewhere in the competitive market.
  - b. Benchmarking with industry practices.
  - c. Performance of the individual
  - d. Company performance

**a. Remuneration to Executive Directors**

- At the time of appointment or re-appointment, the Whole-time Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination & Remuneration Committee and the Board of Directors) and the Whole-time Director within the overall limits prescribed under the Act.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- In determining the remuneration, the Nomination and Remuneration Committee shall consider the following:
  - a) The relationship of remuneration and performance benchmarks is clear;
  - b) Balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
  - c) Responsibility of the Managing Director's and the industry benchmarks and the current trends;
  - d) The Company's performance vis-à-vis the annual budget achievement and individual performance.

**b. Remuneration to Non-Executive Directors**

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him at such sum as may be approved by the Board of Directors within the overall limits prescribed under the Act read with Companies Managerial Remuneration Rules, 2014.

The Independent Directors of the Company shall not be entitled to participate in Stock Option Scheme of the Company, if any, introduced by the Company.

Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional nature shall not be considered as a part of the remuneration for the purposes mentioned above if the following conditions are satisfied:

1. The Services are rendered by such Director in his capacity as the professional; and
2. In the opinion of the Committee, the Director possesses the requisite qualification for the practice of that profession.

**c. Remuneration of Senior Management Employees**

In determining the remuneration of the Senior Management employees (i.e. KMPs and Executive Committee Members) the Nomination and Remuneration Committee shall consider the following:

- a) The remuneration to Key Managerial Personnel and Senior Management may consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Company may issue Employee Stock Option/ Purchase Schemes to Key Managerial Personnel and Senior Management in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- c) The Fixed pay shall include monthly remuneration as decided by the Board from to time.
- d) The remuneration including annual increment and performance incentive is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, industry benchmark and current compensation trends in the market.

**d. Details of remuneration and sitting fees paid to the Directors / KMP and Number of Equity Shares held by them during the year ended March 31, 2023:**

Details of remuneration/sitting fees paid during the year 2022-23 and number of shares held as on March 31, 2023 by the directors of the Company are as follows:

(Amount in Rs. Except for shares)

| Name of the Directors                    | Salary & Perquisites (Rs.) | Performance/ Incentive/ Bonus | Commission | Sitting Fees | Total (Rs.) | No. of Shares held |
|--|----------------------------|-------------------------------|------------|--------------|-------------|--------------------|
| Mr. Gagan Chaturvedi (w.e.f. 02.02.2023) | -                          | -                             | -          | -            | -           | NIL                |
| Mrs. Minal Jangla                        | -                          | -                             | -          | -            | -           | NIL                |
| Mr. Naresh Goradia (upto 02.02.2023)     | -                          | -                             | -          | -            | -           | NIL                |
| Mr. Ketan Shah                           | -                          | -                             | -          | -            | -           | NIL                |
| Mr. Taroon Vaswani                       | -                          | -                             | -          | -            | -           | NIL                |
| Mr. Kersi Pavri (upto 02.02.2023)        | -                          | -                             | -          | -            | -           | NIL                |
| Ms. Archana Dakhale                      | -                          | -                             | 27,500     | -            | 27,500      | NIL                |
| Mr. Anoop Kabra                          | 2,10,000                   | -                             | -          | -            | 2,10,000    | NIL                |
| Ms. Parul Gupta (upto 13.02.2023)        | -                          | -                             | -          | -            | -           | NIL                |

- The Company has not granted any Stock Options.
- There are no separate service contracts with any of the directors. There is no separate provision for payment of severance fees.
- Apart from the above - mentioned remuneration or fees paid, there are no other fixed components and performance linked incentives based on the performance criteria. No remuneration/compensation is paid to Non-Executive Directors.

**GENERAL BODY MEETINGS AND POSTAL BALLOT:**

Details with respect to date, location and time of preceding three Annual General Meetings are given below:

| Financial Year | Date               | Time       | Venue  | Special Resolution passed |
|----------------|--------------------|------------|--|---------------------------|
| 2021-22        | September 30, 2022 | 10.00 a.m. | Held through video Conferencing ('VC') facility or other audio-visual means ('OAVM') | -                         |
| 2020-21        | November 30, 2021  | 10.00 a.m. | Held through video Conferencing ('VC') facility or other audio-visual means ('OAVM') | -                         |
| 2019-20        | December 23, 2020  | 10.00 a.m. | Held through video Conferencing ('VC') facility or other audio-visual means ('OAVM') | -                         |

- **Postal Ballot**

During the year under review, no resolution was passed through Postal Ballot. None of the businesses proposed to be transacted in the ensuing Annual General Meeting requires passing a resolution through Postal Ballot.

**MEANS OF COMMUNICATION:**

- **Publication of quarterly results**

The quarterly/half yearly and yearly financial results are sent to Bombay Stock Exchange Limited and National Stock Exchange of India Limited immediately after they are approved by the Board in their meeting. The results are also published in accordance with the provisions regulation 47 of the Listing Regulations in English Newspaper viz. “The Free Press Journal” and in Marathi newspaper viz. “Navshakti”. The results are posted on Company’s website [www.gfsteel.co.in](http://www.gfsteel.co.in) and are also available on websites of National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com) and BSE Limited i.e. [www.bseindia.com](http://www.bseindia.com).

- **Presentations / Press Releases**

The Company has not made any presentations/press release to institutional investors or to the analysts during the year under review.

**GENERAL INFORMATION FOR SHAREHOLDERS**

|     |  |   |  |
|-----|--|---|--|
| (a) | <b>Date, Day, Time and Venue of Annual General Meeting</b> | Venue:<br>Friday, the 29 <sup>th</sup> day of September, 2023 at 12 Noon through video Conferencing (“VC”) facility or other audio visual means (“OAVM”)                      |  |
| (b) | <b>Financial Year</b>                                      | 1 <sup>st</sup> April, 2022 to 31 <sup>st</sup> March, 2023   |  |
| (c) | <b>Book Closure dates</b>                                  | Saturday, 23 <sup>rd</sup> September, 2023 to Friday, 29 <sup>th</sup> September, 2023 (both days inclusive)  |  |
| (d) | <b>Financial Calendar (2023-24)</b>                        | Result for the quarter ended June 30, 2023  | - On August 10, 2023   |
|     |  | Result for the quarter ending September 30, 2023  | - On or before November 14, 2023   |
|     |  | Result for the quarter ending December 31, 2023   | - On or before February 14, 2023   |
|     |  | Audited Result for the year/ quarter ending March 31, 2023  | - On or before May 30, 2023.   |
| (e) | <b>Dividend Payment Date</b>                               | Not applicable  |  |
| (f) | <b>Cut-off date for e-voting</b>                           | The e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on the cut-off date i.e., Friday, September 22, 2023. |  |
| (g) | <b>Listing on Stock Exchanges</b>                          | <b>BSE Limited (BSE)</b><br>Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001  | <b>National Stock Exchange of (India) Limited (NSE)</b><br>Exchange Plaza, C-1, Block G. Bandra Kurla Complex Bandra, East, Mumbai- 400051 |
| (h) | <b>Stock Code/ Symbol</b>                                  | BSE : 513343<br>NSE : GFSTEELS  |  |
| (i) | <b>ISIN for CDSL and NSDL</b>                              | INE534A01028  |  |

|     |   |                |
|-----|---|----------------|
| (j) | <b>Commodity price risk or foreign exchange risk and hedging activities</b> | Not Applicable |
|-----|---|----------------|

**m) Listing fees:**

The Equity shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The Company has paid the requisite listing fees to the said Stock Exchanges for the financial year 2022-23.

**n) Market Price Data:**

The monthly high and low quotations of shares traded on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) with corresponding details of BSE Sensex and NSE Nifty during each month in F.Y.2022-23 are as follows:

| Month  | BSE*         |              | NSE**         |              |
|--------|--------------|--------------|---------------|--------------|
|        | High (in Rs) | Low (in Rs.) | High (in Rs.) | Low (in Rs.) |
| Apr-22 | 4.25         | 2.99         | 4.00          | 3.55         |
| May-22 | 4.24         | 2.58         | 4.85          | 2.95         |
| Jun-22 | 4.77         | 4.02         | 4.45          | 2.70         |
| Jul-22 | 4.80         | 3.37         | 4.90          | 2.80         |
| Aug-22 | 4.35         | 3.61         | 3.65          | 2.90         |
| Sep-22 | 5.20         | 3.82         | 4.35          | 2.85         |
| Oct-22 | 5.90         | 4.01         | 5.00          | 3.55         |
| Nov-22 | 5.90         | 5.9          | 5.00          | 5.00         |
| Dec-22 | 6.19         | 5.9          | 5.25          | 5.00         |
| Jan-23 | 6.19         | 6.19         | 5.25          | 5.25         |
| Feb-23 | 6.49         | 6.19         | 5.50          | 5.25         |
| Mar-23 | 6.81         | 6.49         | 5.75          | 5.50         |

Source: \*[www.bseindia.com](http://www.bseindia.com) , \*\*[www.nseindia.com](http://www.nseindia.com)

**o) Registrar & Share Transfer Agent**

Purva Shareregistry India Private Limited has been appointed as one-point agency, for dealing with the shareholders. Shareholders should address their communications or correspondence to the Company's Registrar & Share Transfer Agent at the address mentioned below:

Purva Shareregistry India Private Limited  
9, Shiv Shakti Industrial Estate,  
J.R. Boricha Marg, near lodha excelus,  
Lower Parel (East) Mumbai-400011  
Tel: 91 22 23012518  
Fax: 91 22 23012517  
E-mail: [support@purvashare.com](mailto:support@purvashare.com)

**p) Share Transfer System:**

All the shares sent for transfer in physical form are registered by the Registrar and Share Transfer Agent within the prescribed time, if documents are found in order. Shares under objection, if any, are returned within two weeks. All requests for dematerialization of shares, if any, are processed and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 21 days. The Company obtains, from a Practicing Company Secretary, yearly Certificate of Compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations entered into with Stock Exchanges and files a copy of the said certificate with the concerned Stock Exchanges.

