

November 30, 2020

To,  
The Manager – CRD,  
**BSE Limited.**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001  
Scrip Code: **513343**

The Manager – Listing Department  
**National Stock Exchange of India Limited,**  
Exchange Plaza”, Bandra Kurla Complex,  
Bandra (East),  
Mumbai – 400 051  
Symbol: **GFSTEELS**

**Dear Sir/Madam,**

**Sub: Notice convening 28<sup>th</sup> Annual General Meeting, Annual Report of the Company and Book Closure**

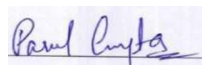
In compliance with General Circular no. 14/2020 dated April 8, 2020, Circular no. 17/2020 dated April 13, 2020, Circular no. 20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI), we are pleased to inform you that the 28<sup>th</sup> Annual General Meeting of the Company will be held on Wednesday, 23<sup>rd</sup> December 2020 through video conferencing/ other Audio visual means.

Further, pursuant to Regulation 34 of the Listing Regulations, please find enclosed herewith the Annual Report of the Company for the FY 2019-20 along with notice of AGM. The Company has commenced the dispatch of the Annual Report to the shareholders by electronic modes on 30<sup>th</sup> November, 2020.

The Register of Members and Share Transfer Books of the Company shall remain closed as mentioned hereunder:

Security Code	Type of Security	Book Closure		Cut-off date	Purpose
BSE: 513343 NSE: GFSTEELS	Equity	From	To	Tuesday, 16 <sup>th</sup> December, 2020	Annual General Meeting
		Thursday, 17 <sup>th</sup> December, 2020	Wednesday, 23 <sup>rd</sup> December, 2020		
		Both days inclusive			

Yours faithfully,  
**For Grand Foundry Limited**



**Parul Gupta**  
Company Secretary & Compliance officer

**Cc: National Securities Depository Limited**  
Trade World, 5<sup>th</sup> Floor, Kamala Mills Compound,  
Senapati Bapat Marg, Mumbai-400013

Grand Foundry Limited



**GRAND FOUNDRY LIMITED**

**28<sup>th</sup>**

**Annual Report & Accounts**

**2019-20**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

1. **Mr. Dhirajlal Jangla**  
Chairman and Whole-time Director (upto  
**October 25, 2019)**
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. 29<sup>th</sup> May 2019)**
5. **Mr. Naresh Goradia**  
Independent Director
6. **Mr. Bhanwarlal Sanghvi**  
Independent Director  
**(Resigned w.e.f. 29<sup>th</sup> May 2019)**
7. **Mr. Ketan Shah**  
Independent Director  
**(appointed w.e.f., 29<sup>th</sup> May 2019)**
8. **Mr. Taroon Vaswani**  
Independent Director  
**(appointed w.e.f., 29<sup>th</sup> May 2019)**
9. **Kersi Pavri**  
Director  
**(appointed w.e.f., August 31, 2020)**

### REGISTERED OFFICE

327, 3<sup>rd</sup> 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 Shareregistry India Private Limited  
9, Shiv Shakti Industrial Estate, J.R. Boricha  
Marg, near lodha Excelus, Lower Parel (East)  
Mumbai-400011

### CHIEF FINANCIAL OFFICER

Ms. Priti Panchal  
**(resigned w.e.f., October 18, 2020)**

### COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Parul Gupta

### STATUTORY AUDITORS

M/s Vijay V. Dedhia & Co  
Chartered Accountants

### INTERNAL AUDITORS

Thacker Butala Desai  
Chartered Accountants

### SECRETARIAL AUDITORS

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

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**GRAND FOUNDRY LIMITED**

CIN L99999MH1974PLC017655

**Registered. Office:** 327, 3<sup>rd</sup> Floor, Arun Chambers, Tardeo Mumbai- 400034

Ph. No. 022-23526316; E-mail Id:- [compliance@gfsteel.co.in](mailto:compliance@gfsteel.co.in) ;

Website: [www.gfsteel.co.in](http://www.gfsteel.co.in)

**NOTICE**

Notice is hereby given that the Twenty-Eighth Annual General Meeting of the members of Grand Foundry Limited will be held on **Wednesday, 23<sup>rd</sup> day of December 2020** at 10:00 a.m. through video conferencing to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2020 together with the Boards' Report and Auditors Report' thereon.
2. To appoint a Director in place of Ms. Minal Jangla (DIN: 00734650), Director of the Company, who retires by rotation and being eligible, has offered herself for re-appointment.

**SPECIAL BUSINESS:**

3. **Appointment of Mr. Kersi Pavri (DIN: 00473846) as non-executive Director 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 the provisions of sections 150, 152 and other applicable provisions of the Companies Act, 2013(Act) and rules framed thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force) read with regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended and such other requisite approval as may be required in this regard, Mr. Kersi Pavri (holding DIN 00473846) be and is hereby appointed as Non-Executive Director of the Company w.e.f., August 31, 2020.

**"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. **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-classification 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:

- i. Do not hold more than ten percent of the total voting rights in the Company;
- ii. Do not exercise control over the affairs of the Company directly or indirectly;
- iii. Do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- 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	1.65%
Kiran Jangla	2422614	7.96%
Minal Jangla	18409136	60.50%
Heena Ashok Mehta	3800	0.01%
Namita Hiten Jangla	480	0.00%

**“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**

Place: Mumbai  
Date: November 24, 2020

**Kiran Jangla  
Managing Director  
DIN: 001246423**

**NOTES:**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning businesses under Item Nos. 3 to 4 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
2. Corporate members are requested to send at [support@purvashare.com](mailto:support@purvashare.com) or [cs@gfsteel.co.in](mailto:cs@gfsteel.co.in) before e-voting/ attending annual general meeting, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting through VC, pursuant to Section 113 of the Companies Act, 2013.
3. 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.
4. 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, 17<sup>th</sup> December 2020, to Wednesday, 23<sup>rd</sup> December, 2020 (both days inclusive).
5. 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)
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 available for inspection upto the date of AGM . Members can inspect the same by sending an email to [cs@gfsteel.co.in](mailto:cs@gfsteel.co.in)
7. 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.
8. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants. The nomination form can be downloaded from the Company's website [www.gfsteel.co.in](http://www.gfsteel.co.in)
9. 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](mailto: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](http://www.gfsteel.co.in)
10. 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 [cs@gfsteel.co.in](mailto:cs@gfsteel.co.in) at least ten days in advance of the AGM to enable the Company to provide the required information.
11. Since the AGM will be held through VC, the Route Map to the AGM venue, proxy form and attendance slip are not annexed to this Notice.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
2. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
3. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
4. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request to [cs@gfsteel.co.in](mailto:cs@gfsteel.co.in) at least 7 days before AGM mentioning their name, demat account number/folio number, email id, mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

#### **E-VOTING INSTRUCTIONS FOR ANNUAL GENERAL MEETING THROUGH VC/OAVM**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/ AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/ AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/ AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The attendance of the Members attending the EGM/ AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/ AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM/ AGM will be provided by NSDL.
5. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.



6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.gfsteel.co.in](http://www.gfsteel.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. The Company has appointed M/s. Shivalal Maurya & Co, Company Secretaries, Mumbai as the Scrutinizer for conducting the process of voting in a fair and transparent manner and he has communicated his willingness to be appointed for the said purpose.
9. The Scrutinizer will, after scrutinizing the votes cast through e-voting during the meeting and through remote e-voting, not later than 48 hours of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairperson/ Managing Director/ Company Secretary who shall declare the results. The results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company viz. [www.gfsteel.co.in](http://www.gfsteel.co.in) and on the website of NSDL viz. [www.nsdl.com](http://www.nsdl.com). The results shall simultaneously be communicated to the Stock Exchanges.
10. The Company has fixed Wednesday, 16<sup>th</sup> December 2020 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. Wednesday, 16<sup>th</sup> December 2020 only.
11. The e-voting period will commence on Sunday, 20<sup>th</sup> December 2020 (09:00 am) and ends on Tuesday, 22<sup>nd</sup> December 2020 (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. Wednesday, 16<sup>th</sup> December 2020, may cast their votes electronically. The e-voting module shall be disabled by NSDL after 05.00 pm on Tuesday, 22<sup>nd</sup> December 2020. 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:**

**The remote e-voting period begins on Sunday, December 20<sup>th</sup>, 2020 at 09:00 A.M. and ends on Tuesday, December 22<sup>nd</sup>, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

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

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. 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.*
4. 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***.

5. 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.

c) How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [shivamaurya1286@gmail.com](mailto:shivamaurya1286@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@gfsteel.co.in](mailto:cs@gfsteel.co.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self - attested scanned copy of PAN card), AADHAR (self - attested scanned copy of Aadhar Card) to [cs@gfsteel.co.in](mailto:cs@gfsteel.co.in)

**INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013**

**ITEM NO. 3**

The Board of Directors of the Company ("the Board") had appointed Mr. Kersi Pavri as Non-Executive Director of the Company with effect from August 31, 2020 subject to the approval of members. A brief profile of Mr. Kersi Pavri including nature of his expertise, is provided as **Annexure I** to the notice of the Annual General Meeting.

The Board is of the view that the valuable experience of Mr. Kersi Pavri would benefit the Company.

Consent of the members by way of ordinary resolution is required for appointment of Mr. Kersi Pavri as the Independent Directors. He does not hold any shares in the Company, either in his individual capacity or on a beneficial basis for any other person.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution set forth in item no. 3 for the approval of members.

**ITEM NO.4**

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 has provided a regulatory mechanism for re-classification of “Promoter and Promoter group category” subject to the fulfilment of conditions as provided therein.

Company had made the application to the Stock Exchange for re-classification within 30 days of 27<sup>th</sup> AGM. However, stock Exchange rejected the application due to delay in compliance with regulation 31A (8)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and hence, the Company has to make the application again for re-classification of promoter/promoter group.

In this regard the Company has received request applications again from the following persons falling under the promoter/promoter group category pursuant to Regulation 31A of the listing Regulations, 2015 for re-classification of “promoter/promoter group Category” on June 21, 2020 and remove their name from the category of promoter/promoter group as they do not fall under the definition of the Promoter and not holding any shares in the Company.

Mr. Jaiman Mehta, Mrs. Jashree Mehta, Mrs. Kokila Mehta and Mr. Kirti Anantrai Mehta have transferred their entire holding on November 03, 2017 to Mr. Kiran Jangla. As on date they are not holding any shares in the Company and hence, applied to remove their names from the promoter/promoter group category.

They are not forming part of immediate relatives as per the definition of Promoter Group as provided in Regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

<b>Name of the applicant classified under Promoter group category</b>	<b>No of Shares held</b>	<b>% of the paid -up capital</b>
Mr Jaiman Mehta	0	NIL
Mrs. Jashree Mehta	0	NIL
Mrs. Kokila Mehta	0	NIL
Mrs. Kirti Anantrai Mehta	0	NIL

Pursuant to clause (b) sub-regulation 3 of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, the aforesaid person(s) seeking re-classification have confirmed that:

- they are not holding more than ten percent of the total voting rights in the Company.
- they do not exercise control over the affairs of the Company directly or indirectly.
- they have no special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- they are not represented on the board of directors (including not having a nominee director) of the Company.
- they do not act as Key managerial person in the Company.
- they are not ‘wilful defaulter’ as per the Reserve Bank of India Guidelines.
- they are not fugitive economic offender

And they have also confirmed that at all times from the date of such reclassification, they shall continue to comply sub-clauses (i), (ii) and (iii) of aforesaid Clause (b) of Sub- regulations (3) of Regulation 31A and shall also comply with conditions mentioned at sub-clause (iv) and (v) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018 for period of not less than three years from the date of reclassification, failing which they shall automatically be reclassified as promoter/persons belonging to Promoter Group as applicable.

Based on the request letter received from the above Promoter Person(s) and in view of the provisions of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018 and on satisfaction of the conditions (i) to (vii) specified in clause (b) of sub- regulation (3) and compliance of sub-regulation (4) of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018, the members of the Board of Directors at their meeting held on June 29, 2020, have approved the re-classification request received by the Company from Promoter/Promoter group to Public subject to approval of the Members of the Company and relevant regulatory authorities.

Your Directors recommend the passing of the Resolution as Ordinary Resolution as set forth in Item no.4.

Except Mr. Kiran Jangla, Mrs. Minal Jangla none of the Director or Key Managerial Personnel of the Company or their relatives in anyway concerned or interested in the resolution.

**In pursuance of the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI) details of Director seeking re-appointment at the 28<sup>th</sup> Annual General Meeting are as follows:**

<b>Name</b>	<b>Ms. Minal Jangla</b>
Designation	Director & Chief Executive Officer
DIN	00734650
Date of Birth/ Age	31/12/1958 (62 years)
Nationality	Indian
Date of appointment on the Board	11 <sup>th</sup> August, 2017
Qualifications	B.COM
Expertise and Experience in functional area	She has experience of 20 years of Steel industry
Number of shares held in the Company	18040196
List of Directorships held in various other Companies	3
List of Chairman/Membership of various Committees held in public Companies	Chairman: NIL Membership: NIL
Relationship with existing Directors and Key Managerial Personnel of the company	Spouse of Mr. Kiran Jangla (Managing Director)
Number of Board Meetings attended during the year 2019-20	07 (Seven)
Terms and Conditions of appointment or re-appointment and remuneration sought to be paid or last drawn	There is no change in terms & conditions for appointment including remuneration.

## Annexure I

**Details of the Director Seeking appointment in the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

1	Name	Mr. Kersi Pavri
2	Designation	Non-Executive Director
3	Age	71 years
4	Date of appointment & term of appointment	Mr. Kersi Pavri is appointed as the Additional Non-Executive Director of the Company w.e.f., August 31, 2020 for a term of 5 years. The said appointment is subject to the approval of members of the Company
5	Brief Profile	Mr. Pavri is B.COM graduate. He has 30-35 years' experience in Marketing field.
6	Relationship with other directors and Key Managerial Personnel	NA
7	Names of the Listed entities in which the director holds directorships	Grand Foundry Limited
8	Chairman/ Member of the Committees of the Board of Listed entities as on March 31, 2019	None
9	Shareholding in the Company as on 31.03.2020	NIL

## Boards Report

To  
The Members,  
Grand Foundry Limited

Your Directors are pleased to present the Twenty Eighth (28<sup>th</sup>) Directors' Report of the Company together with the Audited Financial Statements for the Financial Year ended March 31, 2020.

## 1. FINANCIAL HIGHLIGHTS:

Sr No.	Particulars	Rs. in lakhs	
		For the Year ended 31st March, 2020	For the Year ended 31st March, 2019
1	Total Revenue (Net)	735.68	2570.49
2	Profit before Depreciation & Amortization Expenses, Finance Cost and Tax	()	(92.95)
3	Less: Depreciation and Amortization Expenses	4.77	7.95
	Finance Cost	2.16	25.68
4	Profit before Tax	(232.93)	(126.58)
5	Exceptional Items	1.53	1.64
	Profit before Extraordinary item and tax	(234.47)	(128.23)
6	Extraordinary Items	0	0
	Less: Tax Expense (Deferred Tax)	30.21	(104.90)
6	Profit after Tax	(204.26)	(233.14)
7	Other Comprehensive Income	-	-
8	Balance of Profit as per last Balance Sheet	(204.26)	(233.14)
9	Balance Available for Appropriation	(1427.17)	(1194.02)
10	Bonus Shares issued	-	-
11	Dividend paid	-	-
12	Transfer to General Reserve	-	-
13	Balance of Profit carried to Balance Sheet	(1631.42)	(1427.17)

## 2. COMPANY'S PERFORMANCE AND REVIEW

The total revenue (net) of the Company for the year ended 31<sup>st</sup> March 2020, decreased by 71.37% and stood at ₹ 735.68 Lakhs as against ₹ 2570.49 in the previous year. During the year the Company has incurred losses of ₹ 204.26 lakhs as against loss of ₹ 233.14 lakhs in the previous year.

## 3. STATE OF THE COMPANY'S AFFAIR AND BUSINESS REVIEW

The details of the Company's affairs including its operations are more specifically given in the Management Discussion and Analysis Report, which is given in this Annual Report.

## 4. COVID 19:

In the last month of FY 2019-20, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs of all economic activity, causing economic disruptions across the world. In India, this disruption has been aggravated by the migrant labour crisis and the prevalence of slow growth and high unemployment even prior to the lockdown. It has hampered the business of the Company to an extent.



**5. SHARE CAPITAL:**

During the year 2019-20, your Company converted the unsecured loan brought in by the promoters of the Company at the time of revival amounting to Rs. 8,00,00,000 into equity Share Capital by allotting 2,00,00,000 Equity Shares of Rs. 4/- per share.

Further to the above allotment, the paid-up share capital has increased from Rs. 4,17,20,000/- as on March 31, 2019 to Rs. 12,17,20,000/- as on March 31, 2020.

**6. LISTING OF SHARES:**

The Equity shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The Company has paid the requisite listing fees to the respective Stock Exchanges for the financial year 2019-20.

**7. DIVIDEND AND RESERVE:**

In view of accumulated losses, your Directors do not recommend any dividend for the Financial Year 2019-2020. The details of the reserves and surplus are provided in Schedule No. 12 of the notes to the Audited Financial Statements.

**8. TRANSFER TO RESERVE:**

During the year under review, no amount was transferred to reserves.

**9. CHANGE IN THE NATURE OF BUSINESS:**

During the year under review there has been no change in the nature of business.

**10. PUBLIC DEPOSITS:**

During the year under review, the Company has not accepted any deposits within the meaning of Sections 73 and 76 of the Companies Act, 2013 ('the Act') read with Companies (Acceptance of Deposits) Rules, 2014.

**11. HOLDING, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

As on March 31, 2020 the Company does not have any Subsidiary, Associate or Joint Venture Company. Hence, preparation of Consolidated financial statements and statement containing salient features of the Subsidiary/ Associate or Joint Ventures companies in Form AOC-2 as per the provisions of Section 129 of the Companies Act, 2013 is not applicable to the Company.

**12. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the Articles of Association of the Company, Mrs. Minal Jangla, Director of the Company, is entitled to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible has offered herself for re-appointment.

