

## NOTICE OF 01/2025-26 EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that (01/2025-26) Extra-Ordinary General Meeting ("EGM") of Grand Foundry Limited will be held on **Tuesday 10th February, 2026** at 01.00 PM (IST) through Video Conferencing ("VC") or Other Audio Visual Means ('OAVM'), to transact the following businesses. The venue of the EGM shall be deemed to be the Registered Office of the Company, and the proceedings of the EGM shall be deemed to be made there at, to transact the following Special Businesses:

### SPECIAL BUSINESSES:

**Item No. 1: To consider and approve the appointment of Ms. Aishwarya Singhvi (DIN: 10241207) as a Non-Executive Independent Director of the Company**

To consider, if thought fit, to pass, with or without modification(s) the following Resolution as **Special Resolution:**

**"RESOLVED** THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or reenactment (s) thereof for the time being in force), based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Ms. Aishwarya Singhvi (DIN: 10241207), who has been appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director with effect from January 5, 2026 and who has submitted a declaration of independence as provided under Section 149(6) of the Act and applicable rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act from a member proposing her candidature for the office of an Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of 5 (five) years effective from January 5, 2026 to January 4, 2031, on such terms and conditions as detailed in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers to any officer(s)/authorised representative(s) to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Item No. 2: To consider and approve the appointment of Dr. Reena Sharma (DIN: 08543662) as a Non-Executive Independent Director of the Company**

To consider, if thought fit, to pass, with or without modification(s) the following Resolution as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or reenactment (s) thereof for the time being in force), based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Dr. Reena Sharma (DIN: 08543662), who has been appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director with effect from January 5, 2026 and who has submitted a declaration of independence as provided under Section 149(6) of the Act and applicable rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act from a member proposing her candidature for the office of an Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of 5 (five) years effective from January 5, 2026 to January 4, 2031, on such terms and conditions as detailed in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers to any officer(s)/authorised representative(s) to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 3: To consider and approve the appointment of Ms. Shilpi Soni (DIN: 02606943) as a Non-Executive Independent Director of the Company**

To consider, if thought fit, to pass, with or without modification(s) the following Resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or reenactment (s) thereof for the time being in force), based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Dr. Reena Sharma (DIN: 08543662), who has been appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director with effect from January 5, 2026 and who has submitted a declaration of independence as provided under Section 149(6) of the Act and applicable rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act from a member proposing her candidature for the office of an Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of 5 (five) years effective from January 5, 2026 to January 4, 2031, on such terms and conditions as detailed in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers to any officer(s)/authorised representative(s) to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 4: Regularization of Mr. Gaurav Goyal (DIN: 00370681) as Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or reenactment (s) thereof for the time being in force), and in accordance with the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Gaurav Goyal (DIN: 00370681), who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 5, 2026, and who holds office up to the date of next general meeting or within a time period of three months from the date of appointment, whichever is earlier, be and is hereby regularised/appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers to any officer(s)/authorised representative(s) to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 5: Appointment of Mr. Gaurav Goyal (DIN: 00370681) as Managing Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or reenactment (s) thereof for the time being in force), based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Gaurav Goyal (DIN: 00370681), as the Managing Director of the Company for a period of five (5) years commencing from January 5, 2026 to January 4, 2031, on the terms and conditions as detailed in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** during his tenure, Mr. Gaurav Goyal shall be designated as Key Managerial Personnel (KMP) of the Company pursuant to Section 203 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, including signing and filing necessary forms, documents and returns with statutory authorities, as may be required to give effect to this resolution.”

**Item No. 6: Approval of remuneration payable to Mr. Gaurav Goyal (DIN: 00370681), Managing Director**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Sections 196, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013, and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded to approve the remuneration payable to Mr. Gaurav Goyal (DIN: 00370681), Managing Director, amounting to Rs. 50,000/- per month (Rupees Fifty Thousand only), inclusive of all perquisites, with effect from January 5, 2026, as detailed below: -

1. Designation: Managing Director
2. Tenure of Remuneration: 3 (Three) years commencing from January 5, 2026, to January 4, 2029.
3. Remuneration: Rs 50,000/- per month (Rupees Fifty Thousand) inclusive all perquisites. He shall not be entitled to any sitting fees for attending meetings of the Board or Committees.
4. Duties: Mr. Gaurav Goyal shall perform such duties and responsibilities as may be assigned by the Board of Directors from time to time.
5. Termination: As per the Company’s Policy.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits during any financial year during the tenure of his appointment, the above remuneration shall be paid as minimum remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to alter or vary the terms of remuneration within the overall limits prescribed under the Act and to do all necessary acts, deeds, matters and things to give effect to this resolution.”

**Item No. 7: Regularization of Mr. Rakesh Kumar Bansal (DIN: 00119197) as Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or reenactment (s) thereof for the time being in force), and in accordance with the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Rakesh Kumar Bansal (DIN: 00119197), who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 5, 2026, and who holds office up to the date of next general meeting or within a time period of three months from the date of appointment, whichever is earlier, be and is hereby regularized/appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers to any officer(s)/authorised representative(s) to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 8: Appointment of Mr. Rakesh Kumar Bansal (DIN: 00119197) as Whole Time Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or reenactment (s) thereof for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Rakesh Kumar Bansal (DIN: 00119197), as the Whole Time Director of the Company for a period of five (5) years commencing from January 5, 2026 to January 4, 2031, on the terms and conditions as detailed in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** during his tenure, Mr. Rakesh Kumar Bansal shall be designated as Key Managerial Personnel (KMP) of the Company pursuant to Section 203 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, including signing and filing necessary forms, documents and returns with statutory authorities, as may be required to give effect to this resolution.”

**Item No. 9: Approval of remuneration payable to Mr. Rakesh Kumar Bansal (DIN: 00119197), Whole Time Director**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 196, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013, and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded to approve the remuneration payable to Mr. Rakesh Kumar Bansal (DIN: 00119197), Whole Time Director, amounting to Rs. 50,000/- per month (Rupees Fifty Thousand only), inclusive of all perquisites, with effect from January 5, 2026, as detailed below: -

1. Designation: Whole Time Director
2. Tenure of Remuneration: 3 (Three) years commencing from January 5, 2026, to January 4, 2029.
3. Remuneration: Rs 50,000/- per month (Rupees Fifty Thousand) inclusive all perquisites. He shall not be entitled to any sitting fees for attending meetings of the Board or Committees.
4. Duties: Mr. Rakesh Kumar Bansal shall perform such duties and responsibilities as may be assigned by the Board of Directors from time to time.
5. Termination: As per the Company’s Policy.