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30<sup>th</sup> November, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1<sup>st</sup> April, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

**q) Distribution of shareholding as on March 31, 2023:**

| Shareholding<br>(No. of<br>Shares) | Number of<br>shareholders | % of total<br>number of<br>shareholders | Total<br>Number<br>of<br>Shares | % of<br>Total<br>Number<br>of<br>Shares |
|------------------------------------|---------------------------|---|---------------------------------|---|
| 1 to 100                           | 9793                      | 40.45                                   | 582527                          | 1.91                                    |
| 101 to 200                         | 9944                      | 41.08                                   | 1448836                         | 4.76                                    |
| 201 to 500                         | 2218                      | 9.16                                    | 845313                          | 2.78                                    |
| 501 to 1000                        | 1239                      | 5.12                                    | 1072369                         | 3.52                                    |
| 1001 to 5000                       | 808                       | 3.34                                    | 1891088                         | 6.21                                    |
| 5001 to 10000                      | 116                       | 0.48                                    | 912863                          | 3                                       |
| 10001 to 100000                    | 89                        | 0.37                                    | 2327424                         | 7.65                                    |
| 100001 to Above                    | 1                         | 0                                       | 21349580                        | 70.16                                   |
| <b>Total</b>                       | <b>24208</b>              | <b>100</b>                              | <b>30430000</b>                 | <b>100</b>                              |

**r) Shareholding Pattern as on March 31, 2023:**

| Sr. No. | Category of Shareholders                  | Number<br>of<br>shares held | Percentage of<br>Shareholding (%) |
|---------|---|-----------------------------|-----------------------------------|
| 1       | Resident Individuals                      | 8141370                     | 26.75                             |
| 2       | G.I.C                                     | 3100                        | 0.01                              |
| 3       | Bodies Corporate                          | 508253                      | 1.67                              |
| 4       | Clearing Members                          | 95995                       | 0.32                              |
| 5       | Promoter                                  | 21349580                    | 70.16                             |
| 6       | Nationalised Banks                        | 1980                        | 0.01                              |
| 7       | Indian Mutual Funds                       | 2000                        | 0.01                              |
| 8       | Foreign Portfolio Investor<br>(Corporate) | 10                          | 0                                 |
| 9       | N.R.I. (Non-Repatriation)                 | 19760                       | 0.06                              |
|         | N.R.I. (Repatriation)                     | 13207                       | 0.04                              |
| 10      | Hindu Undivided Family                    | 294745                      | 0.97                              |
|         | <b>Total</b>                              | <b>3,04,30,000</b>          | <b>100</b>                        |

**s) Dematerialization of shares and liquidity**

As on March 31, 2023, the total number of Equity Shares of the Company in dematerialized form, stood at 2,81,52,542 shares (representing 92.51% of the Company's Paid-up Equity Share Capital of the Company). Shareholders seeking demat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificates to the Share Transfer Agent of the Company. Upon receipt of the request and share certificates, the Share Transfer Agent will verify the same. Upon verification, the Share Transfer Agent will request National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) to confirm the demat request. The demat account of the respective shareholder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

**(r) Outstanding ADRs', GDRs', Warrants or any convertible instruments, conversion date and impact on Equity**

As on March 31, 2023, the Company does not have any outstanding ADRs', GDRs', Warrants or any convertible instruments.

**(t) Address for Investor Correspondence**

Shareholders can contact the Compliance Officer of the Company for Share / Secretarial related matters at the below mentioned address:

**Ms. Nalini Singh**  
Compliance Officer  
**Grand Foundry Limited**  
302, Cabin No. 1, Sanjay Appa Chambers,  
Plot No. 82, Behind Charat Singh Colon,  
Andherin East, Mumbai-400093  
E-mail Id: [cs@gfsteel.co.in](mailto:cs@gfsteel.co.in)  
Contact No.: +91 9711989548

**DISCLOSURES:**

**a. Related-party transactions**

There were no materially significant transactions with related parties, pecuniary transactions or relationship between the Company and its Directors during the Financial Year ended March 31<sup>st</sup>, 2023 that may have potential conflict with the interest of the Company at large.

The transactions with the related parties, as per the requirements of the Accounting Standard (AS) 18, are disclosed in the Notes on Accounts, forming part of the Annual Report. All the transactions with the related parties were at arm's length basis.

**b. Details of utilization of funds raised through preferential allotment or qualified institutions placement**

The Company did not raise any funds through preferential allotment or qualified institutions placement during the Financial Year 2022-23.

**c. Compliances related to Capital Market**

The Company has complied with the requirements of the Stock Exchanges, Securities and Exchange Board of India (SEBI) and other statutory authorities on all matters relating to capital market during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or other statutory Authorities.

There was no delay in payment of Annual Listing Fees for financial year 2022-23 to National Stock Exchange of India Limited and BSE Limited.

**d. Vigil Mechanism/ Whistle Blower Policy**

The Company promotes ethical behavior in all its business activities and has establish a mechanism for reporting illegal or unethical behavior. The Company has a whistle blower policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the employees / workers. The confidentiality of those reporting violation is maintained, and they are not subjected to any discriminatory practice. However, no violation of laws or unethical conduct etc was brought to the notice of the Management or Audit Committee during the year ended March 31, 2023. We affirm



## 31<sup>st</sup> Annual Report 2022-23

that during the financial year 2022-23, no employee or director of the Company was denied access to the Management.

|                             |   |   |
|-----------------------------|---|---|
| Chairman of Audit Committee | : | Mr. Gagan Chaturvedi  |
| E-mail                      | : | cs@gfsteel.co.in  |
| Phone No.                   | : | +91-9711989548  |
| Written Communication to    | : | 302, Cabin No. 1, Sanjay Appa Chambers, Plot No. 82,<br>Behind Charat Singh Colon, Andherin East, Mumbai-<br>400093 |

### e. Disclosure of Compliance of Corporate Governance

The Company has complied with all mandatory requirements as per the provisions under Regulation 27 of the Listing Regulations. The Company has also complied with the requirements of Part C (Corporate Governance Report) of sub-paras (2) to (10) of Schedule V of the Listing Regulations.

### f. Details of compliance with mandatory requirements and adoption of non-mandatory requirements

The Company has complied with all mandatory requirements as applicable to the Company. The Company has also complied with the requirements of Part C (Corporate Governance Report) of sub-para (2) to (10) of Schedule V of the Listing Regulations.

The details of the discretionary requirements under Regulation 27 and Part E of Schedule II of the Listing Requirements is provided below:

- a. **Shareholders rights:** Unaudited/ Audited Quarterly/ half yearly/ annual financial results are published in leading newspapers, viz. Free Press Journal and vernacular newspaper i.e. Navshakti and also made available on the website of the Company.
- b. **Modified opinion in Audit Report:** The Auditor's Report is with unmodified opinion.
- c. **Reporting of Internal Auditor:** The Internal Auditors report to the Audit Committee.

### g. Subsidiary Companies:

As on 31<sup>st</sup> March 2023, the Company does not have any Subsidiary, Associate or Joint Venture Companies.

### h. Disclosure of Risk management

The Company has framed the risk assessment and minimization procedure, which is periodically reviewed by the Audit Committee and the Board.

### i. CEO/ CFO Certification

In terms of Regulation 33(2)(a) of the Listing Regulations, Mrs. Vijay Paul Kaushal, Director and CEO, and Ms. Shivani Jain, CFO of the Company have submitted a Certificate to the Board of Directors in the prescribed format in respect of financial year ended March 31, 2023.

### j. Auditors' Certificate on compliance with the provisions relating to Corporate Governance

Auditors' Certificate on compliance of conditions of the Listing Regulations relating to Corporate Governance by the Company is annexed to this Report.

### k. Certificate from Company Secretary in Practice

- a. A certificate received from M/s. Sudhanshu Singhal, Practicing Company Secretaries, Delhi is attached in this report stating that none of the directors on the Board of the Company have been

debarred or disqualified from being appointed or continuing as directors of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

**l. Recommendation by Committee:**

The Board has accepted all recommendations from all the committees of the Board, which is mandatorily required, during the financial year under review.

**m. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the Statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.**

| Sr. No | Particulars                          | Amount (in Rs.) |
|--------|--------------------------------------|-----------------|
| 1      | Statutory Audit Fees*                | 80,000          |
| 2      | Other services for Taxation matters* | 10,000          |
|        | <b>Total</b>                         | <b>90,000</b>   |

\* excludes applicable taxes thereon

**n. Disclosure of Accounting Treatment**

Pursuant to SEBI Circular dated 5<sup>th</sup> July, 2016, the Company has adopted Indian Accounting Standards ("Ind AS") which is applicable w.e.f 1<sup>st</sup> April 2017 and accordingly the financial statements have been prepared in accordance with recognition and measurement principles laid down in the Ind AS 34 Interim Financial Reporting prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.

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**DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT:**

I, Vijay Paul Kaushal, Director and Chief Executive Officer of Grand Foundry Limited, hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management, during the Financial Year 2022-23.

