

G.R.INDUSTRIES AND FINANCE LIMITED

CIN: - L25209WB1987PLC111041

Regd. Office: 4 B. B. D BAG (E) 5TH FLOOR, STEPHEN HOUSE KOLKATA - 700001

Phone (+91) 33 2231-2890/91, Email: infogrindustries@gmail.com Website: www.grfinance.in

NOTICE

Notice is hereby given that the 37th Annual General Meeting of the members of **M/s. G. R. Industries And Finance Limited** will be held on Saturday the 28th Day of September 2024 at 10:00 AM at the registered office of the Company situated at 4 B. B. D BAG (E), 5th Floor, Kolkata - 700001, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the financial statements of the Company for the financial year ended 31st March, 2024, including the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.
2. To appoint a Director in place of **Mr. Gopal Halder (DIN 07863234)**, who retires by rotation and being eligible, offers himself for Re-appointment.
3. To reappoint M/s J N Agarwal & Co. Chartered Accountants (Firm Registration No. 325111E) as Statutory Auditors of the Company and fix their remuneration, and in this connection, to consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

Resolved that pursuant to the provisions of section 139, 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, M/s J N Agarwal & Co. Chartered Accountants (Firm Registration No. 325111E), as the Statutory Auditors of the Company, be appointed to hold office for a period of 1 (ONE) year commencing from the conclusion of this meeting until the conclusion of the 38th Annual General Meeting of the Company, in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, and that the Board of Directors be and is hereby authorised to fix such remuneration as may be recommended by the Audit Committee in consultation with the Company and that such remuneration be paid as agreed upon between the Auditors and the Company.

Special Business:

4. APPOINTMENT OF MR. AJAY BURMAN AS CFO OF THE COMPANY

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

“RESOLVED THAT pursuant to the provision of Section 203 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time and subject to approval of Central Government, if required, and such other consents and permissions as may be necessary , and subject to such modifications, variations as may be approved and acceptable to appointee, the consent of the Members of the Company be and is hereby accorded for the approval of the appointment of Mr. Ajay Burman as CFO of the Company w.e.f. 24.12.2023, whose office shall not be liable to determination by retirement of directors by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Ajay Burman.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

5. APPOINTMENT OF MR. AKHIL JAIN AS COMPANY SECRETARY OF THE COMPANY

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

“RESOLVED THAT pursuant to the provision of Section 203 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time and subject to approval of Central Government, if required, and such other consents and permissions as may be necessary , and subject to such modifications, variations as may be approved and acceptable to appointee, the consent of the Members of the Company be and is hereby accorded for the approval of the appointment of Mr. Akhil Jain as Company Secretary of the Company w.e.f. 01.12.2023, whose office shall not be liable to determination by retirement of directors by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Akhil Jain.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

By Order of the Board of Directors
For G. R. Industries and Finance Ltd.

Anil Kumar Khemka
Managing Director
Place: Kolkata
Date: 03.09.2024
Registered Office:
4 B. B. D BAG (E) 5TH FLOOR, STEPHEN HOUSE
KOLKATA - 700001
CIN No. : L25209WB1987PLC111041
Tel : 033-22312890/91
E-mail :info@grindustries@gmail.com

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Businesses to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT BE A MEMBER.**
Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than 50 (fifty) Members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.

Proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the company not less than 48 hours before the time for holding the meeting.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.

Members / proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and / or copies of the Annual Report shall not be issued/ available at the venue of the Meeting. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting.

5. The Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection by the members at the AGM.
6. A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from 22nd September 2024 to 28th September 2024 (both days inclusive) for the purpose of Annual General Meeting.
8. The brief profile of the Directors proposed to be appointed / re-appointed, is given in the explanatory statement to the Notice and also in the section on Corporate Governance.
9. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.

Members whose shareholding is in the electronic mode are requested to inform change of address and updates of savings bank account details to their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

10. The Notice of the AGM along with the Annual Report for 2023-24 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. All these above mentioned documents will also be available on the Company's website www.grfinance.in for download by the Members. We, request the Members to update their email address with their depository participant to ensure that the annual reports and other documents reach them on their preferred email address. Members holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at info@grindustries@gmail.com.
11. As mandated by The Securities and Exchange Board of India (SEBI), every participant in the securities market has to submit Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.