Mr. Bidhan Gujarati and Mr. Bhanwarlal Sanghvi Independent Directors of the Company has resigned as Directors from the Board of Directors w.e.f., May 29, 2019 and on the recommendation of Nomination and Remuneration Committee, the Board has appointed Mr. Ketan Shah and Mr. taroon Vaswani as the Independent Directors subject to the approval of members for a period of 5 years w.e.f., May 29, 2019 to May 23, 2024.

Mr. Dhirajlal Jangla, Chairman and Whole time Director of the Company demised on October 25, 2019.

Ms. Priti Panchal, Chief financial officer of the Company resigned w.e.f., October 18, 2020 due to her pre-occupancy. Company has intimated her resignation to the Stock Exchange.

Your Board has appointed Mr. Kersi Pavri as the Non-Executive Director of the Company w.e.f., August 31, 2020 subject to the approval of members of the Company.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI), brief resume of the Director proposed to be re-appointed in the ensuing Annual General Meeting is annexed in Notice of 28<sup>th</sup> Annual General Meeting of the Company.

Your Board recommends the appointment of the Mrs. Minal Jangla as Director of the company.

All the Independent Directors of your company have given declarations that they meet the criteria of Independence laid down under Section 149(6) of the Act and the Listing Regulations.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2020 are: Mr. Kiran Jangla-Managing Director, Mrs. Minal Jangla - Director and Chief Executive Officer, Ms. Priti Panchal- Chief Financial Officer and Ms. Parul Gupta Company Secretary and Compliance Officer. The Company has complied with the requirements of having Key Managerial Personnel as per the provisions of Section 203 of the Act.

### **13. ANNUAL EVALUATION OF PERFORMANCE BY THE BOARD:**

As per the provisions of Section 134 and Schedule IV of the Companies Act, 2013 the Board of Directors need to evaluate its own performance, the performance of all the individual Directors of the Company and the performance of committees of the Board.

The Board has carried out evaluation of its own performance, the directors individually as well as the working of its Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee of the Company. The Board has devised questionnaire to evaluate the performances of each of Executive, Non-Executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Board Committee Meetings;
- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance;
- iv. Providing perspectives and feedback going beyond information provided by the management.
- v. Ability to contribute to and monitor our corporate governance practices

The Independent Directors at their meeting held on 11<sup>th</sup> March, 2020, evaluated performance of the Chairperson, non-independent directors of the Company and the performance of the Board as a whole.

The Directors expressed their satisfaction to the outcome of the aforesaid evaluations and consented for continuation of present term of appointment of each of the Independent Directors.

### **14. DIRECTORS' RESPONSIBILITY STATEMENT:**

Your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them and as required under Section 134(3)(c) of the Companies Act, 2013 hereby state that:

1. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. your 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 at the end of the financial year March 31<sup>st</sup>, 2020 and of the loss of the company for that period;
3. your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

4. your Directors have prepared the annual accounts on a going concern basis;
5. your Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
6. your Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **15. MEETINGS OF THE BOARD OF DIRECTORS:**

The Board meets at regular intervals to discuss and decide on Company's business policy and strategies apart from the other business of the Board.

During the year under review, the Board met 7 (Seven) times. The details of the meetings of Board of Directors and the attendance of the Directors at the meetings are provided in the Report on Corporate Governance, which forms part of this report. The intervening gap between the two consecutive meetings was within the period prescribed under the Companies Act, 2013 and Secretarial Standard on Board Meetings (SS-1) issued by ICSI.

#### **16. COMMITTEES OF THE BOARD:**

The Board has constituted its Committees in accordance with the provisions of the Companies Act, 2013 and as per the Listing Regulations. There are currently four Committees of the Board, which are stated as follows:

- a. Audit Committee;
- b. Stakeholders' Relationship Committee;
- c. Nomination and Remuneration Committee;
- d. Risk Management Committee.

Details of all the Committees along with their charters, composition and meetings held during the year 2019-20, are provided in the "Report on Corporate Governance" which forms part of this Annual Report.

#### **17. EXTRACT OF THE ANNUAL RETURN:**

An extract of the Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 in Form MGT 9 is appended to this Report as "Annexure I."

#### **18. STATUTORY AUDITORS:**

In terms of Section 139 of the Act, Members of the Company at the 26<sup>th</sup> AGM held on September 27, 2018 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 26<sup>th</sup> AGM till the conclusion of the 31<sup>st</sup> 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.

## 19. SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration Managerial Personnel) Rules, 2014, the company has appointed M/s. Shivilal Maurya & Co., Company Secretaries, Mumbai as Secretarial Auditor of the Company for the Financial Year ended March 31, 2020.

The Report of the Secretarial Auditor for F.Y. 2019-20 is appended to this Report as (**Annexure II**) which forms part of this Annual Report.

With regard to observations made by the Secretarial Auditors' in their Report, your Directors would like to state as under:

1. **During the period from 1st April, 2019 to 29th May, 2019 Mr. Bidhan Gujarati and Mr. Bhanwarlal Sanghvi was Independent Directors of the Company which was not in compliance with the requirement of Independent Directors in terms of the provisions of Sec 149(6)(b)(ii) of the Act, pursuant to which the composition of mandatory committees of the Board as prescribed by the Act was also not in accordance with the respective provisions of the Act;**

The non-compliance in regard to the para above is inadvertent and when it came to the knowledge of the Company about the non-compliance with the requirement of Independent Director in terms of provisions of Section 149(6)(b)(ii), Mr. Bidhan Gujarati, resigned with the immediate effect on May 29, 2019 and in his place Company appointed a new Independent Director.

2. **The Company does not have system in place pursuant to the provision of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 regarding maintenance of the data of the Insiders;**

Your Company has discussed and decided to put a system in place pursuant to the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 regarding maintenance of the data of the Insiders

3. **In the Annual General Meeting of the Company held on 26th September 2019 the Company had proposed ordinary resolution for re-classification of promoters/promoters group from Mehta Family to Jangla family, however the same was rejected by the exchanges due to non - compliance.**

Your Company inadvertently delayed in Public announcement under reg 31A (8)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The Company has again proposed the resolution for re-classification in 28<sup>th</sup> Annual General Meeting of the Company and has complied timely with all regulations.

## 20. INTERNAL AUDIT:

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, M/s. Thaker Butala Desai, Chartered Accountants, Mumbai, were appointed as Internal Auditors of the company for the Financial Year 2019-20.

Based on the report of internal audit, the management takes corrective action in respective areas observed and thereby strengthen the controls.

## 21. INTERNAL FINANCIAL CONTROL:

Your Company has an adequate Internal Control System commensurate with the size, scale and complexity of its operations and well-documented procedures for various processes which are periodically reviewed for changes warranted due to business needs.

The Audit Committee evaluates the efficiency and adequacy of financial control system prevailing in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and strives to maintain the Standards in Internal Financial Controls. This system of internal control facilitates effective compliance of Section 138 of the Act and the Listing Regulations.

During the year under review, no reportable material weakness in the operation was observed. Regular audit and review processes ensure that such systems are reinforced on an ongoing basis.

## 22. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

The Vigil Mechanism/Whistle Blower Policy has been put in place in accordance with Section 177 of the Companies Act, 2013 for the Directors and Employees to report their genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism provides for adequate safeguards against the victimization of Director(s) and Employee(s) who avail of the mechanism. Directors and Employees may make protected disclosure under the policy to the Compliance Committee constituted by the Company to administer the internal code of business conduct. In exceptional cases, Directors and Employees have direct access to the Chairman of the Audit Committee. Further no personnel have been denied access to the Compliance Committee/ Chairman of the Audit Committee, as the case may be.

No complaints were received under whistle blower mechanism during the year under review.

## 23. REMUNERATION POLICY:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and on recommendation of the Nomination and Remuneration Committee, the Board framed a Policy relating to the selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration. The Policy includes criteria for determining qualifications, positive attributes and independence of a director and other matters. The functions of the Nomination and Remuneration Committee are disclosed in the Corporate Governance Report, which forms part of the Annual Report.

## 24. PARTICULARS OF EMPLOYEES:

Disclosure with respect to the ratio of remuneration of each Directors to the median employees' remuneration as required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as **Annexure III** to this Report.

During the year under review, no employee was in receipt of remuneration exceeding the limits as prescribed under provisions of Section 197 of the Companies Act, 2013 read with Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The information required pursuant to Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided on request. In terms of Section 136 of the Act, the reports and accounts are being sent to the shareholders and others entitled thereto, excluding the said information which will be made available for inspection by the shareholders at the Registered Office of the company during business hours on any working days of the Company up to the date of the ensuing Annual General Meeting. If any shareholder is interested in inspecting the same, such shareholders may write to the Company Secretary in advance.

## 25. BUSINESS RISK MANAGEMENT:

The Company has formulated and implemented a Risk Management policy in accordance with the provisions of the Act in order to address the business risks associated with the Company. The Company periodically reviews the risk management practices and actions deployed by the management with respect to the identification, impact assessment, monitoring, mitigation and reporting of key risks while trying to achieve its business objectives.

## 26. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013:

All Related Party Transactions entered during the year under review were on arm's length basis and in ordinary course of the business and none of them were material. The same are reported in the Notes no. 29 to the Financial Statements.

No material related party transactions were entered during the year under review by your Company. Hence, accordingly disclosure as required under Section 134(3) of the Companies Act, 2013 in Form AOC-2 is not applicable to the company.

All the RPTs were placed before the Audit Committee for its approval and the Committee had granted its prior approval/omnibus approvals, as the case may be, for all related party transactions considering their nature.

## 27. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

During the year under review, the Company has not made any investments, advanced any loans or provided any guarantee falling under Section 186 of the Companies Act, 2013 ("the Act").

## 28. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There were three significant and material orders passed by the BSE Limited and National Stock Exchange Limited that impact the going concern and Company's operation in future:

1. Company has received approval for Revocation of suspension from the NSE and BSE on 12<sup>th</sup> July 2019 for commencement of trading of shares of the Company with effect from 22<sup>nd</sup> July 2019.
2. Company has approved alteration of memorandum of association and articles of association in their Annual General Meeting held on 26<sup>th</sup> September 2019.
3. Company had issued and allotted 2,00,00,000 Equity Shares of Rs. 4/- each to Mr. Kiran Jangla and Mrs. Minal Jangla on preferential basis upon conversion of unsecured loan as per the Board for Industrial and Financial Reconstruction ("BIFR") order dated 11<sup>th</sup> September 2015 in their board meeting held on 24<sup>th</sup> December 2019.
4. Company has received trading approval for 2,00,00,000 Equity Shares of Rs. 4/- each from NSE and BSE on 3<sup>rd</sup> February 2020 for commencement of trading with effect from 4<sup>th</sup> February 2020.

Hence, the Company has implemented all the orders stated in BIFR order dated, September 07, 2015.

Other than the above no significant or material order has been passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have bearing on company's operations in future.

## **29. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There has been no material change/commitment affecting the financial position of the Company during the period from the end of the financial year on 31<sup>st</sup> March, 2020 to the date of this Report. There has been no change in the nature of business of the Company.

Company faced issues in preparation of financial Statements and hence Company re-grouped/re-arranged wherever necessary. Hence, there are few changes in the Balance Sheet finalised for March 31, 2020.

## **30. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information pertaining to conservation of energy and technology absorption as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in “Annexure - IV” to this report.

The total foreign Exchange inflow was ₹ 1,09,21,117 and Foreign Exchange Outflows was NIL during the year under review.

## **31. REPORT ON CORPORATE GOVERNANCE**

Pursuant to the provisions of Regulation 34 read with Schedule V of the Listing Regulation, the following have been made a part of the Annual Report and are appended to this report:

- a. Management Discussion and Analysis;
- b. Report on Corporate Governance;
- c. Declaration on Compliance with Code of Conduct;
- d. Certificate from Practicing Company Secretary that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or to act as director of the Company; and
- e. Auditors’ Certificate regarding compliance with conditions of Corporate Governance.

## **32. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE UNDER (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has zero tolerance towards sexual harassment at workplace and has adopted a policy to abide by letter and spirit requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. All the women employees either permanent, temporary or contractual are covered under the said policy. The said policy is updated internally to all the employees of the Company. An Internal Complaint Committee (ICC) is not constituted as the same is not applicable to the Company.

The details of the complaints’ in relation to the Sexual Harassment of Women at Workplace filed/dispensed/pending is given in the Report on Corporate Governance which is forming part of this Annual Report.

## **33. CORPORATE SOCIAL RESPONSIBILITY (“CSR”)**

The provisions relating to Corporate Social Responsibility under Section 135 of the Companies Act, 2013 and rules made thereunder are not applicable to the Company. Therefore, the Company has not developed and implemented any policy on Corporate Social Responsibility initiatives.

## **34. MAINTAINENCE OF COST RECORDS:**

The provisions of Rule 8(5)(ix) of Companies (Accounts) Rules, 2014 of Section 134(3) of Companies Act, 2013 regarding maintenance of cost records are not applicable to the Company.

### 35. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and the Company has complied with all the applicable provisions of the same during the year under review.

### 36. ACKNOWLEDGEMENTS

Your Directors gratefully acknowledge the support and cooperation received from various departments of the Central and State governments, members, business associates, analysts, banks, financial institutions, customers, distributors and suppliers, Business Partners and other stakeholders of the Company and also convey a sense of high appreciation to all the employees of the Company for their hard work, dedication, continued commitment and contributions.

**For and on behalf of the Board of Directors  
For Grand Foundry Limited**

**Place:** Mumbai  
**Date:** November 24, 2020

**Kiran Jangla  
Managing Director  
DIN: 01246423**



## Annexures to Boards' Report

Annexure I  
EXTRACT OF ANNUAL RETURN

Form No. MGT-9  
Extract of Annual Return  
(As on the financial year ended on March 31, 2020)

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## I. REGISTRATION AND OTHER DETAILS:

1.	CIN	L99999MH1974PLC017655
2.	Registration Date	August 1, 1974
3.	Name of the Company	Grand Foundry Limited
4.	Category/Sub-Category of the Company	Public Company/Limited by share
5.	Address of the Registered office and contact details	327, 3rd Floor, Arun Chambers, Tardeo Mumbai 400034 Phone no. 022-23526316 Email: cs@gfsteel.co.in Website: <a href="http://www.gfsteel.co.in">www.gfsteel.co.in</a>
6.	Whether listed Company (Yes/No):-	Yes BSE Limited National Stock Exchange of India Limited.
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Private Ltd , Unit no. 9 Shiv Shakti Ind. Estt. J .R. Boricha marg Opp. Kasturba Hospital Lane, Lower Parel (E) Mumbai 400 011 Email: <a href="mailto:support@purvashare.com">support@purvashare.com</a> Phone:022-23012518,Website: <a href="http://www.purvashare.com">www.purvashare.com</a>

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of Main Product/Services	NIC Code of the Product	% to total turnover of the company
1.	Bright Steel Bars	2410	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: N.A.

Name and address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares	Applicable Section
N.A.				

**SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****i) Category-wise Share Holding.**

Sr. No.	Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters										
1. Indian										
a)	Individual/ HUF	1324576	13454	1338030	12.83	21338030	0	21338030	70.12%	0.00
b)	Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c)	State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d)	Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e)	Bank/ FI	0	0	0	0.00	0	0	0	0.00	0.00
f)	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total(A) (1):-		1324576	13454	1338030	12.83	21338030	0	21338030	70.12%	0.00
2. Foreign										
a)	NRI- Individual	0	0	0	0.00	0	0	0	0.00	0.00
b)	Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c)	Government	0	0	0	0.00	0	0	0	0.00	0.00
d)	Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0.00	0.00
e)	Bank/ FI	0	0	0	0.00	0	0	0	0.00	0.00
f)	Any Others	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total(A) (2):-		0	0	0	0.00	0	0	0	0.00	0.00
Total Share Holders of Promoters (A)=(A1+A2)		1324576	13454	1338030	12.83	21338030	0	21338030	70.12%	0.00
B. Public Shareholding										
1. Institutions										
a)	Mutual Funds	0	2000	2000	0.02	0	2000	2000	0.02	0.00
b)	Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
c)	Venture Capital funds	0	0	0	0.00	0	0	0	0.00	0.00
d)	Insurance Co.	0	3100	3100	0.03	0	3100	3100	0.03	0.00
e)	FIIs & QFI	1480	500	1980	0.02	1480	500	1980	0.02	0.00
f)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
g)	Trusts	0	0	0	0.00	0	0	0	0.00	0.00
h)	Provident funds/ Pension Funds	0	0	0	0.00	0	0	0	0.00	0.00
i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total - B (1)		5600	1480	7080	0.07	5600	1480	7080	0.07	0.00
2.	Central Government/ State Government(s)/ President of India	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total B(2)		0	0	0	0.00	0	0	0	0.00	0.00

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<b>3. Non Institutions</b>										
a)	Body Corporate:-									
i)	Indian	0	0	0	0.00	0	0	0	0.00	0.00
ii)	Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b)	Individual									
i)	Individual shareholders holding nominal share capital upto Rs 2 lakh	4863521	2220394	7083915	67.92	5376634	2201894	7578528	24.90	43.02
ii)	Individual shareholders holding nominal share capital in excess of Rs 2 lakh	1150781	0	1150781	11.03	713318	0	713318	2.34	8.69
c)	NBFCs registered with RBI	0	0	0	0.00	0	0	0	0.00	0.00
d)	Employee Trusts	0	0	0	0.00	0	0	0	0.00	0.00
e)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0.00	0	0	0	0.00	0.00
f)	Others (Specify)									
f-i)	Body Corporate	530895	100394	631289	6.05	482928	100194	583122	1.92	(0.15)
f-ii)	Hindu Undivided Family	143565	2380	145945	1.40	134505	2380	136885	0.45	0.95
f-iii)	Non Resident Indians	12126	9260	21386	0.21	14960	9260	24220	0.08	0.13
f-iv)	Non Resident Indians (Repat)	0	0	0	0.00	0	0	0	0	0.00
f-v)	Office Bearers	0	0	0	0.00	0	0	0	0	0.00
f-vi)	Clearing Member	51574	0	51574	0.49	48817	0	48817	0.16	0.33
<b>Sub-total B (3)</b>		<b>6751062</b>	<b>2333828</b>	<b>9084890</b>	<b>87.10</b>	<b>6771162</b>	<b>2313728</b>	<b>9084890</b>	<b>29.86</b>	<b>57.24</b>
<b>Total Public Shareholding (B)= (B1+B2+B3)</b>		<b>6753942</b>	<b>2338028</b>	<b>9091970</b>	<b>87.17</b>	<b>6772642</b>	<b>2319328</b>	<b>9091970</b>	<b>29.88</b>	<b>0.00</b>
<b>C. Shares held by Custodians for GDR's and ADRs</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>		<b>8078518</b>	<b>2351482</b>	<b>10430000</b>	<b>100.00</b>	<b>28110672</b>	<b>2319328</b>	<b>30430000</b>	<b>100.00</b>	<b>0</b>