**Place: Mumbai**  
**Date: September 05, 2023**

**Vijay Paul Kaushal**  
**Director/ Chief Executive officer**  
**DIN: 10197853**

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**Auditors' Certificate on Compliance of the Corporate Governance**

**To,  
The Members of  
Grand Foundry Limited**

We have examined the records concerning compliance of the conditions of Corporate Governance by **GRAND FOUNDRY LIMITED** for the year ended March 31, 2023, under Regulation 15(2) read with Schedule V Part E of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (hereinafter together referred to as "the Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and based on the information and explanations given to us and the representations made by management and to the best of our knowledge and belief, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Vijay V. Dedhia & Co.**  
Chartered Accountants  
ICAI Firm Registration No. 111439W

**CA. Vijay V. Dedhia**  
Membership No. 042197  
UDIN: 23042197BGYHDU7902

**Place :** Mumbai  
**Date :** September 04, 2023

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**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members,  
**Grand Foundry Limited**  
Mumbai

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of the Company **Grand Foundry Limited** having CIN:L99999MH1974PLC017655 and having registered office at 302, Cabin No.1, Sanjay Appa Chambers, Plot No. 82 Behind Charat Singh Colony, Andheri East, Chakala Midc, Mumbai-400093 (hereinafter referred to as '**the Company**'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31<sup>st</sup> March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| Sr. No. | Name of Directors       | DIN      | Date of appointment in the Company | Re-appointment in the Company |
|---------|-------------------------|----------|------------------------------------|-------------------------------|
| 1       | Gagan Chaturvedi        | 09826175 | 02/02/2023                         | -                             |
| 2       | Minal Jangla            | 00734650 | 11/08/2017                         | 11/08/2022                    |
| 3       | Ganga Gupta             | 02461120 | 02/02/2023                         | -                             |
| 4       | Ketan Rasiklal Shah     | 00086907 | 29/05/2019                         | -                             |
| 5       | Taroon Sunder Vaswani   | 01870879 | 29/05/2019                         | -                             |
| 6       | Archana Prakash Dakhale | 06637416 | 27/09/2021                         | -                             |

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Sudhanshu Singhal & Associates**  
**Company Secretaries**

**Date: 04<sup>th</sup> September, 2023**  
**Place: Delhi**  
**UDIN: F007819E000938474**

**Proprietor**  
**C.P. No. :8762**  
**M. No. F7819**  
Peer Review Certificate no. 2793/2022  
Quality reviewed year-2022

**CEO & CFO Certificate under Regulation 33(2) (a) of SEBI (LODR) Regulation, 2015**

To,  
The Board of Directors  
Grand Foundry Limited

Dear members of the Board,

We, the undersigned, in our respective capacities as Whole-time Director and Chief Financial Officer of Grand Foundry Limited ("the Company"), to the best of our knowledge and belief, we state that:

1. We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2023 and that to the best of our knowledge and belief:
  - i. these statements do not contain any materiality untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit committee
  - i. significant changes, if any, in the internal control over financial reporting during the year;
  - ii. significant changes, if any, in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.
5. We further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

**For and behalf of the Board of Directors of  
Grand Foundry Limited**

Date: September 05, 2023

Vijay Paul Kaushal  
CEO

Shivani Jain  
CFO

## INDEPENDENT AUDITOR'S REPORT

### To the Members of Grand Foundry Limited

#### Report on the Audit of the Financial Statements

##### Opinion

We have audited the accompanying financial statements of Grand Foundry Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

##### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

##### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

We have determined that there are no other key audit matters to communicate in our report.

### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.



### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended

March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure 1**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- With respect to the adequacy of the internal financial controls with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "**Annexure 2**" to this report;
- In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - I. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 27(v)(a) to the financial statements;
  - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company
  - IV. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner

whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

V. There is no interim or final dividend have been declared or paid by the Company during the year.

Vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

**For Vijay V. Dedhia & Co.**  
Chartered Accountants  
ICAI Firm Registration No. 111439W

**Place :** Mumbai  
**Date :** May 27, 2023

**CA. Vijay V. Dedhia**  
Membership No. 042197  
UDIN: 23042197BGYHDD5975

**Annexure 1 referred to in paragraph 1 under the heading “Report on Other legal and Regulatory Requirements” of our report of even date**

**Re: Grand Foundry Limited (the “Company”)**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

1. (a) (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
  - (ii) The Company has maintained proper records showing full particulars of intangibles assets.
- (b) The property, plant and equipment were physically verified during the year by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification. However organisation have disposed off all the assets at the end of the year and there is no fixed assets reposted in the audited balance sheet at the end the reporting period.
- (c) According to the information and explanations given by the management, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2023.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
2. (a) In our opinion the coverage and procedure of verification of inventory by the management is appropriate however company does not have any inventory during the financial year therefore this clause is not applicable to the Company.
  - (b) During any point of time of the year, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from any banks or financial institutions, therefore this clause is not applicable to the Company.
3. (a) During the year the Company has not provided guarantees or security the Company to companies, firms, Limited Liability Partnerships or any other parties however company has provided loan to the following Company

| Sl No. | Name of the Entity  | Opening Balance | Loan Granted | Repayment of Loan | Closing Balance |
|--------|---------------------|-----------------|--------------|-------------------|-----------------|
| 1.     | K L Properties Ltd. | Nil             | 51.34 Lacs   | 48.28 Lacs        | 3.06 Lacs       |

- (b) During the year the terms and conditions of loan made by the Company is not prejudicial to the Company's interest.
  - (c) The Company has granted loan either repayable on demand or without specifying any terms or period of repayment. Accordingly, the requirement to report on clause 3(iii)(c) to 3(iii)(e) of the Order is not applicable to the Company and hence not commented upon.
  - (d) The Company has granted loan either repayable on demand or without specifying any terms or period of repayment and loan made to related parties are 100% of total loan made during the financial year.
4. In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the Company.
5. According to the information and explanations given to us, the Company has not accepted any deposit from the public nor accepted any amounts which are deemed to be deposits during the year within the meaning of Sections 73 and 76 of the Companies Act, 2013. In respect of unclaimed deposits, the Company has complied with the provisions of Sections 74 and 75 or any other relevant provisions of the Companies Act, 2013. We are informed by the management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
6. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of specified products/service of the Company and are of the opinion that prima facie, the specified accounts and records have been made and maintained are in order.
7. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, duty of custom, duty of excise, cess and other statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Goods and Services Tax, provident fund, employees' state insurance, income-tax, duty of custom, duty of excise, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
8. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
9. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.

- (d) The Company did not raise any funds during the year hence, the requirement to report on clause (ix)(d) of the Order is not applicable to the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Hence, the requirement to report on clause (ix)(e) of the Order is not applicable to the Company.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
10. (a) According to the information and explanations given by the management, the Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, reporting under clause 3(x)(a) is not applicable to the Company and hence not commented upon.
- (b) The Company has not made any preferential allotment or private placement of shares / fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
11. (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor / secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.
12. In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
13. According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
14. (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
15. According to the information and explanations given by the management, the Company has not entered into any non- cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
16. (a) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

17. The Company has not incurred cash losses in the current year and in the immediately preceding financial year.

18. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

19. On the basis of the financial ratios as disclosed in the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 27 (iii) to the financial statements.

(b) All amounts that are unspent under section (5) of section 135 of Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance of with provisions of sub section (6) of section 135 of the said Act. This matter has been disclosed in note 27 (iii) to the financial statements.

**For Vijay V. Dedhia & Co.**  
Chartered Accountants  
ICAI Firm Registration No. 111439W

**Place :** Mumbai  
**Date :** May 27, 2023

**CA. Vijay V. Dedhia**  
Membership No. 042197  
UDIN: 23042197BGYHDD5975

## **Annexure 2 Independent Auditor's Report of even date on the Financial Statements of Grand Foundry Limited.**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with reference to the financial statements of Grand Foundry Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over the Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these financial statements.

#### **Meaning of Internal Financial Controls With Reference to these Financial Statements**

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting



principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls With Reference to the Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the financial statements to future periods are subject to the risk that the internal financial control with reference to the financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to the financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**For Vijay V. Dedhia & Co.**  
Chartered Accountants  
ICAI Firm Registration No. 111439W

**Place :** Mumbai  
**Date :** May 27, 2023

**CA. Vijay V. Dedhia**  
Membership No. 042197  
UDIN: 23042197BGYHDD5975

**GRAND FOUNDRY LIMITED**  
CIN: L99999MH1974PLC017655

302, Cable No. 1, Sanjay Appa Chambers, Plot No. 82 Behind Charat Singh Colony, Andheri East, Mumbai-400093

