Grand Foundry Ltd.
CIN NO.: L99999MH1974PLC017655

Date: 06th September, 2018

To, **BSE Ltd.** Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai – 400 001 **Scrip Code – 513343**	To, **National Stock Exchange of India Ltd.,** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 **Symbol - GRANDFONRY**

Sub. : Notice of Annual General Meeting

Dear Sir / Madam,

With regards to the captioned subject find enclosed herewith Notice of Annual General Meeting of the Company to be held on 27th September, 2018.

Kindly take the same on your records and acknowledge the receipt.

Thanking you,

Yours faithfully,

For Grand Foundry Ltd.

Dhiraj Jangla
Director
DIN: 02096717

Encl: As above

Regd. & Sales Office : 327, Arun Chambers, Tardeo Road, Mumbai - 400 034.
Tel.: +91 22 2352 6315 / 6316 / 6317 **Fax** : +91 22 2352 6318
Email : compliance@gfsteel.co.in / admin@gfsteel.co.in
www.gfsteel.co.in

GRAND FOUNDRY LIMITED
CIN L99999MH1974PLC017655
Regd. Office: 327, 3rd Floor, Arun Chambers, Tardeo Mumbai- 400034.
Ph. No. 022-23526316; E-mail Id:- compliance@gfsteel.co.in ; Website: www.gfsteel.co.in

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY - SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF GRAND FOUNDRY LIMITED WILL BE HELD ON THURSDAY, 27TH DAY OF SEPTEMBER 2018 AT 10:00 A.M. AT GOLD COINS, 6- ARUN CHAMBERS, NEXT TO A/C MARKET, TARDEO ROAD, MUMBAI-400034 TO TRANSACT THE FOLLOWING BUSINESS:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt Balance Sheet as at 31st March, 2018 and the Statement of the Profit & Loss along with Cash Flow Statement and Notes to the Accounts for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

1. To appoint a Director in place of Mr. Kiran Jangla (DIN 01246423), who retires by rotation and being eligible, offers himself for re-appointment.

2. To re-appoint the Auditors to hold office from the conclusion of this meeting until conclusion of the 29th Annual General Meeting and to authorize board to fix their remuneration.

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

Date : 28.08.2018
Place: Mumbai

Dhiraj Jangla
Director

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.**

2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A proxy appointed by a member holding more than 10 percent of the total share capital of the Company carrying voting rights shall not act as proxy for any other member.

3. Members/ Proxies should bring the attendance slips duly filled-in for attending the meeting and deliver the same at the entrance of the meeting place.

   Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.

4. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2018 to 27th September, 2018 (both days inclusive).

5. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the Company.

6. Members seeking further information about the accounts are requested to write atleast 7 days before the date of the meeting so that it may be convenient to get the information ready at the meeting.

7. Members are requested to inform the Company's Registrar and Share Transfer Agent i.e. Purva Sharegistry (India) Private Limited, Unit no. 9 Shiv Shakti Ind. Estt. J.R. Boricha Marg Opp. Kasturba Hospital Lane Lower Parel (E) Mumbai 400 011 about the changes, if any, in their registered address along with the Pin Code, quoting their Folio Number and DP ID. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share Transfer Agent of the Company.

8. Members are requested to bring their copies of Annual Report to the meeting, as the same will not be supplied again at the meeting as a measure of economy.

9. Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no. 17/2011 dated April 21, 2011 and circular no. 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs.

10. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.

11. Members may also note that The Securities and Exchange Board of India vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated submission of Permanent Account Number (PAN) and bank account details of all securities holders holding securities in physical form. Further, SEBI has given a notification on June 8th, 2018 stating that physical transfer of shares will be allowed until December 4th, 2018 vide Circular No. SEBI/LAD/NRO/GN/2018/24. Hence, kindly send your shares for transfer before December 4th, 2018 or demat your shares with your Depository Participant at any time after updating your KYC information with the Company Registrar. The KYC form has been send to all the shareholders by courier and it is available on companies website at www.gfsteeel.co.in. The details need to be provided to the registrar at their register office.

