Grand Foundry Ltd.

12.08.2016

To
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
BKC, Bandra (East)
Mumbai- 400051

Sub: Clarification sought by NSE regarding appointment/resignation of Directors.

Kind Attn: Vishnu Vyas (Listing Compliance)

With reference to above please note the following:

1. Date of appointment of Ms Nirmala Maurya is wef 8th August, 2016 and a term of appointment is enclosed with this letter. Date of Resignation of Mr. Anant Gawde and Mr. Hiten Jangla is wef 8th August, 2016.
2. Appointment was due to the requirement of Women Director in the Company. Mr. Anant Gawde has resigned due to his ill health and Mr. Hiten Jangla has expanded his own business so remains pre occupied with the same.
3. There is no relationship between the directors of the company and the director appointed.
4. Brief Profile of Ms Nirmala Maurya has been enclosed with this letter.

Kindly take the above on your records and oblige.

For **Grand Foundry Limited**

GRAND FOUNDRY LTD.

Dhirajlal Jangla
Director
DIN: 02096717

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GRAND FOUNDRY LIMITED

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

[Pursuant to the provisions of Schedule IV to the Companies Act, 2013 and *Clause 49(II) (B) (4) of the Indian Listing Agreement]*

The broad terms and conditions of appointment of Independent Directors is reproduced hereunder:

1. Terms of Appointment:

- Subject to Members' approval at the Annual General Meeting of the Company, The term of appointment of Independent Directors of the Company is for a period of 5 consecutive years from the date of their being appointed or designated as such on the Board of the Company.

- Appointment of Independent Director is also subject to the permissible directorships that one can hold as per the provisions of the Companies Act, 2013 and other applicable statutes.

- Independent Directors will be eligible to be re-appointed for a further period of 5 consecutive years, after the completion of their tenure of first 5 years, subject to Board approval, and the passing of a Special Resolution by Shareholders.

2. Role, duties and responsibilities

A. As members of the Board, they along with the other Directors will be collectively responsible for meeting the objectives of the Board which include:

• Requirements under the Companies Act, 2013,
• "Responsibilities of the Board" as outlined in the Corporate Governance requirements as prescribed by Stock Exchanges,
• Accountability under the Director's Responsibility Statement.

B. They shall abide by the 'Code For Independent Directors' as outlined in Schedule IV to Section 149(8) of the 2013 Act, and duties of directors as provided in the 2013 Act (including Section 166) and as per the Regulation of SEBI (LODR).

C. They are particularly requested to provide guidance in their area of expertise.

3. Time Commitment

They agree to devote such time as is prudent and necessary for the proper performance of their role, duties and responsibilities as an Independent Director.

4. Remuneration

As Independent Directors, they shall be paid sitting fees for attending the meetings of the Board and the Committees of which they are members. The sitting fees for attending each meeting of the Board and its Committees would be as determined by the Board from time to time.

In addition to the sitting fees, commission that may be determined by the Board may also be payable to them. In determining the amount of this commission, the Board supported by the Nomination and Remuneration Committee may consider performance of the Company and their performance as evaluated by the Board.

Further, the Company may pay or reimburse to the Director such expenditure, as may have been incurred by them while performing their role as an Independent Director of the Company. This could include reimbursement of expenditure incurred by them for accommodation, travel and any out of pocket expenses for attending Board/ Committee meetings, General Meetings, court convened meetings, meetings with shareholders/creditors/management, site visits, induction and training (organized by the Company for Directors) and in obtaining, subject to the expense being reasonable, professional advice from independent advisors in the furtherance of their duties as Independent Directors.

5. Code of Conduct

As Independent Directors of the Company, they agree to comply with the Code of Conduct for Directors provided on the website of the company www.gfsteel.co.in .

The provisions of, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, prohibiting disclosure or use of unpublished price sensitive information, would be applicable to the Independent Directors.

Additionally, they shall not participate in any business activity which might impede the application of their independent judgment in the best interest of the Company.

All Directors are required to sign a confirmation of acceptance of the Grand Foundry Limited Code of Conduct as adopted by the Board on an annual basis.

6. Confidentiality

Unless specifically authorised by the Company, they shall not disclose company and business information to constituencies such as the media, the financial community, employees, shareholders, agents, franchisees, dealers, distributors and importers.

Their obligation of confidentiality shall survive cessation of their respective directorships with the Company.

7. Training and Development

The Company may, if required, conduct formal training program for its Independent Directors.

The Company may, as may be required, support Directors to continually update their skills and knowledge and improve their familiarity with the company and its business. The Company will fund/arrange for training on all matters which are common to the whole Board.

8. Performance Appraisal / Evaluation Process

As members of the Board, their performance as well as the performance of the entire Board and its Committees will be evaluated annually. Evaluation of each director shall be done by all the other directors. The criteria for evaluation shall be disclosed in the Company's Annual Report. However, the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board / Committee.

9. Disclosures, other directorships and business interests

During the Term, they agree to promptly notify the Company of any change in their directorships, and provide such other disclosures and information as may be required under the applicable laws. They also agree that upon becoming aware of any potential conflict of interest with their position as Independent Directors of the Company, they shall promptly disclose

the same to the Chairman of the Company.

During their Term, they agree to promptly provide a declaration under Section 149(7) of the 2013 Act, upon any change in circumstances which may affect their status as an Independent Director.

10. Changes of personal details

During the Term, they shall promptly intimate the Company and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

11. Disengagement

They may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by them in the notice, whichever is later.

Their directorship on the Board of the Company shall cease in accordance with law. The Company may disengage Independent Directors prior to completion of Term (subject to compliance of relevant provisions of the 2013 Act) upon:

- Violation of any provision of the Grand Foundry Limited Code of Conduct.

- Upon the director failing to meet the criteria for independence as envisaged in Section 149(6) of the 2013 Act or as envisaged in SEBI (LODR).

Particulars	Ms Nirmala Maurya
DIN	07568801
Date of Birth	08/05/1982
Date of Appointment	08/08/2016
Nature of Expertise	Accounts
Experience	Experience of over 8 years in the field of accounts and finance.
Name of the Companies in which also holds directorship	Nil
Name of Companies in Committees of which hold membership/chairmanship	Nil
Shareholding in Grand Foundry Limited	Nil