

G.R.INDUSTRIES AND FINANCE LIMITED

CIN: - L25209WB1987PLC111041

Regd. Office: 4, Ganesh Chandra Avenue, 6th Floor, Kolkata-700013

Phone (+91) 33 2231-2890/91, Email: info@grindustries@gmail.com

Website: www.grfinance.co.in

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the members of **M/s. G. R. Industries And Finance Limited** will be held on Monday the 26th Day of September 2016 at 11:00 AM at the Registered Office of Company, situated at 4, Ganesh Chandra Avenue, 6th Floor, Kolkata – 700 013, to transact the following businesses :

Ordinary Business

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2016, including the audited Balance Sheet as at 31st March, 2016, 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 Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, the appointment of M/s. Jyoti K Agarwal & Associates, Chartered Accountants (Registration No. 325111E) in the 27th Annual General Meeting until 33th Annual General Meeting is hereby ratified in this Annual General Meeting till conclusion of next Annual General Meeting, with such remuneration as may be decided by the Board of Directors of the Company."

3. To appoint a Director in place of **Mr. Suraj Kumar Das (DIN 06903489)**, who retires by rotation and being eligible, offers himself for Re-appointment.
4. To appoint a Director in place of **Mr. Sanjit Maji (DIN 06903618)**, who retires by rotation and being eligible, offers himself for Re-appointment.
5. To appoint a Director in place of **Mr. Ashok Bairagya (DIN 06800501)**, who retires by rotation and being eligible, offers himself for Re-appointment.
6. To appoint a Director in place of **Mr. Sadananda Ghoshal (DIN 02533772)**, who retires by rotation and being eligible, offers himself for Re-appointment.
7. To appoint a Director in place of **Mr. Amal Sardar (DIN 06918073)**, who retires by rotation and being eligible, offers himself for Re-appointment

Special Business

1. To change the Registered Office of the Company from 4, Ganesh Chandra Avenue, 6th Floor, Kolkata-700013, West Bengal to 4, B.B.D. Bag, 5th Floor, Room No. 77, Kolkata-700001, West Bengal

To pass with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 12 of the Companies Act, 2013 and any other provisions applicable, if any, the Registered Office of the Company be and is hereby shifted from 4, Ganesh Chandra Avenue, 6th Floor, Kolkata-700013, West Bengal to 4, B.B.D. Bag, 5th Floor, Room No. 77, Kolkata-700001, West Bengal. As proof of the new registered office premises, a copy of the rental agreement and no objection certificate from the landlord is placed before the Board.

FURTHER RESOLVED THAT, Mr. Anil Kumar Khemka, Director of the Company be and is hereby authorized to file the necessary forms and take suitable action for implementation of the above said decision of the Board.”

By Order of the Board of Directors

For G. R. Industries and Finance Ltd.

Anil Kumar Khemka
Managing Director

Place: Kolkata

Date: 30.05.2016

Registered Office:

4, Ganesh Chandra Avenue,

6th Floor,

Kolkata – 700 013

CIN No. : L25209WB1987PLC111041

Tel : 033-22312890/91

E-mail : infogrindustries@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 20th September 2016 to 26th September 2016 (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 2015-16 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.co.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 infogrindustries@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. VOTING THROUGH ELECTRONIC MEANS

In compliance with 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 Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The process and manner for remote e-voting are as under:

The remote e-voting period commences on 23RD September, 2016 (9:00 am) and ends on 25th September, 2016 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The shareholders should log on to the e-voting website www.evotingindia.com during the voting period

Click on “Shareholders” tab.

Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

| For Members holding shares in Demat Form and Physical Form | |
|---|--|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL |

| | |
|---------------------------|--|
| | letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DOB | Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format |
| Bank Account Number (DBD) | Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv). |

After entering these details appropriately, click on "SUBMIT" tab.

Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for the relevant Company Name i.e. G.R. Industries And Finance Limited on which you choose to vote.

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.

Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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.

Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Note for Institutional Shareholders & Custodians:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. 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 they have to create a compliance user which 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their

vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

13. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at nehajain8586@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 24th September, upto 5:00 pm without which the vote shall not be treated as valid.

14. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2016.

15. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 21st August, 2016.

16. The shareholders shall have one vote per equity share held by them as on the cut-off date of 19th September, 2016. The Facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

17. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

18. Notice of the EOGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

19. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 19th September, 2016 are requested to send the written / email communication to the Company at infogrindustries@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e- voting.

