

Grand Foundry Limited



GRAND FOUNDRY LIMITED

27th

**Annual Report & Account
2018-19**

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BOARD OF DIRECTORS

1. **Mr. Dhirajlal Jangla**
Chairman and Whole-time Director
2. **Mr. Kiran D. Jangla**
Managing Director
3. **Mrs. Minal Kiran Jangla**
Woman Director and Chief Executive Officer
4. **Mr. Bhidhan Gujarati**
Independent Director
(Resigned w.e.f. 29th May 2019)
5. **Mr. Naresh Goradia**
Independent Director
6. **Mr. Bhanwarlal Sanghvi**
Independent Director
(Resigned w.e.f. 29th May 2019)
7. **Mr. Ketan Shah**
Independent Director
(appointed w.e.f., 29th May 2019)
8. **Mr. Taroon Vaswani**
Independent Director
(appointed w.e.f., 29th May 2019)

REGISTERED OFFICE

327, 3rd Floor
Arun Chambers
Tardeo, Mumbai
400034

BANKERS

Indian Overseas Bank

Plant

K-47 Five-star Zone, MIDC Butibori,
Nagpur -441122

REGISTRAR & SHARE TRANSFER AGENT

Purva Sharegistry India Private Limited
9, Shiv Shakti Industrial Estate, J.R. Boricha
Marg, near Iodha Excelus, Lower Parel (East)
Mumbai-400011

CHIEF FINANCIAL OFFICER

Ms. Priti Panchal

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Parul Gupta
W.e.f., November 13, 2018

Ms. Piyali Das

Upto August 31, 2018

STATUTORY AUDITORS

M/s Vijay V. Dedhia & Co
Chartered Accountants

INTERNAL AUDITORS

Thacker Butala Desai
Chartered Accountants

SECRETARIAL AUDITORS

M/s. Shivalal Maurya & Co.
Company Secretaries, Mumbai

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-Seventh Annual General Meeting of the members of Grand Foundry Limited will be held on Thursday, 26th day of September, 2019 at 11:00 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 the Audited Financial Statements for the year ended March 31, 2019 together with the Boards' Report and Auditors Report' thereon.
2. To appoint a Director in place of Mr. Dhirajlal Jangla (DIN: 02096717), Director of the Company, who retires by rotation and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Taroon Vaswani (DIN: 01870879) as an Independent Director

To consider and if thought fit, approve with or without modification(s) the following resolution as **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to provisions of Section 149 and 152 read with Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, (the “Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee Mr. Taroon Vaswani (DIN: 01870879) who was appointed as an Independent Director for a period of five years with effect from May 29, 2019 by the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation with effect from May 29, 2019 to May 28, 2024.

“RESOLVED FURTHER THAT, the Board of Directors be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution”

4. Appointment of Mr. Ketan Shah (DIN: 00086907) as an Independent Director

To consider and if thought fit, approve with or without modification(s) the following resolution as **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, (the “Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations,

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2015 and based on the recommendation of Nomination and Remuneration Committee, Mr. Ketan Shah (DIN: 00086907) who was appointed as an Independent Director for a period of five years with effect from May 29, 2019 by the Board of Directors of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation with effect from May 29, 2019 to May 28, 2024.

“RESOLVED FURTHER THAT, the Board of Directors be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution”

5. **Alteration of Memorandum of Association as per Companies Act, 2013**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT, pursuant to the provisions of Section 4, 13 and all other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, and rules made thereunder and subject to necessary statutory approvals and modifications, if any, consent of the members be and is hereby accorded to alter the provisions contained in the existing Memorandum of Association of the Company to extent of bringing in line with the applicable provisions of Companies Act, 2013, and the rules made thereunder and accordingly re-number the existing clauses of the Memorandum of Association. The following alterations in the Object Clause of the Memorandum of Association of the Company be and is hereby approved:

1. Replace the existing title of ‘Clause III (B)’ of the Memorandum of Association of the Company i.e. “THE OBJECTS INCIDENTAL OR ANCILLARY TO THE MAIN OBJECTS:” with the following new title:
“MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:”
2. Delete the title “Clause III (C) OTHER OBJECTS” and clauses of the other object clause of the Memorandum of Association of the Company.
3. The words ‘Companies Act, 1956’ in the existing Memorandum of Association shall be substituted with the words ‘Companies Act, 2013’, except to the extent of the Act under which the Company was incorporated and the references to various sections of the Companies Act, 1956 be replaced with the references to the corresponding sections of the Companies Act, 2013, in the Memorandum of Association of the Company, wherever required under the applicable provisions.