Ph. No. 9711989548; E-mail: cs@gfsteel.co.in; Website: www.gfsteel.co.in

**BALANCE SHEET AS AT 31 MARCH, 2023**

(Rs. in Lakhs)

| Particulars                         | Note No. | As at         |               |
|-------------------------------------|----------|---------------|---------------|
|                                     |          | 31.03.2023    | 31.03.2022    |
| <b>A. ASSETS</b>                    |          |               |               |
| <b>1. Non-current assets</b>        |          |               |               |
| (a) Property, Plant and Equipment   |          |               |               |
| (i) Tangible Assets                 | 2        | -             | 6.00          |
| (b) Financial Assets                |          |               |               |
| (i) Loans                           |          |               |               |
| (ii) Investment                     |          |               |               |
| (i) Others financial assets         |          |               |               |
| (d) Non Current Tax Assets          |          |               |               |
| (b) Deferred tax assets (Net)       |          | -             | 1.00          |
| (c) Other non-current assets        |          |               |               |
|                                     |          | -             | 7.00          |
| <b>2. Current assets</b>            |          |               |               |
| (a) Inventories                     |          | -             | -             |
| (b) Financial Assets                |          |               |               |
| (i) Other investments               |          | -             | -             |
| (ii) Trade receivables              | 3        | -             | 24.83         |
| (iii) Loans                         | 4        | 3.06          | -             |
| (iv) Cash and cash equivalents      | 5        | 0.40          | 2.00          |
| (c) Other current assets            | 6        | 0.43          | 45.68         |
|                                     |          | 3.89          | 72.51         |
| <b>TOTAL ASSETS</b>                 |          | <b>3.89</b>   | <b>80.00</b>  |
| <b>B. EQUITY AND LIABILITIES</b>    |          |               |               |
| <b>Equity</b>                       |          |               |               |
| (a) Equity Share capital            | 7        | 1,217.20      | 1,217.20      |
| (b) Other Equity                    | 8        | (1,656.11)    | (1,545.50)    |
|                                     |          | (438.91)      | (328.30)      |
| <b>Liabilities</b>                  |          |               |               |
| <b>1. Non-current liabilities</b>   |          |               |               |
| (a) Deferred tax liabilities (net)  |          | -             | -             |
| (b) Financial Liabilities           |          |               |               |
| (i) Loans                           |          |               |               |
| (i) Security Deposit                |          |               |               |
| <b>2. Current liabilities</b>       |          |               |               |
| (a) Financial Liabilities           |          |               |               |
| (i) Loans                           | 9        | 435.65        | -             |
| (i) Trade payables                  | 10       | 4.94          | 244.77        |
| (ii) Other financial liabilities    | 11       | -             | 0.08          |
| (b) Other current liabilities       | 12       | 2.22          | 163.59        |
| (c) Current tax liabilities (Net)   | 13       |               | -             |
|                                     |          | 442.81        | 408.45        |
| <b>TOTAL EQUITY AND LIABILITIES</b> |          | <b>442.81</b> | <b>408.45</b> |
|                                     |          | <b>3.89</b>   | <b>80.00</b>  |

**See accompanying Notes to Financial Statements**

As per our report of even date.

**FOR VIJAY V DEDHIA & CO**  
**CHARTERED ACCOUNTANTS**  
FRN: 111439W

**FOR GRAND FOUNDRY LTD**

**Minal Jangla**  
Chief Executive Officer  
& Director  
DIN: 00734650

**Gagan Chaturvedi**  
Director  
DIN: 09826175

**Anoop Kabra**  
Chief Financial Officer  
PAN: AGAPK1310P

**VIJAY V DEDHIA**  
M. No. 042197  
UDIN: 23042197BGYHDD5975

Place: Mumbai  
Date: 27/05/2023

**GRAND FOUNDRY LIMITED**  
CIN: L99999MH1974PLC017655

302, Cable No. 1, Sanjay Appa Chambers, Plot No. 82 Behind Charat Singh Colony, Andheri East, Mumbai-400093  
Ph. No. 9711989548; E-mail: cs@gfsteel.co.in; Website: www.gfsteel.co.in

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MAR. 2023**

(Rs. in Lakhs)

| Particulars  | Note No. | For the year ended | For the year ended |
|--|----------|--------------------|--------------------|
|  |          | 31.03.2023         | 31.03.2022         |
| <b>1 REVENUE</b>   |          |                    |                    |
| (a) Revenue from operations  | 14       | 10.12              | -                  |
| (b) Other income   | 15       | 0.18               | 1.64               |
| <b>2 TOTAL INCOME</b>  |          | <b>10.29</b>       | <b>1.64</b>        |
| <b>3 EXPENSES</b>  |          |                    |                    |
| (a) Purchase of Traded Goods   | 16       | 10.02              | -                  |
| (b) Increase/ (Decrease) of Traded goods   |          |                    |                    |
| (c) Employee benefits expense  | 17       | 2.83               | 1.00               |
| (d) Finance costs  | 18       | 17.00              | -                  |
| (e) Depreciation and amortisation expenses                                       | 2        | -                  | 3.35               |
| (f) Other expenses   | 19       | 40.60              | 18.31              |
| <b>4 TOTAL EXPENSES</b>  |          | <b>70.44</b>       | <b>22.66</b>       |
| <b>5 PROFIT/(LOSS) BEFORE EXCPETIONAL ITEM AND TAX EXPENSE (2-4)</b>             |          | <b>(60.15)</b>     | <b>(21.02)</b>     |
| <b>6 Exceptional items</b>   |          |                    |                    |
| Prior Period Expenses  |          | 50.46              | -                  |
| <b>7 PROFIT/(LOSS) BEFORE TAX (5-6)</b>  |          | <b>(110.61)</b>    | <b>(21.02)</b>     |
| <b>8 TAX EXPENSE</b>   | 20       |                    |                    |
| (a) Current tax expense  |          |                    |                    |
| (b) Deferred tax   |          |                    |                    |
| (c) Tax Adjusted for earlier years   |          |                    | -                  |
| <b>NET TAX EXPENSE</b>   |          | -                  | -                  |
| <b>9 PROFIT / (LOSS) AFTER TAX (7-8)</b>   |          | <b>(110.61)</b>    | <b>(21.02)</b>     |
| <b>10 Other Comprehensive Income</b>   |          |                    |                    |
| (i) Items that will not be reclassified to Profit/(Loss)                         |          |                    |                    |
| - Remeasurements of the defined benefit obligation                               |          |                    | -                  |
| - Deferred Tax on Remeasurements of the defined benefit obligation               |          | -                  | -                  |
| (ii) Income tax relating to items that will not be reclassified to Profit/(Loss) |          |                    |                    |
| <b>Total other comprehensive income</b>  |          | -                  | -                  |
| <b>11 Total Comprehensive Income for the period (9+10)</b>                       |          | <b>(110.61)</b>    | <b>(21.02)</b>     |
| <b>12 Earnings per equity share</b>  | 21       |                    |                    |
| (Face value of Rs. 10 per share)   |          |                    |                    |
| Basic (Rs. per share)  |          | (0.36)             | (0.07)             |
| Diluted (Rs. per share)  |          | (0.36)             | (0.07)             |

As per our report of even date.  
FOR VIJAY V DEDHIA & CO  
CHARTERED ACCOUNTANTS  
FRN: 111439W

FOR GRAND FOUNDRY LTD

VIJAY V DEDHIA  
M. No. 042197  
UDIN: 23042197BGYHDD5975

Minal Jangla  
Chief Executive Officer  
& Director  
DIN: 00734650

Gagan Chaturvedi  
Director  
DIN: 09826175

Place: Mumbai  
Date: 27/05/2023

Anoop Kabra  
Chief Financial Officer  
PAN: AGAPK1310P

**GRAND FOUNDRY LIMITED**  
**CIN: L99999MH1974PLC017655**  
**302, Cable No. 1, Sanjay Appa Chambers, Plot No. 82 Behind Charat Singh Colony, Andheri East, Mumbai-400093**  
**Ph. No. 9711989548; E-mail: cs@gfsteel.co.in; Website: www.gfsteel.co.in**

**STATEMENT OF CASH FLOW FOR THE YEAR ENDED March 31, 2023**

(Rs. in Lakhs)

| S.No. | Particulars  | For the<br>Year Ended<br>March 31, 2023 | For the<br>Year Ended<br>March 31, 2022 |
|-------|--|---|---|
| A     | <b>CASH FLOW FROM OPERATING ACTIVITIES</b>                             | -                                       | -                                       |
|       | Net Profit/(Loss) before tax   | -110.61                                 | -21.02                                  |
|       | <b>Adjustments for:</b>  |   |   |
|       | Depreciation and amortisation expense                                  | 0.00                                    | 3.35                                    |
|       | Non Cash adjustment  | 0.00                                    |   |
|       | Interest Income  | -0.04                                   |   |
|       | <b>Operating profit before working capital changes</b>                 | <b>-110.65</b>                          | <b>-17.67</b>                           |
|       | <b>Changes in working capital:</b>                                     |   |   |
|       | Trade Receivables  | 24.83                                   | 0.00                                    |
|       | Other current financial assets   | 45.25                                   | 0.00                                    |
|       | Other current non- financial assets                                    | 0.00                                    | 0.00                                    |
|       | Other non current assets   | 0.00                                    | 142.53                                  |
|       | Inventories  | 0.00                                    | 0.00                                    |
|       | Short term Loans & Advances  | 0.00                                    | -118.76                                 |
|       | <u>Adjustments for increase / (decrease) in operating liabilities:</u> |   |   |
|       | Trade Payables   | -239.83                                 | 0.00                                    |
|       | Short Term Borrowings  | 0.00                                    | 0.00                                    |
|       | Current financial Liabilities  | -0.08                                   | 1.84                                    |
|       | Other Current Liabilities  | -161.37                                 | 0.00                                    |
|       | Current non-financial Liabilities                                      | 0.00                                    | 68.18                                   |
|       | <b>Cash generated from operations</b>                                  | <b>-441.86</b>                          | <b>76.13</b>                            |
|       | Taxes paid / (received)  |   | 0.00                                    |
|       | <b>Net Cash from Operating Activities</b>                              | <b>-441.86</b>                          | <b>76.13</b>                            |
| B     | <b>CASH FLOW FROM INVESTING ACTIVITIES</b>                             |   |   |
|       | Capital expenditure on fixed assets                                    | 6.00                                    | 0.00                                    |
|       | Sale of Investment   | 0.00                                    | 85.00                                   |
|       | Investment in shares   | 0.00                                    | -394.60                                 |
|       | <b>Net Cash used in Investing Activities</b>                           | <b>6.00</b>                             | <b>-309.60</b>                          |
| C     | <b>CASH FLOW FROM FINANCING ACTIVITIES</b>                             |   |   |
|       | Proceeds/(Repayment) of short term borrowings                          | 435.65                                  | 229.67                                  |
|       | Interest Income  | 0.04                                    |   |
|       | Increase in Long Term Loans and advances                               | -3.06                                   | 0.00                                    |
|       | Decrease in Long Term Borrowings                                       | 0.00                                    | 0.00                                    |
|       | Payment of Equity dividend including DDT                               | 0.00                                    | -1.84                                   |
|       | <b>Net Cash from Financing Activities</b>                              | <b>432.63</b>                           | <b>227.83</b>                           |
|       | <b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>            | <b>-3.23</b>                            | <b>-5.64</b>                            |
|       | <b>Cash and Cash Equivalents at the beginning of the period</b>        | <b>1.88</b>                             | <b>1,15,979.00</b>                      |
|       | <b>Cash and Cash Equivalents at the end of the period</b>              | <b>-1.35</b>                            | <b>1,15,973.36</b>                      |
|       | <b>Cash and Cash Equivalents at the end of the period comprise of:</b> |   |   |
|       | Cash in Hand   | 0.00                                    | 0.67                                    |
|       | Cheques in hand  | 0.00                                    | 0.00                                    |
|       | Fixed Deposit  |   | 0.00                                    |
|       | Balances with Banks in Current Accounts                                | 0.40                                    | 1.16                                    |
|       |  | <b>0.40</b>                             | <b>1.88</b>                             |
|       |  | -1.76                                   |   |

