

Grand Foundry Limited



GRAND FOUNDRY LIMITED

26th

**Annual Report & Account
2017-18**

26th Annual Report 2017-2018

- **BOARD OF DIRECTORS**
 - Mr. Dhirajlal Jangla**
(Chairman)
 - Mr. Kiran D. Jangla**
(Managing Director)
 - Mr. Naresh Garodia**
(Independent Director)
 - Mr. Bhidhan Gujarati**
(Independent Director)
 - Mrs. Minal Jangla**
(Independent Director)
 - Mr. Bhanwar Lal Sanghvi**
(Independent Director)
- **REGISTERED OFFICE**

327, 3RD FLOOR, ARUN CHAMBERS,
TARDEO MUMBAI
Mumbai City MH 400034
- **BANKERS**

INDIAN OVERSEAS BANK
65/67, Bhulabhai Desai Road Breach Candy,
Mumbai - 400026
- **AUDITORS**

VIJAY V DEDHIA & CO
Chartered Accountants
304 Sharda Chambers No 1,
Bhat Bazar Mumbai 400009
- **INTERNAL AUDITORS**

THAKER BUTALA DESAI
Chartered Accountants
418, 4th Floor B Wing,
Dalamal Towers, Nariman Point,
Mumbai 400021
- **SECRETARIAL AUDITORS**

VIJAYKUMAR TIWARI
Company Secretary
D/6 Ashirwad Society, Plot No.35,
Gorai-1, Gorai Bridge,
Borivali (West), Mumbai - 400092,
Maharashtra

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.
2. To appoint a Director in place of Mr. Kiran Jangla (DIN 01246423), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 sent to all the shareholders by courier and it is available on companies website at www.gfsteel.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, 2017, 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]:

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- 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

DIRECTOR'S REPORT

To

THE MEMBERS,

Your Directors take pleasure in presenting the 25th Annual Report together with the Audited Accounts of your Company for the financial year ended March 31, 2018.

FINANCIAL RESULTS

Particular	2017-2018 (Rs.)	2016-2017 (Rs.)
Gross Profit/Loss	(1,90,62,651)	(22,05,584)
Finance Cost	22,56,954	19,24,206
Depreciation	875334	16,49,235
Profit/Loss before exceptional Item	(2,21,94,939)	13,67,857
Less: Exceptional Items	18,49,192	
Less: Deferred Tax Asset (Net)	1,32,62,438	50,72,074
Profit/Loss during the year	(5,02,513)	64,39,931

PERFORMANCE REVIEW

During the year under review your Company has made gross loss of Rs. 1,90,62,651 as against gross loss of Rs. -22,05,584 in the previous year. Net loss after depreciation, Financial cost and Exceptional item is Rs. -5,02,513 as against profits of Rs. 64,39,931 in the previous year.

DIVIDEND

In view of the losses incurred your directors does not recommend any dividend for the Financial year ended 31.03.2018.

TRANSFER TO RESERVE:

Your Company has not transferred anything to reserve during the year under review.

NUMBER OF MEETINGS OF THE BOARD

Regular meeting of the board are held to discuss and decide on various business policies, strategies and other business decisions. Board met 6 times during the year under review.

The details of number and dates of meetings held by the Board and its Committees, attendance of Directors is given separately in the attached Corporate Governance Report.

Company has following Committees of the Board

Audit Committee

Nomination & Remuneration Committee

Stakeholder Relationship Committee

Risk Management Committee

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirements of Section 134 (3) (c) of the Companies Act, 2013, your Directors states that:

- that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018 and of the profit and loss of the Company for the year ended on that date;
- that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the
- Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the directors had prepared the annual accounts on a going concern basis.
- that the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively and;
- that the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the financial year 2017-18, the Company has not received any complaints on sexual harassment and no complaints are remaining pending as on 31 March, 2018.

SIGNIFICANT EVENT:

Company has been suspended from the BSE Limited and National Stock Exchange of India Limited due to penal reasons. Listing fees of National Stock Exchange of India Limited and BSE Limited has already been paid.

Your Company has submitted all documents with BSE for revocation of suspension of Trading in the equity shares of the Company with BSE Limited and National Stock Exchange of India Limited approved by the Committee of the Exchange has give its approval and is in process of getting the suspension revoked.

The Company has send all its shareholders KYC forms to be filled in by the shareholders and send back to the company registrar.

Your Company's present R&T Agent is Purva Sharegistry (India) Private Limited.

The company has appointed CFO Ms. Priti Panchal on 13th February, 2017 and the balance sheet of the company shall be signed as per the provision of the companies act 2013.

Company Secretary for the Company Ms. Piyali Das was appointed on 19th September, 2017.

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For Internal Audit TBD & Associates was appointed for FY 2017-18.

For Secretarial Audit Vijay Tiwari & associates was appointed for FY 2017-18.

REPORT

Corporate Governance Report with auditors' certificate thereon and Management Discussion and Analysis are attached and form part of this report.

SUBSIDIARIES

Your Company does not have any subsidiary.

FIXED DEPOSITS

The Company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

DIRECTORS

As per the provisions of the Companies Act, 2013 Mr Kiran Jangla will retire by rotation at the ensuing Annual General Meeting and being eligible offered himself for re-appointment. The Board recommends his re-appointment for a period of 5 years.

The information on the particulars of Director eligible for appointment in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 has been provided in the notes to the notice convening the Annual General Meeting.

AUDITORS

Board has recommended the appointment of VIJAY V DEDHIA & CO, Chartered Accountants as statutory auditors of the company for a period of 4 years, members are requested to appoint them as statutory auditors of the company and to authorise Board to fix their remuneration.

The Notes on financial statement referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDITOR

M/s Vijay S. Tiwari & Associates has been appointed as the Secretarial Auditor of the Company for the Secretarial Audit of the Financial Year 2017-2018.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

A] Conservation of Energy and Technology Absorption:

- i) The step taken or impacts on conservation of energy – The operation of your Company is not energy intensive. However, adequate measures have been initiated for conservation of energy.
- ii) The steps taken by the Company for utilizing alternative sources of energy – though the operations of the Company are not energy intensive, the Company shall explore alternative sources of energy, as and when necessity arises.