## ii. Shareholding of Promoters and Promoters group:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total shares of the company	% of shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the company	% of shares Pledged / encumbered to total shares	
1	Mr. Dhirajlal Babulal Jangla	502000	4.81	0.00	502000	1.65	0.00	-3.16
2	Mr. Kiran Dhirajlal Jangla	422614	4.05	0.00	2422614	7.96	0.00	3.91
3	Mrs. Minal Kiran Jangla	409136	3.92	0.00	18409136	60.50	0.00	56.58
4	Mrs. Heena Ashok Mehta	3800	0.04	0.00	3800	0.01	0.00	-0.03
5	Mrs. Namita Hiten Jangla	480	0.00	0.00	480	0.00	0.00	0.00
6	Mr. Jaiman A Mehta	0	0.00	0.00	0	0.00	0.00	0.00
7	Mrs. Jayshree Kirti Mehta	0	0.00	0.00	0	0.00	0.00	0.00
8	Mrs. Mehta Kokila Harshad	0	0.00	0.00	0	0.00	0.00	0.00
9	Mrs. Kirti Anantrai Mehta	0	0.00	0.00	0	0.00	0.00	0.00
<b>Total</b>		<b>1338030</b>	<b>12.83</b>	<b>0.00</b>	<b>1338030</b>	<b>70.12</b>	<b>0.00</b>	<b>0.00</b>

## iii) Change in Promoters' Shareholding (please specify, if there is no change):

Sr. No	Promoters' Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	<b>Mr. Dhirajlal Jangla</b>				
A	At the beginning of year	502000	4.81		
B	Changes during the year	No change during the year			
C	At the end of year	-	-	502000	1.65
2	<b>Mr. Kiran Jangla</b>				
A	At the beginning of year	422614	4.05	-	-
B	Changes during the year	Allotted 20,00,000 Equity Shares			
C	At the end of year	-	-	2422614	7.96
3	<b>Mrs. Minal Jangla</b>				
A	At the beginning of year	409136	3.92	-	-
B	Changes during the year	Allotted 1,80,00,000 Equity Shares			
C	At the end of year	-	-	18409136	60.50
4	<b>Mrs. Heena Ashok Mehta</b>				
A	At the beginning of year	3800	0.04	-	-
B	Changes during the year	No change during the year			
C	At the end of year	-	-	3800	0.01
5	<b>Mrs. Namita Hiten Jangla</b>				
A	At the beginning of year	480	0.00	-	-
B	Changes during the year	No change during the year			
C	At the end of year	-	-	480	0.00
6	<b>Mr. Harshad N Mehta</b>				
A	At the beginning of year	0	0.00	-	-
B	Changes during the year	No change during the year			
C	At the end of year	-	-	0	0.00
7	<b>Mrs. Jayshree Kirti Mehta</b>				
A	At the beginning of year	0	0.00	-	-
B	Changes during the year	No change during the year			
C	At the end of year	-	-	0	0.00

<b>8.</b>	<b>Mr. Jaiman A Mehta</b>				
A	At the beginning of year	0	0.00	-	-
B	Change during the year	No change during the year			
C	At the end of year	-	-	0	0.00
<b>9.</b>	<b>Mrs. Mehta Kokila Harshad</b>				
A	At the beginning of year	0	0.00	-	-
B	Change during the year	No change during the year			
C	At the end of year	-	-	0	0.00
<b>10</b>	<b>Mrs. Kirti Anantra Mehta</b>				
A	At the beginning of year	0	0.00	-	-
B	Change during the year	No change during the year			
C	At the end of year	-	-	0	0.00

**iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No	Shareholders' Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
<b>1</b>	<b>Mr. Dhanasekar Attirala</b>				
A	At the beginning of year	406573	3.90		
B	Change during the year	No change during the year			
C	At the end of year			406573	1.34
<b>2</b>	<b>Harvic Management Services Ltd</b>				
A	At the beginning of year	77524	0.74	-	-
B	Changes during the year	No change during the year			
C	At the end of year	-	-	77524	0.25
<b>3</b>	<b>Ms. Sangita Garg</b>				
A	At the beginning of year	70170	0.67	-	-
B	Changes during the year	No change during the year			
C	At the end of year	-	-	70170	0.23
<b>4</b>	<b>Bakliwal Financial Services (India) Pvt Ltd</b>				
A	At the beginning of year	68040	0.65	-	-
B	Changes during the year	No change during the year			
C	At the end of year	-	-	68040	0.22

<b>5</b>	<b>Mr. Dineshbhai Tribhovandas Panwala</b>				
A	At the beginning of year	65375	0.63	-	-
B	Changes during the year	No change during the year			
C	At the end of year	-	-	65375	0.21
<b>6</b>	<b>Mohan Tradecom Company Pvt Ltd</b>				
A	At the beginning of year	63786	0.61	-	-
B	Change during the year				
	Date	Reason			
		Sell	5001	0.04	
C	At the end of year	-	-	58785	0.19
<b>7</b>	<b>Mr. Alok Chordia</b>				
A	At the beginning of year	60000	0.58	-	-
B	Change during the year	No change during the year			
C	At the end of year	-	-	60000	0.20
<b>8</b>	<b>Mr. Arihant Shyamsukha</b>				
A	At the beginning of year	56200	0.54	-	-
B	Changes during the year	No change during the year			
C	At the end of year	-	-	56200	0.18
<b>9</b>	<b>Ms. Sonalben Harisinh Barad</b>				
A	At the beginning of year	55000	0.18	-	-
B	Changes during the year	No change during the year			
C	At the end of year	-	-	55000	0.18
<b>10</b>	<b>Mrs. Chandrika J Modi</b>				
A	At the beginning of year	50000	0.48	-	-
B	Changes during the year	No change during the year			
C	At the end of year	-	-	50000	0.16

## v) Shareholding of Directors and Key Managerial Personnel:

Sr. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
	Name of the Director/KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1.</b>	<b>Mr. Dhirajlal Jangla</b>				
A	At the beginning of the year	502000	4.81	-	-
B	Changes during the year	No change during the year			
C	At the end of year	-	-	502000	1.65

<b>2.</b>	<b>Mr. Kiran Jangla</b>				
A	At the beginning of the year	422614	4.05	-	-
B	Changes during the year	<b>Allotment of 20,00,000 Equity Shares</b>			
C	At the end of year	-	-	2422614	7.96
<b>3.</b>	<b>Mrs. Minal Jangla</b>				
A	At the beginning of the year	409136	3.92	-	-
B	Changes during the year	<b>Allotment of 1,80,00,000 Equity Shares</b>			
C	At the end of year	-	-	18409136	60.50
<b>4.</b>	<b>Mr. Naresh Goradia</b>				
A	At the beginning of the year	NIL	NIL	-	-
B	Changes during the year	No change during the year			
C	At the end of year	-	-	NIL	NIL
<b>5.</b>	<b>Mr. Taroon Vaswani</b>				
A	At the beginning of the year	NIL	NIL	-	-
B	Changes during the year	No change during the year			
C	At the end of year	-	-	NIL	NIL
<b>6.</b>	<b>Mr. Ketan Shah</b>				
A	At the beginning of the year	NIL	NIL	-	-
B	Changes during the year	No change during the year			
C	At the end of year	-	-	NIL	NIL
<b>7.</b>	<b>Ms. Priti Panchal</b>				
A	At the beginning of the year	NIL	NIL	-	-
B	Changes during the year	No change during the year			
C	At the end of year	-	-	NIL	NIL
<b>9.</b>	<b>Ms. Parul Gupta</b>				
A	At the beginning of the year	NIL	NIL	-	-
B	Changes during the year	No change during the year			
C	At the end of year	-	-	NIL	NIL



## vi). INDEBTEDNESS: -

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year 01.04.2019</b>				
1) Principal Amount (Subject to Reconciliation and Settlement with Banks)		8,00,00,000	-	8,00,00,000
2) Interest due but not paid (Subject to Reconciliation and Settlement with Banks)	-	-	-	-
3) Interest accrued but not due	-	-	-	-
<b>Total of (1+2+3)</b>	-	800,00,000	-	8,00,00,000
<b>Change in the Indebtedness during the financial year</b>				
+ Addition			-	
-Reduction		8,00,00,000	-	8,00,00,000
<b>Net change</b>		(8,00,00,000)	-	(8,00,00,000)
<b>Indebtedness at the end of the financial year 31-03-2020</b>				
1) Principal Amount (Subject to Reconciliation and Settlement with Banks)	0	0	-	0
2) Interest due but not paid (Subject to Reconciliation and Settlement with Banks)	-	-	-	-
3) Interest accrued but not due	-	-	-	-
<b>Total of (1+2+3)</b>	0	0	-	0

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: -****A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:**

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount (in ₹)
		Mr. Dhirajlal Jangla	Mr. Kiran Jangla	Mrs. Minal Jangla	
		Chairman & Whole-time Director	Managing Director	Woman Director	
1.	Gross Salary	-	-	-	
	(a) Salary as per the provisions contained in Section 17(1) of the Income Tax Act, 1961 (Salary includes arrears of previous year)	-	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - As % of Profit - Others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total (A)	-	-	-	-
	Ceiling as per the Act	Section 197 read with Schedule V to the Companies Act, 2013			

**B. Remuneration of other directors:**

Sr. No	Particulars of Remuneration	Name of Directors (Independent Director)			Total Amount (in ₹)
1	<b>Independent Directors</b>	<b>Mr. Naresh Goradia</b>	<b>Mr. Bhanwarlal Sanghvi</b>	<b>Mr. Bidhan Gujarati</b>	
	-Fees for attending board and committee meetings	-	-	-	-
	- Commission	-	-	-	-
	- Others	-	-	-	-
	<b>Total (1)</b>	-	-	-	-
2	<b>Other Non- Executive Directors</b>	-	-	-	-
	-Fees for attending board and committee meetings	-	-	-	-
	- Commission	-	-	-	-
	- Others	-	-	-	-
	<b>Total (2)</b>	-	-	-	-
	Total (B)= (1+2)	-	-	-	-
	Overall Ceiling as per the Act	Section 197 read with Schedule V to the Companies Act, 2013			

**C. Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD:**

Sr. No	Particulars of Remuneration	Total Amount (in Rs)		
		Ms. Priti Panchal Chief Financial Officer	Ms. Parul Gupta Company Secretary	
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	3,84,000	5,40,000	9,24,000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961.	-		-
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-		-
2.	Stock Option	-		-
3.	Sweat Equity	-		-
4.	Commission - As % of Profit - Others, specify	-		-
5.	Others, please specify	-		-
	Total (A)	3,84,000	5,40,000	9,24,000

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

**For and on behalf of the Board of Directors  
For Grand Foundry Limited**

**Place:** Mumbai  
**Date:** November 24, 2020

**Kiran Jangla  
Managing Director  
DIN: 01246423**

**Annexure II**

**SECRETARIAL AUDIT REPORT**

**FORM NO. MR.3**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

To,  
The Members,  
**Grand Foundry Limited**  
Mumbai

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Grand Foundry Limited** (hereinafter called '**the Company**') and having its registered office at 327, 3<sup>rd</sup> Floor, Arun Chambers, Tardeo, Mumbai-400034, Maharashtra, India (hereinafter called '**the Company**'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 and made available to me, according to the provisions of:

- (i) The Companies Act, 2013 ('**the Act**') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**the SEBI Act**'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not applicable to the company during the audit period**);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the company during the audit period**);

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the company during the audit period**); and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the company during the audit period**);
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) There is no other law which is specifically applicable on the Company as informed by the Company keeping in view there is no operational activities.

I have also examined compliance with the applicable clauses of the following:

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (b) The Listing Agreements entered by the Company with National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Standards, Guidelines, etc. as mentioned above **subject to the following observations:**

**I Pertaining to Companies Act, 2013:**

- (a) *During the period from 1<sup>st</sup> April, 2019 to 29<sup>th</sup> May, 2019 Mr. Bidhan Gujarati and Mr. Bahnwarlal Sanghavi was Independent Directors of the Company which was not in compliance with the requirement of Independent Directors in terms of the provisions of Sec 149(6)(b)(ii) of the Act, pursuant to which the composition of mandatory committees of the Board as prescribed by the Act was also not in accordance with the respective provisions of the Act;*

**II Pertaining to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR):**

- (b) *pursuant to my observation at "(a)" above the Company is not in compliance with Regulation 17(1), 18(1) & 19(1) of LODR for a period between 1<sup>st</sup> April 2019 to 29<sup>th</sup> May, 2019;*
- (c) *The Company does not have system in place pursuant to the provision of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 regarding maintenance of the data of the Insiders;*
- (d) *In the Annual General Meeting of the Company held on 26<sup>th</sup> September 2019 the Company had proposed special resolution for re-classification of promoters/promoters group from Mehta Family to Jangla family, however the same was rejected by the exchanges due to non – compliance.*

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except for the period as mentioned in my observation in 'sub-para (a) and (b) of the previous paragraph' above regarding the disqualification of the Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings; agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations Standards and guidelines.

**I further report that** during the audit period the Company has following events/actions:

1. Company has received Revocation from the NSE and BSE on 12<sup>th</sup> July 2019 for commencement of trading of shares of the Company with effect from 22<sup>nd</sup> July 2019.
2. Company has approved alteration of memorandum of association and articles of association in their Annual General Meeting held on 26<sup>th</sup> September 2019.
3. Company had issued and allotted 2,00,00,000 Equity Shares of Rs. 4/- each to Mr. Kiran Jangla and Mrs. Minal Jangla on preferential basis upon conversion of unsecured loan as per the Board for Industrial and Financial Reconstruction ("BIFR") order dated 11<sup>th</sup> September 2015 in their board meeting held on 24<sup>th</sup> December 2019.
4. Company has received trading approval for 2,00,00,000 Equity Shares of Rs. 4/- each from NSE and BSE on 3<sup>rd</sup> February 2020 for commencement of trading with effect from 4<sup>th</sup> February 2020.

**I further report that** during the period from 1<sup>st</sup> April 2019 to 21<sup>st</sup> July 2019 the trading of shares was suspended on NSE and BSE. However, the Company had received trading approval from NSE and BSE on 22<sup>nd</sup> July 2019.

This report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

For **Shivlal Maurya & Co.**  
*Company Secretaries*  
UDIN: A037655B001299718

**Place:** Mumbai  
**Date:** November 24, 2020

**Shivlal Maurya**  
M. No. ACS 37655 C.P. No. 14053

**‘Annexure A’**

To,  
The Members,  
**Grand Foundry Limited**  
Mumbai

My report of even date is to read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company.
2. My responsibility is to express an opinion on these secretarial records based on my audit.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis (by verifying records as was made available to me) to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and I rely on Auditors Independent Assessment on the same.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of process followed by Company to ensure adequate Compliance.
7. During the period of COVID-19 outbreak and Lockdown situation, I have relied on the information, details, data, documents and explanation as provided by the Company and its officers and agents in electronic form without physically verifying the same at their office.
8. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For **Shivlal Maurya & Co.**  
*Company Secretaries*  
UDIN: A037655B001299718

**Place:** Mumbai  
**Date:** November 24, 2020

**Shivlal Maurya**  
M. No. ACS 37655 C.P. No. 14053

## Annexure III

I. Disclosure as per Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:					
(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2019-20 :-				
Name of the Director		Ratio of remuneration to the median remuneration of the employees			
Company has not provided any remuneration to Directors. Hence the ratio of remuneration of each Director to the Median remuneration of the employee cannot be determined. Non-Executive Directors of the Company are not paid any sittings fees or commission.					
(ii)	The percentage increase in remuneration of each director, CFO, CEO, Company Secretary or Manager, if any, in the financial year 2019-20.	During the current financial year, no remuneration has been given to the Directors of the Company. Hence comparison is not possible.			
		Remuneration			
	Name	2018-19	2019-20	% increase in remuneration	
	Ms. Parul Gupta	35000	45000	27.50%	
(iii)	The percentage increase in the median remuneration of employees in the financial year 2019-20.	7% to 10%			
(iv)	The number of permanent employees on the rolls of the company as on March 31, 2020.	35			
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average percentile increase in the salaries of employees other than the managerial personnel in the last financial year is 7% to 10% as against no payment of salary to the Chairman & Whole Time Director & Executive Director (Managerial Personnel as defined under the Act). Annual increase in remuneration is based on different grades, industry pattern, qualification & experience, responsibilities shouldered and individual performance of managerial personnel and other employees.			
We hereby confirm that the remuneration paid during the year is as per the remuneration policy recommended by Nomination and Remuneration Committee of the Company and as adopted by the company.					

For and on behalf of the Board of Directors

Place: Mumbai  
Date: November 24, 2020

Kiran Jangla  
Whole Time Director  
DIN: 00734650

Naresh Goradia  
Chairman of Nomination  
& Remuneration Committee  
DIN: 07517900



**Annexure IV**

**STATEMENT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE.**

**A. Conservation of Energy:**

In line with the Company's commitment towards conservation of energy, the Company continue with its efforts to improve energy efficiency. Some of the additional steps taken are as under, which has helped the Company in cost reduction and product improvement:

Your company emphasizes of conservation of energy as its responsibility towards the environment and society at large. Your Company ensures that its products, services and operations are safe for clients, workers, labors, employees and environment. Your Company ensures this with a focus on technology, processes and improvements that matter for environment. These include reduction in power consumption, optimal usage of equipment. The Company continues its efforts to reduce and optimize the use of energy consumption by opting power effective replacements of equipments and electrical installations.

**B. Research & Development and Technology Absorption:**

The Company strives to adopt technology that provides the best possible outcome to its clients. The Company constantly reviews technological innovations/advancements applicable to its business.

The ongoing Research and Development is carried out during the regular course of production in the direction of production efficiency and quality standards.

**C. Foreign Exchange Earnings and Outgo:**

The total foreign Exchange inflow was ₹ 1,09,21,117 and Foreign Exchange Outflows was NIL during the year under review.