Note : The above Cash Flow Statement has been prepared under the indirect method set out in IND AS - 07 "Statement of Cash Flow" issued by the Central Government under Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (Companies Indian Accounting Standard Rules, 2015)

As per our report of even date.  
**FOR VIJAY V DEDHIA & CO**  
**CHARTERED ACCOUNTANTS**  
**FRN: 111439W**

**FOR GRAND FOUNDRY LTD**

**Minal Jangla**  
**Chief Executive Officer**  
**& Director**  
**DIN: 00734650**

**Gagan Chaturvedi**  
**Director**  
**DIN: 09826175**

**VIJAY V DEDHIA**  
**M. No. 042197**  
**UDIN: 23042197BGYHDD5975**  
**Place: Mumbai**  
**Date: 27/05/2023**

**Anoop Kabra**  
**Chief Financial Officer**  
**PAN: AGAPK1310P**

We have examined the above cash flow Statement of Grand Foundry Ltd. Derived from Audited Financial Statements and the Books and records maintained by the Company for the year ended on 31st March, 2023 and found the same in agreement therewith

**FOR VIJAY V DEDHIA & CO**  
**CHARTERED ACCOUNTANTS**  
**FRN: 111439W**

**VIJAY V DEDHIA**  
**M. No. 042197**  
**Place: Mumbai**  
**Date: 27/05/2023**

## Notes to Accounts

### 1 General Information

Grand Foundry Limited is incorporated in India in March 1973 under the Indian Companies Act, 1956. The company is engaged in manufacturing of Bright Steel bars and wires. The company's products are utilized for various applications in the engineering industries, including petrochemical, oil and natural gas and automotive industries throughout the world. The company supplies every grade of steel required by the engineering industry to customers spread out throughout Indian and countries, such as the United States, Japan, Singapore, Italy, Australia and Canada. The company also offers pickling and heat treatment lines.

### 2 Significant Accounting Policies:

#### **2.1 Statement of Compliance:**

These Financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "IND AS") As prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

#### **2.2 Current non-current Classification**

All assets and liabilities have been classified as current and non-current as per the company's normal operating cycle (12 months) and other criteria set out in the Schedule III of the Act and IND AS 1 Presentation of financial statements.

Based on the nature of products and the time between the acquisition of assets for processing and their realization, the Company has ascertained its operating cycle as 12 months for the purpose of current / non- current Classification of assets and liabilities.

##### **Assets:**

An Asset is classified as current when it satisfies any of the following criteria:

It is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle

It is held primarily for the purpose of being traded

It is expected to be realized within 12 months after the reporting date; or

It is a cash and cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

##### **Liabilities:**

A Liability is classified as current when it satisfies any of the following criteria:

It is expected to settle in the Company's normal operating cycle;

It is held primarily for the purpose of trading

It is due to be settled within 12 months after the reporting date;

The company's Board of Directors approves the financial statements for issue on May 30, 2022. The aforesaid financial statement has been prepared in Indian Rupee.

#### **2.3 Foreign Currencies:**

Transactions in the foreign currencies are recognized at the prevailing exchange rates on the transaction dates. Realized gains and losses on the settlement of foreign currency transactions are recognized in the statement of Profit and loss.

#### **2.4 Borrowing Cost**

Borrowing cost include interest, fees and other charges incurred in connection with the borrowing of funds and is considered as revenue expenditure for the year in which it is incurred except for borrowing cost attributed to the acquisition/ improvement of qualifying capital assets and incurred till the commencement of commercial use of the assets and which is capitalized as cost of the assets.

#### **2.5 Property, plant and Equipment**

Fixed Assets are stated at cost less accumulated depreciation and impairment if any. Cost includes qualifying assets, borrowing costs capitalized in accordance with the company's accounting policy and includes all other expenditure that is directly attributable to the acquisition of the items Depreciation has been provided on Written Down value and straight line method as per the useful life prescribed in Schedule II to the Companies Act, 2013. T

The estimated usage of the assets, the operation condition of the asset, past history of replacement, anticipated technological changes, manufacturer's warranties and maintenance support etc., estimated useful lives of the assets are as follows:

| Class of Assets        | Years     |
|------------------------|-----------|
| Furniture and Fixtures | 6-7 years |
| Vehicles               | 6-7 years |

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Fixed assets are derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the assets. Any gain or loss arising on the disposal or retirement of any fixed assets are determined as the difference between the sales proceeds and the carrying amount of the assets and are recognized in profit or loss.

## **2.6 Inventories**

Inventories are stated at the Raw material cost value.

## **Income Tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and tounused tax losses.

The Company's liability for current tax is calculated using the Indian tax rates and laws that have been enacted by the reporting date. The Company periodically evaluates the positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretations and provisions where appropriate. Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realized, or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and current tax liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously

Current and deferred tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Minimum Alternate Tax (MAT) credit is recognized as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

## **Employee Benefits**

### **Short-term Obligations**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short-term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

## **2.7 Provisions**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end reporting period, considering the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligations its carrying amount is the present value of those cash flows (when the effect of the time value of money is material)

When some or all the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably.

### **2.8 Cash and Cash Equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, Current bank balances held at call with banks.

### **2.9 Earning Per Share**

Basic earnings per share is computed by dividing the profit/ (loss) after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders share split and reverse share split. Diluted earnings per share is computed by dividing the profit/(loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares including the treasury shares held by the company to satisfy the exercise of the share options by the employees.

## **3 Critical estimates and judgements**

The Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future period, if the revision current and future period

### **A Key sources of estimation uncertainty**

#### **I Contingencies**

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallizing or are very difficult to qualify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes are not recognized.

#### **II Provisions and liabilities**

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated.

The timing of recognition requires application of judgement to existing facts and circumstances, which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

#### **III Useful lives of fixed assets**

Management reviews the useful lives of fixed assets at once in a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs.

Accordingly depreciable lives are reviewed annually using the best information available to the management.

CIN: L99999MH1974PLC017655  
302, Cable No. 1, Sanjay Appa Chambers, Plot No. 82 Behind Charat Singh Colony, Andheri East, Mumbai-400093  
Ph. No. 9711989548; E-mail: cs@gfsteel.co.in; Website: www.gfsteel.co.in

Notes forming part of the financial statements

**2. Property, Plant and Equipment**

(Rs. in Lakhs)

| Particular                             | Gross Block  |                           |              | Accumulated Depreciation |                     |              | Net Block  |             |
|--|--------------|---------------------------|--------------|--------------------------|---------------------|--------------|------------|-------------|
|  | 01.04.2022   | Additions/<br>Adjustments | 31.03.2023   | 01.04.2022               | Charge for the year | 31.03.2023   | 31.03.2023 | 31.03.2022  |
| <b>(A) Plant and Equipments</b>        | -            | -                         | -            | -                        | -                   | -            | -          | -           |
| <b>(B) Vehicles</b>                    | 29.74        | -4.74                     | 25.00        | 25.00                    | -                   | 25.00        | -          | 4.74        |
| <b>(C) Office and other Equipments</b> | -            | -                         | -            | -                        | -                   | -            | -          | -           |
| <b>(D) Furnitures</b>                  | 17.88        | -1.50                     | 16.38        | 16.38                    | -                   | 16.38        | -          | 1.50        |
| <b>Total</b>                           | <b>47.62</b> | <b>(6.25)</b>             | <b>25.00</b> | <b>41.37</b>             | <b>-</b>            | <b>41.37</b> | <b>-</b>   | <b>6.24</b> |
| <b>Previous Year</b>                   | <b>47.62</b> |                           | <b>47.62</b> | <b>38.02</b>             | <b>3.35</b>         | <b>41.37</b> | <b>-</b>   | <b>9.60</b> |



