

**GRANDMA TRADING AND
AGENCIES LIMITED**

ANNUAL REPORT 2013 – 2014

Board of Directors	Mr. Bharat Jain - Chairman Mr. Mahavir Jain - Managing Director Mr. Suryakant Rasal Mr. Fulchand Jain
Bankers	ING Vysya Bank Limited
Auditors	Gupta Saharia & Co. (Chartered Accountant)
Registered Office	Office No.5, 66 Nanavati Mansion, 26 Abdul Rehman Street, Pydhonie, Mumbai – 400003
Share Register and Transfer Agent	Purva Sharegistry (India) Pvt. Limited Unit no. 9, Shiv Shakti Ind. Estate J .R. Boricha Marg, Opp. Kasturba Hospital Lane Lower Parel (E), Mumbai - 400 011

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF GRANDMA TRADING AND AGENCIES LIMITED WILL BE HELD AT OFFICE NO.5, 66 NANAVATI MANSION, 26 ABDUL REHMAN STREET, PYDHONIE, MUMBAI – 400 003, MAHARASHTRA, ON TUESDAY, 29th, DAY OF SEPTEMBER, 2014 AT 4.30 PM TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the year ended 31st March 2014 and reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Bharat B. Jain (DIN No. 00274276), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors and 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 M/s. Gupta Saharia & Co., Chartered Accountants, Mumbai (Firm Reg. no. 103446W) the retiring auditors, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Sixth Consecutive Annual General Meeting (subject to rectification of their appointment at every AGM) and to authorise the Board of Directors to fix their remuneration”.

SPECIAL BUSINESS

4. To consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT subject to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof and any rules made thereunder, for the time being in force) and Clause 49 of the Listing Agreement and pursuant to provisions of Articles of Associations of the Company and subject to such other approvals as may be required, consent of Members of the Company be and is hereby accorded for appointment of Mr. Suryakant Rasal (DIN No.: 05124215) Director of the Company, and in respect

of whom the Company has received a notice from a Member in writing, proposing his candidature for the office of Director, as an Independent Director of the Company to hold office for a term of five consecutive years i.e. up to 31st March, 2019.

5. To consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT subject to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof and any rules made thereunder, for the time being in force) and Clause 49 of the Listing Agreement and pursuant to provisions of Articles of Associations of the Company and subject to such other approvals as may be required, consent of Members of the Company be and is hereby accorded for appointment of Mr. Fulchand Jain (DIN No. 05278523) Director of the Company, and in respect of whom the Company has received a notice from a Member in writing, proposing his candidature for the office of Director, as an Independent Director of the Company to hold office for a term of five consecutive years i.e. up to 31st March, 2019.

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

Place: Mumbai
Date: 14.08.2013

Sd/-
Mahavir Jain
Managing Director

NOTES:

1. The details under Clause 49 of the Listing Agreement with Stock Exchanges in respect of Director proposed to be reappointed at the Annual General 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 SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxies to be effective should be deposited at the registered office of the company not less than forty eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 26th September, 2014 to Monday, 29th September, 2014 (both days inclusive).
4. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
5. All members are requested to intimate changes, if any, in their registered address, immediately to the Registrar & Transfer Agents, Purva Shareregistry India Pvt. Ltd. or to their depository participants in case shares are held in depository form.
6. Corporate members are requested to send a duly certified copy of the resolution authorizing their representatives to attend and vote at the meeting.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are therefore, requested to submit their 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.
8. In terms of the provisions of clause 35A of Listing Agreement and Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is providing the facility to its members holding shares as on cut-off date, being Friday, 22nd August, 2014 to exercise their right to vote by electronic means on all of the businesses specified in the accompanying Notice. Details of the process and manner of e-voting along with the User ID and Password are being sent to all the Members alongwith the notice.

THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER:**a) In case of members receiving e-mail:**

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) 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. 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 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:

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). <ul style="list-style-type: none"> • 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 demat account/folio number in the PAN field. • In case the folio 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 100 then enter RA00000100 in the PAN field.
DOB	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 number of shares held by you as on 22nd August, 2014 in the Dividend Bank details field .

- (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 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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- b) In case of members receiving the physical copy:**
Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- c) The voting period begins Monday, 22nd September, 2014 (9.00 a.m.) and ends on Wednesday 24th September, 2014 (6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on date 22nd August, 2014, 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.
- d) 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.
- a. The Company has appointed Mr. Shreyans Jain, Practicing Company Secretary, (Membership No. 18839), to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
- b. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses who are not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
- c. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company within prescribed period.
9. As an austerity measure, copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.

ANNEXURE TO THE NOTICE

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

The following explanatory statement sets out in detail all material facts relating to the item of Special Business as mentioned in the accompanying Notice convening the Annual General Meeting of the Company.

ITEM No. 4 and 5

Mr. Suryakant Rasal, and Mr. Fulchand Jain are Independent Directors of the Company and have held the position as such with the Company.

The Companies Act, 2013 (hereinafter referred as the "Act") and the Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement *inter alia* stipulating the conditions for the appointment of Independent Directors by a Listed Company.

It is proposed to appoint Mr. Suryakant Rasal, and Mr. Fulchand Jain as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement for a period of five consecutive years i.e. upto 31st March 2019, and they shall not be liable to retire by rotation as prescribed under the Companies Act, 2013.

In the opinion of the Board Mr. Suryakant Rasal, and Mr. Fulchand Jain fulfils the conditions specified under the Act and rules made thereunder as also under the Listing Agreement for their appointment as Independent Directors of the Company and are Independent of the Management of the Company. Further these Directors are not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director of the Company.

The Company has received notices in writing from member's alongwith the deposits of requisite amount under Section 160 of the Act proposing the candidature of each of Mr. Suryakant Rasal, and Mr. Fulchand Jain for the office of Independent Directors of the Company. Further the Company has also received declarations from the Directors that they meet with the criteria of Independence as prescribed both under sub section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement with Stock Exchange.

Mr. Suryakant Rasal, and Mr. Fulchand Jain are interested in the respective resolution as appointee as set out in item no. 4 and 5 of the Notice with regard to their respective appointment.

Copy of the draft letters for respective appointments of Mr. Suryakant Rasal, and Mr. Fulchand Jain as Independent Directors setting out the terms and conditions are available for inspection by members free of cost at the Registered office of the Company as the time specified as above.

The Directors, therefore, recommend the Resolutions as set out in item nos. 4 and 5 for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in these Resolutions except as disclosed.