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. **Adoption of New Set of Articles of Association as per Companies Act, 2013.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT, pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, and rules made there-under and subject to necessary statutory approvals and modifications, if any, consent of the members be and is hereby accorded to alter the provisions contained in the existing Articles of Association by incorporating the new provisions in line with the applicable provisions of Companies Act, 2013, and the rules made there-under and accordingly to adopt the new regulations in the Articles of Association”.

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby severally authorized to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

7. Re-classification of Promoters/promoters group category of the Company

To consider and if thought fit, approve with or without modification(s) the following resolution as **ORDINARY RESOLUTION**:

“RESOLVED THAT, pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions including any amendment(s) or modification(s) made thereto from time to time and any other laws and regulations as may be applicable from time to time, and subject to the necessary approvals of the Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the members of the Company be and is hereby accorded for re-reclassification of the following persons from ‘Promoter and Promoter Group Category’ and remove their names from the ‘Promoter and Promoter Group’ Category.

“RESOLVED FURTHER THAT, the following persons are neither involved in the management of the Company nor exercise any control over the affairs of the Company directly or indirectly and do not hold any Shares in the Company and none of the following persons have any voting rights or special information rights or special rights as to voting or control of the Company.

Name of Person/Entity	No of Shares	% of total Equity capital
Jaiman A Mehta	0	NIL
Jayshree Kirti Mehta	0	NIL
Mehta Kokila Harshad	0	NIL
Kirti Anantrai Mehta	0	NIL

“RESOLVED FURTHER THAT, pursuant to Regulation 31A (3) sub clause (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, it is hereby confirmed that, the aforesaid person(s) seeking reclassification:

- Do not hold more than ten percent of the total voting rights in the Company;
- Do not exercise control over the affairs of the Company directly or indirectly;
- Do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;

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- iv. Have not been represented on the Board of Directors (including not having a nominee director) of the Company;
- v. Have never act as a key managerial person in the Company;
- vi. Are not a 'wilful defaulter' as per the Reserve Bank of India Guidelines
- vii. Are not a fugitive economic offender

“RESOLVED FURTHER THAT, the aforesaid persons will not have any direct or indirect control over the affairs of the Company and such promoters, and their relatives shall not act as key managerial person for a period of more than three years from the date of shareholders' approval.

“RESOLVED FURTHER THAT, after such re-classification following shall be the promoters of the Company

Name of Promoters	No of Shares	% of total Equity capital
Dhirajlal Jangla	502000	4.81%
Kiran Jangla	422614	4.05%
Minal Jangla	409136	3.92%
Heena Ashok Mehta	3800	0.04%
Namita Hiten Jangla	480	0

“RESOLVED FURTHER THAT, on approval of the stock exchange upon application for re-classification of the aforesaid person, the Company shall effect such reclassification in the statement of Shareholding pattern from immediate succeeding quarter under regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and compliance to SEBI (Substantial Acquisition of Shares and takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and other applicable provisions.

“RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolution, the Board or such other officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard and to submit all the requisite applications, representations, filings etc. with the Stock Exchanges and other regulatory authorities as may be required in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

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

Date : August 12, 2019
Place: Mumbai

**Dhiraj Jangla
Chairman & Whole Time Director
DIN: 02096717**

NOTES:

1. Your Company had appointed M/s. Vijay V. Dedhia & Co, Chartered Accountants (Firm Registration No. 111439W) as the Statutory Auditors for a term of 5 years commencing from the conclusion of 26th AGM till the conclusion of the 31st AGM to be held in year 2023.