**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits during any financial year during the tenure of his appointment, the above remuneration shall be paid as minimum remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to alter or vary the terms of remuneration within the overall limits prescribed under the Act and to do all necessary acts, deeds, matters and things to give effect to this resolution.”

**Item No. 10: Regularization of Mr. Saurabh Goyal (DIN: 01094455) as Director (Non-Executive)**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or reenactment (s) thereof for the time being in force), and in accordance with the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Saurabh Goyal (DIN: 01094455), who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 5, 2026, and who holds office up to the date of next general meeting or within a time period of three months from the date of appointment, whichever is earlier, be and is hereby regularized/appointed as a Director (Non-Executive) of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers to any officer(s)/authorised representative(s) to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 11: The appointment M/s. ANSK & Associates, Chartered Accountants (Firm Reg. No. 026177N), as Statutory Auditors of the Company:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force), and on recommendation of Audit Committee and Board of Directors of the Company at its meeting held on 15th January, 2026, the consent of the Members of the Company be and is hereby accorded for the appointment of M/s. ANSK & Associates, Chartered Accountants (Firm Registration No. 026177N) as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. Ashwani & Associates, Chartered Accountants (Firm Registration No. 000497N).

**RESOLVED FURTHER THAT** M/s. ANSK & Associates, Chartered Accountants, have confirmed their eligibility and consent to act as Statutory Auditors of the Company in terms of Section 141 of the Companies Act, 2013 and the applicable rules made thereunder.

**RESOLVED FURTHER THAT** M/s. ANSK & Associates, Chartered Accountants, shall hold office as the Statutory Auditors of the Company from the date of their appointment till the conclusion of the ensuing Annual General Meeting of the Company to be held in the year 2026, at such remuneration and reimbursement of out-of-pocket expenses as may be determined by the Board of Directors of the Company in consultation with the Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to delegate all or any of its powers to any Director or Officer of the Company to do all such acts, deeds and things and to take all such steps as may be necessary, expedient or desirable to give effect to this resolution.”

**Item No. 12: To Consider and Approve Alteration of the Memorandum of Association of the Company by Inserting a New Main Object.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**: -

“**RESOLVED THAT** pursuant to the provisions of Sections 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, consents, permissions and sanctions as may be required from the Registrar of Companies and/or any other statutory or regulatory authority, if any, the consent of the Members of the Company be and is hereby accorded to alter the Objects Clause of the Memorandum of Association of the Company by inserting the following new sub-clauses under Clause III(A) – Main Objects, after existing sub-clause 9, as under: -

10. To carry on the business of designing, developing, manufacturing, assembling, importing, exporting, buying, selling, leasing, hiring, distributing, installing, commissioning, maintaining and servicing telecom and communication equipment, including but not limited to switches, routers, transmission systems, radio equipment, antennas, towers, cables, optical fibre systems, networking hardware, wireless and satellite communication equipment, telecom infrastructure, Internet of Things (IoT) devices, data centre equipment and all other apparatus, components, accessories and technologies used in telecommunications and digital communication systems.
11. To establish, operate, maintain and provide telecom and communication services of all kinds, including but not limited to fixed line, mobile, wireless, satellite, radio paging, voice, data, video, messaging and value-added telecom services, within India and/or abroad, either independently or in collaboration with government authorities, public or private enterprises, subject to obtaining necessary licenses, permissions and approvals from the Department of Telecommunications (DoT), Telecom Regulatory Authority of India (TRAI) and other competent authorities.
12. To provide broadband and high-speed internet access services through fibre, cable, wireless, satellite, radio frequency, or any other technology, including FTTH, FTTB, DSL, Wi-Fi,

WiMAX, and next-generation networks, for residential, commercial, industrial and institutional users, and to offer allied services such as bandwidth management, content delivery, cloud connectivity, hosting, cybersecurity solutions and other internet-based services, in compliance with applicable laws and regulations.

13. To establish, operate and provide dedicated leased line and bandwidth services, including domestic and international leased circuits, point-to-point and point-to multipoint connectivity, MPLS, VPNs and private network solutions, for enterprises, government bodies, financial institutions and other organizations, and to manage, maintain, monitor and support such networks and connectivity solutions, subject to applicable telecom licensing requirements.
14. To undertake all activities incidental or ancillary to the attainment of the above main objects, including setting up offices, data centres and infrastructure, entering into contracts, joint ventures or collaborations, acquiring licenses and approvals, employing technical and managerial personnel, raising finance, and providing consultancy, training and support services related to telecommunications, broadband, leased line and depository services.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to take all necessary steps, do all such acts, deeds and things, and execute all documents, including filing requisite forms with the Registrar of Companies, Stock Exchanges or any other authorities, as may be necessary or expedient to give effect to this resolution.”

By Order of the Board of Directors of  
Grand Foundry Limited  
Sd/-  
(Sonia Arora)  
Company Secretary & Compliance Officer  
Membership No.: A25863

Date: 16th January 2026  
Place: New Delhi

CIN: L99999MH1974PLC017655  
Regd. Office: Office 17, 1st Floor, A Wing, Building No. 19, Pinna Near Trade Centre  
BKC Bandra East kalina Pinnacle Corporate Park Mumbai-400098  
Phone: +91-9315615506  
E-mail: [cs@gfsteel.co.in](mailto:cs@gfsteel.co.in)  
Website: [www.gfsteel.co.in](http://www.gfsteel.co.in)

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) issued General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (“hereinafter referred collectively as “MCA Circulars”) have permitted companies to conduct EGM through VC or OAVM, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circular, applicable provisions of the Companies Act, 2013 (“the Act”) and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,



(“Listing Regulations”) the EGM of the Company is being convened and conducted through VC. The registered office of the Company shall be deemed to be the venue for the EGM (‘Deemed Venue’). The detailed instructions for accessing and participating in the EGM through VC/OAVM facility is mentioned below and available on the website of the Company. In compliance with the General Circular No. 20/2020 issued by the MCA, item mentioned in special business in this EGM notice are considered unavoidable and forms part of this Notice.

