

# Grandma Trading and Agencies Limited

**Regd. Off.:** Office No. 5, 66 Nanavati Mansion, Abdul Rehman Street, 26, Pydhonie,  
Mumbai - 400003, Maharashtra

Tel: 022: 2344 4445; Email: grandmatrading@gmail.com; CIN: L99999MH1981PLC023767

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## NOTICE OF POSTAL BALLOT [Pursuant to Section 110 of the Companies Act, 2013]

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to transact the business mentioned in the Resolutions appended to these notice to be passed by way of Postal Ballot / E-voting. The relevant Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration. The Board of Directors has appointed Mr. Shreyans Kumar Jain, of Shreyans Jain & Co., Practising Company Secretary as the Scrutinizer to scrutinize the Portal Ballot and e-voting process in a fair and transparent manner.

You are requested to read the instructions printed in the accompanying Postal Ballot Form and return the same along with assent (**FOR**) or dissent (**AGAINST**) in appropriate place, in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer before the close of working hours (5.30 p.m.) on Saturday. 14<sup>th</sup> February 2015.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the notes to the Notice. Reference to Postal Ballot (s) in this Notice include vote received electronically.

Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman / Board of Directors of your Company. The combined results of the e-voting and Postal Ballot will be announced by the Chairman or any Director of the Company on Monday, 16<sup>th</sup> February, 2015 at the registered office of the Company. The declaration/announcement of the results by the Chairman or any Director as stated above shall be treated as declaration of results at a meeting of the members as per the provisions of the Companies Act, 2013 and applicable Rules thereunder. After the above declaration, the results will be intimated to the stock exchanges, where the Company's shares are listed and will be displayed at the Company's website viz., [www.grandmatrading.com](http://www.grandmatrading.com).

### PROPOSED RESOLUTION:

#### ITEM NO. 1 - ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof

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for the time being in force ("the Act") and the rules and regulations enacted thereunder, the consent of the shareholders of the Company be and is hereby accorded for alteration of the Object Clause of Memorandum of Association of the Company by inserting the following Clause III (A) 3 & 4 after Clause III (A) 2 in the manner set out hereunder:

**"III (A) 3.** To carry on the business of farming, production, harvesting, procurement, grading, pooling, handling, marketing, agriculture and horticulture in all their respective farms and branches and to row, produce, manufacture, process, prepare, refine, extract, manipulate, hydrolyze, deodorize, grind, bleach, hydrogenate buy, sell or otherwise deal in all kinds of agricultural, horticultural and farm produce and products including seeds, plants, flowers, vegetables, fruits and preparation of any nature or description.

**4.** To manufacture, produce, refine, process, formulate, buy, sell, export, import or otherwise deal in all types of heavy and light chemicals, C/0.29 chemical elements and compounds, including without limiting the generality of the foregoing, laboratory and scientific chemicals or any nature used or capable of being used in the pharmaceutical industry, agricultural chemicals, fertilizers, petrochemicals, industrial chemicals or any mixture, derivatives and compounds, thereof and to provide technical services, consultancy services, training, research and development and other activities for the promotion of the interests of its members.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to undertake all such acts, deeds, matters and things necessary and to execute all such documents, deeds, documents and writings as may be deemed necessary, proper and desirable, for giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any committee of the Directors or to any Director or officer of the Company in order to give effect to this Resolution."

## **ITEM NO. 2 - SUB-DIVISION OF FACE VALUE OF EQUITY SHARES OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 61 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s), sanction(s), if any, as may be necessary from the appropriate statutory authority(ies), the consent of the shareholders be and is hereby accorded for sub-dividing the equity shares of the Company, such that each equity share having nominal value of Rs.10/-

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(Rupees Ten Only) each be sub-divided into 10 (Ten) Equity Shares having nominal value of Re. 1/- (Rupee One Only) each fully paid-up.

**RESOLVED FURTHER THAT** pursuant to the Sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of nominal value of Rs.10/- (Rupees Ten Only) each, shall stand sub-divided into 10 (Ten) Equity Shares of nominal value of Re. 1/- (Rupee One only) each.