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

Place: Mumbai
Date:14.08.2013

Sd/-
Mahavir Jain
Managing Director

Details of Directors seeking appointment / reappointment at the forthcoming Annual General Meeting (Pursuant to Clause 49 of the Listing Agreements entered into with the Stock Exchanges)

Name of the Director	Mr. Bharat Jain	Mr. Suryakant Rasal	Mr. Fulchand Jain
Director Identification Number	00274276	05124215	05278523
Date of Birth Nationality	09.07.1976 Indian	27.06.1965 Indian	10.12.1961 Indian
Relationship with other Directors Interse	No	No	No
Date of Appointment	10.06.2013	14.11.2011	10.06.2013
Expertise in specific functional area and Qualification	Business of Ferrous and Non Ferrous metal and real estate & HSC	Accounts, Finance and Taxation & B.Com.	Dealing in Ferrous and Non Ferrous metal & HSC
No. of Equity Shares held in the Company	10,27,700 (7.87%)	Nil	Nil
Directorship in other Indian Public Limited Companies as on 31.03.2014	Nil	Nil	Nil
Chairmanship / Membership of Committees in other Indian Public Limited Companies as on 31.03.2014	Nil	Nil	Nil

DIRECTORS REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the Annual Report and Audited Statements of Accounts for the financial year ended on 31st March 2014.

FINANCIAL RESULTS:

Particulars	(Rs. in Lakhs)	
	2013 - 14	2012 - 13
Sales and other Income	97.86	135.84
Profit before Tax	22.27	91.94
Provision for Tax	6.88	29.50
Provision for Deferred Tax	0.00	0.00
Prior Year Tax Adjustment	0.00	0.06
Profit After Tax	15.39	62.37
Add: Profit / (Loss) brought forward from previous year	12.98	(49.39)
Balance Carried to Balance Sheet	28.37	12.98

RESULTS OF OPERATIONS & HIGHLIGHTS

During the year your Company has received income of Rs.97.86 lakhs as compared to Rs.135.84 lakhs in previous year and has generated net profit after tax of Rs.15.39 lakhs as compared to profit of Rs.62.37 lakhs during the previous year.

During the year Mr. Bharat Jain has acquired entire shareholdings from the erstwhile promoters of the Company and has made open offer for additional 26% of Equity Shares as mandated under regulations of the SEBI (Substantial Acquisition of Shares and Takeover) Regulation, 2011. Consequently Mr. Bharat Jain after completion of open offer and acquisition of shares has acquired the management control of the Company and become the Promoter of the Company. The new management is continuously evaluating new opportunities.

DIVIDEND:

Your Directors regret their inability to recommend any dividend since the carry forward losses are wiped out in the current year and Company plans to utilize the reserves for the growth, of the Company.

FIXED DEPOSITS:

Your Company has not accepted any fixed deposits from the public and is therefore not required to furnish information in respect of outstanding deposits under Non-Banking Financial Companies (Reserve Bank) Directions, 1966 and Companies (Acceptance of Deposits) Rules, 1975.

BOARD OF DIRECTORS AND CHANGE IN MANAGEMENT:**a. Composition of Board of Directors:**

The Board has optimum mixture of Executive and Non-Executive Directors. The Board comprises of four Directors, of which two are Independent Directors. Mr. Mahavir Jain is the Managing Director of the Company.

b. Changes in the Board of Directors:

In terms of the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Qualification of Director) Rules, 2014, the Independent Directors can hold office for a term upto five (5) consecutive years as Directors of your company and will not be liable to retire by rotation. Accordingly, it is proposed to appoint Mr. Suryakant Rasal, and Mr. Fulchand Jain as Independent Directors of the Company to hold the office for a term of 5 (five) consecutive years upto 31st March, 2019.

The brief resume of the aforesaid Directors and other information have been given in the notice of the Annual General Meeting.

c. Retirement by Rotation:

In accordance with the requirements of the Companies Act, 1956, and provisions of Articles of Association of the Company, Mr. Bharat B. Jain retires by rotation and being eligible, offer himself for reappointment.

AUDITORS:

M/s. Gupta Saharia & Co., Chartered Accountants, the Auditors of the Company, retire at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder, and pursuant to the recommendation of the audit committee of the Board of Directors of the Company M/s. Gupta Saharia & Co., Chartered Accountants (Firm Reg. no. 103446W), are being appointed as statutory auditors as per the resolution forming part of notice of the Annual General Meeting.

Certificate from the Auditors has been received to the effect that their re-appointment, if made, would be within the limits prescribed under Section 141(3)(g) of the Companies Act, 2013.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- a) that in the preparation of the annual accounts for the financial year ended 31st March, 2014, the applicable accounting standards have been followed and there has been no material departure;

- b) That the directors have selected such accounting policies and applied them consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the company at the end of financial year and of profit of the Company for the year under review;
- c) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) that the annual accounts have been prepared on a 'going concern' basis.

CORPORATE GOVERNANCE:

Compliance of Clause 49 is applicable to the company and therefore the Company has adopted to follow the requirements of Corporate Governance as stipulated under clause 49 of the Equity Listing Agreement of Stock Exchange and accordingly, the Report on Corporate Governance forms part of the Annual Report.

The requisite Certificate from the Auditors of the Company M/s. Gupta Saharia & Co., regarding compliance with the conditions of Corporate Governance as stipulated in Clause 49 is annexed to this Report.

PARTICULARS OF EMPLOYEES:

The Company does not have any employee of the category specified in Section 217 (2-A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

As there is nil expenditure on the points mentioned above, no particulars furnished in this report as required under Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosures of Particulars in the report of the Board of Directors) Rules' 1988 regarding conservation of energy, technology, absorption and foreign exchange earnings and outgo.

ACKNOWLEDGEMENT:

The Board wishes to place on record its sincere appreciation for the assistance and co-operation received from Bankers, Government Departments and other Business Associates for their continued support towards the conduct of operations of the Company efficiently.

The directors express their gratitude to the shareholders for their continuing confidence in the Company. The directors also acknowledge the hard work and persuasive efforts put in by the employees of the Company in carrying forward Company's

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

Sd/-
Mahavir Jain
Managing Director
(DIN:03622921)

Place: Mumbai
Date: 28.05.2014

REPORT ON CORPORATE GOVERNANCE FOR THE F.Y. 2013 - 14

The report is in accordance with Clause 49 of the Listing Agreement and depicts company's views, policies, procedures and reflecting essence of Corporate Governance in them.

1. COMPANY'S PHILOSOPHY:

It entails transparency and accountability, effective control and management, investor friendly attitude towards shareholders and other stakeholders with ethical behavior in all its dealings.

2. BOARD OF DIRECTORS:**2.1 Composition:**

The Board of Directors as on date viz: 31st March, 2014 comprises of Four Directors, of which two are Non-Executive Independent who brings in a wide range of skills and experience to the Board. The Chairman is Non - Executive Promoter Director and the number of Independent Directors are two. The composition of the Board is in conformity with Clause 49 of the Listing Agreement.

None of the Directors of the Company are related to each other.