12. CDSL e-Voting System – For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 25th September, 2024 at 10.00 A.M. and ends on 27th September, 2024 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (21st September, 2024) of 21st September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL 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) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated December 14, 2021 (General Circular No. 21/2021) read with circulars dated January 13, 2021, May 5, 2020 April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other AudioVisual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- (iv) 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.

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (v) 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 abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdsiindia.com and click on login icon & New System Myeasi Tab. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdsiindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdsiindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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. |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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 hold 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. |
| Individual Shareholders (holding | 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 |

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| securities in demat mode) login through their Depository Participants (DP) | 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. |
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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 CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000 |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(vi) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" 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) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| | |
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| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
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|--|--|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <ul style="list-style-type: none"> 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. |

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.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.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; _____ (designated email address by company) , if they have voted from individual tab & not upload same in the CDSL e-voting system for the scrutinizer to verify the same.

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 Company/RTA email id.
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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 3

By Order of the Board of Directors

For G. R. Industries and Finance Ltd.
Anil Kumar Khemka
Managing Director

Place: Kolkata

Date: 14.08.2022

Registered Office:

4 B. B. D BAG (E) 5TH FLOOR, STEPHEN HOUSE

KOLKATA – 700001

CIN No. : L25209WB1987PLC111041

Tel: 033-22312890/91

E-mail: info@grindustries@gmail.com

G.R.INDUSTRIES AND FINANCE LIMITED
CIN: - L25209WB1987PLC111041
Regd. Office: 4 B. B. D BAG (E) 5TH FLOOR,STEPHEN HOUSE KOLKATA - 700001
Phone (+91) 33 2231-2890/91, Email: info@grindustries@gmail.com
Website: www.grfinance.in

PROXY FORM

(37th Annual General Meeting- 28th September, 2024)

FORM NO. MGT 11

**[Pursuant To Section 105(6) of the Companies Act, 2013 of the Companies
(Management and Administration) Rules, 2014]**

CIN: L25209WB1987PLC111041

Name of the Company : G.R. INDUSTRIES AND FINANCE LIMITED

Regd Office : 4 B. B. D BAG (E) 5TH FLOOR, STEPHEN HOUSE KOLKATA - 700001

| | | |
|------------------------|---|--|
| Name of the members | : | |
| Registered Address | : | |
| E mail ID | : | |
| Folio No. / Client No. | : | |
| DP ID: | | |

I/ We, being the member (s) of shares of the above named company, hereby appoint

- | | |
|----------|--------------------------------|
| 1.Name: | E-mail Id: |
| Address: | Signature:or failing him |
| 2. Name: | E-mail Id: |
| Address: | Signature:or failing him |
| 3. Name: | E-mail Id: |
| Address: | Signature:or failing him |

As my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 37thAnnual General Meeting/ Extraordinary general meeting of the company, to be held on Saturday, 28th day of September at 10:00 a.m. at registered office 4, B.B. D. Bag (E) 5th Floor, Stephen House, Kolkata-700001 and at any adjournment thereof in respect of such resolutions as are indicated.

| Resolution No. | Resolution | Optional | |
|----------------|---|----------|---------|
| | | For | Against |
| | Ordinary Business | | |
| 1. | To receive, consider and adopt the financial statements of the Company for the financial year ended 31 st March, 2024, including the Balance Sheet as at 31 st March, 2024, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon. | | |
| 2. | To appoint a Director in place of Mr. Gopal Halder (DIN 07863234) , who retires by rotation and being eligible, offers himself for Re-appointment. | | |
| 3. | <p>To appoint M/s J N Agarwal & Co. Chartered Accountants (firm registration no. 325111E) as Statutory Auditors of the Company in place of VG Kalawatia & Associates Chartered Accountants (firm registration no. 332648E) and fix their remuneration, and in this connection, to consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:</p> <p>Resolved that pursuant to the provisions of section 139, 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, M/s J N Agarwal & Co. Chartered Accountants (firm registration no. 325111E), as the Statutory Auditors of the Company, be appointed to hold office for a period of 1 (ONE) consecutive year commencing from the conclusion of this meeting until the conclusion of the 37th Annual General Meeting of the Company, in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, and that the Board of Directors be and is hereby authorised to fix such remuneration as may be recommended by the Audit Committee in consultation with the Company and that such remuneration be paid as agreed upon between the Auditors and the Company.</p> | | |
| | Special Business | | |
| 4. | APPOINTMENT OF MR. AJAY BURMAN AS CFO OF THE COMPANY | | |