**GRAND FOUNDARY LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(Rs. in Lakhs)

| Particulars  | As at<br>31.03.2023 | As at<br>31.03.2022 |
|--|---------------------|---------------------|
| <b>3. Trade receivables*</b>                                   |                     |                     |
| <u>Current</u>   |                     |                     |
| Trade receivables<br>unsecured, considered good                | -                   | 24.83               |
|  | -                   | <b>24.83</b>        |
| <b>Trade Receivable Ageing Schedule</b>                        |                     |                     |
| <b>(i) Undisputed Trade receivables (considered good)</b>      |                     |                     |
| Less than 6 months   |                     |                     |
| 6 months - 1 year  |                     |                     |
| 1-2 years  |                     | 24.83               |
| 2-3 years  |                     |                     |
| More than 3 years  |                     |                     |
| <b>Total</b>   | -                   | <b>24.83</b>        |
| <b>(ii) Undisputed Trade Receivables (considered doubtful)</b> |                     |                     |
| 6 months - 1 year  | -                   | -                   |
| 1-2 years  | -                   | -                   |
| 2-3 years  | -                   | -                   |
| More than 3 years  | -                   | -                   |
| <b>Total</b>   | -                   | -                   |
| <b>(iii) Disputed Trade Receivables considered good</b>        |                     |                     |
| 6 months - 1 year  | -                   | -                   |
| 1-2 years  | -                   | -                   |
| 2-3 years  | -                   | -                   |
| More than 3 years  | -                   | -                   |
| <b>Total</b>   | -                   | -                   |
| <b>(iv) Disputed Trade Receivables considered doubtful</b>     |                     |                     |
| 6 months - 1 year  | -                   | -                   |
| 1-2 years  | -                   | -                   |
| 2-3 years  | -                   | -                   |
| More than 3 years  | -                   | -                   |
| <b>Total</b>   | -                   | -                   |
| Less: Provision for doubtful receivables                       | -                   | -                   |
| <b>Total Trade Receivable</b>                                  | -                   | <b>24.83</b>        |
| <b>4. Loan</b>   |                     |                     |
| <b>Loan to related parties and others</b>                      |                     |                     |
| <b>Non-current</b>   |                     |                     |
| Loans to related parties                                       |                     |                     |
| - Unsecured, considered good                                   | 3.06                | -                   |
| Loans to Others  |                     | -                   |
| - Unsecured, considered good                                   |                     |                     |
| <b>Current</b>   |                     |                     |
| Loans to Others  |                     |                     |
| - Unsecured, considered good                                   |                     |                     |
|  | <b>3.06</b>         | -                   |

**GRAND FOUNDARY LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(Rs. in Lakhs)

| Particulars                          | As at<br>31.03.2023 | As at<br>31.03.2022 |
|--------------------------------------|---------------------|---------------------|
| <b>5. Cash and cash equivalents*</b> |                     | -                   |
| a. Balance with scheduled banks      | 0.40                | 1.16                |
| b. Cash on hand                      | -                   | 0.67                |
|                                      | <b>0.40</b>         | <b>2.00</b>         |
| <b>6. Other current assets</b>       |                     |                     |
| <u>Other non-financial assets</u>    |                     |                     |
| a. Margin Money-Bill Discounted      |                     | 0.49                |
| b. Advance Paid to suppliers         |                     | 0.02                |
| c. Advance to Staff                  |                     | 0.28                |
| d. Advance to others                 |                     | 29.62               |
| Balance with Government Authorities  |                     |                     |
| a. Advance Income Tax/GST/TDS        | 0.43                | 16.82               |
|                                      | <b>0.43</b>         | <b>47.24</b>        |

**GRAND FOUNDARY LIMITED**  
**NOTES ON ACCOUNTS FOR THE YEAR ENDED 31 MAR 2023**

7.

(Rs. in Lakhs)

| Particulars  | As at           | As at           |
|--|-----------------|-----------------|
|  | 31.03.2023      | 31.03.2022      |
|  | Rs.             | Rs.             |
| <b>EQUITY SHARE CAPITAL</b>                              |                 |                 |
| <b>AUTHORISED</b>  |                 |                 |
| 7,50,00,000 Equity Shares of Rs. 4/- each                | 3,000.00        | 3,000.00        |
| 100,000 15% Preference Shares of Rs. 10/- each           | 10.00           | 10.00           |
|  | <b>3,010.00</b> | <b>3,010.00</b> |
| <b>ISSUED, SUBSCRIBED AND FULLY PAID UP</b>              |                 |                 |
| 3,04,30,000 Equity Shares of Rs. 4/- each, fully paid up | 1,217.20        | 1,217.20        |
| <b>Total</b>   | <b>1,217.20</b> | <b>1,217.20</b> |

a) The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2023 and March 31, 2022 is set out below:

| Particulars  | March 31, 2023        |                 | March 31, 2022        |                 |
|--|-----------------------|-----------------|-----------------------|-----------------|
|  | No of shares          | Amount          | No of shares          | Amount          |
| Numbers of shares at the Beginning                     | 30430000              | 1,217.20        | 30430000              | 1,217.20        |
| Add: Shares issued during the year/ Split up of shares |                       |                 | -                     | -               |
| Numbers of shares at the End                           | <b>3,04,30,000.00</b> | <b>1,217.20</b> | <b>3,04,30,000.00</b> | <b>1,217.20</b> |

b) Number of Shares held by each shareholder having more than 5% shares:

| Particulars  | March 31, 2023        |           | March 31, 2022        |           |
|--------------|-----------------------|-----------|-----------------------|-----------|
|              | No of shares          | % Holding | No of shares          | % Holding |
| Minal Jangla | 0                     | 0.00%     | 19320296              | 63.49%    |
| Kiran Jangla | 0                     | 0.00%     | 2013454               | 6.62%     |
| Madhu Garg   | 21349580              | 70.16%    | -                     | 0.00%     |
|              |                       |           |                       |           |
|              |                       |           |                       |           |
| <b>Total</b> | <b>2,13,49,580.00</b> | 70.16%    | <b>2,13,33,750.00</b> | 70.11%    |

c) Number of Shares held by Promoters

| Particulars  | March 31, 2023        |           | March 31, 2022        |           |
|--------------|-----------------------|-----------|-----------------------|-----------|
|              | No of shares          | % Holding | No of shares          | % Holding |
| Minal Jangla | 0                     | 0.00%     | 19320296              | 63.49%    |
| Kiran Jangla | 0                     | 0.00%     | 2013454               | 6.62%     |
| Madhu Garg   | 21349580              | 70.16%    | -                     | 0.00%     |
|              |                       |           |                       |           |
|              |                       |           |                       |           |
|              |                       |           |                       |           |
| <b>Total</b> | <b>2,13,49,580.00</b> | 70.16%    | <b>2,13,33,750.00</b> | 70.11%    |

d) The company has only one class of equity shares having a par value of Rs. 4 per share. Each holder of equity shares is entitled to one vote per share. Equity Shareholders are eligible to dividend proposed by the Board of Directors as approved by Shareholders in the ensuing Annual General Meeting.

e) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

f) Securities Premium Account: This account is created when shares are issued at premium. The Company may issue fully paid-up bonus shares to its members out of the security premium account and company can use this account for buyback of its shares.

**GRAND FOUNDARY LIMITED**  
**CIN: L99999MH1974PLC017655**  
302, Cable No. 1, Sanjay Appa Chambers, Plot No. 82 Behind Charat Singh Colony, Andheri East, Mumbai-400093  
Ph. No. 9711989548; E-mail: cs@gfsteel.co.in; Website: www.gfsteel.co.in  
**Statement of Change in Equity for the Year ended March 31, 2023**

8.

**A. Equity Share Capital**

For the Year Ended 31st March, 2023

| Balance as at 01st April, 2022 | Changes in equity share capital during the year | Balance as at 31st March, 2023 |
|--------------------------------|---|--------------------------------|
| 1,217.20                       | -   | 1,217.20                       |

For the Year Ended 31st March, 2022

| Balance as at 01st April, 2022 | Changes in equity share capital during the year | Balance as at 31st March, 2022 |
|--------------------------------|---|--------------------------------|
| 1,217.20                       | -   | 1,217.20                       |

**B. Other Equity**

**Statement of Change in Equity for the Year ended March 31, 2023**

| Particulars  | Reserves and Surplus |                   |  |                            |                   | Other comprehensive income | Total             |
|--|----------------------|-------------------|--|----------------------------|-------------------|----------------------------|-------------------|
|  | Securities premium   | General reserve   | Equity-settled employee benefits reserve | Capital Redemption Reserve | Retained earnings |                            |                   |
| Balance at the beginning of April 1, 2022                  | 72.00                | (1,664.32)        | -  | 0.11                       | 46.72             | -                          | (1,545.50)        |
| Add: Profit and Loss during the year                       |                      | (110.61)          |  |                            |                   |                            | (110.61)          |
| Add: Increase in value of Investment in Equity Instruments |                      |                   |  |                            |                   |                            |                   |
| Total comprehensive income for the year                    |                      |                   |  |                            |                   |                            |                   |
| <b>Balance at the end of March 31, 2023</b>                | <b>72.00</b>         | <b>(1,774.93)</b> | <b>-</b>                                 | <b>0.11</b>                | <b>46.72</b>      | <b>-</b>                   | <b>(1,656.11)</b> |

**Statement of Change in Equity for the Year ended March 31, 2022**

| Particulars  | Reserves and Surplus |                   |  |                            |                       | Other comprehensive income | Total             |
|--|----------------------|-------------------|--|----------------------------|-----------------------|----------------------------|-------------------|
|  | Securities premium   | General reserve   | Equity-settled employee benefits reserve | Capital Redemption Reserve | Share Premium Reserve |                            |                   |
| Balance at the beginning of April 1, 2021                  | 72.00                | (1,643.30)        |  | 0.11                       | 46.72                 |                            | (1,524.48)        |
| Add: Profit and Loss during the year                       |                      | (21.02)           |  |                            |                       |                            | (21.02)           |
| Add: Increase in value of Investment in Equity Instruments |                      |                   |  |                            |                       |                            |                   |
| Total comprehensive income for the year                    |                      |                   |  |                            |                       |                            |                   |
| <b>Balance at the end of March 31, 2022</b>                | <b>72.00</b>         | <b>(1,664.32)</b> | <b>-</b>                                 | <b>0.11</b>                | <b>46.72</b>          | <b>-</b>                   | <b>(1,545.50)</b> |