Voting Through electronic means

a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 (Act), read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the Company is pleased to provide the facility of e- voting to its Members. The Members can avail the said facility from a place other than the venue of the AGM (remote e-voting) which will be provided by National Securities Depository Limited (NSDL).

b) The remote e-voting period will commence on 24 September, 2018 (9.00 a.m.) and will end on 26 September, 2018 (5.00 p.m.) During this period, Members holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 20th September, 2018, may cast their respective votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.

c) The facility of voting at the venue of AGM will be available only to the Members who have not cast their votes through remote e-voting. Members who have cast their votes by remote e-voting prior to AGM may attend the meeting but shall not be entitled to cast their votes again.

d) The Chairman shall, at the end of discussion at the AGM on the resolutions on which voting is to be held, allow voting, with the assistance of Scrutinizer, for all those Members who are present at the AGM but have not cast their votes yet.

e) The Board of Directors has appointed Mr. Vijaykumar Tiwari, Practicing Company Secretary, (Membership No. ACS 33084) as the Scrutiniser to scrutinize the entire e-voting process in a fair and transparent manner.

f) **Procedure for Remote E-Voting**

A. For Members receiving information electronically

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

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

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

c) Click on Shareholder – Login

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

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset

Password?" option available on www.evoting.nsdl.com.

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

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

e) After successful login, you can change the password with new password of your choice.

f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

g) Select "EVEN" (E Voting Event Number) of Grand Foundry Limited. Now you are ready for e-voting as Cast Vote page opens. h) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

j) Upon confirmation, the message "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.

i) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-voting system in future.

k) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

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

A. In case a Member receives physical copy of the Notice of AGM (for the Members whose e-mail IDs are not registered with the Company/DPs) or requesting physical copy]:

(i) Initial user ID and password are provided with the notice. Please follow all steps from above, to cast vote.

I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for

Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

III. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 20th September, 2018.

IV. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

V. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM)/

VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

VII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

VIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

IX. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.gfsteel.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India.

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

Date : 28.08.2018
Place: Mumbai

Dhiraj Jangla
Director

GRAND FOUNDRY LIMITED
Registered Office: 327, 3rd Floor, Arun Chambers, Tardeo Mumbai - 400034
Tel No. 022-23526317 CIN No. L99999MH1974PLC017655 • website: www.gfsteel.co.in

PROXY FORM – MGT 11

Name of the Member (s):

Registered Address:

Email id:

Folio No./Client Id/ DP ID:

I / We being a member(s) of GRAND FOUNDRY LIMITED shares of the above named company, hereby appoint

1. Name:……..Address:……...

   E-mail id:…… Signature..... or falling him/her

1. Name:……..Address:……...

   E-mail id:…… Signature..... or falling him/her

3. Name:……..Address:……...

   E-mail id:…… Signature..... or falling him/her

as my/our Proxy to attend and vote (on poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on **27th day of September, 2018 at 10.00 A.M at Gold Coins, 6-Arun Chambers, Next To A/C Market, Tardeo Road, Mumbai-400034** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. no.	Resolutions
1	Adoption of the Financial Statements and Reports thereon for the year ended March 31, 2018
2	Re-appointment of Shri. Kiran Jangla who retires by rotation, offers himself for re-appointment..
3	Re-appointment of the Auditors to hold office from the conclusion of this meeting until conclusion of the 29th Annual General Meeting and to authorize board to fix their remuneration.

Signed this_____day of_____2018.

Signature of the Shareholder Signature of the proxy holder(s)

Affix
1.00

Note:
1) This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

GRAND FOUNDRY LIMITED
Registered Office: 327, 3rd Floor, Arun Chambers, Tardeo Mumbai - 400034
Tel No. 022-23526317 CIN No. L99999MH1974PLC017655 • website: www.gfsteel.co.in

ATTENDANCE SLIP
26TH ANNUAL GENERAL MEETING

DP ID – Client ID / Folio No.	
Name & Address of Sole Member:	
No of Shares held	

I certify that I am a member / proxy of the Company

I hereby record my presence at the 26th Annual General Meeting of the Company, to be held on 27th day of September, 2018 at 10.00 A.M at **Gold Coins, 6- Arun Chambers, Next To A/C Market, Tardeo Road, Mumbai-400034**

Member's / Proxy's Signature