| | | | |
|----|---|--|--|
| | <p>To consider and, if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:</p> <p>“RESOLVED THAT pursuant to the provision of Section 203 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time and subject to approval of Central Government, if required, and such other consents and permissions as may be necessary , and subject to such modifications, variations as may be approved and acceptable to appointee, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Ajay Burman as CFO of the Company w.e.f. 24.12.2023, whose office shall not be liable to determination by retirement of directors by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Ajay Burman.”</p> <p>“RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”</p> | | |
| 5. | <p>APPOINTMENT OF MR. AKHIL JAIN AS COMPANY SECRETARY OF THE COMPANY</p> <p>To consider and, if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:</p> <p>“RESOLVED THAT pursuant to the provision of Section 203 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time and subject to approval of Central Government, if required, and such other consents and permissions as may be necessary , and subject to such modifications, variations as may be approved and acceptable to appointee, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Akhil Jain as Company Secretary of the Company w.e.f. 01.12.2023, whose office shall not be liable to determination by retirement of directors by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Akhil Jain.”</p> | | |

| | | | |
|--|--|--|--|
| | <p>“RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”</p> | | |
|--|--|--|--|

Signed this..... Day of2024

Signature of the Shareholder (s).....Signature of Proxy(s).....

| |
|--|
| Affix Revenue Stamp not Less than Rs. 0.15 |
|--|

Notes: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

G.R.INDUSTRIES AND FINANCE LIMITED
CIN: - L25209WB1987PLC111041
Regd. Office: 4 B. B. D BAG (E) 5TH FLOOR,STEPHEN HOUSE KOLKATA - 700001
Phone (+91) 33 2231-2890/91, Email: infogrindustries@gmail.com Website:
www.grfinance.in

ATTENDANCE SLIP

1. Full Name of Member/ Proxy attending the meeting _____

2. Whether FIRST HOLDER / JOINT HOLDER / PROXY
(Strike out whichever is not applicable) _____

3. Full Name of First Holder _____
(If Joint Holder / Proxy attending)

I certify that I am a registered shareholder / proxy for the registered shareholder of the company.

I hereby record my presence at the 37th Annual General Meeting of the company to be held on Saturday the 28th September, 2024 at 10:00 A.M. at 4 B. B. D BAG (E) 5TH FLOOR,STEPHEN HOUSE KOLKATA - 700001

DP ID.....

Signature of the Shareholder / proxy

Folio No.....

Notes: 1. This attendance slip is valid only in case shares are held on the date of meeting.
2. No Gifts / Company Products shall be given at the meeting.

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(ANNEXURE TO THE NOTICE FOR THE 37th ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 28TH SEPTEMBER, 2024)

Name & Registered Address of

Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID:

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Agreement, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Saturday the 28th Day of September, 2024 at 10: 00 am at the Registered Office of the company situated at 4 B. B. D BAG (E) 5TH FLOOR, STEPHEN HOUSE KOLKATA - 700001.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com> The Electronic Voting Particulars are set out below:

| EVSN (Electronic Voting Sequence Number) | User ID | PAN / Sequence No. |
|---|----------------|---------------------------|
| | | |

The E-voting facility will be available during the following voting period:

| Remote e-Voting Start On | Remote e-Voting End On |
|--|---|
| 25 th September, 2024 at 10:00 A.M. (IST) | 27 th September, 2024 at 5:00 P.M. (IST) |

Please read the instructions mentioned in Point No.12 of the Notice before exercising your vote.

By Order of the Board

For G.R. Industries and Finance Ltd

Place:

Date:

Anil Kumar Khemka

Managing Director

Encl: AGM Notice/Attendance Slip/Proxy Form/Ballot-Form/Annual Report