20. Neha Godha And Associates, Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

21. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.grfinance.co.in and on the website of CDSL. The same will be communicated to the BSE Limited, Mumbai and The Calcutta Stock Exchange, Kolkata.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special business mentioned in the accompanying Notice:

Item No. 3: To change the Registered Office of the Company from 4, Ganesh Chandra Avenue, 6th Floor, Kolkata-700013 to 4, B.B.D. Bag, 5th Floor, Room No. 77, Kolkata-700001.

In accordance to the provisions of section 12 of the Companies Act, 2013 and any other provisions applicable, if any, the Registered Office of the Company be and is hereby shifted from 4, Ganesh Chandra Avenue, 6th Floor, Kolkata-700013, West Bengal to 4, B.B.D. Bag, 5th Floor, Room No. 77, Kolkata-700001, West Bengal. As proof of the new registered office premises, a copy of the rental agreement and no objection certificate from the landlord is placed before the Board. Also Mr. Anil Kumar Khemka, Director of the Company be and is hereby authorized to file the necessary forms and take suitable action for implementation of the above said decision of the Board."

By Order of the Board of Directors

For G. R. Industries and Finance Ltd.

Anil Kumar Khemka
Managing Director

Place: Kolkata

Date: 30.05.2016

Registered Office:

4, Ganesh Chandra Avenue,

6th Floor,

Kolkata – 700 011

CIN No. : L25209WB1987PLC111041

Tel : 033-22312890/91

E-mail : info@grindustries@gmail.com

G.R.INDUSTRIES AND FINANCE LIMITED

CIN: - L25209WB1987PLC111041

Regd. Office: 4, Ganesh Chandra Avenue, 6th Floor, Kolkata-700013
Phone (+91) 33 2231-2890/91, Email: infoqrindustries@gmail.com

Website: www.qrfinance.co.in

PROXY FORM

(29th Annual General Meeting- 26th September, 2016)

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, Ganesh Chandra Avenue, 6th Floor, Kolkata- 700 013

| | | |
|------------------------|---|--|
| 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 29th Annual

General Meeting/ Extraordinary general meeting of the company, to be held on Monday, 26th day of September at 11:00 a.m./ p.m. at Kolkata and at any adjournment thereof in respect of such resolutions as are indicated.

| Resolution No. | Resolution | Optional | |
|----------------|---|----------|---------|
| | | For | Against |
| | Ordinary Business | | |
| 1. | The audited financial statements of the company with the reports of Board of directors and the Auditors report thereon. | | |
| 2. | Appointment of Statutory Auditors and authorizing Board to fix their remuneration. | | |
| 3. | Confirmation of Appointment of Mr. Sadananda Ghoshal (DIN 02533772) as Non Executive Independent Director | | |
| 4. | Confirmation of Appointment of Mr. Suraj Kumar Das (DIN 06903489) as Non Executive Independent Director | | |
| 5. | Confirmation of Appointment of Mr. Ashok Bairagya (DIN 06800501) as Executive Independent Director | | |
| 6. | Confirmation of Appointment of Mr. Sanjit Maji (DIN 06903618) as Non Executive Independent Director | | |
| 7. | Confirmation of Appointment of Mr. Amal Sardar (DIN 06918073) as Non Executive Independent Director | | |
| | Special Business | | |
| 1. | Change of registered office of the Company. | | |

Signed this..... Day of2016

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, Ganesh Chandra Avenue, 6th Floor, Kolkata-700013

Phone (+91) 33 2231-2890/91, Email: [info@grindustries@gmail.com](mailto:info@grindustries.com)

Website: www.grfinance.co.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 29th Annual General Meeting of the company to be held on Monday the 26th September, 2016 at 11:00 A.M. at 4, Ganesh Chandra Avenue, 6th Floor, Kolkata-700 013

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.

G.R.INDUSTRIES AND FINANCE LIMITED
CIN:- L25209WB1987PLC111041
Regd. Office: 4, Ganesh Chandra Avenue, 6th Floor, Kolkata-700013
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Website: www.grfinance.co.in

**(ANNEXURE TO THE NOTICE FOR THE 29TH ANNUAL GENERAL MEETING OF THE
COMPANY TO BE HELD ON 26TH SEPTEMBER, 2016)**

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 Clause 35B 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 Monday the 26th Day of September, 2016 at 11: 00 am at the Registered Office of the company situated at 4, Ganesh Chandra Avenue, 6th Floor, Kolkata-700013.

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 |
|---|---|
| 23 rd September, 2016 at 9:00 A.M. (IST) | 25th September, 2016 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