**D. Future plan of action is as under:**

The Company is considering sustainable business model keeping in view the changed and new developments taking place in the steel Industry.

**For and on behalf of the Board of Directors  
For Grand Foundry Limited**

**Place:** Mumbai  
**Date:** November 24, 2020

**Kiran Jangla  
Managing Director  
DIN: 01246423**

## MANAGEMENT DISCUSSION AND ANALYSIS

### a) OVERVIEW: GLOBAL ECONOMY

The COVID-19 pandemic is inflicting high and rising human costs worldwide, and the necessary protection measures are severely impacting economic activity. As a result of the pandemic, the global economy is projected to contract sharply by -3 percent in 2020, much worse than during the 2008-09 financial crisis. In a baseline scenario--which assumes that the pandemic fades in the second half of 2020 and containment efforts can be gradually unwound -- the global economy is projected to grow by 5.8 percent in 2021 as economic activity normalizes, helped by policy support. The advance economies are projected to grow by -6.1 percent in 2020 and 4.5 percent in 2021 whereas the EMDEs are projected to grow by -1.0 percent in 2020 and 6.6 percent in 2021. The risks for even more severe outcomes, however, are substantial.

Effective policies are essential to forestall the possibility of worse outcomes, and the necessary measures to reduce contagion and protect lives are an important investment in long-term human and economic health. Because the economic fallout is acute in specific sectors, policymakers will need to implement substantial targeted fiscal, monetary, and financial market measures to support affected households and businesses domestically. And internationally, strong multilateral cooperation is essential to overcome the effects of the pandemic, including to help financially constrained countries facing twin health and funding shocks, and for channelling aid to countries with weak health care systems.

### b) EXECUTIVE SUMMARY:

The total revenue (net) of the Company for the year ended 31st March 2020, decreased by 71.37% and stood at ₹ 735.68 Lakhs as against ₹ 2570.49 in the previous year. During the year the Company has incurred losses of ₹ 204.26 lakhs as against loss of ₹ 233.14 lakhs in the previous year. The year under review was adversely affected due to stressed working capital and liquidity crunch thereby affecting the earning capacity of the Company. The performance during the year was not satisfactory due to various reasons beyond the control of the Management. The products in which the Company is dealing, is facing cutthroat competition. At the same time, the costs have increased due to inflation in the economy and devaluation of Rupee against the foreign currencies. Due to this, the Company is currently facing liquidity mismatch wherein it is not generating enough cash flows to meet its debt obligations on time. Further there is huge dumping of the products from China and other countries which has resulted in the stiff competition and price reduction which has resulted in lower capacity utilization.

Further the COVID-19's impact on our lives and economy has been earth shattering. The lockdowns and restrictions have sent the global supply chain in disarray and have halted industrial growth and have brought to the fore the importance of building domestic manufacturing facilities.

### c) KEY CHALLENGES TO STEEL INDUSTRY

To stop the pandemic on its vicious path, the nation has been put under extended lockdown. While steel industry has been barely able to function under such a constraints, absence of workers or logistical support are creating roadblock. In this issue we continue to seek important insights from the key players in this sector on how they are bravely facing up to the challenge..

During this pressing time when the whole world is under an economic shock and all industries are facing equally analogous issues, steel industry is no exception. The industry is facing turmoil in terms of raw materials availability, supply disruptions and demand fluctuations. There has

been a drastic decline in the consumption pattern during this pandemic and every industry has faced the wrath of it.

We have our ears on the ground listening to all problems, pain areas and requirement our customers' post lockdown and have already chalked out a contingency plan to help them return to normalcy in their production operations. The Lockdown has helped us buy some time from our busy schedule to ponder on improvement programs, technological up-gradation and also increased our appetite to take risks by accepting innovative home-grown solutions for age-old traditional problems.

Key challenges would be (a) availability of labour, since most of the work force has returned back to their home towns and are not expected back early; (b) continue normal working while maintaining "social distancing" since present working arrangement is not suitable for this. This will automatically reduce productivity leading to a strain on both top and bottom line; (c) fear of imposition of intermittent lock downs if Covid cases show a steep rise. This will greatly affect continuity in working and (d) Since our business is greatly dependent on air/train/road travel and since there seems to be no clarity on restart/regularization of this, it is bound to affect business.

The slowdown, further aggravated by the lockdown due to Covid-19 outbreak, has certainly had a negative impact on our company but we have coped to the extent possible. All work which could be carried out from home like engineering activities, coordination with customers on technological questions, have been done via VPN connectivity.

**d) INDUSTRY STRUCTURE AND DEVELOPMENTS:**

Our Company is engaged in the business of manufacturing Bright Steel Bars and wires and is in the market to sell domestically and in exports since 1974. The Quality control and manufacturing process consist of in-house treatment and has standard quality name for more than 2 decades. Due to financial constraints, the company is been depending on business of processing steel on job work basis to maintain better economics and has successfully been able to achieve job work production. The Company also has indulged in the special heat treatment job in order to establish future market of Hardened & Tempered steel for exports as well as domestic, which will pave the path of revival and re-instating the strength of the company.

**DOMESTIC MARKET: -**

COVID-19 pandemic severely disrupted domestic demand, in particular during the month of April. However, there is a recovery visible in the market.

We are seeing the domestic market recover and that's a reason why our operations are running are running at full capacity.

There has been a substantial change of steel requirement in the domestic as well as international market for the consumption of Bright Steel Bars and wires. Majority of Bright Steel Bars and wires are used for making the various kinds of components for Automotive industry, Machinery manufacturing industry, Dairy & food processing industry, chemical and fertilizer industry, electronics and electrical appliances industry along with computer industry. Due to global interaction and industrial change in domestic market, various companies have invested especially in automobile industry and electrical appliances industry along with computer industry. As your company has been well versed with international business, quality specifications, end market trends, which will be convenient and easy for the company to capture such trends. Various trial orders and sample approvals and certain bulk supplies have been established during the year to continue the pace with domestic market.

**INTERNATIONAL MARKET: -**

Global Steel Sector staring at increased downside risks in near-term following coronavirus outbreak, and Indian companies may face pricing pressures of about USD 30 a tonne in April-June this year, modest domestic steel prices impacting the operating margins of steel players.

The Company is well established for selling and marketing Stainless Steel Bright Bars internationally in most of the developing countries and has maintained their market share. In the international scenario for Stainless Steel Bright Bars business has been on the greater recessionary trend for few years due to which the company has to go through the constant survival problems. But, at the same time, due to long term standing in the market, the company has been able to maintain its market outside India for Stainless Bright Bars and capturing orders and executing the same with the various financial arrangements. Short term spurts of improved demand has been affecting the company to regain its position from time to time in the international market, but the consistent improvement has been lacking in the international market since long time. The company has still been able to remain in the market even with these trends as well recessionary trends. As known worldwide, Indian steel has faced a lot of anti-dumping suits for Bright Steel Bars from European Community, U.S.A., Canada, the company has successfully being able to fight such anti-dumping petition and retain reasonable supplies to these countries and struggle to retain its position even at low profitability.

**e) OPPORTUNITIES AND THREATS**

**OPPORTUNITIES**

- The Company is engaged in the business since more than forty-five years and has expertise for marketing and quality maintenance of international quality standards for more than 2 decades and enjoys the market share in developed countries like United States and European market.
- So far, our governing administrations have been very proactive in taking all possible measures to restrict the spread of this pandemic in our country. We are optimistic that in the coming months and weeks we would be able to contain this threat. We expect the demand to start picking up gradually and the economy settles down back to its original pristine.
- We believe that with accurate indigenous refractory solutions, we can reduce import dependency and provide 'Best of the Worlds' solutions through 'Make in India' to our customers. We are keeping a close watch on customer refractory requirements to address the critical areas in the Iron and Steel industry.

**f) THREATS**

- As the major product of the company is made of Stainless Steel carrying high nickel (metal) which is a sensitive item quoted in LME (London Metal Exchange), the fluctuation may affect the business opportunities and its profitability.
- As company's major business is depending on exports the fluctuation in foreign currency may also affect the profitability.

**g) SEGMENT- WISE PERFORMANCE**

The Company has in the last few years developed various heat treatment processes and successfully supplied commercial lots of heat-treated bars to specific standards in the international market in American, German standards. The scope of business is huge and normal, as this product is utilized and acceptable for various applications in the Engineering industries including Petro Chemical, Oil & Natural gas and Automotive industries worldwide. The company is looking for better profitability business and this kind of supplies keeping the edge over the other competitors. Stringent quality standards and method of processing has been

introduced to achieve better reliability and traceability for these kinds of products which is mandatory for extending marketing. The international players and competitors for such products are from Italy, Spain and Korea, but with such renowned and established competitors, the company has been able to stand in the international market, establishing its product range internationally.

**h) HUMAN RESOURCE**

The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. The company's belief is that its people are the primary source of its competitive advantage and consistently puts emphasis on Human Resource Development, which remains vital and strategic to the company. The Company is committed to nurturing, enhancing and retaining talent through Learning & Organizational Development to support the organization's growth and its sustainability in the long run. Cordial employee relations, in keeping with tradition, are being pursued vigorously. Industrial relations have continued to be harmonious throughout the year. This has been possible by creating a performance driven culture against the backdrop of care and concern for all employees. Objective appraisal systems based on Key Result Areas (KRAs) are in place.

The backbone of steel consumption is the push for infrastructure development and generation of employment. Infrastructure development itself would consume steel. Higher employment/better wages would mean that consumers would spend on consumer durables, automobiles etc. which would in turn further fuel the steel industry. This infrastructure development has to center around rural India.

**i) RETURN ON NET WORTH:**

Return on Net worth during the previous and current financial year is negative due to losses.

**j) OUTLOOK FOR THE FUTURE**

The manufacturing facility of the company has been now fully in operation. The Company is currently earning income from outsourcing, manufacturing & marketing exports and earning commission income from the same & doing dedicated job processing for M/s Sunflag Iron & Steel Ltd well-known Manufacturer of Alloy & Special Steel.

**k) INTERNAL CONTROL SYSTEMS**

The Company has proper and adequate systems of Internal Control to ensure that all the assets are safeguarded from loss, damage or disposition. Checks & balances are in place to ensure that transactions are adequately authorised and recorded and that they are reported correctly. The Board of Directors considers internal controls as adequate as it regularly reviews the findings and recommendations of internal audit.

**l) FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

During the previous year the major source of income consisted of exports /sales whereas in the current year commission has been derived from the exports/sales passed onto fellow industries to maintain the marketing strength of the company. The financial statements are prepared in accordance with Section 134 of the Companies Act, 2013 and accounting principles generally accepted in India, including Indian Accounting Standards. The results of the operations are discussed in the Boards' Report.

**m) CAUTIONARY STATEMENT:**

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied due to risk and uncertainties. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factors.

**For and on behalf of the Board of Directors  
For Grand Foundry Limited**

**Place: Mumbai  
Date: November 24, 2020**

**Kiran Jangla  
Managing Director  
DIN: 01246423**

## **REPORT ON CORPORATE GOVERNANCE**

The Director's present the Company's Report on Corporate Governance for the Financial Year ended March 31, 2020.

### **COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

The Company is committed to adopt the best corporate governance practices and endeavours continuously to implement the best code of Corporate Governance in its true spirit. The philosophy of the Company in relation to Corporate Governance is to ensure transparency in all its operations, make disclosures and to enhance shareholder's values without compromising in any way in complying with the applicable laws and regulations.

The Board of Directors acknowledges that it has a fiduciary relationship and a corresponding duty towards the stakeholders to ensure that their rights are protected. Through the Corporate Governance mechanism in the Company, the Board along with its Committees endeavours to maintain a right balance of the company with its various stakeholders.

As per the requirements of Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), detailed Report on Corporate Governance is set below:

### **BOARD OF DIRECTORS:**

#### **a) Composition**

The Board of Directors provides strategic direction and trust to the operations of the Company. As on March 31, 2020, the Board of Directors comprises of five Directors out of which three are Independent Directors. The Chairman of the Board is an Executive Director. The composition of the Board of Directors as on March 31, 2020 is in conformity with the provisions of the Companies Act, 2013 ("the Act").

#### **b) Board Procedure**

The Board meetings are generally held at the registered office of the Company. The agenda for Board Meeting is prepared in consultation with the Chairman of the Board of Directors and that of the other Committees. The agenda for the meetings of the Board and its Committees, together with the appropriate supporting documents, are circulated well in advance as per the provision of the Act and Secretarial Standards on Meeting of the Board of Directors (i.e. SS-1) issued by the Institute of the Company Secretaries of India (ICSI). Matter discussed at Board meetings generally relates to Company's business operations, approval of the periodical results of the Company, approval of related party transactions, Disclosure of General Notice of Interest of Directors, review of the reports of the Audit Committee and to do compliance with their recommendations and suggestions (if any), non-compliance(if any) of any regulatory provisions, status of investors complaints received and redressed, compliance with the statutory or listing requirements, etc.

**c) Attendance at Board meetings and last Annual General Meeting, number of Directorships and committee Memberships/Chairmanships**

During the year under review, the Board of Directors met Seven (7) times viz. April 22, 2019, May 29, 2019, August 12, 2019, November 13, 2019, December 24, 2019, January 20, 2020 and February 11, 2020. As stipulated, the gap between two consecutive meetings did not exceed one hundred and twenty days as the provisions of the Act and SS-1 issued by ICSI. Details of composition and category of the Directors, their attendance at each Board Meetings held during the financial year 2019-20 and at the last Annual General Meeting, their directorships held in other Companies and membership / chairmanship in committee's as re stated as under:

Name of Directors	Category	No. of Board meetings held		Whether present in last AGM.	No. of Directorship held in other Public Companies# (refer note 1)	Membership /Chairmanship held in Committees in other Companies# (refer note 2 & 3)		No. of shares held.
		Held	Attended			Member	Chairman	
Mr. Dhirajlal Jangla (upto October 24, 2019)	Chairman & Whole Time Director	3	3	Present	3	Nil	Nil	502000
Mr. Kiran Jangla	Managing Director	7	7	Present	3	Nil	Nil	2422614
Mrs. Minal Jangla	Director & CEO	7	7	Present	2	Nil	Nil	18409136
Mr. Bhanwarlal Sanghvi (upto may 29, 2019)	Independent Director	2	2	Present	1	Nil	NIL	-
Mr. Naresh Goradia	Independent Director	7	7	Present	Nil	Nil	Nil	-
Mr. Bidhan Gujrati (upto may 29, 2020)	Independent Director	2	2	Present	1	Nil	Nil	-
Mr. Ketan Shah (w.e.f 29 May 2019)	Independent Director	5	5	Present	Nil	Nil	Nil	
Mr. Taroon Vaswani (w.e.f., 29 May 2019)	Independent Director	5	5	Present	Nil	Nil	Nil	

**# Note:**

1. Directorships in respect of Private Limited Companies, Companies incorporated under Section 8 of the Companies Act, 2013 and Foreign Companies have not been included.
2. Membership and Chairmanship position in Audit Committee and Stakeholders' Relationship Committee are considered.
3. None of the Directors is a member in more than Ten Committees and nor is the Chairman of more than Five Committees [as specified in Regulation 26 of the Listing Regulations] across all the companies in which they are directors.
4. None of the Director is a Director in more than 20 Companies or more than 10 Public Limited Companies or acts as an Independent Director in in more than 7 listed Companies.



**d) Details of Directors being appointed or re-appointed**

Pursuant to Section 152 of the Companies Act, 2013 ("the Act"), Ms. Minal Jangla (DIN: 00734650) is retiring by rotation at the ensuing AGM and being eligible, has offered herself for re-appointment.

The detailed profiles of Ms. Minal Jangla along with additional information as required under Regulation 36(3) of the Listing Regulations are provided in the notice convening the Annual General Meeting.

**e) Directors' Familiarization Program**

The Company undertakes and makes necessary provisions for conducting appropriate induction programmes for new Directors and for ongoing training for the existing Directors. The new directors are introduced to the Company's culture through appropriate training programmes. Such kind of training programmes helps to develop good relationship of the directors with the Company and familiarizes them with Company's environment, culture and its processes. The management provides such information and training either at the meeting of Board of Directors or otherwise. The familiarization program also seeks to update the directors on the roles, responsibilities, rights and duties under the Companies Act, 2013, Listing Regulations and other statutes.

The induction process is designed to:

- build an understanding for the Company's processes; and
- to fully equip the Directors to perform their role on the Board effectively;

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of their appointment, duties, responsibilities and expected time commitments.

**f) Separate Meeting of Independent Directors**

As stipulated by the Code of Independent Directors under Schedule IV to the Act and Regulation 25(3) of the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on March 11, 2020 to review the performance of Non-Independent Directors (including the Chairman) and the Board as whole and the performance of the Chairperson of the Company taking into account the views of other executive and non-executive directors and to ensure that system devised for checking the flow of information between the Board and the Management is operating effectively and vice versa. All the Independent Directors were present at the Meeting.

**g) Agenda**

All the meetings are conducted as per well designed and structured agenda. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated in the meeting) to enable the Board to take informed decisions. Agenda also includes minutes of all the Board and Committees meetings, included for reference of the Board. Agenda papers are circulated atleast seven days prior to the Board Meeting as the provisions of the Act and Secretarial Standards on Board Meetings (SS-1) issued by ICSI. In addition to this, for any business exigencies, the Resolutions are passed by Circulation and later on placed and noted in the ensuing Board Meeting.

**h) Information placed before the Board Members:**

Matters discussed at meetings of the Board generally relate to Company's business, annual operating plans, capital budgets, quarterly/half yearly/annual results/ annual financial statements, review of the reports of the Audit Committee, taking note of the minutes of the various other Committee meetings, and compliance with their recommendation(s), suggestion(s), status on compliance / non-compliance

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of any regulation, statutory or listing requirements, if any, etc. As specified under Part A to Schedule II of the Listing Regulations the information as related/ applicable to the Company during the financial year 2019-20 was placed before the Board for their consideration.

### i) Confirmation on independent directors

In the opinion of the Board, the independent directors of the Company fulfill the conditions specified in the Listing Regulations and are independent of the management of the Company.

### j) Detailed reasons for the resignation of an independent director

During the year under review, Mr. Bidhan Gujarati and Mr. Bhanwarlal Sanghvi Independent Directors have resigned from the Board of the Company and have submitted detailed reason of resignation to the Stock Exchange.