2. 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), the company has engaged the services of M/s Purva Shareregistry (India) Private Limited (Purva), to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a secured manner. M/s Purva Shareregistry (India) Private Limited (Purva), a SEBI registered Registrar and Transfer Agent (RTA) is appointed to provide a platform for convening the meeting through Video Conferencing; to handle and supervise the entire process of holding the meeting through Video Conferencing, e-voting, and processing of data relating to the meeting and voting, etc.
3. Notice of the meeting is being sent to all such equity shareholders who hold shares as on the closure of business hours on Friday 26<sup>th</sup> December, 2025. Further, a person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e [Tuesday, 3<sup>rd</sup> February, 2026] shall only be entitled to cast their vote through Remote E-voting. A person who is not a member as on Cut-off date will not be entitled to vote and should treat this Notice for information purpose only.
4. In compliance with the aforesaid circulars the Notice of the EGM is being sent to the Members and all other persons so entitled in electronic mode only, whose email addresses are registered with the Company/Depositories. Members whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of this EGM and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
  - a) Members holding shares in physical form may send scan copy of a signed request letter in prescribed form ISR-1 available on the website of the Company, mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company’s email address at [cs@gfsteel.co.in](mailto:cs@gfsteel.co.in) or to the RTA at [support@purvashare.com](mailto:support@purvashare.com).
  - b) Members holding shares in demat mode may update the email address through their respective Depository Participant(s).
5. Instructions for attending the meeting through Video Conferencing; and for voting through remote e-voting process are given at the end of this notice.
6. Voting may be made through remote e-voting which will be available during the prescribed time period before the meeting (as given below); or through e-voting platform which will be available during the meeting:

<b>Commencement of remote e-voting</b>	<b>7<sup>th</sup> February, 2026 at 9:00 A.M. IST</b>
<b>End of remote e-voting</b>	<b>9<sup>th</sup> February, 2026 at 5:00 P.M. IST</b>

7. All the Equity Shareholders will be entitled to attend the meeting through Video Conferencing. However, the Equity Shareholders who have already voted through the remote e-voting process before the meeting, will not be entitled to vote at the meeting again.
8. Equity Shareholders attending the meeting through video conferencing shall be counted for the purposes of reckoning the quorum.
9. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
10. Notice of the meeting, Explanatory Statement, and other documents are also being placed on the following website(s):

<b>Particulars</b>	<b>Website</b>
Grand Foundry Limited	<a href="http://www.gfsteel.co.in">www.gfsteel.co.in</a>
BSE Limited	<a href="http://www.bseindia.com">www.bseindia.com</a>
Purva for providing the Remote e-Voting facility	<a href="https://evoting.purvashare.com">https://evoting.purvashare.com</a>

11. All documents referred to in this Notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be electronically available for inspection. Members can inspect the same by sending an email to Ms. Sonia Arora, Company Secretary & Compliance Officer of the Company at [cs@gfsteel.co.in](mailto:cs@gfsteel.co.in).
12. The Board of Directors of the Company has appointed Ms. Loveleen Gupta, Proprietor of (Membership No. FCS 5287 of M/s. L. Gupta & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the process for remote e-Voting and e-Voting at the EGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
13. Institutional/Corporate Equity Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorizations, etc., authorizing it's representative pursuant to Section 113 of the Act to attend the meeting and vote on its behalf. The said Resolution/Authorization may be sent to the Scrutinizer at [loveleen@lgaindia.com](mailto:loveleen@lgaindia.com)
14. The Scrutinizer shall, immediately after the conclusion of the EGM, count the votes cast through e-Voting at the EGM, thereafter unblock the votes cast through remote e-Voting and make, not later than two (02) working days in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.
15. The Results declared along with the report of the Scrutinizer shall be forwarded to the Stock Exchange i.e BSE Limited, where the shares of the Company are listed. The Results shall also be simultaneously be placed on the website of the Company at [www.gfsteel.co.in](http://www.gfsteel.co.in) and on the website

of Purva at <https://evoting.purvashare.com>.

16. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting and the date of passing of result on the resolutions shall deem to be the date of the EGM.

#### **E-Voting System – For Remote e-voting and e-voting during EGM**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. This EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. 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 MCA Circulars 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. For this purpose, the Company has entered into an agreement with Purva Sharegistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by Purva.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM 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. The EGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. <https://evoting.purvashare.com/>.

7. The EGM 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 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on **7<sup>th</sup> February, 2026 at 9:00 A.M. IST** and ends on **9<sup>th</sup> February, 2026 at 5:00 P.M. IST**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Tuesday, 3<sup>rd</sup> February, 2026** may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.





In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY /LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>



	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4) Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store         </div> <div style="text-align: center;">  Google Play         </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> <p>5) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name (Grand Foundry Limited)</b> or <b>e-Voting service provider name (PURVA-<a href="https://evoting.purvashare.com">https://evoting.purvashare.com</a>)</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

5) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (xi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@purvashare.com](mailto:evoting@purvashare.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [loveleen@lgaindia.com](mailto:loveleen@lgaindia.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is the same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@gfsteel.co.in](mailto:cs@gfsteel.co.in). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@gfsteel.co.in](mailto:cs@gfsteel.co.in). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM 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 available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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) and [support@purvashare.com](mailto:support@purvashare.com).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the Purva e-Voting System, you can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-35220056.

