AVANI GANDHI & ASSOCIATES
PRACTICING COMPANY SECRETARIES

REPORT OF SCRUTINIZER ON E - VOTING

The Chairman
M/s. Grand Foundry Limited,

Dear Sir,

Ref: Annual General Meeting

Sub. : Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

We, Avani Gandhi & Associates, Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of M/s. Grand Foundry Limited vide resolution dated 11.08.2017 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between 26th September, 2017 (from 9.00 a.m) to 28th September, 2017 (upto 5.00 p.m).

The Notice dated 11.08.2017 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the below mentioned resolution(s) to be passed at the said Annual General Meeting of the Company to be held on 29th September, 2017 at Gold Coins, 6- Arun Chambers, Next To A/C Market, Tardeo Road, Mumbai-400034.

The Company has availed the e-voting facility offered by National Securities Depository Limited for conducting e-voting by the Shareholders of the Company.

The Shareholders of the Company holding shares as on the "cut- off" date of 20th September, 2017, were entitled to vote on the proposed resolution(s) as set out at item nos. 1 to 4 in the Notice of the AGM of M/s Grand Foundry Limited.

The voting period for e-voting commenced on 26th September, 2017 at 9.00 a.m and ended on 28th September at 5.00 p.m and the National Securities Depository Limited platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of following two witnesses not being in the employment of the Company:

Office no. 705, Jaswanti Business Allied Center, Kanch Pada, Malad West, Mumbai- 400064
Cell: 9820556672 | **Email:** avanigandhics@gmail.com |

1.  (Monarch Gandhi)

2.  (Amey Kelji)

We have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the National Securities Depository Limited e-voting system.

We now submit the Report as under on the result of the voting through electronic means in respect of the said Resolutions.
Item No. 1 :

Adoption of Financial Statements (Ordinary Resolution)
(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
4	10740	100

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
-	-	-

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
-	-	-

Item No. 2:
Appointment of Mr. Kiran Jangla, Director retiring by rotation (Ordinary Resolution)
(i) Voted in favour of the resolution:

Office no. 705, Jaswanti Business Allied Center, Kanch Pada, Malad West, Mumbai- 400064
Cell: 9820556672 | **Email:** avanigandhics@gmail.com |



Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
4	10740	100

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
-	-	-

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
-	-	-

Item No 3:
Re-Appointment of Statutory Auditors (Ordinary Resolution)
(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
4	10740	100

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
-	-	-

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
-	-	-

Office no. 705, Jaswanti Business Allied Center, Kanch Pada, Malad West, Mumbai- 400064
Cell: 9820556672 | **Email:** avanigandhics@gmail.com |

Item No.4:
Appointment of Ms Minal Jangla as the Director (Ordinary Resolution)
(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
4	10740	100

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
-	-	-

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
-	-	-

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

Avani Gandhi
Proprietor
For Avani Gandhi & Associates
CP No. 16143
Company Secretaries
FCS No. 9220

Office no. 705, Jaswanti Business Allied Center, Kanch Pada, Malad West, Mumbai- 400064
Cell: 9820556672 | **Email:** avanigandhics@gmail.com |

THACKER BUTALA DESAI
Chartered Accountants

Dalamal Tower, B-wing
418, 4th Floor,
Free Press Journal Marg,
Nariman Point , Mumbai 400021
Tel : 2204 2086 - 22049473
Fax : 2204 0148
Email : kunjan@tbda.in

FORM NO. MGT.13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

25th Annual General Meeting of the Equity Shareholders of

Grand Foundry Limited

Held on 29th September, 2017 at Gold Coins, 6- Arun Chambers, Next To A/C Market, Tardeo Road, Mumbai-400034

Dear Sir,

I, Kunjan Gandhi, a Practicing Chartered Accountant, having office at 418, 4th Floor, B Wing Dalamal Towers, Nariman Point, Mumbai-400021 have been appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 25th Annual General Meeting of the Equity Shareholders of Grand Foundry Limited, held on 29th September, 2017 at Gold Coins, 6- Arun Chambers, Next To A/C Market, Tardeo Road, Mumbai-400034.

Responsibility of the Management of the Company

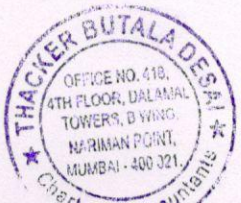
The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules made thereunder in relation to exercising of voting rights through poll in relation to resolutions proposed to be passed at the ensuing Annual General meeting of the company.

Responsibility of Scrutiniser

Our responsibility as Scrutinisers for the polling process at the 25th Annual General Meeting is restricted to make a Scrutiniser's report of the votes casted "in favour" or "against" the resolution(s) set out in the notice convening the Annual General Meeting, based on the ballot papers and records of the Company.

In respect of the poll taken on the 25th Annual General Meeting we submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:



THACKER BUTALA DESAI
Chartered Accountants

Dalamal Tower, B-wing
418, 4th Floor,
Free Press Journal Marg,
Nariman Point , Mumbai 400021
Tel : 2204 2086 - 22049473
Fax : 2204 0148
Email : kunjan@tbda.in

(a) **Resolution no. 1: Adoption of Accounts**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	67500	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

(b) Resolution no. 2: Reappointment of Mr. Kiran Jangla

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	67500	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

THACKER BUTALA DESAI
OFFICE NO. 418,
4TH FLOOR, DALAMAL
TOWERS, B WING,
NARIMAN POINT,
MUMBAI - 400 021.

THACKER BUTALA DESAI
Chartered Accountants

Dalamal Tower, B-wing
418, 4th Floor,
Free Press Journal Marg,
Nariman Point , Mumbai 400021
Tel : 2204 2086 - 22049473
Fax : 2204 0148
Email : kunjan@tbda.in

(c) **Resolution no. 3: Reappointment of Auditors**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	67500	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

(d) **Resolution no. 4: Appointment of Minal Jangla as the director of the Company**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	67500	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

THACKER BUTALA DESAI
OFFICE NO. 418, 4TH FLOOR, DALAMAL TOWERS, B WING, NARIMAN POINT, MUMBAI - 400 021.
Chartered Accountants

THACKER BUTALA DESAI
Chartered Accountants

Dalamal Tower, B-wing
418, 4th Floor,
Free Press Journal Marg,
Nariman Point , Mumbai 400021
Tel : 2204 2086 - 22049473
Fax : 2204 0148
Email : kunjan@tbda.in

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

5. A soft copy of the list of equity shareholders who voted "FOR", "AGAINST" for each resolution has been submitted to the authorised representative of the company. There were no invalid votes.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Mumbai
Dated: 29.09.2017

For Thacker Butala Desai

THACKER BUTALA DESAI ★ OFFICE NO. 418, 4TH FLOOR, DALAMAL TOWERS, B WING, NARIMAN POINT, MUMBAI - 400021 ★ Chartered Accountants

Kunjan Gandhi
Membership no. 39195