### k) Code of Conduct

The Board of Directors has laid down a Code of Conduct for all the Board of Directors and Senior Management Personnel. The Code covers things such as the Company's commitment to honest and ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health and safety, transparency and compliance with all the applicable laws and regulations etc. All the Board members and Senior Management Personnel have confirmed compliance with the code. A declaration by Mr. Kiran Jangla, Managing Director of the Company affirming the compliance of the same for the year ended March 31, 2020 by the members of the Board and Senior Management Personnel, as applicable to them, is also annexed to this Annual Report.

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, and SEBI (Prohibition of Insider Trading) Amendment Regulation 2018, the Company has adopted a Code of Conduct for Prevention of Insider Trading and all the Directors, Designated Employees who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code.

### 1) SKILLS / EXPERTISE / COMPETENCIES OF THE BOARD OF DIRECTORS:

The Board comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees. The Board members are committed to ensuring that the Board is in compliance with the highest standards of corporate governance.

The table below summarizes the key qualification, skills, and attributes which are taken into consideration while nominating candidates to serve on the Board:

<b>Gender, ethics, national, or other diversity</b>	Representation of gender, ethics, geographic, cultural, or other perspective that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments, and other stakeholders worldwide.
<b>Financial</b>	Leadership in management of finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation, and financial reporting process, or experience in actively supervising accountant, auditor or person performing financial functions.
<b>Global Business</b>	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures, and regulatory frameworks, and board perspective on global market opportunities.
<b>Leadership</b>	Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk

	management. Strengths in developing talent, planning succession, and driving change and long-term growth.
<b>Technology</b>	Significant background in technology, resulting in knowledge of how to anticipate technological trends, generates disruptive innovation, and extends or create new business model.
<b>Board Services and Governance</b>	Service on a public company Board to develop insights about maintaining Board and management accountability, protecting shareholder interests, and observing appropriate governance practices.
<b>Sales and Marketing</b>	Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhance enterprise reputation.

The above list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively, are available with the Board.

Name of the Director possessing the skills / expertise / competence:

<b>Particulars</b>	<b>Mr. Kiran Jangla</b>	<b>Ms. Minal Jangl</b>	<b>Mr. Naresh Goradia</b>	<b>Mr. Taroon Vaswani</b>	<b>Mr. Ketan Shah</b>	<b>Mr. Kersi Parvi</b>
Strategy & Business	Yes	Yes	Yes	Yes	Yes	Yes
Industry Expertise	Yes	Yes	Yes	Yes	Yes	Yes
Financials	Yes	Yes	Yes	-	Yes	Yes
Leadership	Yes	Yes	Yes	Yes	Yes	Yes
Technology	Yes	Yes	-	-	Yes	Yes
Board Services and Governance	Yes	Yes	Yes	Yes	Yes	Yes
Sales and Marketing	Yes	Yes	Yes	Yes	Yes	Yes
Gender, ethics, national, or other diversity	Yes	Yes	Yes	Yes	Yes	Yes

**m) COMMITTEES OF THE BOARD:**

The Committees of the Board focuses on certain specific areas and makes informed decisions in that areas. Each Committee of the Board functions according to its charter which defines its composition, scope, powers, roles and responsibility and as per the scope provided in the Act and the Listing Regulations. Presently, the Board has the following four Committees:

- (a) Audit Committee;
- (b) Stakeholders' Relationship Committee;
- (c) Nomination and Remuneration Committee;
- (d) Risk Management Committee.

The roles and responsibilities assigned to these Committees are covered under the Terms of reference as approved by the Board and are subject to review by the Board from time to time. The minutes of the meetings of Audit Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee and Risk Management Committee are placed before the Board for their consideration and noting. The details of the composition, terms of reference, number of meetings and attendance of these Committees are provided below:

**a) Audit Committee**

The Board has constituted a well-qualified Audit Committee in accordance with the provisions of Section 177 of the Act, which exercises the powers and discharges the functions as stipulated under the applicable laws. The Committee also undertakes and reviews such matters as may be delegated to them by the Board from time to time. The Audit Committee acts as a link between the statutory auditors, internal auditors and the Board of Directors. The Compliance officer acts as the Secretary to the Committee.

**Composition, Meetings and Attendance**

As on March 31, 2020 Committee comprises of two Independent Directors and one Executive Director of the Company. All the members of the Audit Committee are financially literate and Mr. Naresh Goradia, Chairman of the Committee has experience in Finance. He has relevant accounting and financial management expertise. The Statutory Auditors are also invited in the meetings where the financials of the Company are discussed. The Committee oversees the work carried out by the management, internal auditors on the financial reporting process, the safeguards employed by them and such relevant matters as it finds necessary to entrust.

The Audit Committee met four (4) times during the year under review on May 29, 2019, August 12, 2019 November 13, 2019, February 11, 2020. The number of meetings attended by each member during the year ended March 31, 2020 are stated herewith:

Name of the member	Designation	No. of Committee Meetings	
		Held	Attended
Mr. Naresh Goradia	Chairman	5	5
Mr. Kiran Jangla	Member	5	5
Mr. Taroon Vaswani (w.e.f., May 29, 2019)	Member	4	4

➤ **Terms of reference of Audit Committee**

The terms of reference of this Committee are wide enough to cover the matters specified for Audit Committee under Section 177 of the Companies Act, 2013. Besides having access to all the required information from the Company; the Committee acts as a link between the Statutory Auditors and the Board of Directors of the Company.

The broad terms of reference of Audit Committee are as follows:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending the appointment/re-appointment and removal of auditors, fixation of audit fees and approval of payment for any other services.
- Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
  - Any changes in accounting policies and practices;
  - Major accounting entries based on exercise of judgment by management;
  - Qualifications in draft audit report;
  - Significant adjustments arising out of audit;
  - the going concern assumption;
  - Compliance with accounting standards;
  - Compliance made with the stock exchanges and legal requirements (if any) concerning the financial statements.
  - Any related party transactions including material transactions of the Company, with promoters/promoters group or with their relatives or with the management, their subsidiaries, etc. that may have potential conflict with the interest of Company at large.
- Matter to be included in the Director's Responsibility Statement.
- Reviewing with the management, performance of statutory and internal auditors and the adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading of the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors and significant findings and follow up thereon.
- Reviewing the findings of any internal investigations made by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with external auditors before the audit commences about nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- Reviewing the Company's financial and risk management policies.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture-holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Discussions with the auditors periodically about internal control systems, the scope of audit including the observations of the auditors and reviewing the quarterly, half yearly, and annual financial statements before submission to the Board.
- To appoint the Chief Financial Officer of the Company.
- To review the functioning of the Vigil mechanism/ Whistle blower policy.
- Review the statement of Management Discussions & Analysis.
- Letter of Statutory Auditors to management on internal control weakness, if any.
- The Committee also monitors the implementation and compliance with the Company's Code of Conduct for prohibition of Insider Trading.
- Utilization of loans/advances /investment made by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments. (w.e.f 1<sup>st</sup> April, 2019 as per amended Listing Regulations).

**b) Stakeholders' Relationship Committee**

The Stakeholders' Relationship Committee is duly constituted as per the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations. The Committee is primarily responsible to examine and redress the complaints and grievances of the shareholders/investors of the Company such as transfer / transmission / demat / remat of shares, issue of duplicate, split-up, consolidation, renewal of share certificate, non-receipt of Annual Report, non-receipt of dividend, non-receipt of application money and other issues concerning the shareholders / investors.

**Composition, Meeting and Attendance**

As on March 31, 2020 Stakeholders' Relationship Committee comprises of one Executive and two Independent Directors. The Committee met 4 (four) times during the year under review on May 29, 2019, August 12, 2019, November 13, 2019 and February 11, 2020. The number of meetings attended by each of the member during the year ended March 31, 2020 is stated herewith:

Name of the member	Designation	No. of Committee Meetings	
		Held	Attended
Mr. Naresh Goradia	Chairman	4	4
Mr. Kiran Jangla	Member	4	4
Mr. Taroon Vaswani	Member	4	4

Ms. Parul Gupta, Compliance officer acts as the Secretary of the Stakeholder's Relationship Committee of the Company.

**➤ Terms of Reference**

The terms of reference of the Committee are:

- To consider and resolve the grievance of all the security holders related to transfer/transmission of shares, non- receipts of annual reports and non - receipts of dividends etc.;
- To review and act upon such other grievances as the Board of Directors delegate to the Committee from time to time.

**➤ Compliance Officer**

Name & Designation	Ms. Parul Gupta, Company Secretary
Address	327, 3 <sup>rd</sup> Floor, Arun Chambers, Tardeo, Mumbai-400034
Telephone Number	022-23526316
E-mail	<a href="mailto:cs@gfsteel.co.in">cs@gfsteel.co.in</a>

**➤ Status of Investors' Complaint**

The following is the status of the complaints received and redressed, during the financial year 2019-2020:

Opening at the beginning of the year	Received during the year	Resolved during the year	Pending at the end of the year
NIL	3	3	NIL

### c) Nomination and Remuneration Committee

The constitution and terms of reference of the Nomination and Remuneration Committee are in compliance with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations. The Nomination and Remuneration Committee comprises of three Independent Directors.

#### Composition, Meeting and Attendance:

The Nomination and Remuneration Committee comprises of three Independent Directors.

During the year under review, the Nomination and Remuneration Committee met 1 (One) times on May 29, 2019. The number of meetings attended by each member during the year ended March 31, 2020 is stated herewith:

Name of the member	Designation	No. of Committee Meetings	
		Held	Attended
Mr. Naresh Goradia	Chairman	1	1
Mr. Taroon Vaswani	Member	1	1
Mr. Ketan Shah	Member	1	1

#### ➤ Terms of reference of the Nomination and Remuneration Committee

The terms of reference of the NRC stated below are wide enough to cover the matters specified in Section 178 of the Act.

- Formulation of criteria for determining qualifications, positive attributes and independence of directors and recommend to the Board of Directors, a policy relating to the remuneration of the Directors, Key Managerial Personnel ('KMP') and other employees.
- Identification and assessing potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnel.
- specifying the manner for effective evaluation of performance of Board, its committees and individual directors, to be carried out either by the board or by an independent external agency and review its implementation and compliance.
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.

#### ➤ Performance Evaluation criteria

The Nomination and Remuneration Committee has approved the Policy on Board evaluation, evaluation of Board Committees' functioning and evaluation of the Individual Directors; pursuant to the norms prescribed by the Act and Listing Regulations.

The evaluation is based on various factors which are follows:

- Attendance at Board and Committee Meetings;
  - Level of Participation;
  - Contribution to the development of strategies and Risk Assessment and Management;
  - Overall interaction with the other members of the Board.

➤ **Remuneration Policy**

Pursuant to Section 178 of the Companies Act, 2013, the Company has formulated a Policy on the appointment of person as director and evaluation of Directors & Senior Management Personnel (SMP). An extract of the policy covering remuneration for the Directors, KMP and other employees is reproduced below:

- i) The terms of employment and remuneration of Managing Director, Whole-time Director, KMPs and SMPs shall be competitive in order to ensure that the Company can attract and retain competent talent.
- ii) The remuneration policy shall ensure that:
  - a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors/ KMPs and SMPs of the quality to run the Company successfully.
  - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
  - c. Remuneration to directors, KMPs and SMPs involves a balance between fixed and variable pay reflecting short and long- term performance and goals set by the Company.
- iii) While determining the remuneration and incentives for the MD/ WTD and KMPs, the following shall be considered:
  - a. Pay and employment conditions with peers/ elsewhere in the competitive market.
  - b. Benchmarking with industry practices.
  - c. Performance of the individual
  - d. Company performance

**a. Remuneration to Executive Directors**

- At the time of appointment or re-appointment, the Whole-time Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination & Remuneration Committee and the Board of Directors) and the Whole-time Director within the overall limits prescribed under the Act.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- In determining the remuneration, the Nomination and Remuneration Committee shall consider the following:
  - a) The relationship of remuneration and performance benchmarks is clear;
  - b) Balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
  - c) Responsibility of the Managing Director's and the industry benchmarks and the current trends;
  - d) The Company's performance vis-à-vis the annual budget achievement and individual performance.

**b. Remuneration to Non-Executive Directors**

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him at such sum as may be approved by the Board of Directors within the overall limits prescribed under the Act read with Companies Managerial Remuneration Rules, 2014.

The Independent Directors of the Company shall not be entitled to participate in Stock Option Scheme of the Company, if any, introduced by the Company.

Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional nature shall not be considered as a part of the remuneration for the purposes mentioned above if the following conditions are satisfied:



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1. The Services are rendered by such Director in his capacity as the professional; and
2. In the opinion of the Committee, the Director possesses the requisite qualification for the practice of that profession.

### c. Remuneration of Senior Management Employees

In determining the remuneration of the Senior Management employees (i.e. KMPs and Executive Committee Members) the Nomination and Remuneration Committee shall consider the following:

- a) The remuneration to Key Managerial Personnel and Senior Management may consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
  - b) The Company may issue Employee Stock Option/ Purchase Schemes to Key Managerial Personnel and Senior Management in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
  - c) The Fixed pay shall include monthly remuneration as decided by the Board from to time.
  - d) The remuneration including annual increment and performance incentive is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, industry benchmark and current compensation trends in the market.
- d. Details of remuneration and sitting fees paid to the Directors / KMP and Number of Equity Shares held by them during the year ended March 31, 2020:**

Details of remuneration/sitting fees paid during the year 2019-20 and number of shares held as on March 31, 2020 by the directors of the Company are as follows:

(Amount in Rs. Except for shares)

Name of the Directors	Salary & Perquisites	Performance/ Incentive/ Bonus	Commission	Sitting Fees	Total	No. of Shares held
Mr. Dhirajlal Jangla	-	-	-	-	-	502000
Mr. Kiran Jangla	-	-	-	-	-	2422614
Mrs. Minal Jangla	-	-	-	-	-	18409136
Mr. Naresh Goradia	-	-	-	-	-	NIL
Mr. Bhanwarlal Sanghvi	-	-	-	-	-	NIL
Mr. Bidhan Gujarati	-	-	-	-	-	NIL
Ms. Priti Panchal	3,84,000	-	-	-	3,84,000	NIL
Ms. Parul Gupta	5,40,000	-	-	-	5,40,000	NIL

- a) The Company has not granted any Stock Options.
- b) There are no separate service contracts with any of the directors. The current tenure of office of the Whole time Director is for five (5) years from his respective date of appointment. There is no separate provision for payment of severance fees.
- c) Apart from the above - mentioned remuneration or fees paid, there are no other fixed components and performance linked incentives based on the performance criteria.

No remuneration/compensation is paid to Non-Executive Directors.

**d) Risk Management Committee (Non-mandatory Committee)**

Business risk evaluation and management is an ongoing process within the Company. The Company has risk management framework to identify, monitor and minimize risks and also identify business opportunities. For the identification, assessment and minimization of the risk, the Board constituted a Risk Management Committee to frame the Risk Management framework and to implement and monitor the same.

**Composition**

The Risk Management Committee comprises of Mr. Kiran Jangla- Managing Director as the Chairman, Mr. Ketan Shah Jangla-Member, Mr. Taroon Vaswani- Member.

**Terms of Reference**

- To identify potential Business Risks
- To analyze the Risk and develop Risk mitigation plans, as per the Risk Management Policy
- Reporting of Risk environment to the Board
- To create awareness among the employees to assess risks on a continuous basis & develop risk mitigation plans in the interest of the Company

**GENERAL BODY MEETINGS AND POSTAL BALLOT:**

Details with respect to date, location and time of preceding three Annual General Meetings are given below:

Financial Year	Date	Time	Venue	Special Resolution passed
2018-19	September 26, 2019	11.00 a.m.	Gold Coins, 6- Arun Chambers, next to A/C market, Tardeo Road, Mumbai-400034	-
2017-18	September 27, 2018	10:00 a.m.	Gold Coins, 6- Arun Chambers, next to A/C market, Tardeo Road, Mumbai-400034	-
2016-17	September 29, 2017	11.00 a.m.	Gold Coins, 6- Arun Chambers, next to A/C market, Tardeo Road, Mumbai-400034	-

- **Postal Ballot**

During the year under review, no resolution was passed through Postal Ballot. None of the businesses proposed to be transacted in the ensuing Annual General Meeting requires passing a resolution through Postal Ballot.

**MEANS OF COMMUNICATION:**

- **Publication of quarterly results**

The quarterly/half yearly and yearly financial results are sent to Bombay Stock Exchange Limited and National Stock Exchange of India Limited immediately after they are approved by the Board in their meeting. The results are also published in accordance with the provisions regulation 47 of the Listing Regulations in English Newspaper viz. "The Free Press Journal" and in Marathi newspaper viz. "Navshakti". The results are posted on Company's website [www.gfsteel.co.in](http://www.gfsteel.co.in) and are also available on websites of National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com) and BSE Limited i.e. [www.bseindia.com](http://www.bseindia.com).

- **Presentations / Press Releases**

The Company has not made any presentations/press release to institutional investors or to the analysts during the year under review.

#### GENERAL INFORMATION FOR SHAREHOLDERS

(a)	<b>Date, Day, Time and Venue of Annual General Meeting</b>	Date : 23 <sup>rd</sup> December, 2020 Day : Wednesday Time : 10.00 am Venue : The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020 and as such there is no requirement to have a venue for the AGM. For details, please refer to the Notice of AGM.	
(b)	<b>Financial Year</b>	1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2020	
(c)	<b>Book Closure dates</b>	Thursday, 17 <sup>th</sup> December, 2020 to Wednesday, 23 <sup>rd</sup> December, 2020 (both days inclusive)	
(d)	<b>Financial Calendar (2020-21)</b>	Result for the quarter ended June 30, 2020	- On August 21, 2020
		Result for the quarter ending September 30, 2020	- On or before November 13, 2020
		Result for the quarter ending December 31, 2020	- On or before February 14, 2021
		Audited Result for the year/ quarter ending March 31, 2021	- On or before May 30, 2021.
(e)	<b>Dividend Payment Date</b>	Not applicable	
(f)	<b>Cut- off date for e-voting</b>	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., Wednesday 16 <sup>th</sup> December, 2020.	
(g)	<b>Listing on Stock Exchanges</b>	<b>BSE Limited (BSE)</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001	<b>National Stock Exchange of (India) Limited (NSE)</b> Exchange Plaza, C-1, Block G. Bandra Kurla Complex Bandra, East, Mumbai- 400051
(h)	<b>Stock Code / Symbol</b>	BSE : 513343 NSE : GFSTEELS	
(i)	<b>ISIN for CDSL and NSDL</b>	INE534A01028	
(j)	<b>Commodity price risk or foreign exchange risk and hedging activities</b>	Not Applicable	

#### n) Listing fees:

The Equity shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The Company has paid the requisite listing fees to the said Stock Exchanges for the financial year 2019-20 and 2020-21 as well.