By Order of the Board of Directors of  
Grand Foundry Limited

Sd/-  
(Sonia Arora)  
Company Secretary & Compliance Officer  
Membership No. : A25863

Date: 16th January, 2026  
Place: New Delhi

CIN: L99999MH1974PLC017655  
Regd. Office: Office 17, 1st Floor, A Wing, Building No. 19, Pinna Near Trade Centre  
BKC Bandra East kalina Pinnacle Corporate Park Mumbai-400098  
Phone: +91-9315615506  
E-mail: [cs@gfsteel.co.in](mailto:cs@gfsteel.co.in)  
Website: [www.gfsteel.co.in](http://www.gfsteel.co.in)



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

**Item No. 1**

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee (“NRC”), in its meeting held on January 5, 2026, approved the appointment of Ms. Aishwarya Singhvi (DIN: 10241207) as an Additional Director, designated as Non-Executive Independent Director of the Company effective from January 5, 2026 subject to the approval of the Members.

Ms. Aishwarya Singhvi is a qualified Company Secretary and member of the Institute of Company Secretaries of India with hands on experience of over a decade in various industries and working as a Company Secretary in Vishkarma Equipment Finance (India) Limited. Her areas of expertise include Secretarial, Corporate laws and legal advisory services.

In the opinion of the Board, Ms. Aishwarya Singhvi fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Ms. Aishwarya Singhvi’s background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director.

The Company has received all statutory disclosures / declarations from Ms. Aishwarya Singhvi, including the following:

- a) Consent in writing to act as Director in Form DIR-2, pursuant to Section 152(5) of the Act read with Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (the “Appointment Rules”).
- b) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under subsection (2) of Section 164 of the Act.
- c) A declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.
- d) A declaration to the effect she has registered herself with the Indian Institute of Corporate Affairs for inclusion of her name in the Data Bank as per the Rule 6 of the Appointment Rules.
- e) A declaration that she is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Based on the above declarations, Ms. Aishwarya Singhvi fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Rules made thereunder and SEBI Listing Regulations and is independent of the management.

The Company has also received a notice in writing from a member under Section 160(1) of the Act, proposing her candidature to the office of Independent Director.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 17(1C) of the Listing Regulations approval of shareholders for appointment or re-appointment of a person on the Board of Directors is required to be taken at the next general

meeting or within a time period of three months from the date of appointment, whichever is earlier, and as per Regulation 25(2A) of the Listing Regulations, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of Ms. Aishwarya Singhvi as a Non-Executive Independent Director requires approval of the Members by passing a special resolution.

In consideration of the above, the resolution seeks approval of the Members by way of a special resolution for appointment of Ms. Aishwarya Singhvi as a Non-Executive Independent Director of the Company for the first term of 5 (five) years effective from January 5, 2026 to January 4, 2031 pursuant to Sections 149, 150, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

Ms. Aishwarya Singhvi will be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board and Committees as approved by the Board of Directors from time to time and reimbursement of expenses for participation in the Board/Committee meetings.

A copy of the letter of appointment, setting out the terms and conditions of her appointment will be available for electronic inspection by the Members

Save and except Ms. Aishwarya Singhvi and her relatives are deemed to be interested in the aforesaid resolution, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1.

The Board of Directors accordingly recommends the Special resolution as set out at Item No. 1 of the Notice for the approval of the Members.

Disclosures as required under Regulation 36(3) of the Listing Regulations and SS-2 issued by ICSI are annexed to this Notice.

## **Item No. 2**

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee ("NRC"), in its meeting held on January 5, 2026, approved the appointment of Dr. Reena Sharma (DIN: 08543662), as an Additional Director, designated as Non-Executive Independent Director of the Company effective from January 5, 2026 subject to the approval of the Members.

Dr. Reena Sharma is practicing as fellow member of the Institute of Cost Accountants of India has 19 years of valuable experience in various areas. She got PhD from JNU in Financial Management. Key Areas-Project Financing, Working Capital management, Budgetary Controls, Preparation of SOP, Advisory for product cost, sale price determination, product mix decision, BOM /Input -Output ratio analysis, Fixed Asset Management

In the opinion of the Board, Dr. Reena Sharma fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and she is independent of the Management. The Board noted that Dr. Reena Sharma's background and

experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director.

The Company has received all statutory disclosures / declarations from Dr. Reena Sharma, including the following:

- a) Consent in writing to act as Director in Form DIR-2, pursuant to Section 152(5) of the Act read with Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (the “Appointment Rules”).
- b) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under subsection (2) of Section 164 of the Act.
- c) A declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.
- d) A declaration to the effect she has registered herself with the Indian Institute of Corporate Affairs for inclusion of her name in the Data Bank as per the Rule 6 of the Appointment Rules.
- e) A declaration that she is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Based on the above declarations, Dr. Reena Sharma fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Rules made thereunder and SEBI Listing Regulations and is independent of the management.

The Company has also received a notice in writing from a member under Section 160(1) of the Act, proposing her candidature to the office of Independent Director.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 17(1C) of the Listing Regulations approval of shareholders for appointment or re-appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier, and as per Regulation 25(2A) of the Listing Regulations, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of Dr. Reena Sharma as a Non-Executive Independent Director requires approval of the Members by passing a special resolution.

In consideration of the above, the resolution seeks approval of the Members by way of a special resolution for appointment of Dr. Reena Sharma as a Non-Executive Independent Director of the Company for the first term of 5 (five) years effective from January 5, 2026 to January 4, 2031 pursuant to Sections 149, 150, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

Dr. Reena Sharma will be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board and Committees as approved by the Board of Directors from time to time and reimbursement of expenses for participation in the Board/Committee meetings.

A copy of the letter of appointment, setting out the terms and conditions of her appointment will be available for electronic inspection by the Members

Save and except Dr. Reena Sharma and her relatives are deemed to be interested in the aforesaid resolution, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2.

The Board of Directors accordingly recommends the Special resolution as set out at Item No. 2 of the Notice for the approval of the Members.

Disclosures as required under Regulation 36(3) of the Listing Regulations and SS-2 issued by ICSI are annexed to this Notice.

### **Item No. 3**

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee (“NRC”), in its meeting held on January 5, 2026, approved the appointment of Ms. Shilpi Soni (DIN: 02606943), as an Additional Director, designated as Non-Executive Independent Director of the Company effective from January 5, 2026 subject to the approval of the Members.

Ms. Shilpi Soni is a qualified Company Secretary and Associate member of the Institute of Company Secretaries of India with hands on experience of over a decade in various industries and working as a Company Secretary in Camfil India Private Limited. Her areas of expertise include Secretarial, Corporate laws and legal advisory services.