During the year five Board Meetings were held and the gap between two meetings did not exceed four months. The dates were: 30th May, 2013; 10th June, 2013; 14th August, 2013; 14th November, 2013 and 14th February, 2014. Further none of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49), across all the companies in which he / she is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

The information as required under Annexure IA to Clause 49 is being made available to the Board

2.2 Composition of Board and attendance record:

Name of Director	Category of Directorship	Attendance at		No. of other Directorship and other Committee Memberships / Chairmanship		
		Board Meetings	AGM Last	Other Directorships#	Committee Memberships##	Committee Chairmanships
Mr. Bharat B. Jain (w.e.f. 10.06.2013)	Non-Executive	4	Yes	1	-	-
Shri Krishna K. Mansingka (Upto 10.06.2013)	Non-Executive	1	NA	2	-	-
Mr .Mahavir Jain	Executive	5	Yes	-	-	-
Mr. Suryakant Rasal	Non-Executive, Independent	5	No	-	-	-
Mr. Fulchand Jain (Appointed w.e.f. 10.06.2013)	Non-Executive, Independent	4	No	-	-	-
Mr. Prabhakar Belnekar (upto 10.06.2013)	Non-Executive, Independent	1	NA	-	-	-

Alternate Directorships and directorships in private companies, foreign companies and Section 25 Companies are excluded.

Represents Memberships / Chairmanships of Audit Committee and Shareholders' / Investors' Grievance Committee.

3. AUDIT COMMITTEE:

The Audit Committee met four times during the year on 30th May, 2013; 14th August, 2013; 14th November, 2013; 14th February, 2014; and the Audit Committee has optimum composition of Non-Executive Independent Directors and statutory auditors also attended the meeting and attendance of the members was as under;

Name of Directors	Meetings Held	No. of Meetings Attended
Mr. Suryakant Rasal – Chairman	4	4
Mr. Fulchand Jain	4	3
Mr. Mahavir Jain	4	4

The members possess adequate knowledge of Accounts, Audit and Finance and Mr. Suryakant Rasal is the Chairman of the Audit Committee.

The broad terms and reference of Audit Committee are to review the financial statements before submission to Board, to review reports of the Auditors and Internal Audit department and to review the weaknesses in internal controls, if any, reported by Internal and Statutory Auditors etc. In addition, the powers and role of the Audit Committee are as laid down under Clause 49 II C & D of the Listing Agreement entered with the Stock Exchanges and Section 177 of the Companies Act, 2013 and rules made thereunder.

The Audit Committee invites such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at its meetings. The Statutory Auditors are also invited to the meetings.

4. NOMINATION AND REMUNERATION COMMITTEE (EARLIER CALLED AS REMUNERATION COMMITTEE):

The Nomination and Remuneration Committee (earlier called as Remuneration Committee) consists of three Directors and during the year the committee met once on 14th February, 2014, Mr. Suryakant Rasal is the Chairman of the Committee. The Constitution of the Committee and the attendance of each member during the year is as given below:

Name of Directors	Meetings Held	No. of Meetings Attended
Mr. Suryakant Rasal – Chairman	1	1
Mr. Fulchand Jain	1	1
Mr. Bharat B. Jain	1	1

The terms of reference of the 'Nomination and Remuneration Committee' are as follows:

- i. To determine on behalf of the Board and on behalf of the Shareholders the Company's policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment.
- ii. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.
- iii. The name of the said Committee is now "Nomination and Remuneration Committee" and the terms of the reference has been enlarged as required under the provisions of the Companies Act, 2013 and Listing Agreement

The details of the remuneration paid to executive director are disclosed in the related party transactions in the notes to accounts section of the report. However, there is no sitting fees paid to Non – Executive Directors for attending Board and Committee Meetings.

DETAILS OF SHARES HELD:

The shares held by the Directors of the Company as on 31st March 2014 are given below:

Name of Director	No. of Shares held (Rs.10/-)
Mr. Bharat Bansilal Jain	10,27,700

5. STAKEHOLDERS RELATIONSHIP COMMITTEE (EARLIER KNOWN AS SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE):

The Stakeholders Relationship Committee comprises of Mr. Suryakant Rasal – Chairman (Independent; Non Executive); Mr. Mahavir Jain (Executive) and Mr. Bharat B. Jain (Non Executive). The Stakeholders Relationship Committee met twice during the financial year. The details of the meeting attended by the Directors are as given below:

Name of Directors	Meetings Held	No. of Meetings Attended
Mr. Suryakant Rasal	2	2
Mr. Mahavir Jain	2	2
Mr. Bharat Bansilal Jain (Inducted on 10.06.2013)	2	2

The terms of reference of the committee are *interalia* as follows:

- (a). Review the reports submitted by the Registrars and Share Transfer Agents of the Company at half yearly intervals.
- (b). Investor relations and redressal of shareholders grievances including relating to non-receipt of dividend, Annual Report, non – receipt of shares etc.
- (c). Oversee the performance of the Registrars and Share Transfer Agents of the Company.

There are no Share holder's complaints pending with the company.

Mr. Mahavir Jain is the Compliance Officer. His address and contact details are as given below:

Address: Office No.5, 66 Nanavati Mansion, 26 Abdul Rehman Street, Pydhonie, Mumbai – 400 003; Phone: 022 – 2344 4445

Email: grandmatrading@gmail.com

6. ANNUAL GENERAL MEETINGS:

The details of date, time and location of Annual General Meetings (AGM) held in previous three years are as under:

AGM / EGM	Date	Time	Venue
AGM	30.09.2013	02:00 pm	Aura Hall, B-6, Brindavan Apartments, Junction of Link Road And Yogi Nagar Road, Yogi Nagar, Borivali (W), Mumbai – 400091
AGM	21.09.2012	03:00 pm	Office No. 12, 2 nd Floor, New Vora Building, 59, Nakoda Street, Mumbai – 400 003
EGM	12.12.2011	02.30 pm	Office No. 12, 2 nd Floor, New Vora Building, 59, Nakoda Street, Mumbai – 400 003
AGM	30.09.2011	11.00 am	212, 2 nd Floor, Marine Chambers, New Marine Lines, Churchgate, Mumbai – 400 020

There are no other Special Resolutions passed in the previous three Annual General Meetings except for the following Special Resolutions was passed at the Annual General Meeting held on 21-09-2012.

- Appointment of Mr. Mahavir Jain as Managing Director for a period of 3 years w.e.f. 13.08.2012.

Following Special Resolutions was passed at the Extra Ordinary General Meeting held on 12-12-2011.

- Increase in Authorized Capital of Company from existing Rs.15,00,000 to Rs.16,00,00,000.
- Issue and allotment of 1,50,00,000 Equity Shares of Rs.10 each on preferential basis to other than Promoters.

During the year following Special Resolutions were passed through postal ballot: Nil

No Court-convened Meetings were held during the last three years.