**o) Market Price data:**

The Shares of the Company were suspended from trading till July 2019 and on July 22, 2019 Company got the approval for revocation of suspension. Hence, the monthly high and low quotations of shares traded on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) with corresponding details of BSE Sensex and NSE Nifty from July 2019 to March 31, 2020 are as follows:

Month	BSE*		BSE Sensex*		NSE**		Nifty** (Points)	
	High (in Rs.)	Low (in Rs.)	High	Low	High (in Rs.)	Low (in Rs.)	High	Low
Apr-19	0	0	39,487.45	38,460.25	0	0	11856.15	11549.10
May-19	0	0	40,124.96	36,956.10	0	0	12041.15	11108.30
Jun-19	0	0	40,312.07	38,870.96	0	0	12103.05	11625.10
Jul-19	1.5	1.25	40,032.41	37,128.26	1.60	1.25	11981.75	10999.40
Aug-19	3.47	1.57	37,807.55	36,102.35	2.10	1.55	11181.45	10637.15
Sep-19	5.62	3.64	39,441.12	35,987.80	4.05	2.20	11694.85	10670.25
Oct-19	8	3.92	40,392.22	37,415.83	7.60	4.25	11945.00	11090.15
Nov-19	6.23	5.92	41,163.79	40,014.23	4.95	4.15	12158.80	11802.65
Dec-19	5.63	5.09	41,809.96	40,135.37	3.95	3.35	12293.90	11832.30
Jan-20	4.84	4.16	42,273.87	40,476.55	3.20	2.80	12430.50	11929.60
Feb-20	3.96	3.96	41,709.30	38,219.97	2.70	2.40	12246.70	11175.05
Mar-20	0	0	39,083.17	25,638.90	2.30	1.45	11433.00	7511.10

Source: \*[www.bseindia.com](http://www.bseindia.com), \*\*[www.nseindia.com](http://www.nseindia.com)

**p) Registrar & Share Transfer Agent**

Purva Sharegistry India Private Limited has been appointed as one-point agency, for dealing with the shareholders. Shareholders should address their communications or correspondence to the Company's Registrar & Share Transfer Agent at the address mentioned below:

Purva Sharegistry India Private Limited  
9, Shiv Shakti Industrial Estate,  
J.R. Boricha Marg, near lodha excelsus,  
Lower Parel (East) Mumbai-400011  
Tel: 91 22 23012518  
Fax: 91 22 23012517  
E-mail: [support@purvashare.com](mailto:support@purvashare.com)

**q) Share Transfer System:**

All the shares sent for transfer in physical form are registered by the Registrar and Share Transfer Agent within the prescribed time, if documents are found in order. Shares under objection, if any, are returned within two weeks. All requests for dematerialization of shares, if any, are processed and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 21 days. The Company obtains, from a Practicing Company Secretary, a half-yearly Certificate of Compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations entered into with Stock Exchanges and files a copy of the said certificate with the concerned Stock Exchanges.

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30<sup>th</sup> November, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1<sup>st</sup> April, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

**r) Distribution of shareholding as on March 31, 2020:**

Shareholding (No. of Shares)	Number of shareholders	% of total number of shareholders	Total Number of Shares	% of Total Number of Shares
Upto 5000	23987	96.17	4272111	14.04
5001 to 10000	508	2.04	944462	3.10
10001 to 20000	266	1.07	1011824	3.33
20001 to 30000	48	0.19	296536	0.97
30001 to 40000	61	0.24	566576	1.86
40001 to 50000	17	0.07	188424	0.62
50001 to 100000	34	0.14	604183	1.99
100001 and above	20	0.08	22545884	74.09
<b>Total</b>	<b>24223</b>	<b>100</b>	<b>30430000</b>	<b>100</b>

**s) Shareholding Pattern as on March 31, 2020:**

Sr. No.	Category of Shareholders	Number of shares held	Percentage of Shareholding (%)
1	Promoters & Promoters Group	21338030	70.12
2	Bodies Corporate	583122	1.92
3	Hindu Undivided Family	136885	0.45
4	Nationalised Banks	1980	0.01
5	Indian Mutual Funds	2000	0.01
6	GIC	3100	0.01
7	Clearing Members	48817	0.16
8	Non- Resident Indians	4024	0.01
9	Non -Resident (Non Repatriable)	20196	0.07
10	Resident Individuals	8291846	27.25
	<b>Total</b>	<b>3,04,30,000</b>	<b>100</b>

**t) Dematerialization of shares and liquidity**

As on March 31, 2020 the total number of Equity Shares of the Company in dematerialized form, stood at 2,81,10,672 shares (representing 92.37% of the Company's Paid-up Equity Share Capital of the Company). Shareholders seeking demat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificates to the Share Transfer Agent of the Company. Upon receipt of the request and share certificates, the Share Transfer Agent will verify the same. Upon verification, the Share Transfer Agent will request National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) to confirm the demat request. The demat account of the respective shareholder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

**(r) Outstanding ADRS', GDRS', Warrants or any convertible instruments, conversion date and impact on Equity**

As on March 31, 2020, the Company does not have any outstanding ADRs', GDRs', Warrants or any convertible instruments.

**(s) Plant Location**

**Bright Steel Bars Factory : K-47 Five-star Zone, MIDC Butibori, Nagpur-441122**

**(t) Address for Investor Correspondence**

Shareholders can contact the Compliance Officer of the Company for Share / Secretarial related matters at the below mentioned address:

**Ms. Parul Gupta**  
Compliance Officer  
**Grand Foundry Limited**  
327, 3rd Floor, Arun Chamber  
Tardeo, Mumbai-400034  
E-mail Id: [cs@gfsteel.co.in](mailto:cs@gfsteel.co.in)  
Tel No.: 91 22 23526316

**DISCLOSURES:**

**a. Related-party transactions**

There were no materially significant transactions with related parties, pecuniary transactions or relationship between the Company and its Directors during the Financial Year ended March 31<sup>st</sup>, 2020 that may have potential conflict with the interest of the Company at large.

The transactions with the related parties, as per the requirements of the Accounting Standard (AS) 18, are disclosed in the Notes on Accounts, forming part of the Annual Report. All the transactions with the related parties were at arm's length basis.

**b. Details of utilization of funds raised through preferential allotment or qualified institutions placement**

The Company did not raise any funds through preferential allotment or qualified institutions placement during the Financial Year 2019-20.

**c. Compliances related to Capital Market**

The Company has complied with the requirements of the Stock Exchanges, Securities and Exchange Board of India (SEBI) and other statutory authorities on all matters relating to capital market during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or other statutory Authorities. There was a delay in payment of Annual Listing Fees for financial year 2019-20 to National Stock Exchange of India Limited and BSE Limited due to shortage of funds led by non-operation of the Company.

**d. Vigil Mechanism/ Whistle Blower Policy**

The Company promotes ethical behavior in all its business activities and has establish a mechanism for reporting illegal or unethical behavior. The Company has a whistle blower policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the employees / workers. The confidentiality of those reporting violation is maintained, and they are not subjected to any discriminatory practice. However, no violation of laws or unethical conduct etc was brought to the notice of the Management or Audit Committee during the year ended March 31, 2020. We affirm that during the financial year 2019-20, no employee or director of the Company was denied access to the Management.

Chairman of Audit Committee : Mr. Naresh Goradia  
E-mail : cs@gfsteel.co.in  
Phone No. : +91-022-23526315  
: 327, 3<sup>rd</sup> Floor, Arun Chambers, Tardeo, Mumbai-400034

**e. Disclosure of Compliance of Corporate Governance**

The Company has complied with all mandatory requirements as per the provisions under Regulation 27 of the Listing Regulations. The Company has also complied with the requirements of Part C (Corporate Governance Report) of sub-paras (2) to (10) of Schedule V of the Listing Regulations.

**f. Details of compliance with mandatory requirements and adoption of non-mandatory requirements**

The Company has complied with all mandatory requirements as applicable to the Company. The Company has also complied with the requirements of Part C (Corporate Governance Report) of sub-para (2) to (10) of Schedule V of the Listing Regulations.

The details of the discretionary requirements under Regulation 27 and Part E of Schedule II of the Listing Requirements is provided below:

- a. **Shareholders rights:** Unaudited/ Audited Quarterly/ half yearly/ annual financial results are published in leading newspapers, viz. Free Press Journal and vernacular newspaper i.e. Navshakti and also made available on the website of the Company.
- b. **Modified opinion in Audit Report:** The Auditor's Report is with unmodified opinion.
- c. **Reporting of Internal Auditor:** The Internal Auditors report to the Audit Committee.
- g. **Subsidiary Companies:**

As on 31<sup>st</sup> March 2020, the Company does not have any Subsidiary, Associate or Joint Venture Companies.

- h. **Disclosure of Risk management**

The Company has framed the risk assessment and minimization procedure, which is periodically reviewed by the Audit Committee and the Board.

- i. **CEO / CFO Certification**

In terms of Regulation 33(2)(a) of the Listing Regulations, Mrs. Minal Jangla, Director and CEO, and Ms. Priti Panchal, CFO of the Company have submitted a Certificate to the Board of Directors in the prescribed format in respect of financial year ended March 31, 2020.

- j. **Auditors' Certificate on compliance with the provisions relating to Corporate Governance**

Auditors' Certificate on compliance of conditions of the Listing Regulations relating to Corporate Governance by the Company is annexed to this Report.

- k. **Certificate from Company Secretary in Practice**

- a. A certificate received from M/s. Shivlal Maurya, Practicing Company Secretaries, Mumbai is attached in this report stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

- l. **Recommendation by Committee:**

The Board has accepted all recommendations from all the committees of the Board, which is mandatorily required, during the financial year under review.

- m. **Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the Statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.**

Sr. No	Particulars	Amount (in Rs.)
1	Statutory Audit Fees*	80,000
2	Other services for Taxation matters*	10,000
	<b>Total</b>	<b>90,000</b>

\* excludes applicable taxes thereon



**n. Disclosure of Accounting Treatment**

Pursuant to SEBI Circular dated 5<sup>th</sup> July, 2016, the Company has adopted Indian Accounting Standards ("Ind AS") which is applicable w.e.f 1<sup>st</sup> April 2017 and accordingly the financial statements have been prepared in accordance with recognition and measurement principles laid down in the Ind AS 34 Interim Financial Reporting prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.

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**DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT:**

I, Kiran Jangla, Managing Director of Grand Foundry Limited, hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management, during the Financial Year 2019-20.

**Place: Mumbai**  
**Date: November 24, 2020**

**Kiran Jangla**  
**Managing Director**  
**DIN: 01246423**

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**Auditors' Certificate on Compliance of the Corporate Governance**

**To,  
The Members of  
Grand Foundry Limited**

We have examined the records concerning compliance of the conditions of Corporate Governance by **GRAND FOUNDRY LIMITED** for the year ended March 31, 2020, under Regulation 15(2) read with Schedule V Part E of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (hereinafter together referred to as "the Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and based on the information and explanations given to us and the representations made by management and to the best of our knowledge and belief, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Vijay V. Dedhia & Co.**  
Chartered Accountants  
ICAI Firm Registration No. 111439W

**CA. Vijay V. Dedhia**  
Membership No. 042197  
UDIN: 20042197AAAADG6960

**Place :** Mumbai  
**Date :** November 24, 2020

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**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members,  
**Grand Foundry Limited**  
Mumbai

I have examined the relevant registers, records, forms, returns and disclosures received from **Grand Foundry Limited** having CIN L99999MH1974PLC017655 and having registered office at 327, 3<sup>rd</sup> Floor, Arun Chambers, Tardeo, Mumbai-400034, Maharashtra, India (hereinafter referred to as '**the Company**'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on March 31, 2020 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Date of appointment in Company
1	Kiran Jangla	01246423	07/09/1978
2	Minal Jangla	00734650	11/08/2017
3	Naresh Garodia	07517900	27/05/2016
4	Ketan Rasiklal Shah	00086907	29/05/2019
5	Taroon Sunder Vaswani	01870879	29/05/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Shivlal Maurya & Co.**  
*Company Secretaries*  
UDIN: A037655B001299751

**Place:** Mumbai  
**Date:** November 24, 2020

**Shivlal Maurya**  
M. No. ACS 37655 C.P. No. 14053

**CEO & CFO Certificate under Regulation 33(2) (a) of SEBI (LODR) Regulation, 2015.**

To,  
The Board of Directors  
Grand Foundry Limited

Dear members of the Board,

We, the undersigned, in our respective capacities as Whole-time Director and Chief Financial Officer of Grand Foundry Limited ("the Company"), to the best of our knowledge and belief, we state that:

1. We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2020 and that to the best of our knowledge and belief:
  - i. these statements do not contain any materiality untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit committee
  - i. significant changes, if any, in the internal control over financial reporting during the year;
  - ii. significant changes, if any, in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.
5. We further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

**For and behalf of the Board of Directors of  
Grand Foundry Limited**

Date: June 29, 2020

Minal Jangla  
Director/CEO

Priti Panchal  
CFO

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
**GRAND FOUNDRY LIMITED**  
Report on the Audit of the Standalone Financial Statements

### Opinion:

We have audited the accompanying Standalone financial statements of **M/s. GRAND FOUNDRY LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, and the Statements of Profit and Loss and Cash Flows for the year ended on that date and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed u/s. 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to these standalone financial statements that give a true and fair view of the financial position and financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

- 1) As required by Section 143(3) of the Act, based on our audit we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. the Balance Sheet, the Statement of Profit and Loss and Cash Flow dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 , from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With regard to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we provide a report in "Annexure A". Our Report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the company has not paid any remuneration to the Director's as mentioned in provisions of section 197 of the Act.
  - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014(as amended), in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- 2) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraph 3 and 4 of the order.

**For Vijay V. Dedhia & Co.**  
Chartered Accountants  
ICAI Firm Registration No. 111439W

Place: Mumbai  
Date: June 29, 2020

**CA. Vijay V. Dedhia**  
Membership No. 042197

**UDIN: 20042197AAAABM7577**



**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 1(f) under Report on Other Legal and Regulatory Requirements' section of our report to the Members of GRAND FOUNDRY LIMITED of even date).**

**REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("the act")**

We have audited the internal financial controls over financial reporting of **GRAND FOUNDRY LIMITED** ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS:**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act 2013 ("the Act").

**AUDITORS' RESPONSIBILITY:**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting of the company.

**MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING:**

A company's internal financial controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING:**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**OPINION:**

In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

**For Vijay V. Dedhia & Co.**  
Chartered Accountants  
ICAI Firm Registration No. 111439W

Place: Mumbai  
Date: June 29, 2020

**CA. Vijay V. Dedhia**  
Membership No. 042197

**ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 2 under Report on Other Legal and Regulatory Requirements' section of our report to the Members of GRAND FOUNDRY LIMITED of even date).**

**i) In respect of the Company's Fixed Assets**

- a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) The company has a program of verification to cover all the items of fixed assets in a phased manner, which in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- c) According to the information and explanation given to us, the records examined by us and based on the examination of the conveyance deeds/registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
  - ii) The Company is not a service provider. Accordingly, the provision of clause (ii) of para 3 of the Order, 2016 is applicable. The inventory has been physically verified at proper intervals.
  - iii) As informed, the Company has not granted any loans, secured or unsecured to companies, or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
  - iv) As informed, the Company has not granted any loan, not given any guarantee and hence the compliance of the provisions of Section 185 and 186 of the Companies Act, 2013 is not applicable and hence not commented upon.
  - v) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2020 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
  - vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company
  - vii) According to the information and explanations given to us, in respect of statutory dues:
    - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
    - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.
    - (c) Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2020 on account of dispute.
  - viii) Based on the records examined by us and according to the information and explanations given to us, the Company has not borrowed loans from banks, government or debenture holders. Accordingly, the provision of clause (viii) of para 3 of the Order is not applicable to company.
- ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans. Accordingly, the provision of clause (ix) of para 3 of the Companies (Auditor's Report) Order, is not applicable.