In the opinion of the Board, Ms. Shilpi Soni fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and she is independent of the Management. The Board noted that Ms. Shilpi Soni’s background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director.

The Company has received all statutory disclosures / declarations from Ms. Shilpi Soni, including the following:

- a) Consent in writing to act as Director in Form DIR-2, pursuant to Section 152(5) of the Act read with Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (the “Appointment Rules”).
- b) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under subsection (2) of Section 164 of the Act.
- c) A declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.
- d) A declaration to the effect she has registered herself with the Indian Institute of Corporate Affairs for inclusion of her name in the Data Bank as per the Rule 6 of the Appointment Rules.
- e) A declaration that she is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Based on the above declarations, Ms. Shilpi Soni fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Rules made thereunder and SEBI Listing Regulations and is independent of the management.

The Company has also received a notice in writing from a member under Section 160(1) of the Act, proposing her candidature to the office of Independent Director.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 17(1C) of the Listing Regulations approval of shareholders for appointment or re-appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier, and as per Regulation 25(2A) of the Listing Regulations, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of Ms. Shilpi Soni as a Non-Executive Independent Director requires approval of the Members by passing a special resolution.

In consideration of the above, the resolution seeks approval of the Members by way of a special resolution for appointment of Ms. Shilpi Soni as a Non-Executive Independent Director of the Company for the first term of 5 (five) years effective from January 5, 2026 to January 4, 2031 pursuant to Sections 149, 150, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

Ms. Shilpi Soni will be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board and Committees as approved by the Board of Directors from time to time and reimbursement of expenses for participation in the Board/Committee meetings.

A copy of the letter of appointment, setting out the terms and conditions of her appointment will be available for electronic inspection by the Members

Save and except Ms. Shilpi Soni and her relatives are deemed to be interested in the aforesaid resolution, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3.

The Board of Directors accordingly recommends the Special resolution as set out at Item No. 3 of the Notice for the approval of the Members.

Disclosures as required under Regulation 36(3) of the Listing Regulations and SS-2 issued by ICSI are annexed to this Notice.

#### **Item No. 4**

The Board of Directors appointed Mr. Gaurav Goyal (DIN: 00370681) as an Additional Director of the Company with effect from January 5 2026, in accordance with the provisions of Section 161 and other applicable Provisions of the Companies Act, 2013 and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or reenactment (s) thereof for the time being in force).

In terms of the said provisions, Mr. Gaurav Goyal holds office up to the date of this next general meeting or within a time period of three months from the date of appointment, whichever is



earlier. The Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company.

Mr. Gaurav Goyal satisfies all the conditions specified under the Companies Act, 2013 and is not disqualified from being appointed as a Director under Section 164 of the Act.

Mr. Gaurav Goyal is a highly accomplished professional with a strong academic background and about 4 decades of experience in the overall management of companies engaged in various fields like Stainless Steel Kitchenware products, Financial Management, and Imports etc. With a diverse skill set and a deep understanding of the industry, he has consistently driven growth and profitability in his role. The Board of Directors recommends the resolution set out in the Notice for approval of the members as an Ordinary Resolution.

Except Mr. Gaurav Goyal, being the appointee, and his relatives- Mr. Saurabh Goyal and Mr. Rakesh Kumar Bansal, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

#### **Item No. 5 & 6**

Mr. Gaurav Goyal (DIN: 00370681) was appointed as a Managing Director in the Board meeting held on January 5, 2026 on the recommendation of the Nomination and Remuneration Committee, subject to approval of the shareholders in accordance with the provisions of Section 161 and other applicable Provisions of the Companies Act, 2013 and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or reenactment (s) thereof for the time being in force).

The terms and conditions of his appointment are as under:

1. Designation: Managing Director
2. Tenure as Managing Director: 5 (Five) years commencing from January 5, 2026, to January 4, 2031.
3. Tenure of Remuneration: 3 (Three) years commencing from January 5, 2026, to January 4, 2029.
4. Remuneration: Rs 50,000/- per month (Rupees Fifty Thousand) inclusive all perquisites. He shall not be entitled to any sitting fees for attending meetings of the Board or Committees.
5. Duties: Mr. Gaurav Goyal shall perform such duties and responsibilities as may be assigned by the Board of Directors from time to time.
6. Termination: As per the Company’s Policy.

Mr. Gaurav Goyal satisfies all the conditions specified under the Companies Act, 2013 and is not disqualified from being appointed as a Director under Section 164 of the Act.

Members may also note that in case of loss or inadequacy of the profits in any of the financial year during his tenure, the above remuneration shall be the minimum remuneration payable to

him. Further, the approval of the Members is sought in compliance with the provisions of the Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013.

Details/information required to be disclosed as per Schedule V of the Companies Act, 2013, are given as under: -

<b>I. Information about the appointee to whom the remuneration is payable:</b>	
<b>Particulars</b>	<b>Mr. Gaurav Goyal (DIN: 00370681)</b>
a) Background details/Profile	Mr. Gaurav Goyal is a highly accomplished professional with a strong academic background and about 4 decades of experience in the overall management of companies engaged in various fields like Stainless Steel Kitchenware products, Financial Management, and Imports etc. With a diverse skill set and a deep understanding of the industry, he has consistently driven growth and profitability in his role.
b) Remuneration for the Financial Year 2024-25	Not Applicable
c) Recognition or Awards	-
d) Job profile and his suitability	He has been contributing in his role towards the achievement of the common object of the organization.
e) Remuneration proposed	Rs 50,000/- per month (Rupees Fifty Thousand) inclusive of all perquisites.
f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details with reference to the country of his origin)	Taking into account Mr. Gaurav Goyal qualifications and prior experience, an industry comparison with similarly situated managerial personnel and the responsibilities placed on him as Managing Director of the Company. The Board is confident that Mr. Gaurav Goyal's management capabilities will enable the Company to progress further.
g) Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Except for the payment of remuneration for his services as Managing Director, as approved and detailed hereinabove, he has no other pecuniary relationship with the Company other than his shareholding in the Company.  Except Mr. Gaurav Goyal, being the appointee, and his relatives- Mr. Saurabh Goyal and Mr. Rakesh Kumar Bansal, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the resolution.
<b>II. Disclosure</b>	The terms of appointment and remuneration package proposed to be given mentioned in detail in the resolution and explanatory statement. There are no severance fee or stock option are proposed.
<b>III. General Information</b>	
a) Nature of Industry	Iron & Steel Products
b) Date or expected date of commercial production	The Company did not have any significant business operations during the past few years. Subsequently, the management and control of the Company have been taken over by a new management team. With a renewed strategic and operational focus, the Company is in the process