See accompanying notes forming part of the financial statements

As per our report of even date attached

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**GRAND FOUNDARY LIMITED**  
**CIN: L99999MH1974PLC017655**  
**302, Cable No. 1, Sanjay Appa Chambers, Plot No. 82 Behind Charat Singh Colony, Andheri East, Mumbai-400093**  
**Ph. No. 9711989548; E-mail: cs@gfsteel.co.in; Website: www.gfsteel.co.in**

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(Rs. in Lakhs)

| Particulars  | As at<br>31.03.2023 | As at<br>31.03.2022 |
|--|---------------------|---------------------|
| <b>9. Short-term borrowings (Unsecured) at amortised Cost</b>  |                     | -                   |
| a. Loans repayable on demand from banks  |                     |                     |
| -from banks  | -                   |                     |
| b. Other Loans   | 435.65              | -                   |
|  | <b>435.65</b>       | -                   |
| <b>10. Trade payables</b>  |                     |                     |
| Trade payables - Other than acceptances*   |                     |                     |
| total outstanding dues of creditors other than micro enterprises and small enterprises   |                     |                     |
| -Payable for goods and services  | 4.94                | 244.77              |
|  | <b>4.94</b>         | <b>244.77</b>       |
| <b>Trade Payable Ageing Schedules</b>  |                     |                     |
| <b>(i) MSME</b>  |                     |                     |
| Less than 1 Yrs  | -                   | -                   |
| 1-2 Years  | -                   | -                   |
| 2-3 Years  | -                   | -                   |
| More than 3 Yrs  | -                   | -                   |
| <b>Total</b>   | -                   | -                   |
| <b>(ii) Others</b>   |                     |                     |
| Less than 1 Yrs  | 2.86                | 5.51                |
| 1-2 Years  | 2.08                | 1.32                |
| 2-3 Years  | -                   | 136.46              |
| More than 3 Yrs  | -                   | 101.49              |
| <b>Total</b>   | <b>4.94</b>         | <b>244.77</b>       |
| <b>(iii) Disputed Dues-MSME</b>  |                     |                     |
| Less than 1 Yrs  | -                   | -                   |
| 1-2 Years  | -                   | -                   |
| 2-3 Years  | -                   | -                   |
| More than 3 Yrs  | -                   | -                   |
| <b>Total</b>   | -                   | -                   |
| <b>(iv) Disputed- Others</b>   |                     |                     |
| Less than 1 Yrs  | -                   | -                   |
| 1-2 Years  | -                   | -                   |
| 2-3 Years  | -                   | -                   |
| More than 3 Yrs  | -                   | -                   |
| <b>Total</b>   | -                   | -                   |
| <b>Total Trade Payables</b>  | <b>4.94</b>         | <b>244.77</b>       |
| * The Company has not received intimation from suppliers regarding the status under Micro Small and Medium Enterprises Development Act, 2006 and based on the information available with the Company there are no dues to Micro, Small and Medium Enterprises Development Act, 2006. |                     |                     |
| <b>11. Other financial liabilities</b>   |                     |                     |
| a. Statutory remittances   |                     |                     |
| - TDS Payable  |                     | 0.08                |
|  | -                   | <b>0.08</b>         |
| <b>12. Other current liabilities</b>   |                     |                     |
| <u>Other non financial liabilities</u>   |                     |                     |
| Other payables   |                     |                     |
| (ii) Advances from customers   | 2.22                | 162.95              |
| (v) Statutory Audit fee Payable  |                     | 0.64                |
|  | <b>2.22</b>         | <b>163.59</b>       |
| <b>13. Current tax liabilities (Net)</b>   |                     |                     |
| Provision for Income Tax   | -                   | -                   |
|  | -                   | -                   |

**GRAND FOUNDARY LIMITED**  
**NOTES ON ACCOUNTS FOR THE YEAR ENDED 31 MAR 2023**

(Rs. in Lakhs)

| Particulars  | For the year ended<br>31.03.2023 | For the year ended<br>31.03.2022 |
|--|----------------------------------|----------------------------------|
| <b>14. REVENUE FROM OPERATIONS</b>   | -                                | -                                |
| Operating revenue  |                                  |                                  |
| - Sale of Product  | 10.12                            | -                                |
| - Sale of Services   | -                                | -                                |
|  | <b>10.12</b>                     | <b>-</b>                         |
| <b>15. OTHER INCOME</b>  |                                  |                                  |
| Interest income  |                                  |                                  |
| i. Interest received   | 0.04                             | -                                |
| ii. Interest Received from Income Tax  |                                  | 1.64                             |
| iii. Other Income  | 0.13                             | -                                |
|  | <b>0.18</b>                      | <b>1.64</b>                      |
| <b>16. PURCHASE OF TRADED GOODS</b>  |                                  |                                  |
| - Purchase of Traded Goods   | 10.02                            | -                                |
| <b>17. EMPLOYEE BENEFIT EXPENSE</b>  |                                  |                                  |
| Salaries and allowances  | 2.38                             | 0.20                             |
| Director Remuneration  | -                                | 0.35                             |
| Staff welfare expenses   | -                                | -                                |
| Bonus  | 0.45                             | 0.45                             |
|  | <b>2.83</b>                      | <b>1.00</b>                      |
| <b>18. FINANCE COSTS</b>   |                                  |                                  |
| Interest on unsecured loans  | 17.00                            | -                                |
| Other Interest costs   |                                  |                                  |
|  | <b>17.00</b>                     | <b>-</b>                         |
| <b>19. OTHER EXPENSES</b>  |                                  |                                  |
| Bank Charges   | 0.40                             | 0.02                             |
| Legal & Professional Fee   | 8.92                             | 0.54                             |
| Professional Fees  | 1.39                             | 5.42                             |
| Share Issue Fees   | 0.52                             | 0.45                             |
| E-voting Exp   | 0.40                             |                                  |
| Listing Fees   | 5.60                             | 5.40                             |
| Telephone Expenses   | 0.15                             | 0.09                             |
| Retainership Fees  | 4.87                             | 4.95                             |
| Manpower Supply  | 0.16                             |                                  |
| Round off  | (0.00)                           |                                  |
| Audit Fee*   | 0.80                             |                                  |
| Bad Debts Written Off  | 8.22                             | 0.02                             |
| Penalty  | 1.10                             | 0.00                             |
| Directors Club Expenses  |                                  | 0.03                             |
| Custodian & Dematerialize Charges  | 0.61                             | 0.65                             |
| Sales Promotion Expenses   | 0.60                             | 0.69                             |
| GST Late Fees  | 0.00                             |                                  |
| NSDL Late Fees   | 0.08                             |                                  |
| Other Expense  | 0.03                             |                                  |
| Loss on sale of Fixed Assets   | 6.05                             |                                  |
| Interest on Sales Tax/GST  | 0.69                             | 0.03                             |
|  | <b>40.60</b>                     | <b>18.31</b>                     |
| * Consultancy, professional and legal charges includes Auditor's remuneration as under : |                                  |                                  |
| a. To statutory auditors   |                                  |                                  |
| For audit  | 80,000.00                        |                                  |
| For other services   | -                                |                                  |
|  | <b>80,000.00</b>                 | <b>-</b>                         |

**GRAND FOUNDARY LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**20 TAX EXPENSE**

**(a) Income Tax Expense**

| Particulars  | Year ended  | Year ended |
|--|-------------|------------|
|  | 31.03.2023  | 31.03.2022 |
|  | -           |            |
| <b>Current Tax:</b>  |             |            |
| Current Income Tax Charge                                      | -           |            |
| Tax Expenses Earlier Year                                      | 0.24        | -          |
| <b>Total</b>   | <b>0.24</b> | <b>-</b>   |
|  |             |            |
| <b>Total Tax Expense recognised in profit and loss account</b> | <b>0.24</b> | <b>-</b>   |

**(b) Deferred Tax Assets (Net)**

**(i) Movement of Deferred Tax for 31.03.2023**

**Year ended  
31.03.2023**

| Particulars  | Opening Balance | Recognised in profit and Loss | Regognised in OCI | Closing balance |
|--|-----------------|-------------------------------|-------------------|-----------------|
|  |                 |                               |                   |                 |
| Tax effect of items constituting deferred tax assets |                 |                               |                   |                 |
| Property, Plant and Equipment                        |                 | -                             | -                 | 0.00            |
| <b>Deferred Tax Asset (Net)</b>                      | <b>-</b>        | <b>-</b>                      | <b>-</b>          | <b>0.00</b>     |

**Year ended  
31.03.2022**

| Particulars  | Opening Balance | Recognised in profit and Loss | Regognised in OCI | Closing balance |
|--|-----------------|-------------------------------|-------------------|-----------------|
|  |                 |                               |                   |                 |
| Tax effect of items constituting deferred tax assets |                 |                               |                   |                 |
| Property, Plant and Equipment                        |                 |                               | -                 |                 |
| <b>Deferred Tax Asset (Net)</b>                      |                 | <b>-</b>                      | <b>-</b>          | <b>-</b>        |

Deferred tax assets and deferred tax liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

**GRAND FOUNDARY LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**20 TAX EXPENSE**

**(a) Income Tax Expense**

| Particulars  | Year ended  | Year ended |
|--|-------------|------------|
|  | 31.03.2023  | 31.03.2022 |
|  | -           |            |
| <b>Current Tax:</b>  |             |            |
| Current Income Tax Charge                                      | -           |            |
| Tax Expenses Earlier Year                                      | 0.24        | -          |
| <b>Total</b>   | <b>0.24</b> | <b>-</b>   |
|  |             |            |
| <b>Total Tax Expense recognised in profit and loss account</b> | <b>0.24</b> | <b>-</b>   |