7. DISCLOSURES:

- 1.1 There were no materially significant related party transactions i.e. transaction of the Company of material nature with its Promoters, Directors or the Management or their relatives etc. that would conflict with the interests of the Company.
- 1.2 No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- 1.3 The Whistle Blower Policy (WBP) adopted by the Company in line with Clause 7 of Annexure 1D to Clause 49 of the Listing Agreement during year. The Company affirms that no employee has been denied access to the Audit Committee.
- 1.4 All mandatory requirements as per Clause 49 of the Listing Agreement have been complied with by the Company.
- 1.5 The Company follows Accounting Standards issued by The Institute of Chartered Accountants of India and there are no statutory audit qualifications in this regard.
- 1.6 In terms of Clause 49(V) of the Listing Agreement, the Managing Director's certification to the Board of Directors in the prescribed format will be done.

8. MEANS OF COMMUNICATION:

- a). The quarterly un-audited financial results are published in leading English and Vernacular newspapers. The half yearly report is not sent separately to the Shareholders. Annual Reports are sent to the shareholders at their registered address with the company.
- b). The Management Discussion and Analysis Report, in compliance with the requirements of Clause 49 of the Listing Agreement is annexed to the Directors' Report and forms

part of this Annual Report being sent to all the members of the Company. All matters pertaining to industry structure and developments, opportunities and threats, segment / product wise performance, outlook, risks and concerns, internal control and systems, etc. are discussed to the extent applicable in the said report.

9. GENERAL SHAREHOLDERS INFORMATION:

a. Annual General Meeting

Date and Time	:	29 th September, 2014 at 4.30 pm
Venue	:	Office No.5, 66 Nanavati Mansion, 26 Abdul Rehman Street, Pydhonie, Mumbai – 400003,
Dates of Book Closure	:	Friday, 26 th September, 2014 to Monday, 29 th September, 2014 (both days inclusive)

b. Financial Calendar 2014-15 (Tentative):

First quarterly results	:	August, 2014
Second quarterly results	:	November, 2014
Third quarterly results	:	February, 2015
Annual results for the year ending on 31.03.2015	:	May, 2015
Annual General Meeting for the year 2015	:	around September, 2015

c. Listing on Stock Exchanges:

The Company's Equity Shares are listed on the BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001, Maharashtra.

The Company has paid Annual Listing Fees as applicable, to the BSE for the financial year 2014-2015.

Script Code Equity : 504369 ISIN:- EQUITY : INE927M01011

d. Market Price Data:

The monthly high / low market price of the shares during the year 2013 - 14 at the BSE Limited are as under:

Month	BSE Limited (BSE)	
	High (in Rs. per share)	Low (in Rs. per share)
April 2013	93.30	57.90
May 2013	184.20	97.95
June 2013	239.70	193.40
July 2013	260.00	233.90
August 2013	259.15	256.50
September 2013	287.00	256.75
October 2013	287.30	278.00
November 2013	288.00	282.00
December 2013	285.70	276.00
January 2014	282.50	276.00
February 2014	280.50	273.00
March 2014	294.00	267.45

e. Registrar & Share Transfer Agents:

Purva Shareregistry (India) Private Limited

Unit: Grandma Trading & Agencies Limited

Unit no. 9, Shiv Shakti Ind. Estate, J .R. Boricha marg,

Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai - 400 011

Tel: 91-22 - 2301 6761 / 8261 ; Fax : 91-22 - 2301 2517

E-mail: busicmp@vsnl.com; Website: www.purvashare.com

f. Distribution of Shareholding:

The distribution of shareholding as on 31st March, 2014 is given below:

Sr. No	No of Equity Shares	No. of	No. of Shares Shareholders	% of Total shares
1.	1 - 5,000	351	11,583	0.09
2.	5,001 - 10,000	22	20,284	0.16
3.	10,001 - 20,000	24	42,424	0.32
4.	20,001 - 30,000	7	20,000	0.15
5.	30,001 - 40,000	6	22,400	0.17
6.	40,001 - 50,000	6	28,800	0.22
7.	50,001 - 1,00,000	36	275,121	2.11
8.	1,00,001 & Above	128	12,639,388	96.78
	Total	580	13,060,000	100.00

g. Dematerialisation of Shares and Liquidity:

The Company's shares are compulsorily traded in dematerialised form and are available for trading on both the Depositories in India – National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

Particulars of Shares	Equity Shares of Rs. 10 /-	
	Number	% of Total
Dematerialised form		
NSDL	52,00,125	39.82
CDSL	78,57,568	60.16
Sub Total		
Physical form	2,307	0.02
Total	1,30,60,000	100.00

a. Registered Office: Office No.5, 66 Nanavati Mansion, 26 Abdul Rehman Street, Pydhonie, Mumbai – 400003, Maharashtra
Phone: 022 – 2344 4445; Email: grandmatrading@gmail.com

Designated exclusive e-mail id for Investor servicing: grandmatrading@gmail.com

The website of the Company is www.grandmatrading.com

10. CORPORATE ETHICS

The Company adheres to the highest standards of business ethics, compliance with statutory and legal requirements and commitment to transparency in business dealings. A Code of Conduct for Board Members and a Code of Conduct for Prevention of Insider Trading has been adopted pursuant to clause 49 (D) of the Listing Agreement & the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (as amended), respectively:

a. Code of Conduct for Board Members and Senior Management:

The Board of Directors of the Company adopted the Code of Conduct for its members and Senior Management.

b. Declaration affirming compliance of Code of Conduct:

The Company has received confirmations from the Directors regarding compliance of the Code of Conduct during the year under review.

A declaration by Managing Director affirming compliance of Board members and senior management personnel to the Code is also annexed herewith.

c. Code of Conduct for Prevention of Insider Trading:

The Company has adopted the Code of Conduct for Prevention of Insider Trading for its Management and Directors. The Code lays down guidelines and procedures to be followed and disclosures to be made by directors, top level executives and staff whilst dealing in shares. The Managing Director has been appointed as the Compliance Officer and is responsible for adherence to the Code.

d. Compliance Certificate by Auditors:

The Company has obtained a certificate from the Statutory Auditors regarding compliance of conditions of corporate governance as stipulated in clause 49, which is annexed herewith.

AS PROVIDED UNDER CLAUSE 49 OF THE LISTING AGREEMENT, THE BOARD MEMBERS HAVE AFFIRMED COMPLIANCE WITH THE CODE OF CONDUCT FOR THE YEAR ENDED 31.03.2014.

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

Place: Mumbai
Date:28.05.2014

Sd/-
Mahavir Jain
Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS**General:**

Presented below is a discussion of the activities, results of operations and financial condition of Grandma Trading and Agencies Ltd. (the “Company”) for the year ended 31st March, 2014 (“Fiscal 2014”). The management discussion and analysis (“MD&A”) was prepared using information available as of (date on which the Reports were Prepared) and should be read in conjunction with the Company’s audited financial statements for the year ended 31st March, 2014 and notes thereto.