- x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi) In our opinion and according to the information and explanations given to us, the Company has not paid/provided managerial remuneration as mentioned in section 197 read with Schedule V to the Act.
- xii) The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Vijay V. Dedhia & Co.**  
Chartered Accountants  
ICAI Firm Registration No. 111439W

Place: Mumbai  
Date: June 29, 2020

**CA. Vijay V. Dedhia**  
Membership No. 042197

**GRAND FOUNDRY LTD**  
BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2020

Particulars	Sch. No.	AS AT 31ST MARCH 2020	AS AT 31ST MARCH 2019
<b>I. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, Plant and Equipment	5	13,13,131	3,50,56,417
(b) Capital Work in Progress		-	-
(c) other Intangible Assets		-	-
(d) Investment in subsidiaries		-	-
(e) Financial Assets		-	-
(i) Other Investments		-	-
(ii) Loans		-	-
(iii) Other Financial Assets		-	-
(f) Deferred Tax Assets (Net)		2,58,721.44	-
(g) Other Non-Current Assets	6	-	13,881
<b>Total Non- Current Assets</b>		<b>15,71,852</b>	<b>3,50,70,298</b>
<b>(2) Current Assets</b>			
(a) Inventories	7	-	30,53,843
(b) Financial Assets			
(i) Trade Receivables	8	2,24,24,058	1,53,58,574
(ii) Cash and cash equivalents	9	23,189	1,62,105
(iii) Bank Balances other than (ii) above	9	1,12,222	1,50,182
(iv) Other Financial Assets	10	20,41,932	38,66,290
<b>Total Current Assets</b>		<b>2,46,01,401</b>	<b>2,25,90,994</b>
<b>Total Assets</b>		<b>2,61,73,253</b>	<b>5,76,61,292</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share Capital	11	12,17,20,000	4,17,20,000
(b) Other Equity	12	-15,03,79,286	-12,99,53,018
<b>Total Equity</b>		<b>-2,86,59,286</b>	<b>-8,82,33,018</b>
<b>(2) Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Long-Term Borrowings	13	2,04,748	9,50,18,481
(ii) Loan from Debentures		-	9,80,000
<b>Total Non -Current Liabilities</b>		<b>2,04,748</b>	<b>9,59,98,481</b>
<b>(3) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Trade Payables	14	5,43,92,460	4,45,41,876
(ii) Other Financial Liabilities	15	4,880	23,66,794
(b) Short Term Provisions	16	2,30,450	2,24,534
(c) Deferred Tax Liabilities (Net)			27,62,626
<b>Total Current Liabilities</b>		<b>5,46,27,790</b>	<b>4,98,95,829</b>
<b>Total Equity &amp; Liabilities</b>		<b>2,61,73,253</b>	<b>5,76,61,292</b>
See accompanying Notes To Financial Statements			
As per our Report of even date.			
FOR VIJAY V DEDHIA & CO		FOR GRAND FOUNDRY LTD	
CHARTERED ACCOUNTANTS			
FRN.: 111439W		Sd/-	
		Kiran D Jangla, Managing Director	
Sd/-		Sd/-	
VIJAY V DEDHIA		Minal Jangla, Director	
Membership No. : 042197			
PLACE : MUMBAI			
DATED : June 29, 2020			

**GRAND FOUNDRY LTD**  
**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2020**

Sr. No	Particulars	Sch. No.	As on 31 March 2020	As on 31 March 2019
I	Revenue from operations	17	6,88,20,297	25,56,98,856
II	Other Income	18	47,47,767	13,50,523
III	<b>III. Total Revenue (I +II)</b>		<b>7,35,68,064</b>	<b>25,70,49,379</b>
IV	<b>Expenses:</b>			
	Purchase of Stock in Trade	19	6,13,23,754	25,92,67,143
	Employee Benefit Expense	20	17,51,850	24,35,662
	Financial Costs	21	2,16,538	25,68,538
	Depreciation and Amortization Expense	5	4,77,713	7,95,832
	Other Expenses	22	3,30,91,908	46,40,834
	<b>Total Expenses (IV)</b>		<b>9,68,61,763</b>	<b>26,97,08,009</b>
V	Profit/(Loss) before exceptional and extraordinary items and Tax	(III - IV)	<b>-2,32,93,700</b>	<b>-1,26,58,630</b>
VI	Exceptional Items	23	1,53,915	1,64,686
VII	Profit/(Loss) before extraordinary items and tax (V - VI)		<b>-2,34,47,615</b>	<b>-1,28,23,316</b>
VIII	Extraordinary Items			-
IX	Profit/(Loss) before tax (VII - VIII)		<b>-2,34,47,615</b>	<b>-1,28,23,316</b>
X	<b>Tax expense:</b>			
	(1) Current tax			
	(2) Earlier year Taxes			
	(2) Deferred tax		30,21,347	1,04,90,990
XI	Profit(Loss) from the year from continuing operations	(IX-X)	<b>-2,04,26,267</b>	<b>-2,33,14,306</b>
XII	Profit/(Loss) from discontinuing operations			
XIII	Tax expense of discounting operations			
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)			
XV	Profit/(Loss) for the year (XI + XIV)		<b>-2,04,26,267</b>	<b>-2,33,14,306</b>
XVI	Earning per equity share:			
	(1) Basic		(1.96)	(2.24)
	(2) Diluted		(1.96)	(2.24)

**See accompanying Notes To Financial Statements**

**FOR VIJAY V DEDHIA & CO.**  
**CHARTERED ACCOUNTANTS**  
**FRN.: 111439W**  
**Sd/-**  
**VIJAY V DEDHIA**  
**Membership No. : 042197**  
**PLACE: MUMBAI**  
**DATED: June 29, 2020**

**FOR GRAND FOUNDRY LTD**  
**Sd/-**  
**Kiran D Jangla, Managing Director**  
**Sd/-**  
**Minal Jangla, Director**

## GRAND FOUNDRY LTD

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2020	31.03.2020	31.03.2019
<b>Cash Flow from Operating Activities</b>		
Net Profit Before Tax & Extraordinary Items	-2,32,93,700	-1,26,58,630
Adjustments		
Depreciation, Depletion, Amortisation	4,77,713	7,95,832
Loss on sale of asset	-12,48,127	-
Operating Profit Before Working Capital Charges	-2,40,64,114	-1,18,62,798
Adjustment for		
Interest and Finance Charges	2,16,538	25,68,538
Trade and other receivable	-21,73,401	2,13,00,375
Trade and other payable	74,94,587	-1,61,44,754
Cash Generated from Operations	-1,85,26,390	-41,38,639
Taxes Paid	-	-
Cash Flow before Extraordinary Items	-1,85,26,390	-41,38,639
Prior Period Income		
Extraordinary Items	-1,53,915	-1,64,686
<b>Net Cash Flow from Operating Activities (a)</b>	-1,86,80,305	-43,03,325
<b>Cash Flow from Investing Activities</b>		
(Increase) / Decrease in Investment		
Sale/Purchase of Fixed Assets (Net)	3,45,13,696	-
<b>Net Cash Flow from Investing Activities (b)</b>	3,45,13,696	-
<b>Cash Flow from Finance Activities</b>		
Increase in Paid up Share capital	8,00,00,000	
Increase / (Decrease) in Unsecured Loans	-9,57,93,732	67,73,961
Interest and Finance Charges	-2,16,538	-25,68,538
<b>Net Cash Flow from Financing Activities (c)</b>	-1,60,10,270	42,05,423
<b>Net Cash &amp; Cash Equivalents (a + b + c)</b>	-1,76,877	-97,902
Opening Cash Balance	3,12,287	4,10,189
Closing Cash Balance	1,35,410	3,12,287

Notes :- a) Previous years figures are regrouped, re-classified and rearranged wherever necessary to make them comparable with the current years figures.

FOR VIJAY V DEDHIA & CO.

CHARTERED ACCOUNTANTS

FRN.: 111439W

Sd/-

VIJAY V DEDHIA

Membership No. : 042197

PLACE: MUMBAI

DATED: June 29, 2020

FOR GRAND FOUNDRY LTD

Sd/-

Kiran D Jangla, Managing Director

Sd/-

Minal Jangla, Director

## Grand Foundry Limited

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

## 1 General Information

Grand Foundry Limited is incorporated in India in March 1973 under the Indian Companies Act, 1956. The company is engaged in manufacturing of Bright Steel bars and wires. The company's products are utilized for various applications in the engineering industries, including petrochemical, oil and natural gas and automotive industries throughout the world. The company supplies every grade of steel required by the engineering industry to customers spread out throughout Indian and countries, such as the United States, Japan, Singapore, Italy, Australia and Canada. The company also offers pickling and heat treatment lines.

## 2 Significant Accounting Policies :

**2.1 Statement of Compliance :**

These Financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with Companies "(Indian Accounting Standards) Rules as amended from time to time. Due to Covid-19 and lockdown before March 31, 2021 Company faced issues in preparation of financial Statements and hence Company re-grouped/re-arranged the figures wherever necessary. Hence, there are few changes in the Balance Sheet finalised for March 31, 2020

**2.2 Current non-current Classification :**

All assets and liabilities have been classified as current and non-current as per the company's normal operating cycle (12 months) and other criteria set out in the Schedule III of the Act and Ind AS 1 Presentation of financial statements.

Based on the nature of products and the time between the acquisition of assets for processing and their realisation, the Company has ascertained its operating cycle as 12 months for the purpose of current / non - current Classification of assets and liabilities.

**Assets:**

An Asset is classified as current when it satisfies any of the following criteria:

It is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle It is held primarily for the purpose of being traded It is expected to be realised within 12 months after the reporting date; or It is a cash and cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

**Liabilities:**

A Liability is classified as current when it satisfies any of the following criteria:

It is expected to settle in the Company's normal operating cycle;

It is held primarily for the purpose of trading

It is due to be settled within 12 months after the reporting date;

The company's Board of Directors approves the financial statements For issue on May 29, 2019. The aforesaid financial statement have been prepared in Indian Rupee.

**2.3 Foreign Currencies :**

Transactions in the foreign currencies are recognised at the prevailing exchange rates on the transaction dates.

Realised gains and losses on the settlement of foreign currency transactions are recognised in the statement of Profit and loss



**2.4 Borrowing Cost :**

Borrowing cost include interest, fees and other charges incurred in connection with the borrowing of funds and is considered as revenue expenditure for the year in which it is incurred except for borrowing cost attributed to the acquisition/ improvement of qualifying capital assets and incurred till the commencement of commercial use of the assets and which is capitalised as cost of the assets.

**2.5 Property, plant and Equipment :**

Fixed Assets are stated at cost less accumulated depreciation and impairment if any. Cost includes qualifying assets, borrowing costs capitalised in accordance with the company's accounting policy and includes all other expenditure that is directly attributable to the acquisition of the items Depreciation has been provided on Written Down value and straight line method as per the useful life prescribed in Schedule II to the Companies Act, 2013. the estimated usage of the assets, the operation condition of the asset, past history of replacement, anticipated technological changes, manufacturers, warranties and maintenance support etc.,

Estimated useful lives of the assets are as follows :

Class of Assets		Years
Plant and Machinery		6-20 years
Furniture and Fixtures		6-7 years
Vehicles		6-7 years

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Fixed assets are derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the assets. Any gain or loss arising on the disposal or retirement of any fixed assets are determined as the difference between the sales proceeds and the carrying amount of the assets and are recognised in profit or loss.

**2.6 Inventories :**

Inventories are stated at the Raw material cost value.

**Income Tax :**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The Company's liability for current tax is calculated using the Indian tax rates and laws that have been enacted by the reporting date. The Company periodically evaluates the positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretations and provisions where appropriate.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and current tax liabilities and when the deferred tax balances relate to the same taxation authority.

Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Minimum Alternate Tax (MAT) credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

#### **Employee Benefits**

##### **Short-term Obligations**

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

#### **2.7 Provisions :**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligations its carrying amount is the present value of those cash flows (when the effect of the time value of money is material)

When some or all the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

#### **2.8 Cash and Cash Equivalents :**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, Current bank balances held at call with banks.

#### **2.9 Earnings Per Share :**

Basic earnings per share is computed by dividing the profit/(loss) after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders share split and reverse share split.

Diluted earnings per share is computed by dividing the profit/(loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares including the treasury shares held by the company to satisfy the exercise of the share options by the employees.

### **3 Major Events and future prospects :**

Revocation of Suspension: The Company has got final approval from BSE and NSE for revocation of Suspension of trading. Upon receipt of final approval for revocation of Suspension from both the Stock Exchange, the Company pursuant to BIFR order converted the unsecured loan of Rs. 800 lakh brought in by the promoters of the Company

for the revival of the Company into Equity Shares and issue new Equity Shares (200 lakh Shares of Rs.4/ each) to the promoters of the Company.

**SECURITY EXCHANGE BOARD OF INDIA (SEBI) to consider :**

To grant exemption to the company from the provisions of SEBI Guidelines for Preferential Allotment of Shares, SEBI (Substantial Acquisition of shares & Takeovers) Regulations, 1997, SEBI (Disclosure & Investor Protection) Guidelines, 2000, SEBI (Central Listing Authority) Regulations, 200 and ceiling on promoters holding and any other applicable Rules and Regulations for the issue of equity shares to the Promoters as envisaged under the Scheme, provided such equity shares shall be locked in for a period of one year in case allottees are non-promoters.

**4 Critical estimates and judgements :**

The Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant.

Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future period, if the revision current and future period.

**A Key sources of estimation uncertainty****i Contingencies :**

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to qualify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes are not recognised.

**ii Provisions and liabilities :**

Provisions and liabilities are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated.

The timing of recognition requires application of judgement to existing facts and circumstances, which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre- tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

**iii Useful lives of Fixed assets :**

Management reviews the useful lives of Fixed assets at once in a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs.

Accordingly depreciable lives are reviewed annually using the best information available to the management.

**FOR VIJAY V DEDHIA & CO.**

**CHARTERED ACCOUNTANTS**

**FRN.: 111439W**

**Sd/-**

**VIJAY V DEDHIA**

**Membership No. : 042197**

**PLACE: MUMBAI**

**DATED: June 29, 2020**

**FOR GRAND FOUNDRY LTD**

**Sd/-**

**Kiran D Jangla, Managing Director**

**Sd/-**

**Minal Jangla, Director**

5 : FIXED ASSETS AS AT 31<sup>ST</sup> MARCH 2020

Particulars	Plant and Equipment	Furniture, fittings and equipment	Vehicles	Total Tangible Assets
<b>Deemed cost as at 1 April 2018</b>	8,96,01,844	17,88,000	29,73,989	<b>9,43,63,833</b>
Exchange differences	-	-	-	-
Additions	-	-	-	-
Deductions / Adjustments	-	-	-	-
<b>Closing gross carrying amount at 31 March 2019</b>	<b>8,96,01,844</b>	<b>17,88,000</b>	<b>29,73,989</b>	<b>9,43,63,833</b>
Depreciation charge during the year	5,62,36,758	14,18,485	16,52,177	<b>5,93,07,420</b>
Disposals	-	-	-	-
Deductions / Adjustments	-	-	-	-
<b>Closing accumulated depreciation at 31 March 2019</b>	<b>5,62,36,758</b>	<b>14,18,485</b>	<b>16,52,177</b>	<b>5,93,07,420</b>
<b>Net carrying amount at 31 March 2019</b>	<b>3,33,65,086</b>	<b>3,69,515</b>	<b>13,21,812</b>	<b>3,50,56,413</b>
Opening gross carrying amount	8,96,01,844	17,88,000	29,73,989	<b>9,43,63,833</b>
Exchange differences	-	-	-	-
Additions	-	-	-	-
Disposals	8,96,01,844	-	-	<b>8,96,01,844</b>
<b>Closing gross carrying amount at 31 March 2020</b>	-	<b>17,88,000</b>	<b>29,73,989</b>	<b>47,61,989</b>
Opening accumulated depreciation	5,62,36,758	14,18,485	16,52,177	<b>5,93,07,420</b>
Depreciation charge during the year	99,517	95,667	2,82,529	<b>4,77,713</b>
Disposals	5,63,36,275	-	-	<b>5,63,36,275</b>
Deductions / Adjustments	-	-	-	-
<b>Closing accumulated depreciation and impairment at 31 March 2020</b>	-	<b>15,14,152</b>	<b>19,34,706</b>	<b>34,48,858</b>
<b>Net carrying amount at 31 March 2020</b>	-	<b>2,73,848</b>	<b>10,39,283</b>	<b>13,13,131</b>

Schedules Forming Integral Part of the Balance Sheet as at 31<sup>ST</sup> MARCH 2020

## 6 Other Non- Current Assets

Sr. No	Particulars	AS AT 31 <sup>ST</sup> MARCH 2020	AS AT 31 <sup>ST</sup> MARCH 2019
		Rs	Rs
	Balance with Unsecured Corporate Lenders Zenith Limited	-	13,881
	<b>Total In</b>	0	13,881

## 7 Inventories

Sr. No	Particulars	AS AT 31 <sup>ST</sup> MARCH 2020	AS AT 31 <sup>ST</sup> MARCH 2019
		Rs	Rs
	<b>Inventories</b>	-	30,53,843
	<b>Total In</b>	0	3053843

## 8. Trade Receivables

Sr. No	Particulars	AS AT 31ST MARCH 2020	AS AT 31ST MARCH 2019
		Rs	Rs
1	<b>Outstanding for more than six months</b>	-	-
	a) Secured, Considered Good :		-
	b) Unsecured, Considered Good :		-
	c) Doubtful		-
2	<b>Others</b>	-	-
	a) Secured, Considered Good :		
	b) Unsecured, Considered Good :	2,24,24,058	1,53,58,574
	c) Doubtful	-	-
	<b>Total in `</b>	<b>2,24,24,058</b>	<b>1,53,58,574</b>

The average credit period on sale of goods is 30 days . No interest is charged on trader receivables .

## Age of Receivables

Sr. No	Particulars	AS AT 31ST MARCH 2020	AS AT 31ST MARCH 2019
		Rs	Rs
	1- 30 days past due	12983852	358573
	31-60 days past due	-	-
	61-90 days past due	2440206	-
	More than 90 days past due	7000000	15000000

## 9 Cash &amp; Cash Equivalent

Sr. No	Particulars	AS AT 31ST MARCH 2020	AS AT 31ST MARCH 2019
		Rs	Rs
1	<b>Cash-in-Hand</b>	-	-
	Cash Balance	23187.73	162104.73
	<b>Sub Total (A)</b>	<b>23,188</b>	<b>1,62,105</b>
2	<b>Bank Balance</b>	-	-
	With ICICI Bank	10353.84	599.49
	With Indian Overseas Bank	1898.03	49612.47
	With Bank of Baroda	99970.5	99970.5
	<b>Sub Total (B)</b>	<b>1,12,222</b>	<b>1,50,182</b>
	<b>Total [ A + B]</b>	<b>1,35,410</b>	<b>3,12,287</b>

## 10 Other Financial Assets

Sr. No	Particulars	AS AT 31ST MARCH 2020	AS AT 31ST MARCH 2019
		Rs	Rs
	<b>Current Assets</b>		
	<i>Advance Recoverable in cash or in kind or for value to be considered good</i>		
	Advance to others	4,96,165	-
	Advance to Suppliers	-	16888
	Advance to Staff	22,200	54700
	Advance Income Tax/Refund Due/GST	14,74,544	37,61,749
	Prepaid Expenses	-	14430
	Margin Money -Bill Discounted	49,023	18,523
	<b>Total in `</b>	<b>20,41,932</b>	<b>38,66,290</b>

**11. Equity Share Capital**

Sr. No	Particulars	AS AT 31ST MARCH 2020	AS AT 31ST MARCH 2019
		Rs	Rs
1	<b>AUTHORIZED CAPITAL</b> 7,50,00,000 Equity Shares of Rs. 4/- each. (March 31 2019: 7,50,00,000 Equity Shares of Rs.4/-each) (March 31 2018: 7,50,00,000 Equity Shares of Rs.4/-each) 100,000 15% Preference Shares of Rs. 10/- each	- 30,00,00,000  10,00,000 30,10,00,000	- 30,00,00,000  10,00,000 30,10,00,000
2	<b>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b> 3,04,30,000 Equity Shares of Rs.4/-each (March 31 2019: 1,04,30,000 Equity Shares of Rs.4/-each) (March 31 2018: 1,04,30,000 Equity Shares of Rs.4/-each)	-  12,17,20,000	-  4,17,20,000
	<b>Total in `</b>	<b>12,17,20,000</b>	<b>4,17,20,000</b>

The Company has only one class of equity Shares. Each Shareholder is eligible for one vote per share. In the event of liquidation of company, the shareholders are entitled to receive remaining assets of the company. After distribution of all preferential amounts, the distribution shall be in proportion to number of equity shares held by the shareholders.