**RESOLVED FURTHER THAT** upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs. 10/- (Rupees Ten Only) each both in the electronic form and in the physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date (to be decided by the Board of Directors) and the Company may without requiring the surrender of the old share certificates, directly use and dispatch the new share certificates of the Company, in lieu of such old share certificates and give proportionate credit of shares, wherever required to those shareholders in demat form.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing of the record date as per the requirement of the Listing Agreement, execution of all necessary documents with the Stock Exchanges and the Depositories, and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the sub-division of the equity shares as aforesaid or for any matters connected herewith or incidental hereto."

## **ITEM NO. 3 - ALTERATION OF CLAUSE V(a) OF THE MEMORANDUM OF ASSOCIATION**

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

"**RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Shareholders be and is hereby accorded to alter the Memorandum of Association.

**RESOLVED FURTHER THAT** pursuant to the sub-division of the Equity Shares of the Company, the issued, subscribed and paid up Equity Shares of face value Rs.10 /- (Rupees Ten) each, shall stand sub-divided into 10 (Ten) Equity Shares of face value of Rs.1/- (Rupee One) each, fully paid-up and therefore, the existing Clause V(a) of the Memorandum of Association of the Company relating to share capital be and is hereby altered by deleting the same and substituting in place thereof, the following as new Clause V(a):

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*"V(a). The Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 16,00,00,000 (Sixteen Crores) Equity Shares of Rs.1/- (Rupees One only) each with the power to increase and reduce the capital of the Company and to divide the Share capital for time being into several classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, or abrogate such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or by the Articles of Association of the Company for the time being in the force in that behalf and consolidate and sub-divide the shares and issue shares of higher or lower denominations."*

**RESOLVED FURTHER THAT**, the existing Clause 5(a) of the Articles of Association of the Company relating to share capital be and is hereby altered by deleting the same and substituting in place thereof, the following as new Clause 5(a):

*"5(a). The Authorised Share Capital of the Company is Rs.16,00,00,000/- (Rupees Sixteen Crores only) divided into 16,00,00,000 (Sixteen Crores) Equity Shares of Rs.1/- (Rupees One Only).*

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filling of necessary forms with the Registrar of the companies and to comply with all other requirements in this regards and for any matter connected herewith or incidental hereto."

**By Order of the Board  
For Grandma Trading and Agencies Limited**

**Date: 8<sup>th</sup> January, 2015  
Place: Mumbai**

**Sd/-  
Mahavir Jain  
Managing Director**

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## Notes:

- I. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposed Resolutions at item nos. 1, 2 and 3 are annexed hereto.
- II. The Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on Friday, 9<sup>th</sup> January, 2015.
- III. In compliance of the provisions of Section 108, 110 of the Companies Act, 2013 and the rules of the Companies (Management and Administration) Rules, 2014, and clause 35B of the Listing Agreement, the Company is pleased to provide its Members the facility to exercise their right to vote on the postal ballot through the Electronic Voting (e-voting) Services provided by Central Depository Services Limited (CDSL). E-voting is available from Friday, 16<sup>th</sup> January, 2015 (9.30 AM) to Saturday, 14<sup>th</sup> February, 2015 (5.30 PM). Members are requested to refer to instructions for e-voting, appended to this Notice.
- IV. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 Notice of Postal Ballot may be served on the Shareholders through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot alongwith physical Form through courier / post. Member who have received Postal Ballot Notice by email and who wish to vote through physical Form may do so by requesting Company or downloading the Form from the Company's website [www.grandmatrading.com](http://www.grandmatrading.com).
- V. Members can opt for only one mode of voting i.e. either by Ballot or through e-voting. In case you are opting for voting by Ballot then please do not cast your vote by e-voting and vice - versa. In case members cast their votes both by Ballot and e-voting, the votes cast through ballot shall prevail and the votes cast through e-voting shall be considered invalid.
- VI. Members who have not registered their e-mail ID are requested to register the same with the Company's Registrar and Transfer Agent / Depositories in order to receive the Company's Annual Report and other communications electronically.
- VII. **PROCESS FOR SHAREHOLDERS OPTING FOR E-VOTING:**
  - a) **In case of members receiving Postal Ballot Form by e-mail:**
    - (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
    - (ii) Click on "Shareholders" tab.