These audited financial statements (the “Financial Statements”) are prepared in accordance with Accounting Standards The Financial Statements include the accounts of the Company All monetary amounts referred to herein are in Indian Rupees (Rs.) unless otherwise stated.

Industry Overview:

The Indian economy has undergone a tough phase in the year and Indian economy has slowed down during the fiscal. With increasing global integration, the Indian economy was impacted by global uncertainties, while at the same time it faced significant domestic challenges of persistent and high inflation, tight monetary conditions, low investment and delays in policy making.

Business Overview:

Your Company is currently engaged in the areas of trading, distribution, import and export of commodities, merchandise, produce things, shares etc.

Internal Control Systems:

The Company has in place adequate systems of internal control to ensure compliance with policies and procedures. The internal audit report along with implementation and recommendations contained therein are constantly reviewed by the Audit Committee of the Board.

Human Resources:

Human resource is a valuable asset and the Company endeavors to provide an environment that each employee is motivated to contribute his best to achieve the Company’s goals.

Cautionary Statement:

Statements made in the Management Discussion and analysis describing the Company’s objectives, projections, estimates, predictions and expectations may be ‘forward looking statements’ within the meaning of applicable securities law and regulations. Actual results might differ materially from those either expressed or implied.

The personnel of “Senior Management” do not have any personal interest in any material financial and commercial transaction of the Company that may have potential conflicts with the interest of the company at large.

AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE:

We have examined the compliance of the conditions of Corporate Governance by GRANDMA TRADING AND AGENCIES LIMITED for the year ended 31st March, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the BSE Limited.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

**For M/s Gupta Saharia & Co.
Chartered Accountants**

Sd/-
(S.S. Rathi)
Partner

Place: Mumbai
Date: 28-05-2014

Membership No.: 73373
Firm Reg. No. 103446W

AUDITORS' REPORT**TO THE MEMBERS OF
GRANDMA TRADING AND AGENCIES LIMITED****REPORT ON THE FINANCIAL STATEMENTS**

We have audited the attached Balance Sheet of GRANDAMA TRADING AND AGENCIES LIMITED as at 31st March, 2014 and also the Profit and Loss Account of the Company for the year ended on that date annexed thereto and Cash Flow Statement for the year ended on that date and a summary of significant accounting policies and other explanatory information.

MANAGEMENTS RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedure selected depends on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion and to the best of our information and according to the explanations given to us the said accounts together with notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- i) in the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- ii) in the case of Profit and Loss Account, of the Profit of the Company for the year ended on that date; and
- iii) in the case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.

Further to our comments in the Annexure referred to above, we report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion, proper books of accounts as required by law have been kept by the Company, so far as it appears from our examination of those books;
- c) The Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d) In our opinion, the Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the mandatory accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
- e) On the basis of the written representations received from the directors, as on 31st March, 2013 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2013 from being appointed as director in terms of clause (g) of sub-section 1 of Section 274 of the Companies Act, 1956.
- f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For M/s Gupta Saharia & Co.
Chartered Accountants

Sd/-
(S.S. Rathi)
Partner

Place: Mumbai
Date: 28.05.2014

Membership No. 103446W
Firm Reg. No. 103446W

Annexure (Referred to in 3rd paragraph of our report of even date)

As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of Section 227 of the Companies Act, 1956, we further report that.

1. (a) The Company has maintained proper records showing full particulars including quantitative details and the situation of fixed assets on the basis of available information.

(b) In our opinion, the Company has not disposed off a substantial part of its fixed assets during the year and the going concern status of the Company is not affected.

However there were no fixed assets held during the year.

2. (a) The procedures of verification followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(b) The Company is maintaining proper records of Inventory.

3. In respect of Loans, secured or unsecured, granted or taken by the Company to / from Companies, Firm or the other parties covered in the register maintained under section 301 of the Companies Act, 1956, according to the information or explanation given to us:

(a) According to the information and explanation given to us, the company has not granted any loans covered in the register maintained under section 301 of the Companies Act, 1956.

(b) There is no amount overdue for more than rupees one lakh, since no loans have been granted to the parties.

(c) In our opinion and according to the information and explanation given to us, the rate of interest, where applicable and other terms and condition, are not prima facie prejudicial to the interest of the company.

(d) The Company has not taken any loans during the year from companies, firm or parties covered in the Registered maintained under section 301 of the companies Act, 1956. Consequently, the requirement of clauses (iii) (f) and (iii) of paragraph 4 of the Order are not applicable.

4. In our Opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company

and nature of its business with regards to sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls.

5. According to the information and explanation given to us, the transaction that needs to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been so entered. However there are no such transactions that are required to be entered into in the 301 Register.
6. The Company has not accepted any deposit from the public within the meaning of Section 58A and 58AA of Companies Act, 1956 and rules framed there under companies (Acceptance of Deposits) Rules, 1975. Therefore the provisions of the clause (vi) of paragraph 4 of the order are not applicable.
7. In our opinion, the Company's internal audit system is commensurate with its size and the nature of its business.
8. The Central Government has not prescribed the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 for the Company.
9. (a) According to the information and explanation given to us and the records of the Company examined by us, in our opinion the Company is generally regular in depositing the undisputed statutory dues including Service Tax, Stamp Duty, Income Tax, and other applicable material statutory dues as applicable with appropriate authorities of India.

(b) Further, since the Central Government has till date not prescribed the amount of cess payable under section 441A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the company in depositing the same.

(c) According to the Information and explanation given to us, no undisputed amounts payable in respect of Income tax as at 31st March, 2014 for a period of more than six months from the date they become payable.

(d) According to the Information and explanation given to us and records of the Company examined by us, the dues of Income tax as at 31st March 2013 which have not been deposited on account of dispute are Nil.
10. According to the information and explanations given to us, The Company does not have accumulated losses more than fifty percent of its net worth at the end of the financial year. The Company has not incurred cash losses during the financial year covered by the audit and no cash loss in the immediately preceding financial year.
11. According to the information and explanations given to us and based on the documents and records produced to us, the company did not have any borrowing from a financial institution or bank or debenture holders and hence clause 4(xi) of the companies (Auditor's Report) Order, 2003 (as amended) is not applicable.
12. In our opinion and according to the explanation available, no loans and advances have been granted by the company on the basis of security by way of pledge of shares, debentures and other securities.

13. In our opinion, the Company is not chit fund /nidhi /mutual benefit fund /society . Therefore, the provisions of the Clause (xiii) of paragraph 4 of the order are not applicable to the Company.
14. The Company has maintained proper records of the transaction and contracts in respect of dealing or trading in shares, securities, debentures, and other investment and timely entries have been made therein .All Shares, securities, debentures and other investment have been held by the Company in its name.
15. In our opinion, and according to the information and explanation given to us, The company has not given guarantee for the loans taken by others from banks or financial institution; hence clause (xv) of Para 4 of the Order is not is not applicable.
16. According to the information, the Company has not taken / raised any term loan during the current year.
17. According to the information and explanation given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short terms basis have been used for long term investments. No long term funds have been used to finance short term assets.
18. The Company has not made any preferential allotment of Shares to Parties and Companies covered in the Register maintained under Sec. 301 of the Act during the year.
19. The Company has not issued any Debentures during the year.
20. The Company has not raised any money by Public Issue during the year.
21. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the company has been noticed or reporting during the course of our audit.

