

Shivlal Maurya & Co.
Practicing Company Secretary

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CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and rules framed thereunder]

To
The Chairman
Grand Foundry Limited
327, 3rd Floor, Arun Chambers,
Tardeo, Mumbai-400034,
Maharashtra, India

Dear Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-voting and E-voting by the members during the Annual General Meeting (AGM) conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of Grand Foundry Limited ('the Company') for its AGM held on Friday, 30th September, 2022 at 10:00 a.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

1. I, Shivlal Maurya, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the process of voting through electronic means ("e-voting") in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules') as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in a fair and transparent manner, for passing of the resolutions as mentioned from item numbers 1 to 4 as set out in the notice of AGM dated 3rd September, 2022 ("Notice") issued by the Company in accordance with the General Circular dated May 05, 2022 read together with relevant Circulars issued by Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and Circular dated May 13, 2022 read with other relevant Circulars issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") for convening the AGM of its members through VC / OAVM on Friday, September 30, 2022 at 10:00 A.M. (IST).
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013, the Rules, MCA Circulars and SEBI Circular relating to remote e-voting and e-voting during the AGM on the resolutions contained in the aforesaid Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide E-voting facility, and that the e-voting is conducted in a fair and transparent manner.



3. As per the confirmation received from the Company:
- a. The Notice of the AGM dated 3rd September, 2022 along with Statement setting out material facts under Section 102 of the Act was sent to the members by e-mail to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories, on September 02, 2022 in terms of the MCA Circulars.
 - b. The said Notice was sent on the basis of Register of Members made available by M/s. Purva Shareregistry India Private Limited, the Registrar and Share Transfer Agent of the Company ("the RTA") and the list of beneficial owners made available by the depositories as on September 02, 2022.
4. The Company has published a Public Notice in the English newspaper "Free Press Journal" and Marathi (Vernacular language) newspaper "Navshakti" on Sunday, 4th September, 2022 regarding the convening of the AGM through VC/OAVM and manner of registering the email ids of the members.
5. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company has published a Public Notice in the English newspaper "Free Press Journal" and Marathi (Vernacular language) newspaper "Navshakti" on Thursday, 8th September 2022 regarding completion of dispatch of Notice of meeting through email and providing e-voting facility.
6. In terms of the aforesaid Notice, voting period was kept open for 3 (Three) days from Tuesday, 27th September, 2022 (09.00 a.m. IST) till Thursday, 29th September, 2022 (5.00 p.m. IST).
7. The voting rights of members was considered in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, September 23, 2022.
8. As required under the MCA Circulars, the Company had also provided e-voting facility to the members attending the AGM through VC / OAVM and who had not cast their vote earlier.
9. As required under the said rules, after closure of remote e-voting and conclusion of the AGM, the votes cast under the remote e-voting facility prior to the AGM and e-voting facility during the AGM were unblocked in the presence of Mr. Shabbir Dholkawala and Mr. Abdullah Dholkawala who are not in employment with the Company.
10. I have scrutinized and reviewed the remote e-voting and e-voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system and the summary of the e-voting process is as follows:



A. ORDINARY BUSINESS

Resolution No. 1: Ordinary Resolution

Particulars	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	21338030	3800	0.01	3800	0	100	0
	Poll (e-voting during AGM)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (A)	21338030	3800	0.01	3800	0	100	0
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll (e-voting during AGM)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (B)	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	9091970	93438	0.31	93398	40	99.96	0.04
	Poll (e-voting during AGM)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (C)	9091970	93438	0.31	93398	40	99.96	0.04
Total (A+B+C)		30430000	97238	0.32	97198	40	99.96	0.04
Result: I report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes: There were no invalid votes



Resolution No. 2: Ordinary Resolution

Particulars	To appoint a Director in place of Ms. Minal Jangla (DIN: 00734650), Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	21338030	3800	0.01	3800	0	100	0
	Poll (e-voting during AGM)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (A)	21338030	3800	0.01	3800	0	100	0
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll (e-voting during AGM)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (B)	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	9091970	93438	0.31	93298	140	99.85	0.15
	Poll (e-voting during AGM)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (C)	9091970	93438	0.31	93298	140	99.85	0.15
Total (A+B+C)		30430000	97238	0.32	97098	140	99.86	0.14
Result: I report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes: There were no invalid votes



B. SPECIAL BUSINESS

Resolution No. 3: Ordinary Resolution

Particulars		Re- appointment of Ms. Minal Jangla (DIN: 00734650) as Whole-time Director of the Company:						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	21338030	3800	0.01	3800	0	100	0
	Poll (e-voting during AGM)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (A)	21338030	3800	0.01	3800	0	100	0
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll (e-voting during AGM)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (B)	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	9091970	93438	0.31	92298	1140	98.78	1.22
	Poll (e-voting during AGM)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (C)	9091970	93438	0.31	92,298	1140	98.78	1.22
Total (A+B+C)		30430000	97238	0.32	96,098	1140	98.83	1.17
Result: I report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes: There were no invalid votes



Resolution No. 4: Ordinary Resolution

Particulars		Appointment of Mr. Naresh Goradia (DIN: 07517900) as the Independent Director.						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	21338030	3800	0.01	3800	0	100	0
	Poll (e-voting during AGM)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (A)	21338030	3800	0.01	3800	0	100	0
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll (e-voting during AGM)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (B)	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	9091970	93438	0.31	93298	140	99.85	0.15
	Poll (e-voting during AGM)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (C)	9091970	93438	0.31	93298	140	99.85	0.15
Total (A+B+C)		30430000	97238	0.32	97098	140	99.86	0.14
Result: I report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes: There were no invalid votes



Thanking You



Shams

UDIN: L99999MH1974PLC017655

Date: 30th September, 2022

MINAL
KIRAN
JANGLA

Digitally signed by MINAL KIRAN JANGLA
DN: c=IN, o=Pensional,
2.5.4.20=m9106137086b0b28b2a00377cc46c27914ee8785c8a1c402358
eccc6fb5ac, postalCode=400021, st=MAHARASHTRA,
serialNumber=d79d2e3b27ede8b2de09468041ba21ba2de95aa304722
9322ee0da548105, cn=MINAL KIRAN JANGLA, o=MUMBAI,
pseudonym=660c73dc7264801aafe570e57d2c2cc
Date: 2022.10.03.14:13:14

Date: 30th September, 2022