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- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form 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>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 last 8 digits of the sequence number in the PAN field.</li><li>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 folio number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id or folio number in Dividend Bank details field as mentioned in instruction number (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password

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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 Members 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 <GRANDMA TRADING AND AGENCIES LIMITED> 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) Note for Non individual Shareholders and Custodians :
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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**b) In case of members receiving the physical copy of the Postal Ballot Form:**

- a. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- b. The voting period begins 16<sup>th</sup> January, 2015 at 9.30 am and ends on 14<sup>th</sup> February, 2015 at 5.30 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on date 9<sup>th</sup> January, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholders, the shareholders shall not be allowed to change it subsequently.
- c. 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



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

The following Explanatory Statement sets out all the material facts relating to the Notice of the Extra Ordinary General Meeting of the Company to be held on dated as mentioned aforesaid.

### **ITEM NO. 1**

The Company has its presence main object of the Memorandum of Association of the Company is about doing business of Trading, exporters, importers, agents, brokers in commodities, general merchants, shares etc.

The Company believes that the business pertaining to agricultural, horticultural and farm produce and related products and of light and heavy chemicals and its elements will grow in future in India. While the Company continues to be in the mainstay for the Company's trading business, in order to capture the growing opportunities in business relating to agricultural, horticultural and farm produce and related products etc and to utilize the resources of the Company the Board has proposed to venture in to new area of business e.g. agricultural, horticultural and farm produce and related products etc.

In this regard, it is proposed to amend the Object Clause of the Memorandum of Association by inserting an appropriate clause. The provisions of Section 13 of the Act and the Rules made thereunder require the Company to seek approval of shareholders by way of Special Resolution to alter the Object Clause of the Memorandum of Association of the Company. Further as per the provisions of Section 110 of the Act and the Rules made thereunder, the alteration of the Object Clause of the Memorandum of Association of the Company is required to be approved by the members by means of postal ballot.

Your Directors recommend the resolution as set out in Item no. 1 of the accompanying Notice for approval of Members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financial or otherwise, in the resolution set out in the accompanying Notice.

A draft of the Memorandum of Association of the Company after incorporating the above amendments to the Objects Clause is available for inspection at the registered office of the Company on all working days from 11.00 am to 1.00 PM of the day (except Sundays and Public Holidays).

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## ITEM NO. 2 & 3

The nominal value of the equity shares of the Company is Rs.10 per equity share. The equity shares of the Company are listed on BSE Limited. In order to increase the affordability of the Company's equity shares for the investors which could lead to their greater participation and increase the liquidity of the Company's equity share in the stock market, the Board of Directors of the Company at their meeting held on December 10, 2014 proposed to sub-divide the nominal value of the equity share capital of the Company from Rs.10/- per share to Re.1/- per share.

Consequent to the sub-division of the shares, the Capital Clause V(a) of the Memorandum of Association and Clause 5(a) of the Articles of Association of the Company are required to be altered by amending the Clauses as detailed in the resolutions.

As per the provisions of Section 61 of the Act, a Company may after obtaining the approval of the Members can alter its share capital by sub-dividing the face value of shares. Consequent to the sub-division of equity shares, alteration of the relevant capital clause of the Memorandum and Articles of Association of the Company are also required to be approved by Members by way of Special resolution.

A copy of the Memorandum and Articles of Association of the Company is available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days (except Sundays and Public Holidays).

Directors, Key Managerial Personnel and their relatives are deemed to be concerned or interested in the resolutions at Item Nos. 2 and 3 only to the extent of shares held by them in the Company. The proposed resolutions do not relate to or affect any other Company.

**By Order of the Board  
For Grandma Trading and Agencies Limited**

**Date:** 8<sup>th</sup> January, 2015  
**Place:** Mumbai

**Sd/-  
Mahavir Jain  
Managing Director**