For M/s Gupta Saharia & Co.
Chartered Accountants

Sd/-
(S.S. Rathi)
Partner

Place: Mumbai
Date: 28.05.2014

Membership No. 103446W
Firm Reg. No. 103446W

Balance Sheet as at 31 March, 2014

Particulars		Note No.	As at 31 March, 2014	As at 31 March, 2013
			Rs.	Rs.
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	2.1	130,600,000	130,600,000
	(b) Reserves and surplus	2.2	2,837,073	1,298,202
2	Non-current liabilities		-	-
3	Current liabilities			
	(a) Trade payables	2.3	2,134,039	2,134,039
	(b) Other Current Liabilities	2.4	359,972	59,972
	(c) Short-term provisions	2.5	688,149	2,950,445
	TOTAL		136,619,233	137,042,658
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets		-	-
	(b) Other non-current assets	2.6	518,920	778,380
2	Current assets			
	(a) Inventories	2.7	6,233,288	-
	(b) Trade receivables	2.8	2,846,998	1,978,673
	(c) Cash and cash equivalents	2.9	245,586	3,533,828
	(d) Short-term loans and advances	2.10	125,965,713	129,466,337
	(e) Other Current Assets	2.11	808,728	1,285,440
	TOTAL		136,619,233	137,042,658
	See accompanying notes forming part of the financial statements			
	In terms of our report attached.			

For GUPTA SAHARIA & CO
Chartered Accountants

For and On Behalf of the Board of Directors

Sd/-
(S.S. Rathi)
Partner
M. No.73373
Reg. No. 103446W

Sd/-
Mahavir Jain
Managing Director
(DIN 03622921)

Sd/-
Bharat B. Jain
Chairman
(DIN 00274276)

Place: Mumbai
Date: 28/05/2014

Statement of Profit and Loss for the year ended 31 March, 2014

Particulars		Note No.	For the year ended 2014.	For the year ended 2014.
			Rs.	Rs.
A	CONTINUING OPERATIONS			
1	Revenue from operations	2.12	1,698,592	722,924
2	Other income	2.13	8,087,255	12,861,505
3	Total revenue (1+2)		9,785,847	13,584,429
4	Expenses			
	(a) Purchases of stock-in-trade	2.14	11,524,791	2,351,337
	(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	2.15	(6,233,288)	79,656
	(c) Employee benefits expense	2.16	972,000	1,140,000
	(d) Finance costs		-	-
	(e) Depreciation and amortisation expense		-	-
	(f) Other expenses	2.17	1,295,324	819,924
	Total expenses		7,558,827	4,390,917
5	Profit before exceptional and extraordinary items and tax (3 - 4)		2,227,020	9,193,513
6	Exceptional items		-	-
7	Profit before extraordinary items and tax (5 + 6)		2,227,020	9,193,513
8	Extraordinary items		-	-
9	Profit before tax (7 + 8)		2,227,020	9,193,513
10	Tax expense:			
	(a) Current tax expense for current year		688,149	2,950,445
	(b) Current tax expense relating to prior years		-	6,132
			688,149	2,956,577
11	Profit for the year (9 - 10)		1,538,871	6,236,936
12	Earnings per share (of Rs. 10/- each):			
	(a) Basic		0.12	0.48
	(b) Diluted		0.12	0.48
	See accompanying notes forming part of the financial statements			
	In terms of our report attached.			

For GUPTA SAHARIA & CO
Chartered Accountants

For and On Behalf of the Board of Directors

Sd/-
(S.S. Rathi)
Partner
M. No.73373
Reg. No. 103446W

Sd/-
Mahavir Jain
Managing Director
(DIN 03622921)

Sd/-
Bharat B. Jain
Chairman
(DIN 00274276)

Place: Mumbai
Date: 28/05/2014

Cash Flow Statement for the year ended March 31, 2014

(Amount in Rs.)

Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
A Cash flow from Operating Activities		
Net profit before taxation	2,227,020	9,193,513
Adjustments for:		
Interest income	(8,087,255)	(12,861,505)
Preliminary expenses written off	259,460	259,460
Operating profit before Working Capital changes	(5,600,775)	(3,408,532)
Changes in Working Capital		
(Increase)/decrease in Trade and Other Receivables	(868,326)	(2,157)
(Increase)/decrease in Inventories	(6,233,288)	79,656
Increase/(decrease) in Trade and Other Payables	(1,962,296)	2,212,390
(Increase)/decrease in short term loans	3,977,336	(7,203,298)
Cash generated from operations	(10,687,348)	(8,321,941)
Income Taxes (paid)/ refund	(688,149)	(2,956,577)
Net cash inflow from/(outflow) from Operating Activities	(11,375,497)	(11,278,518)
B. Cash flow from Investing Activities		
Profit on sale of Investments	-	-
Interest received	8,087,255	12,861,505
Net cash inflow from/(outflow) from Investing Activities	8,087,255	12,861,505
C. Cash flow from Financing Activities		
Proceeds from issue of shares	-	-
Money/(repaid) from/to borrowings	-	-
Preliminary Expense	-	-
Net cash inflow from/(outflow) from Financing Activities	-	-
Net increase/(decrease) in Cash and Cash Equivalents	(3,288,242)	1,582,987
Opening Cash and Cash Equivalents	3,533,828	1,950,841
Closing Cash and Cash Equivalents	245,586	3,533,828

In terms of our report attached.

For GUPTA SAHARIA & CO.
Chartered Accountants

For and on behalf of the Board of Directors

Sd/-
(S. S. Rathi)
Partner
M. No.73373
Reg. No. 103446WSd/-
Mahavir Jain
Managing Director
DIN:03622921Sd/-
Bharat B Jain
Chairman
DIN:00274276Place : Mumbai
Date : 28/05/2014

NOTE - 1**SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FORMING PART OF THE ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2014****A) SIGNIFICANT ACCOUNTING POLICIES****1. GENERAL:**

- a) Financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956.
- b) Financial Statements are prepared on historical cost basis and in consonance with the Generally Accepted Accounting Principles.
- c) All revenues and expenses are accounted on accrual basis except to the extent stated otherwise.

2. REVENUE RECOGNITION:

Revenue from sale of products is recognized when the risk and rewards of ownership of products are passed on to the customers. Interest income is recognized on the time proportion basis. Dividend income is recognized when right to receive is established.

