



# SUDHANSHU SINGHAL & ASSOCIATES COMPANY SECRETARIES

## SCRUTINISER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 (hereinafter "the Act") read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (hereinafter "the Rules") and pursuant to Ministry of Corporate Affairs issued Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated 5th May 2022 and latest being 10/2022 dated December 28, 2022 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 and SEBI/HO/CRD/PoD- 2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") respectively and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India]

The Chairman,

**31<sup>st</sup> Annual General Meeting (hereinafter "AGM") of the Equity shareholders of Grand Foundry Limited (hereinafter "the Company") held on Friday, September 29, 2023 at 12:00 O'clock through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).**

**Sub: Consolidated Scrutinizer's Report on Voting through electronic means, from a place other than the venue of meeting (hereinafter "Remote E-voting") conducted pursuant to provisions of Section 108 of the Act read with the Rules and Regulation 44 of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 (hereinafter "Listing Regulations, 2015") as amended from time to time and MCA Circulars and SEBI Circular and Voting through E-voting system at the AGM of the members of the Company (hereinafter "Venue Voting").**

Dear Sir,

I, **Sudhanshu Singhal**, Proprietor, Sudhanshu Singhal & Associates, Company Secretaries in Whole Time Practice having office at RZ-72, S-Block, New Roshan Pura, Najafgarh, New Delhi-110043 have been appointed as Scrutinizer by the Board of Directors of the Company to scrutinize the process of Remote E-voting and Voting at AGM through Venue Voting in respect of the items/resolutions set forth in the notice of 31<sup>st</sup> AGM of the Company, dated September 05<sup>th</sup> 2023 (**hereinafter "the AGM Notice"**) issued in accordance with MCA Circulars and SEBI Circular.



Off Add:-RZ-72, S-BLOCK, NEW ROSHAN PURA  
NAJAFGARH, NEW DELHI-110043  
[sudhanshu.02singhal@gmail.com](mailto:sudhanshu.02singhal@gmail.com), 9990599739

The said appointment as Scrutinizer is under the provisions of Section 108 of the Act read with the Rules. As the Scrutinizer, I have to scrutinize:

- (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM; and
- (ii) process of e-voting at the AGM through Venue Voting.

### **Management's Responsibility**

The Compliance with the requirements of (i) the Act and the Rules made there-under (ii) the MCA Circulars and SEBI Circular and (iii) the Listing Regulations, 2015 relating to e-voting on the resolutions contained in the Notice calling the AGM is the responsibility of the management of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

### **Scrutinizer's Responsibility**

My responsibility as a Scrutinizer was to ensure that the e-voting process both through Remote E-voting and Venue Voting at the AGM, is conducted in a fair and transparent manner and to render you a Consolidated Scrutinizer's Report of the total votes cast "**in favour**" or "**against**" on the resolutions, based on the reports generated through Scrutinizer's secured link as provided by **National Securities Depository Limited** (hereinafter "**NSDL**")

### **I hereby submit my report as under:**

1. In terms of Section 108 of the Act read with Rule 20 of the Rules and the provisions of the Listing Regulations, 2015, as amended, the Company has engaged NSDL, being the authorized agency engaged by the Company to provide Remote E-voting facility and voting through Venue Voting at the AGM, on all resolutions set forth in the AGM Notice.
2. The Company has completed the dispatch of Annual Report and the Notice of AGM on Tuesday September 05, 2023 only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants pursuant to the aforementioned MCA Circulars and SEBI Circular.
3. As per Rule 20(4)(v) of the Rules, on completion of dispatch of Annual Report and the Notice of AGM, an advertisement was published in 'The Free Press Journal' (English Newspaper - Mumbai) and 'Nav Shakti' (Marathi Newspaper- Mumbai Edition) on Wednesday, September 06, 2023.
4. The members of the Company whose names were recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories (in case of shares held in dematerialized form) as on the cut-off date i.e., Wednesday, September 22, 2023 were entitled to avail either of the Remote E-voting facility prior to AGM or Venue Voting facility at the AGM, in respect of resolutions as set out in the AGM Notice.