Reconciliation of No. of Equity Shares			
A	Opening Balance	1,04,30,000	1,04,30,000
B	Shares Issued	2,00,00,000	-
C	Bought Back	-	-
D	Closing Balance	3,04,30,000	1,04,30,000

Sr. No	Particulars	AS AT 31ST MARCH 2020		AS AT 31ST MARCH 2019	
2(b)	Distribution of Shareholding	No. of shares	% of Holding	No. of shares	% of Holding
	UPTO 5000	23987	96.17%	23282	96.12%
	5001-10000	508	2.04%	491	2.03%
	10001-20000	266	1.07%	261	1.08%
	20001-100000	160	0.64%	167	0.69%
	100001 & Above	20	0.08%	22	0.09%

Sr. No	Particulars	AS AT 31ST MARCH 2020	As at March 31, 2019
2(c)	Details of shareholders holding more than 5% equity Shares in the Company on reporting date: 1. Minal Jangla, Promoter Director 2. Kiran Jangla, Promoter Director	60.05% 7.96%	NIL

**12. Other Equity**

Sr. No	Particulars	AS AT 31ST MARCH 2020	AS AT 31ST MARCH 2019
		Rs	Rs
1	Capital Reserve	71,99,500	71,99,500
2	Capital Redemption Reserve	11,000	11,000
3	Share Premium reserve	46,71,500	46,71,500
4	Debenture Redemption Reserve	0	8,82,000
5	Profit and Loss Account :		
	Balance brought forward from previous year	(142717018)	(119402712)
	Add : Debenture Redemption Reserve	882000	0
	Add: Profit/(Loss) for the period	(20426267)	(23314306)
		-16,22,61,286	-14,27,17,018
	<b>Total in `</b>	<b>-15,03,79,286</b>	<b>-12,99,53,018</b>

**Non-Current Liabilities****13. Long Term Borrowings**

Sr. No	Particulars	AS AT 31ST MARCH 2020	AS AT 31ST MARCH 2019
		Rs	Rs
1	<b><u>Term Loan -Unsecured</u></b>	-	-
	- From Promoters	0	8,00,00,000
	- Zenith Ltd	-	-
	<b><u>Term Loan -Secured</u></b>	-	-
	CAR LOAN	-	-
	<b>Total in `</b>	<b>0</b>	<b>8,00,00,000</b>

**13.1. Advances from customers**

Sr. No	Particulars	AS AT 31ST MARCH 2020	AS AT 31ST MARCH 2019
		Rs	Rs
1	Rampra Steel Industries	-	50,00,000
2	Liaison Stainless Inc	2,04,748	1,00,18,481
3	D H EXPORTS PVT LTD	0	
	<b>Total in `</b>	<b>2,04,748</b>	<b>1,50,18,481</b>

**Current Liabilities****14. Trades Payable**

Sr. No	Particulars	AS AT 31ST MARCH 2020	AS AT 31ST MARCH 2019
		Rs	Rs
	-Sundry Creditors for Materiel/Supplies	5,35,15,442	4,20,06,970
	-Sundry Creditors for Services	8,77,018	25,34,906
	<b>Total in `</b>	<b>5,43,92,460</b>	<b>4,45,41,876</b>

## 15. Other Financial Liabilities

Sr. No	Particulars	AS AT 31ST MARCH 2020	AS AT 31ST MARCH 2019
		Rs	Rs
	<b><u>Statutory Liabilities</u></b>		
1	Sales Tax Payable	-	9,57,204
2	Central Excise Duty Payable	-	12,41,356
3	TDS -Professional Fees	2,495	6,011
4	TDS - Contract	1,329	9,103
5	TDS - Interest	-	-
6	TDS - Retainership Fees	900	-
7	Income tax payable	-	1,50,000
8	CGST Payable	-	-
9	SGST Payable	-	-
10	Output CGST on RCM Payable	78	1,560
11	Output SGST on RCM Payable	78	1,560
	<b>Total in `</b>	<b>4,880</b>	<b>23,66,794</b>

## 16. Short Term Provisions

Sr. No	Particulars	AS AT 31ST MARCH 2020	AS AT 31ST MARCH 2019
		Rs	Rs
	<b><u>Others</u></b>		
1	Audit Fees Payable	70,800	70,800
2	Retainership Fees Payable	44,550	-
3	Salary Payable	1,15,100	1,53,734
	<b>Total in `</b>	<b>2,30,450</b>	<b>2,24,534</b>

## Other Equity

Particulars	Reserve & Surplus					Total
	Capital Reserve	Capital Redemption Reserve	Share Premium Reserve	Debenture Redemption Reserve	Retained earnings	
<b>Balance at April 1, 2018</b>	7199500	11000	4671500	882000	-119402712	-106638712
Transfer from general reserve	-	-	-	-	-	-
Dividend on equity shares	-	-	-	-	-	-
Corporate tax in dividend paid	-	-	-	-	-	-
Profit/ (Loss) for the Year	-	-	-	-	-23314306	-23314306
<b>Balance at March 31, 2019</b>	7199500	11000	4671500	882000	-142717018	-129953018
Transfer to retained earnings	-	-	-	-	-	-
Transfer from general reserve	-	-	-	- 8,82,000	-	-
Dividend on equity shares	-	-	-	-	-	-
Corporate tax in dividend paid	-	-	-	-	-	-
Profit/ (Loss) for the Year	-	-	-	-	-	-
					2,04,26,267	2,04,26,267
<b>Balance at March 31, 2020</b>	<b>7199500</b>	<b>11000</b>	<b>4671500</b>	<b>0</b>	<b>-163143285</b>	<b>-150379285</b>



**Schedules Forming Part of the Profit & Loss Accounts as at 31ST MARCH 2020****17. Revenue from Operations**

Sr. No	Particulars	AS AT 31ST MARCH 2020	AS AT 31ST MARCH 2019
	<b>Sale of Products</b>	<b>Rs.</b>	<b>Rs.</b>
1	<b>Local Sales</b>		
	Steel Bright Bars	5,78,99,180	23,37,36,154
2	<b>Export Sales</b>		
	Steel Bright Bars	1,09,21,117	2,19,62,703
	<b>Total in `</b>	<b>6,88,20,297</b>	<b>25,56,98,856</b>

**18. Other Income**

Sr. No	Particulars	AS AT 31ST MARCH 2020	AS AT 31ST MARCH 2019
		<b>Rs.</b>	<b>Rs.</b>
1	<b>Interest Income</b>		
	Interest Reced from Income Tax	-	-
2	<b>Other Operative Income</b>		
	Exchange Rate Diff -Export	3,34,322	5,04,313
	Duty Drawback received	1,93,438	4,16,622
	Commission Received - Sales	29,68,546	
3	<b>Other Non- Operative Income</b>		
	Other Receipts	3,333	-
	Profit on sale of Fixed Assets	12,48,127	
	Sundry Expenses written off	-	4,29,588
	<b>Total in `</b>	<b>47,47,767</b>	<b>13,50,523</b>

**19. Purchase of Raw Materials**

Sr. No	Particulars	AS AT 31ST MARCH 2020	AS AT 31ST MARCH 2019
		<b>Rs.</b>	<b>Rs.</b>
	Opening Stock	30,53,843	-
	LOCAL PURCHASES	5,82,69,911	26,23,20,986
	Less: Closing stock	-	30,53,843
	<b>Total in `</b>	<b>6,13,23,754</b>	<b>25,92,67,143</b>

**20. Employment Benefit Expenses**

Sr. No	Particulars	AS AT 31ST MARCH 2020	AS AT 31ST MARCH 2019
		<b>Rs.</b>	<b>Rs.</b>
1	Salary	1607200	23,39,062
2	Bonus	144650	96,600
	<b>Total in `</b>	<b>17,51,850</b>	<b>24,35,662</b>

**21. Financial Cost**

Sr. No	Particulars	AS AT 31ST MARCH 2020	AS AT 31ST MARCH 2019
		<b>Rs.</b>	<b>Rs.</b>
1	Interest on Debentures	0	22,49,655
2	Bank Charges	57,771	1,59,277
3	Interest on Car Hire		5,589
4	Interest to Others		1,201
5	LC Discounting Chgs	158767	1,51,716
6	LC Opening Chgs		1,100
	<b>Total in `</b>	<b>2,16,538</b>	<b>25,68,538</b>

## 22. Other Expenses

Sr. No	Particulars	AS AT 31ST MARCH 2020	AS AT 31ST MARCH 2019
		Rs.	Rs.
A)	<b>Direct Expenses</b>		
1	Labour Charges	2,84,817	-
2	Freight, Coolie & Cartage	1,550	-
	<b>Sub-total (a)</b>	<b>2,86,367.00</b>	<b>-</b>
B)	<b>Administrative Expenses</b>		
1	Telephone Expenses(Including Postage)	3,54,186	44,221
2	Car Expenses <i>(Including Insurance)</i>	2,11,429	2,49,297
3	Conveyance Expenses	9,514	22,715
4	Travelling Expenses <i>(Including Foreign Travelling)</i>	58,205	35,020
	Repair & Maintenance -Machinery	6,98,180	
5	Repair & Maintenance Others		32,515
6	Repair & Maintenance Office Equipment		-
7	General Expenses	4,305	4,429
8	Insurance Expenses- Export	4,195	13,899
9	Internet & Website Expenses		1,280
10	Legal Expenses	1,02,445	1,05,632
11	Roc Filing Fees		64,935
12	Courier Charges	2,31,406	2,83,293
13	Professional Charges	7,69,826	8,36,472
14	Canteen Expenses	52,888	87,711
15	Medical Expenses	12,512	1,05,313
16	Books & Periodicals	1,635	5,377
17	Stationery Expenses	2,62,602	2,18,929
18	Auditors Remuneration--Audit Fees	70,800	70,800
19	Sales Promotion Expenses	81,020	81,070
20	Membership & Subscription	26,000	-
21	Directors Club Expenses	-	2,32,643
22	Donation	-	-
23	Sales tax paid	-	-
24	Retainership fees	5,60,000	10,33,833
25	Loss on Sale of Fixed Assets	-	-
26	Share issue/Processing/Reclassification Chgs	1,48,588	-
27	Custodian & Dematerials Chgs	9,000	66,924
28	Listing Fees	9,20,000	8,10,000
29	Annual Meeting CHgs	18,900	17,456
30	Clearing & Forwarding Exps	1,26,001	88,036
31	Export Expenses	2,600	2,613
32	Share Capital Reduction Chgs	-	1,26,420
33	Share Revocation Fees	16,50,000	
34	Sundry Debit/Credit balance writtern off	2,64,19,304	
	<b>Sub-total (b)</b>	<b>3,28,05,541</b>	<b>46,40,834</b>
	<b>Total in `</b>	<b>3,30,91,908</b>	<b>46,40,834</b>

**23. Exceptional Items**

Sr. No	Particulars	AS AT 31ST MARCH 2020	AS AT 31ST MARCH 2019
		Rs.	Rs.
1	Interest/Penalty	97,186	1,64,686
2	Prior Year Expenses	56,729	-
	<b>Total in `</b>	<b>1,53,915</b>	<b>1,64,686</b>

**24 Information about geographical areas**

The company presently caters to both domestic market i.e. India and external customer outside India i.e.USA.

**25 Earnings per Share**

Particulars	for the year ended 31-03-2020	for the year ended 31-03-2019
Basic earnings per share	-1.96	-2.24
Diluted earnings per share	-1.96	-2.24

**25.1 Basic earnings per share**

The earnings and weighted average number of ordinary shares used in the calculation of basic earning per share are as follows :

Particulars	for the year ended 31-03-2020	for the year ended 31-03-2019
Profit/(loss) for the year attributable to the Company	-2,04,26,267	-2,33,14,306
Less : Preference dividend and tax thereon	0	0
Earnings used in the calculation on basic earnings per shares	-2,04,26,267	-2,33,14,306
Weighted average number of equity shares	3,04,30,000	10430000

**25.2 Diluted earnings per share**

The diluted earnings per share has been computed by dividing net profit/(loss) after tax available for equity shareholders by the weighted average number of equity shares, after giving the effect of the dilutive potential ordinary shares for the respective periods.

Particulars	for the year ended 31-03-2020	for the year ended 31-03-2019
Profit/(loss) for the year used in the calculation of basic earnings per share	-2,04,26,267	-2,33,14,306
Add: adjustments on account of dilutive potential equity shares	0	0
Earnings used in the calculation of diluted earnings per shares	-2,04,26,267	-2,33,14,306
Weighted average number of equity shares	3,04,30,000	10430000

**25.3 Reconciliation of weighted average number of equity shares**

The weighted average number of equity shares for the purpose of diluted earnings per shares reconciles to the weighted average number of equity shares used in the calculation of basic earnings per shares as follows :

Particulars	for the year ended 31-03-2020	for the year ended 31-03-2019
<b>Weighted average number of equity shares used in the calculation of Basic EPS</b>		
	3,04,30,000	10430000
Add : Adjustments on account of dilutive potential equity shares	0	0
<b>Weighted average number of equity shares used in the calculation of Diluted EPS</b>		
	30430000	10430000

**26 Deferred tax Assets /(Liability)**

Particulars	for the year ended 31-03-2020	for the year ended 31-03-2019	for the year ended 31-03-2018
<b>Deferred tax Assets /(Liability) created on</b>			
Plant and Equipments			
WDV as per Income tax		2411322	10841362.2
WDV as per Companies Act		35056417	35852249
Difference		-32645095	-25010886.8
Carry forward Loss		24273501	-
Deferred Tax (Liability)/Assets		-8371594	-7728364.021
Net Deferred Tax (Liability)/Assets as on 31.03.2018		7728364	5534074
Net Deferred Tax as on 31-03-2019		-2762626.02	-7728364.021
<b>Deferred tax Assets /(Liability)</b>		-10490990.02	-13262438.02

**27 Disclosures required under section 22 of the Micro,Small and Medium Enterprises Development Act 2006, (MSMED Act)**

Particulars	for the year ended 31-03-2020	for the year ended 31-03-2019	for the year ended 31-03-2018
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	2,80,71,275	1,04,11,244	92,79,951
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	0	0	0
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed date.	0	0	0
(iv) The amount of interest due and payable for the period of delay in making payment(which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	0	0	0
(v) The amount of Interest accrued and remaining unpaid at the end of the accounting year	0	0	0
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest due as above as actually paid to the small enterprise, for the purpose of disallowance as as deductible expenditure under section 22	0	0	0

**28** Previous years figures are regrouped, re-classified and rearranged wherever necessary to make them comparable with the current year figures

**29 Related parties Disclosures**

The disclosures pertaining to the related parties as required by the Accounting Standard AS-18 issued by the Institute of Chartered Accountants of India, as applicable are indicated below :

<b>(i)</b>	<b>Other related parties like Associates</b>		
	K. M. Properties Limited		
<b>(ii)</b>	<b>Key Management Personnel</b>	<b>March 31, 2020</b>	<b>March 31, 2019</b>
	Mr. Dhirajlal B Jangla	Chairman Director	Chairman Director
	Mr. Kiran D Jangla	Managing Director	Managing Director
	Mrs. Minal Kiran Jangla	Director	Director
	Ms. Priti Panchal	Chief Financial Officer	Chief Financial Officer
	Ms. Parul Gupta	Company Secretary	-
	Ms. Piyali Das	-	Company Secretary

FOR VIJAY V DEDHIA & CO.  
 CHARTERED ACCOUNTANTS  
 FRN.: 111439W  
 Sd/-  
 VIJAY V DEDHIA  
 Membership No. : 042197  
 PLACE: MUMBAI  
 DATED: June 29, 2020

FOR GRAND FOUNDRY LTD

Sd/-  
 Kiran D Jangla, Managing Director  
 Sd/-  
 Minal Jangla, Director

**GRAND FOUNDRY LIMITED**

CIN L99999MH1974PLC017655

**Registered. Office:** 327, 3<sup>rd</sup> Floor, Arun Chambers, Tardeo Mumbai- 400034

Ph. No. 022-23526316; E-mail Id:- [compliance@gfsteel.co.in](mailto:compliance@gfsteel.co.in) ;

Website: [www.gfsteel.co.in](http://www.gfsteel.co.in)

**FOR KIND ATTENTION TO SHAREHOLDERS**

**Dear Shareholder(s),**

As per the provisions of Section 88 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company needs to update its 'Register of Members' to incorporate certain additional details, as are required under the said provisions. Further, as per the "Green Initiative in the Corporate Governance" initiated by the Ministry of Corporate Affairs (MCA), vide its Circular No. 17/2011 dated 21/04/2011, the Company proposes to send all the notices, documents including Annual Report in electronic form to all its members.

We, therefore request you to furnish the following details for updation of the Register of Members and to enable the Company to send all further communications to you through electronic mode:

Registered Folio No./DP ID & Client ID	
Name of the Shareholder (s)	
Father's/Mother's/Spouse's Name	
Address (Registered Office Address in case the shareholder is a Body Corporate)	
E-mail Id	
PAN or CIN (In case of Body Corporate)	
UIN (Aadhar Number)	
Occupation	
Residential Status	
Nationality	
In case member is a minor, name of the guardian	
Date of birth of the Member	

Date:

Place:

**Signature of the Shareholder**

Kindly submit the above details duly filled in and signed at the appropriate place to the Registrar & Share Transfer Agent of the Company viz. **"Purva Sharegistry (India) Private Limited"** situated at 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, near Lodha Excelus, Lower Parel(East), Mumbai-400011."

The E-mail ID provided shall be updated subject to successful verification of your signature. The members may receive Annual Reports in physical form free of cost by post by making request for the same.

Thanking you,

**For Grand Foundry Limited**

**Kiran Jangla**  
**Managing Director**  
**DIN: 01246423**