	of setting up its business operations and expects to commence commercial production.														
c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable														
d) Financial performance based on given indicators		<table><tr><th>Particulars</th><th>March 31, 2025 (Amount in Lakhs)</th><th>March 31, 2024 (Amount in Lakhs)</th></tr><tr><td>Profit before Tax</td><td>(68.06)</td><td>(56.50)</td></tr><tr><td>Income Tax- (including deferred tax/FBT)</td><td>-</td><td>-</td></tr><tr><td>Profit after Tax</td><td>(68.06)</td><td>(56.50)</td></tr></table>	Particulars	March 31, 2025 (Amount in Lakhs)	March 31, 2024 (Amount in Lakhs)	Profit before Tax	(68.06)	(56.50)	Income Tax- (including deferred tax/FBT)	-	-	Profit after Tax	(68.06)	(56.50)	
Particulars	March 31, 2025 (Amount in Lakhs)	March 31, 2024 (Amount in Lakhs)													
Profit before Tax	(68.06)	(56.50)													
Income Tax- (including deferred tax/FBT)	-	-													
Profit after Tax	(68.06)	(56.50)													
e) Foreign investments or collaborators, if any:	At present, the Company has not made any foreign investments and has not entered into any foreign collaboration.														
IV. Other Information:															
a) Reasons for loss or inadequate profits	The Company did not have any significant business operations during the past few years. Subsequently, the management of the Company has been taken over by a new management team. With a renewed strategic focus, the Company expects to strengthen its revenue base and improve profitability in the coming years through continuous business expansion and optimal utilization of resources.														
b) Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms															
c) Expected increase in productivity and profits in measurable terms															

Except Mr. Gaurav Goyal, being the appointee, and his relatives- Mr. Saurabh Goyal and Mr. Rakesh Kumar Bansal, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the passing of the resolution as set out in Item No. 5 & 6 as a Special Resolution for the approval of members.

#### Item No. 7

The Board of Directors appointed Mr. Rakesh Kumar Bansal (DIN: 00119197) as an Additional Director of the Company with effect from January 5 2026, in accordance with the provisions of Section 161 and other applicable Provisions of the Companies Act, 2013 and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or reenactment (s) thereof for the time being in force).

In terms of the said provisions, Mr. Rakesh Kumar Bansal holds office up to the date of next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company.

Mr. Rakesh Kumar Bansal satisfies all the conditions specified under the Companies Act, 2013 and is not disqualified from being appointed as a Director under Section 164 of the Act.

Mr. Rakesh Kumar Bansal is a highly accomplished and versatile professional with a robust academic foundation and more than 35 years of experience in managing companies across diverse sectors, including Iron & Steel, Stainless Steel, and Financial & Legal Management. His deep industry insight and strategic vision have consistently driven organizational growth, operational efficiency, and sustainable driven organizational growth, operational efficiency, and sustainable profitability. The Board of Directors recommends the resolution set out in the Notice for approval of the members as an Ordinary Resolution.

Except Mr. Rakesh Kumar Bansal, being the appointee, and his relatives- Mr. Saurabh Goyal and Mr. Gaurav Goyal, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

#### **Item No. 8 & 9**

Mr. Rakesh Kumar Bansal (DIN: 00119197) was appointed as a Whole Time Director in the Board meeting held on January 5, 2026 on the recommendation of the Nomination and Remuneration Committee, subject to approval of the shareholders in accordance with the provisions of Section 161 and other applicable Provisions of the Companies Act, 2013 and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or reenactment (s) thereof for the time being in force).

The terms and conditions of his appointment are as under:

1. Designation: Whole Time Director
2. Tenure as Whole Time Director: 5 (Five) years commencing from January 5, 2026, to January 4, 2031.
3. Tenure of Remuneration: 3 (Three) years commencing from January 5, 2026, to January 4, 2029.
4. Remuneration: Rs 50,000/- per month (Rupees Fifty Thousand) inclusive all perquisites. He shall not be entitled to any sitting fees for attending meetings of the Board or Committees.
5. Duties: Mr. Rakesh Kumar Bansal shall perform such duties and responsibilities as may be assigned by the Board of Directors from time to time.
6. Termination: As per the Company’s Policy.

Mr. Rakesh Kumar Bansal satisfies all the conditions specified under the Companies Act, 2013 and is not disqualified from being appointed as a Director under Section 164 of the Act.

Members may also note that in case of loss or inadequacy of the profits in any of the financial year during his tenure, the above remuneration shall be the minimum remuneration payable to him. Further, the approval of the Members is sought in compliance with the provisions of the Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013.

Details/information required to be disclosed as per Schedule V of the Companies Act, 2013, are given as under: -