3. FIXED ASSETS:

Fixed Assets, if any, are stated at cost of acquisition and other direct cost incurred up to the date the assets is put to use. However there were no fixed assets during the year.

4. DEPRECIATION:

Since the Company has no fixed assets no depreciation has been charged for the Financial Year 2013-2014.

5. INVESTMENTS:

Long term Investments are valued at cost. Provision for diminution in value of investment is made to recognize a decline other than temporary.

6. INVENTORIES:

Stocks of Shares are valued at Cost or Net Realizable Value whichever is lower.

7. MISCELLANEOUS EXPENDITURE:

Miscellaneous Expenditure comprising of share issue expenses and are written off in five equal installments.

8. SUNDRY DEBTORS AND RECEIVABLES:

Sundry Debtors and Loans and Advances are stated at the value if realized in the ordinary course of business. Irrecoverable amounts, if any are accounted and / or provided for as per management's judgment or only upon final settlement of accounts with the parties.

9. TAXES ON INCOME:

Provision for income tax is made on the basis of estimated taxable income for the current year at current rates.

Current Tax represents the amount of Income Tax payable in respect of the taxable income for the reporting period as determined in accordance with the provisions of the Income Tax Act, 1961.

10. EARNING PER SHARE:

The Company reports basic and diluted Earning Per Share (EPS) in accordance with Accounting Standard 20 on "Earning Per Share". Basic EPS is computed using the weighted average number of equity shares outstanding during the period. Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year end.

11. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

Provisions involving substantial degree of estimation in measurement are recognized at the balance sheet date when

- a) there is a present obligation as a result of past events.
- b) there is a probability that there will be an outflow of resources.
- c) the amount of obligation can be reliably estimated.

Contingent Liabilities are not recognized but are disclosed in the notes in case of:

- a) a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of obligation cannot be made.
- b) a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not within the control of the company.

12. OTHER ACCOUNTING POLICIES:

These are consistent with the generally accepted accounting practices

B) NOTES TO ACCOUNTS:

1. The Revised Schedule VI has become effective from 1 April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

2. MICRO, SMALL & MEDIUM ENTERPRISES

There was no amount due as on March 31, 2014 as reported to us from/to Micro, small & Medium Enterprises as per Micro, Small and Medium Enterprises Development Act, 2006.

3. CASH & CASH EQUIVALENT:

Cash and cash equivalent includes cash on hand, and deposits maintained with banks which can be withdrawn by the company at any point of time.

4. PAYMENT TO DIRECTORS:

During the year no payment was made to the directors of the Company except for the remuneration paid to the Managing Director of the Company.

5. EARNING PER SHARE (EPS):

Basic and Diluted EPS as per Accounting Standard 20 is Rs.0.12 (Previous year Rs.0.48).

6. AUDITOR'S REMUNERATION:

AUDITOR'S REMUNERATION	2013-14	2012-13
Statutory Audit Fees	22,472.00	22,472.00
Total	22,472.00	22,472.00

7. CONTINGENT LIABILITIES: NIL**8. RELATED PARTIES DISCLOSURE:**

There are following transaction as reported with any key management persons and with any of the Enterprises owned and controlled by Key management persons.

Nature of Relationship	Name	
i. Key Management Person	Mr. Mahavir Jain	
ii. Remuneration to Key Managerial Person	Current Year	Previous Year
	180,000.00	117,000.00

9. The Balance reflected under the head Sundry Debtors, Loans & Advances, Deposits and Sundry Creditors are subject to confirmation.

10. Foreign Exchange earnings	NIL	NIL
Foreign Exchange expenditure	NIL	NIL

11. As per management's view none of the current employees shall complete their term of service of five years, hence actuarial valuation of gratuity is not done.**12. Previous year's figures have been rearranged and regrouped wherever necessary.**

Notes forming part of the financial statement

Note 2.1 Share capital

Particulars	As at 31st March 2014		As as 31st March 2013	
	Number of Shares	Rs.	Number of Shares	Rs.
(a) Authorised Equity shares of Rs.10 each with voting rights	16,000,000	160,000,000	16,000,000	160,000,000
(b) Issued Equity shares of Rs.10 each with voting rights	13,060,000	130,600,000	13,060,000	130,600,000
(c) Subscribed and fully paid up Equity shares of Rs.10 each with voting rights	13,060,000	130,600,000	13,060,000	130,600,000
Total	13,060,000	130,600,000	13,060,000	130,600,000

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Closing Balance
Equity shares with voting rights			
Year ended 31 March, 2014			
- Number of Equity Shares	13,060,000	-	13,060,000
- Amount (Rs.)	130,600,000	-	130,600,000
Year ended 31 March, 2013			
- Number of Equity Shares	13,060,000	-	13,060,000
- Amount (Rs.)	130,600,000	-	130,600,000

(iii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March 2014		As as 31st March 2013	
	Number of Shares held	% holding in that class of Shares	Number of Shares held	% holding in that class of Shares
Equity Shares with voting rights				
Ms. Aarti Singhal	531,741	4.07	750,000	5.74
Mr. Sanjay Singhal	361,730	2.77	750,000	5.74
Mr. Aniket Singhal	750,000	5.74	750,000	5.74
Sunderji M Shah HUF	700,000	5.36	700,000	5.35
Dinerh S Shah HUF	700,000	5.36	700,000	5.35
Devchand M Shah HUF	700,000	5.36	700,000	5.35
Mr. Bharat B Jain	1,027,700	7.87	700,000	5.35
Total	4,771,171	36.53	5,050,000	38.62

Note 2.2 Reserves and surplus

Particulars	As at 31 March 2014 Rs.	As as 31st March 2013 Rs.
Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	1,298,202	(4,938,734)
Add: Profit / (Loss) for the year	1,538,871	6,236,936
Closing balance	2,837,073	1,298,202
Total	2,837,073	1,298,202

Notes forming part of the financial statements

Note 2.3 Trade payables

Particulars	As at 31 March 2014 Rs.	As as 31st March 2013 Rs.
Trade payables:		
Acceptances	2,134,039	2,134,039
Other than Acceptances	-	-
Total	2,134,039	2,134,039

Note 2.4 Current Liabilities

Particulars	As at 31 March 2014 Rs.	As as 31st March 2013 Rs.
Provision for Other Expenses	359,972	59,972
Total	359,972	59,972

Note 2.5 Short-term provisions

Particulars	As at 31 March 2014 Rs.	As as 31st March 2013 Rs.
Provision - Others:		
Provision for Income Tax	688,149	2,950,445
Total	688,149	2,950,445

Note 2.6 Other Non current assets

Particulars	As at 31 March 2014 Rs.	As as 31st March 2013 Rs.
Unamortised Expenses		
Preliminary Expense	518,920	778,380
Total	518,920	778,380

Note 2.7 Inventories

(At lower of cost and net realisable value)