**(b) Deferred Tax Assets (Net)**

**(i) Movement of Deferred Tax for 31.03.2023**

**Year ended  
31.03.2023**

| Particulars  | Opening Balance | Recognised in profit and Loss | Regognised in OCI | Closing balance |
|--|-----------------|-------------------------------|-------------------|-----------------|
|  |                 |                               |                   |                 |
| Tax effect of items constituting deferred tax assets |                 |                               |                   |                 |
| Property, Plant and Equipment                        |                 | -                             | -                 | 0.00            |
| <b>Deferred Tax Asset (Net)</b>                      | <b>-</b>        | <b>-</b>                      | <b>-</b>          | <b>0.00</b>     |

**Year ended  
31.03.2022**

| Particulars  | Opening Balance | Recognised in profit and Loss | Regognised in OCI | Closing balance |
|--|-----------------|-------------------------------|-------------------|-----------------|
|  |                 |                               |                   |                 |
| Tax effect of items constituting deferred tax assets |                 |                               |                   |                 |
| Property, Plant and Equipment                        |                 |                               | -                 |                 |
| <b>Deferred Tax Asset (Net)</b>                      |                 | <b>-</b>                      | <b>-</b>          | <b>-</b>        |

Deferred tax assets and deferred tax liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.



**GRAND FOUNDARY LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**21. Earnings per equity share (EPS)\***

| Particulars |   | Year ended<br>31.03.2023 | Year ended<br>31.03.2022 |
|-------------|---|--------------------------|--------------------------|
|             |   | -                        | -                        |
| a.          | Profit/(Loss) for the year attributable to Owners of the Company (in INR)                                       | (1,10,60,875.38)         | (21,02,013.00)           |
| b.          | Weighted average number of equity shares outstanding used in computation of basic EPS                           | 3,04,30,000.00           | 3,04,30,000.00           |
| c.          | Basic earning per share from continuing operations  | (0.36)                   | (0.07)                   |
| d.          | Dilutive effect of preference shares outstanding  |                          |                          |
| e.          | Weighted average number of equity shares and equity equivalent shares outstanding used in computing diluted EPS | 3,04,30,000.00           | 3,04,30,000.00           |
| f.          | Diluted earning per share from continuing operations (in INR)   | (0.36)                   | (0.07)                   |

\* There are no potential equity shares as at 31 March, 2023

\*\*There is no discontinued operation of the company

**22 Related Party Transactions**

In accordance with the requirements of Ind AS -24 on Related Party Disclosures, the names of the related parties where control exists and with whom transactions have taken place during the year and descriptions as identified and certified by the management are given below:

**A. Companies Under Common Control**

KL Properties Limited

**B. Directors**

Ketan Rasiklal Shah  
Taroon Sunder Vaswani  
Ganga Gupta  
Archana Prakash Dakhale  
Gagan Chaturvedi  
Minal Jangla

**C. Key Management Personnel**

Minal Jangla  
Anoop Ramprasad Kabra

**Related Party Disclosures (All amounts in Lakhs, unless otherwise stated)**

Disclosure of transactions between the Group and Related Parties and the status of outstanding balances as at 31st March 2023

| Related Parties Transaction Summary | Name                  | Year Ended on 31st March 2023 | Year Ended on 31st March 2022 |
|-------------------------------------|-----------------------|-------------------------------|-------------------------------|
|                                     |                       |                               |                               |
| Loan Given**                        | KL Properties Limited | 51.34                         | -                             |
| Repayment of Loan                   | KL Properties Limited | 48.28                         |                               |
| <b>Outstanding Balances:</b>        |                       |                               |                               |
| Loan Given**                        | KL Properties Limited | 3.06                          |                               |
|                                     |                       |                               |                               |

\*\* Deposits and Loan Given and Taken includes reimbursements and payments made on behalf.

**GRAND FOUNDARY LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**22 Financial Instruments**

**(a) Financial risk management objective and policies**

This section gives an overview of the significance of financial instruments for the company and provides additional information on the balance sheet. Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument.

**Financial assets and liabilities:**

The accounting classification of each category of financial instruments, and their carrying amounts, are set out below:

**As at 31 March, 2023**

| (Rs. in Lakhs)                    |              |               |                       |                             |
|-----------------------------------|--------------|---------------|-----------------------|-----------------------------|
| <b>Financial assets</b>           | <b>FVTPL</b> | <b>FVTOCI</b> | <b>Amortised Cost</b> | <b>Total carrying value</b> |
| Investments in Equity Instruments | -            | -             | -                     | -                           |
| Short Term Loans and Advances     | -            | -             | -                     | -                           |
| Long Term Loans and Advances      | -            | -             | 3.06                  | 3.06                        |
| Cash and cash equivalents         | -            | -             | 0.40                  | 0.40                        |
| Trade receivables                 | -            | -             | -                     | -                           |
|                                   | -            | -             | <b>3.47</b>           | <b>3.47</b>                 |

| <b>Financial liabilities</b>        | <b>FVTPL</b> | <b>FVTOCI</b> | <b>Amortised Cost</b> | <b>Total carrying value</b> |
|-------------------------------------|--------------|---------------|-----------------------|-----------------------------|
| Non current borrowings              |              |               | -                     | -                           |
| Current borrowings                  |              |               | 435.65                | 436                         |
| Trade payables                      | -            | -             | 4.94                  | 4.94                        |
| Security Deposit                    | -            | -             | -                     | -                           |
| Other current financial liabilities |              |               | -                     | -                           |
|                                     | -            | -             | <b>440.59</b>         | <b>440.60</b>               |

**As at 31 March, 2022**

| (Rs. in Lakhs)                    |              |               |                       |                             |
|-----------------------------------|--------------|---------------|-----------------------|-----------------------------|
| <b>Financial assets</b>           | <b>FVTPL</b> | <b>FVTOCI</b> | <b>Amortised Cost</b> | <b>Total carrying value</b> |
| Investments in Equity Instruments | -            | -             | -                     | -                           |
| Short Term Loans and Advances     | -            | -             | -                     | -                           |
| Long Term Loans and Advances      | -            | -             | -                     | -                           |
| Cash and cash equivalents         | -            | -             | 2.00                  | 2.00                        |
| Trade receivables                 | -            | -             | 24.83                 | 24.83                       |
|                                   | -            | -             | <b>26.83</b>          | <b>26.83</b>                |

| <b>Financial liabilities</b>        | <b>FVTPL</b> | <b>FVTOCI</b> | <b>Amortised Cost</b> | <b>Total carrying value</b> |
|-------------------------------------|--------------|---------------|-----------------------|-----------------------------|
| Non current borrowings              |              |               | -                     | -                           |
| Current borrowings                  |              |               | -                     | -                           |
| Trade payables                      | -            | -             | 244.77                | 244.77                      |
| Other current financial liabilities | -            | -             | 0.08                  | 0.08                        |
|                                     | -            | -             | <b>244.87</b>         | <b>244.87</b>               |

**(b) FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES:**

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables and advances from Customers. The Company's principal financial assets include Investment, loans and advances, trade and other receivables and cash and bank balances that derive directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

**GRAND FOUNDARY LIMITED**  
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**Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial assets will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial Assets affected by market risk include loans and borrowings, deposits and derivative financial instruments.

**Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

**Foreign Currency Risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

**Credit Risk**

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

**Trade Receivables**

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored. An impairment analysis is performed at each reporting date on an individual basis for major clients.

**Financial Instruments and Cash Deposits**

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved authorities. Credit limits of all authorities are reviewed by the Management on regular basis.

**Liquidity Risk**

The Company monitors its risk of a shortage of funds using a liquidity planning tool. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, Letter of Credit and working capital limits.

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**23 Capital Management**

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirement is met through a mixture of equity and internal accruals.

**24 Post Reporting Events**

No adjusting or significant non-adjusting events have occurred between the reporting date and the date of authorisation.

**25 Authorisation Of Financial Statements**

The financial statements for the year ended March 31, 2023 were approved by the Board of Directors on 27th MAY 2023. The management and authorities have the power to amend the Financial Statements in accordance with Section 130 and 131 of The Companies Act, 2013."

**31** The company has not obtained registration under PF & ESIC Act, as required under the prevailing law, since the number of employees employed exceeded the prescribed limit. The company is planning to obtain such registration under the respective act after receiving an expert opinion on the matter. The liability arising on such an account is not determined.

**32** In the opinion of the Management, Current Assets, Loans and Advances are of the value stated, if realized in the ordinary course of business, subject to confirmation and realisation.

**33** The Board of director of the company is chief operating desicion maker (CODM) monitors the operating result of the company. CODM has identified only one repotable segment as the company is providing cable television network and allied services only. The operations of the Company are located in India.

**As per our report of even date.**  
**FOR VIJAY V DEDHIA & CO**  
**CHARTERED ACCOUNTANTS**  
**FRN: 111439W**

**FOR GRAND FOUNDRY LTD**

**VIJAY V DEDHIA**  
**M. No. 042197**  
**UDIN: 23042197BGYHDD5975**

**Place: Mumbai**  
**Date: 27/05/2023**

**Minal Jangla**  
**Chief Executive Officer**  
**& Director**  
**DIN: 00734650**

**Anoop Kabra**  
**Chief Financial Officer**  
**PAN: AGAPK1310P**

**Gagan Chaturvedi**  
**Independent**  
**Director**  
**DIN: 09826175**