<b>I. Information about the appointee to whom the remuneration is payable:</b>	
<b>Particulars</b>	<b>Mr. Rakesh Kumar Bansal (DIN: 00119197)</b>
a) Background details/Profile	Mr. Rakesh Kumar Bansal is a highly accomplished and versatile professional with a robust academic foundation and more than 35 years of experience in managing companies across diverse sectors, including Iron & Steel, Stainless Steel, and Financial & Legal Management. His deep industry insight and strategic vision have consistently driven organizational growth, operational efficiency, and sustainable driven organizational growth, operational efficiency, and sustainable profitability.
b) Remuneration for the Financial Year 2024-25	Not Applicable
c) Recognition or Awards	-
d) Job profile and his suitability	He has been contributing in his role towards the achievement of the common object of the organization.
e) Remuneration proposed	Rs 50,000/- per month (Rupees Fifty Thousand) inclusive of all perquisites.
f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details with reference to the country of his origin)	Taking into account Mr. Rakesh Kumar Bansal qualifications and prior experience, an industry comparison with similarly situated managerial personnel and the responsibilities placed on him as Whole Time Director of the Company. The Board is confident that Mr. Rakesh Kumar Bansal's management capabilities will enable the Company to progress further.
g) Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Except for the payment of remuneration for his services as Whole Time Director, as approved and detailed hereinabove, he has no other pecuniary relationship with the Company other than his shareholding in the Company.  Except Mr. Rakesh Kumar Bansal, being the appointee, and his relatives- Mr. Saurabh Goyal and Mr. Gaurav Goyal, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the resolution.
<b>II. Disclosure</b>	The terms of appointment and remuneration package proposed to be given mentioned in detail in the resolution and explanatory statement. There are no severance fee or stock option are proposed.
<b>III. General Information</b>	
a) Nature of Industry	Iron & Steel Products
b) Date or expected date of commercial production	The Company did not have any significant business operations during the past few years. Subsequently, the management and control of the Company have been taken over by a new management team. With a renewed strategic and operational focus, the Company is in the process



	of setting up its business operations and expects to commence commercial production.		
c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
d) Financial performance based on given indicators	<b>Particulars</b>	<b>March 31, 2025 (Amount in Lakhs)</b>	<b>March 31, 2024 (Amount in Lakhs)</b>
	Profit before Tax	(68.06)	(56.50)
	Income Tax (including deferred tax/FBT)	-	-
	Profit after Tax	(68.06)	(56.50)
e) Foreign investments or collaborators, if any:	At present, the Company has not made any foreign investments and has not entered into any foreign collaboration.		
<b>IV. Other Information:</b>			
a) Reasons for loss or inadequate profits	The Company did not have any significant business operations during the past few years. Subsequently, the management of the Company has been taken over by a new management team. With a renewed strategic focus, the Company expects to strengthen its revenue base and improve profitability in the coming years through continuous business expansion and optimal utilization of resources.		
b) Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms			
c) Expected increase in productivity and profits in measurable terms			

Except Mr. Rakesh Kumar Bansal, being the appointee, and his relatives- Mr. Saurabh Goyal and Mr. Gaurav Goyal, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the passing of the resolution as set out in Item No. 8 & 9 as a Special Resolution for the approval of members.

#### **Item No. 10**

The Board of Directors appointed Mr. Saurabh Goyal (DIN: 01094455) as an Additional Director (Non-Executive) of the Company with effect from January 5 2026, in accordance with the provisions of Section 161 and other applicable Provisions of the Companies Act, 2013 and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or reenactment (s) thereof for the time being in force).

In terms of the said provisions, Mr. Saurabh Goyal holds office up to the date of next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company.

Mr. Saurabh Goyal satisfies all the conditions specified under the Companies Act, 2013 and is not disqualified from being appointed as a Director under Section 164 of the Act.

Mr. Saurabh Goyal, aged 42 years has more than two decades of experience in management of Companies engaged in manufacturing of Stainless Steel Kitchenware products. The Board of Directors recommends the resolution set out in the Notice for approval of the members as an Ordinary Resolution.

Except Mr. Saurabh Goyal, being the appointee, and his relatives- Mr. Rakesh Kumar Bansal and Mr. Gaurav Goyal, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the members.

#### **Item No. 11**

M/s. Ashwani & Associates, Chartered Accountant, Firm Registration No.- 000497N were appointed as Statutory Auditors of the Company by the members at the 31st Annual General Meeting for a period of five years to hold office from the conclusion of Annual General Meeting held in year 2023 till the conclusion of the 36th Annual General Meeting of the Company to be held in the year 2028. Further, M/s. Ashwani & Associates, Chartered Accountant, Firm Registration No.- FRN 000497N expressed their inability to continue as the Statutory Auditor of the Company and resigned from the same on 6th January 2026 resulting in a casual vacancy in the office of Statutory Auditors of the Company.

As per the provisions of Section 139(8)(i) of the Companies Act 2013, any casual vacancy caused in the office of Statutory Auditor shall be filled by the Board of Directors within thirty days from the date of resignation of such auditor and shall also be approved by the Company within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.

Accordingly, in order to fill the casual vacancy in the office of Auditors your Board approached M/s. ANSK & Associates, Chartered Accountants having Firm Registration No. 026177N to act as Statutory Auditor of the Company and received their affirmation. The Board of Directors of the Company at its meeting held on 15th January 2026, on the recommendation of Audit Committee has recommended the appointment of M/s ANSK & Associates, Chartered Accountants having Firm Registration No. 026177N to fill the casual vacancy and to hold office as the Statutory Auditor of the Company till the conclusion of the ensuing Annual General Meeting of the Company to be held in the year 2026, subject to the approval by the members, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

M/s. ANSK & Associates, Chartered Accountants have confirmed that they satisfy the Independence criteria required under the Companies Act, 2013 and Code of Ethics issued by the Institute of Chartered Accountants of India and also confirm that they are eligible for appointment and that they have not been disqualified in any manner from continuing as Statutory Auditor.

None of the directors, key managerial personnel of the Company or their relatives are, directly or indirectly, concerned or interested, financially or otherwise in this resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the ordinary resolution set forth in Item No. 11 of the notice for approval of the members.

## Item No. 12

The Board of Directors of the Company, at its meeting held on 15<sup>th</sup> January, 2026, considered and approved the proposal to alter the Objects Clause of the Memorandum of Association of the Company by inserting additional main objects.

The proposed alteration is proposed to enable the Company to expand and diversify its business activities in the areas of telecommunications infrastructure, broadband, internet services, leased line services and allied digital communication services, in line with the Company's evolving business strategy and long-term growth plans. The proposed objects will provide operational flexibility and allow the Company to explore new business opportunities, subject to applicable regulatory approvals.

Pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013, any alteration in the Objects Clause of the Memorandum of Association requires the approval of the Members by way of a Special Resolution.

A copy of the existing Memorandum of Association of the Company together with the proposed alteration is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the General Meeting and will also be made available on the Company's website.