5. In terms of the AGM Notice, Remote E-voting commenced on Tuesday, September 26, 2023 (9:00 A.M. IST) and ended on Thursday, September 28, 2023 (5:00 P.M. IST). At the end of the Remote E-voting period, the Remote E-Voting facility was blocked by NSDL forthwith.
6. The Company provided the facility of E-Voting through Venue Voting at the AGM only to such members who had not casted their vote through Remote E-voting.
7. The members were allowed to vote using Venue Voting and the voting was open and made available during the meeting and 15 minutes (or such extended period) post the conclusion of AGM.
8. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting was locked by NSDL under my instruction.
9. After the conclusion of e-voting at AGM, the votes casted by members present through VC/OAVM through facility of e-voting during AGM and through remote e-voting facility was unblocked by me.
10. The consolidated results of Remote E-voting and Venue Voting at the AGM are attached and marked as an **Annexure** hereto.
11. Based on the aforesaid results, five (5) Ordinary Resolutions and one (1) Special Resolutions pertaining to the items of business set forth in the 31<sup>st</sup> AGM Notice have been passed with requisite majority as per the provisions of the Act.
12. I will return the registers/results and all other papers relating to Remote E-voting and Venue Voting at the AGM to the Company after the Chairman of the meeting considers, approves and signs the minutes of the AGM of the Company.

**For Sudhanshu Singhal & Associates**  
Company Secretaries  
FRN: S2010DE131900  
Peer Review No.: 2793/2022



**CS Sudhanshu Singhal**  
Proprietor  
FCS No: 7819, CP No: 8762

UDIN: F007819 E001130061  
September 29, 2023 | New Delhi



**Countersigned by:**  
**for Grand Foundry Limited**



**Mrs. Shivani Jain**  
Chairman of the AGM

**Annexure**

**RESULTS OF REMOTE E-VOTING AND VENUE VOTING AT THE AGM**

**ORDINARY BUSINESS (RESOLUTION NO. 1, 2 & 3)**

<b>Resolution No.1: (Ordinary Resolution)</b>	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.
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Valid votes in favour of the Resolution		Valid votes against the Resolution		Invalid votes
Nos.	%	Nos.	%	Nos.
21583908	100	NIL	0	NIL

**"Above resolution has been passed with requisite majority"**

<b>Resolution No.2: (Ordinary Resolution)</b>	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.
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Valid votes in favour of the Resolution		Valid votes against the Resolution		Invalid votes
Nos.	%	Nos.	%	Nos.
21582908	99.995	1000	0.005	NIL

**"Above resolution has been passed with requisite majority"**

<b>Resolution No.3: (Ordinary Resolution)</b>	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.
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Valid votes in favor of the Resolution		Valid votes against the Resolution		Invalid votes
Nos.	%	Nos.	%	Nos.
21583908	100	NIL	0	NIL

**“Above resolution has been passed with requisite majority”**

**SPECIAL BUSINESS (RESOLUTION NO. 4 TO 6)**

<b>Resolution No.4: (Ordinary Resolution)</b>	To regularize the appointment of Mr. Vijay Paul Kaushal (DIN: 10197853), who was appointed as Additional Director (Executive) of the Company
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Valid votes in favour of the Resolution		Valid votes against the Resolution		Invalid votes
Nos.	%	Nos.	%	Nos.
21583908	100	NIL	0	NIL

**“Above resolution has been passed with requisite majority”**

<b>Resolution No.5: (Ordinary Resolution)</b>	To regularize the appointment of Ms. Shivani Jain (DIN: 10187386), who was appointed as Additional Director (Executive) of the Company
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Valid votes in favour of the Resolution		Valid votes against the Resolution		Invalid votes
Nos.	%	Nos.	%	Nos.
21583908	100	NIL	0	NIL

**“Above resolution has been passed with requisite majority”**

<b>Resolution No.6: (Special Resolution)</b>	To regularize the appointment of Mr. Gagan Chaturvedi (DIN: 09826175), who was appointed as Additional Director (Independent Director) of the Company
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Valid votes in favour of the Resolution		Valid votes against the Resolution		Invalid votes
Nos.	%	Nos.	%	Nos.
21582908	99.995	1000	0.005	NIL

**"Above resolution has been passed with requisite majority"**