However, pursuant to the amendments made to Section 139 of the Act, by the Companies (Amendment) Act, 2017, effective from May 7, 2018, the requirement of seeking ratification of the members for appointment of Statutory Auditors has been withdrawn. In view of the same, the ratification of members for continuance of M/s Vijay V. Dedhia & Co, Chartered Accountants, as the Statutory Auditors of the Company, is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as the Statutory Auditors. The Auditor's Report does not contain any qualification, reservation or adverse remark or disclaimer by M/s. Vijay V. Dedhia & Co, Chartered Accountants.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act on behalf of member(s) not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
3. An Explanatory Statement required under section 102(1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the meeting is annexed hereto.
4. Members / Proxies are requested to bring their duly filled in Attendance slip along with the Annual Report at the Annual General Meeting (AGM). Corporate members are requested to send their duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 ("the Act") authorizing their representative to attend and vote at the AGM (including through e-voting) or any adjournment thereof.
5. Brief resume of Directors proposed to be re-appointed at the ensuing AGM in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is annexed to the Notice. The Company is in receipt of relevant disclosures from the Director pertaining to his appointment and re-appointment.
6. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 and the Register of Contracts or Arrangement in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be open for inspection for the members during the AGM.
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 19th September 2019, to Thursday, 26th September, 2019 (both days inclusive).

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8. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / Registrar and Share Transfer Agent (RTA) i.e. Purva Shareregistry India Private Limited, at 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, near Lodha Excelus, Lower Parel, Mumbai- 400011 quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in electronic form may update such details with their respective Depository Participants (DP)
9. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
10. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019, unless the securities are held in the dematerialized form with the depositories. Therefore, Members holding shares in physical form are requested to dematerialize their holdings at the earliest.
11. The shareholders who are holding shares in demat form and have not yet registered their email IDs, are requested to register their email IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically. Shareholders holding shares in physical form may register their email IDs with the STA by sending an email at support@purvashare.com . The Annual Report of the Company and other documents proposed to be sent through email will also be made available on the Company's website at i.e. www.gfsteel.co.in
12. Members desirous of getting any information on the financials and operations of the Company are requested to address their queries to the Compliance Officer at the registered office of the Company at least ten days in advance of the AGM to enable the Company to provide the required information.
13. Members having multiple folios in identical names or in joint names in the same order are requested to write to RTA of the Company, Purva Shareregistry India Private Limited enclosing their share certificate(s) to enable the Company for consolidation of all such shareholding into one folio to facilitate better services.
14. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc, having photo identity) while attending the AGM.
15. The Securities and Exchange Board of India 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 their respective PAN details to their respective Depository Participants with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company – Purva Shareregistry India Private Limited.
16. Non Resident Indian members are requested to inform the RTA of the Company immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.

17. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its members in its records.

Members are thus requested to kindly submit their respective e-mail ID's and other details vide the e-mail updation form attached in this Annual Report. The same could also be done by filling up and signing at the appropriate place in the said form and by returning this form by post to the company.

The e-mail ID provided shall be updated subject to successful verification of their signatures as per records available with the RTA of the Company.

18. The Notice of the 27th AGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose e-mail ID's are registered with the Company/Depository Participant(s) unless member have requested for hard copy of the same. For members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent by the permitted mode.
19. Route Map of the venue of the 27th AGM of the Company is annexed at the end of this Annual Report and is also uploaded on the website of the Company, i.e. www.gfsteel.co.in
20. **Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide e-voting facility to its members to cast their votes electronically on all the resolutions as set forth in the Notice convening the 27th AGM of the Company. The Company has engaged the services with National Securities Depository Limited (NSDL) to provide the e-voting facility.

The facility of voting, through polling papers shall also be made available at the venue of the 27th AGM. The members who have already cast their votes through e-voting can attend the meeting but shall not be entitled to cast their vote again at the AGM.

The E-voting is optional.

The Company has appointed M/s. Shivrul Maurya & Co, Company Secretaries, Mumbai as the Scrutinizer for conducting the process of e-voting and voting through poll papers at the AGM in a fair and transparent manner.

The Company has fixed Friday, 20th September 2019 as the 'Cut-off Date' for e-voting. The e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Friday, 20th September 2019 only.

The e-voting period will commence on Monday, 23rd September 2019 (09:00 am) and ends on Wednesday, 25th September 2019 (05:00 pm). During e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 20th September 2019, may cast their votes electronically. The e-voting module shall be disabled by NSDL after 05.00 pm on Wednesday, 25th September 2019. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

(A) Procedure/ Instructions for e-voting are as under:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- iv. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- v. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.