The Board of Directors recommends the resolution set out at Item No. 12 of the Notice for approval of the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

### **Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard - 2, in respect of the Directors seeking appointment:**

<b>Name of Director</b>	<b>Ms. Aishwarya Singhvi</b>	<b>Dr. Reena Sharma</b>	<b>Ms. Shilpi Soni</b>
Category of Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Director Identification Number (DIN)	10241207	08543662	02606943
Age	29/11/1993	21/06/1974	25/05/1987
Date of first appointment	5th January, 2026	5th January, 2026	5th January, 2026
Qualification, Brief resume/Experience (including expertise in specific functional area, skills and capabilities required for the role)	As detailed in explanatory statement above.	As detailed in explanatory statement above.	As detailed in explanatory statement above.
Terms and Conditions of appointment/reappointment	As detailed in explanatory statement above.	As detailed in explanatory statement above.	As detailed in explanatory statement above.
Remuneration last drawn	Not Applicable	Not Applicable	Not Applicable



(including sitting fees, if any)			
Remuneration proposed to be paid	Entitled to Sitting Fees for Board & Committee Meetings attended and Commission as per the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations.	Entitled to Sitting Fees for Board & Committee Meetings attended and Commission as per the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations.	Entitled to Sitting Fees for Board & Committee Meetings attended and Commission as per the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations.
Shareholding in the Company as on date of Notice (including shareholding as Beneficial Owner)	Nil	Nil	Nil
Relationship with other Directors/Key Managerial Personnel/Managers	None	None	None
Number of Board meetings attended during the year	Not Applicable	Not Applicable	Not Applicable
Directorship of other Boards as on date of Notice	<p>Mittal Sections Limited - Independent Director</p> <p>Rubfila International Ltd - Independent Director</p> <p>Trom Industries Limited - Independent Director</p> <p>Sar Televenture Limited - Independent Director</p> <p>Seemax Resources Limited - Independent Director</p> <p>Integrated Industries Limited-</p>	<p>Carbon Specialities Limited- Independent Director</p> <p>Ramchandra Leasing And Finance Limited- Independent Director</p>	<p>Fusionnet Web Services Limited- Independent Director</p> <p>Nurture Well Foods Limited- Independent Director</p> <p>Camfil India Private Limited- Company Secretary</p>



	Independent Director  Vishvakarma Equipment Finance (India) Limited - Company Secretary		
Listed Entities from which he had resigned in the past three years	Nil	Integrated Industries Limited	Nil
Membership/Chairmanship of Committees of the other Boards as on date of Notice	<p>Sar Televenture Limited- Member of Audit Committee and Stakeholder Relationship Committee.</p> <p>Trom Industries Limited- Chairman of Audit Committee and Stakeholder Relationship Committee.</p> <p>Rubfila International Ltd- Member of Audit Committee; Nomination and Remuneration Committee and Stakeholder Relationship Committee.</p> <p>Seemax Resources Limited- Chairman of Audit Committee and Nomination &amp; Remuneration Committee.</p>	Carbon Specialities Limited- Member in Audit Committee and Nomination and Remuneration Committee	Fusionnet Web Services Limited- Chairman in Audit Committee and Nomination and Remuneration Committee



<b>Name of Director</b>	<b>Mr. Gaurav Goyal</b>	<b>Mr. Rakesh Kumar Bansal</b>	<b>Mr. Saurabh Goyal</b>
Category of Director	Managing Director	Whole Time Director	Non-Executive Director
Director Identification Number (DIN)	00370681	00119197	01094455
Age	3 <sup>rd</sup> January, 1982	1 <sup>st</sup> September 1962	1 <sup>st</sup> August 1983
Date of first appointment	5 <sup>th</sup> January, 2026	5 <sup>th</sup> January, 2026	5 <sup>th</sup> January, 2026
Qualification, Brief resume/Experience (including expertise in specific functional area, skills and capabilities required for the role)	As detailed in explanatory statement above.	As detailed in explanatory statement above.	As detailed in explanatory statement above.
Terms and Conditions of appointment/reappointment	As detailed in explanatory statement above.	As detailed in explanatory statement above.	As detailed in explanatory statement above.
Remuneration last drawn (including sitting fees, if any)	Not Applicable	Not Applicable	Not Applicable
Remuneration proposed to be paid	As detailed in explanatory statement above.	As detailed in explanatory statement above.	Entitled to Sitting Fees for Board & Committee Meetings attended and Commission as per the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations.
Shareholding in the Company as on date of Notice (including shareholding as Beneficial Owner)	1,70,80,288 shares (56.13%)	42,71,452 shares (14.04%)	Nil
Relationship with other Directors/Key Managerial Personnel/Managers	Mr. Saurabh Goyal, Mr. Gaurav Goyal and Mr. Rakesh Kumar Bansal are the relatives.	Mr. Saurabh Goyal, Mr. Gaurav Goyal and Mr. Rakesh Kumar Bansal are the relatives.	Mr. Saurabh Goyal, Mr. Gaurav Goyal and Mr. Rakesh Kumar Bansal are the relatives.
Number of Board meetings attended during the year	Not Applicable	Not Applicable	Not Applicable
Directorship of other Boards as on date of Notice	Him Stainox (India) Private Limited- Director	Harso Steels Private Limited- Director	Integrated Industries Limited- Managing Director

	Saga Private Limited- Director Stainox Limited- Director Gaurav Stainless Limited- Director	Gaurav Stainless Limited- Director	Gaurav Stainless Limited- Director MGG Steel Works Private Limited- Director Monvue Vision Private Limited- Director Nurture Well Foods Limited- Director Ati Properties Private Limited- Director Him Stainox (India) Private Limited- Director Philco Staiwless Private Limited- Director
Listed Entities from which he had resigned in the past three years	Nil	Nil	Nil
Membership/Chairmanship of Committees of the other Boards as on date of Notice	Nil	Nil	Nil

By Order of the Board of Directors of  
Grand Foundry Limited

Sd/-  
(Sonia Arora)  
Company Secretary & Compliance Officer  
Membership No. : A25863

Date: 16th January, 2026  
Place: New Delhi

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