Particulars	As at 31 March 2014 Rs.	As as 31st March 2013 Rs.
Stock of Shares	6,233,288	-
Total	6,233,288	-

Notes forming part of the financial statements

Note 2.8 Trade receivables

Particulars	As at 31 March 2014 Rs.	As as 31st March 2013 Rs.
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	1,976,516	1,976,516
Less: Provision for doubtful trade receivables	-	-
	1,976,516	1,976,516
Other Trade receivables		
Unsecured, considered good	870,482	2,157
Less: Provision for doubtful trade receivables	-	-
	870,482	2,157
Total	2,846,998	1,978,673

Note 2.9 Cash and cash equivalents

Particulars	As at 31 March 2014 Rs.	As as 31st March 2013 Rs.
(a) Cash on hand	19,347	1,267
(b) Balances with banks		
In current accounts		
New ING Vysya Bank	226,239	3,532,561
Total	245,586	3,533,828

Note 2.10 Short-term loans and advances

Particulars	As at 31 March 2014 Rs.	As as 31st March 2013 Rs.
Inter-corporate deposits		
Unsecured, considered good	125,965,713	129,466,337
Total	125,965,713	129,466,337

Note 2.11 Other Current Assets

Particulars	As at 31 March 2014 Rs.	As as 31st March 2013 Rs.
Balances with government authorities		
TDS For A.Y. 2014 - 2015	808,728	-
TDS For A.Y. 2013 - 2014	-	1,285,440
Total	808,728	1,285,440

Notes forming part of the financial statements

Note 2.12 Revenue from operations

Particulars	For the year ended 31 March 2014 Rs.	For the year ended 31 March 2013 Rs.
Sale of products		
Sales of Shares	1,698,592	637,924
Sales of Suitings	-	85,000
Total	1,698,592	722,924

Note 2.13 Other Income

Particulars	For the year ended 31 March 2014 Rs.	For the year ended 31 March 2013 Rs.
Interest income		
Interest on loans and advances	8,087,255	12,861,505
Total	8,087,255	12,861,505

Note 2.14 Purchase of traded goods

Particulars	For the year ended 31 March 2014 Rs.	For the year ended 31 March 2013 Rs.
Purchases of Shares	11,524,791	2,351,337
Total	11,524,791	2,351,337

Note 2.15 Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended 31 March 2014 Rs.	For the year ended 31 March 2013 Rs.
Inventories at the end of the year:		
Finished goods	6,233,288	-
Work-in-progress	-	-
Stock-in-trade	-	-
	6,233,288	-
Inventories at the beginning of the year:		
Finished goods	-	79,656
Work-in-progress	-	-
Stock-in-trade	-	-
	-	79,656
Net (increase) / decrease	(6,233,288)	79,656

Notes forming part of the financial statements

Note 2.16 Employee benefits expense

Particulars	For the year ended 31 March 2014 Rs.	For the year ended 31 March 2013 Rs.
Salaries and wages	972,000	1,140,000
Total	972,000	1,140,000

Note 2.17 Other expenses

Particulars	For the year ended 31 March 2014 Rs.	For the year ended 31 March 2013 Rs.
<u>Communication</u>		
Travelling and conveyance	18,770	15,630
Printing and stationery	350	6,150
<u>Business Promotion</u>		
Advertising Charges	72,221	36,381
Business Promotion Expenses	510,000	0
<u>Legal and professional</u>		
a) Roc Fillings Fees	4,000	4,650
b) Listing Fees	44,944	44,944
<u>Payments to auditors</u>		
Statutory Audit	22,472	22,472
Bank Charges	225	899
Office Expense	243,000	292,442
Sundry Expense	700	393
Sundry Balnce W/off	5	0
Staff welfare expenses	35,150	30,880
Custody Fees	84,027	100,903
Website Expenses	0	4,720
<u>Miscellaneous expenses</u>		
Preliminary Expense Written off	259,460	259,460
Total	1,295,324	819,924

In terms of our report attached.

For GUPTA SAHARIA & CO
Chartered Accountants

For and On Behalf of the Board of Directors

Sd/-
(S.S. Rathi)
Partner
M. No.73373
Reg. No. 103446W

Sd/-
Mahavir Jain
Managing Director
(DIN 03622921)

Sd/-
Bharat B. Jain
Chairman
(DIN 00274276)

Place: Mumbai
Date: 28/05/2014

GRANDMA TRADING AND AGENCIES LIMITED

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

Attendance Slip

Name of the Member: _____

Address: _____

Folio No. / DP.ID & Client ID : _____

No. of Shares held : _____ (in Figures) _____ (in words)

I/we hereby record my/our presence at the Annual General Meeting of the Company to be held at Office No. 5, Nanavati Mansion, 26 Abdul Rehman Street, Pydhonie, Mumbai-400003, Maharashtra on Monday, 29th day of September, 2014 at 4:30 p.m. and at any adjournment thereof.

Member's/Proxy's Signature
(To be signed at the time of handing over this slip)

[NOTE: Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over the same at the entrance after the same has been duly signed]

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

GRANDMA TRADING AND AGENCIES LIMITED

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

Email: grandmatrading@gmail.com; Website: www.grandmatrading.com

CIN: L99999MH1981PLC023767

Name of the member(s): _____

Registered Address: _____

Email Id: _____

Folio No. / Client Id: _____ DP ID: _____

I / We, being the holder(s) of _____ shares of Grandma Trading and Agencies Limited, hereby appoint

1. Name: _____ Email Id: _____

Address: _____ Signature: _____

or failing him / her

2. Name: _____ Email Id: _____

Address: _____ Signature: _____

or failing him / her

3. Name: _____ Email Id: _____

Address: _____ Signature: _____

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on Monday, 29th September 2014 at 4.30 p.m at Office No. 5, Nanavati Mansion, 26 Abdul Rehman Street, Pydhonie, Mumbai-400003, Maharashtra and at adjournment thereof in respect of such resolution as are indicated below:

Resolution**ORDINARY BUSINESS**

- 1 Adoption of Financial Statements and reports thereon for the year ended March 31, 2014
- 2 Reappointment of Mr. Bharat Jain as Director retire by rotation of the Company
- 3 Appointment of M/s. Gupta Saharia & Co. as Auditors of the Company

SPECIAL BUSINESS

- 4 Appointment of Mr. Suryakant Rasal as an Independent Director
- 5 Appointment of Mr. Fulchand Jain as an Independent Director

Signed this _____ day of _____ 2014

Affix Revenue Stamp

.....
Signature of shareholder

.....
Signature of proxy holder(s)

Note:- This form of Proxy in order to be effective should be duly completed and deposited at Registered Office of the Company.

BOOK POST

If undelivered, return to
Grandma Trading and Agencies Limited
Regd. Off.: Office No. 5, Nanavati Mansion,
26 Abdul Rehman Street, Pydhonie,
Mumbai-400003, Maharashtra