



**ANNUAL REPORT 2015 - 2016**

**GRANDMA TRADING  
AND  
AGENCIES LIMITED**

**COMPANY INFORMATION**

<b>Key Managerial Personnel</b>	Mr. P. Srinivasa Rao	Whole Time Director & Chief Financial Officer
	Mr. Pragyan Dutt Ojha	Managing Director
	Ms. Vanaja Kumari Dokiparthi	
	Mr. Suryakant Rasal	
	Mr. Prashanth Reddy	
	Mr. Naveen Reddy	
	Mr. Vishal Patel	
<b>Registered Office</b>	3B, Plot No. 15, HACP Colony, Karkhana, Secunderabad – 500 009, Telangana	
<b>Statutory Auditors</b>	Gupta Saharia & Co.(Chartered Accountant)	
<b>Secretarial Auditor</b>	Shreyans Jain & Co.(Company Secretaries)	
<b>Bankers</b>	Kotak Mahindra Bank Limited Bank of Baroda The South Indian Bank	
<b>Registrar &amp; Share Transfer Agent</b>	Purva Sharegistry (India) Pvt. LimitedUnit no. 9, Shiv Shakti Ind. Estate, J .R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai - 400 011	

## GRANDMA TRADING AND AGENCIES LIMITED

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### NOTICE

NOTICE IS HEREBY GIVEN THAT THE 35<sup>TH</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GRANDMA TRADING AND AGENCIES LIMITED ('THE COMPANY') WILL BE HELD ON FRIDAY, 30<sup>TH</sup> SEPTEMBER 2016, AT 11:00 AM AT ITS REGISTERED OFFICE AT 3B, PLOT NO. 15, HACP COLONY, KARKHANA, SECUNDERABAD – 500 009, TELANGANA TO TRANSACT THE FOLLOWING BUSINESS:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2016 and the reports of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of P. Srinivasa Rao (DIN: 01712633) who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of 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** pursuant to the provisions of Sections 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or reenactment thereof, for the time being in force), the appointment of M/s. Gupta Saharia & Co., Chartered Accountants (Firm Reg. No. 103446W) as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting be and is hereby ratified, at such remuneration as may be fixed by the Board of Directors of the Company."

#### 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** pursuant to the provision of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (the Act) Mr. Pragyan Dutta Ojha, (DIN: 02774883) who was appointed as an Additional Director of the Company by the Board of Directors with effect from May, 30<sup>th</sup> 2016 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 160 of the Act, in writing, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company consent of the Shareholders be and is hereby accorded to appointment of Mr. Pragyan Dutta Ojha, (DIN: 02774883 ) as Managing Director of the Company with substantial powers of management of the affairs of the Company, for a period of 3 (three) years with effect from 30<sup>th</sup> May,

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2016, till 29<sup>th</sup> May, 2019 on the remuneration which shall not exceed maximum limit of Rs.5,00,000 (Rupees Five Lacs only) per annum and with power to the Board of Directors to vary within such limit and on terms and conditions as may be agreed to between the Board of Directors and Mr. Pragyan Dutta Ojha.

**RESOLVED FURTHER THAT** where in any financial year during his tenure, the Company has no profits or inadequate profits then remuneration as decided be paid in accordance with the provisions of schedule V or with the prior approval of the Central Government, if any, as the case may be.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval / consent from Central Government, as may be required in this regard.”

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

“**RESOLVED FURTHER 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 there under, for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 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. Kotha Naveen Reddy, (DIN: 07399004) who was appointed as an Additional Director of the Company by the Board with effect from May 30, 2016 and who has given declaration in respect of the criteria of Independence as laid down in Section 149(6) of the Companies Act, 2013 and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice 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 May 29, 2021.”

**6. 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 there under, for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 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. Kukudala Vijaya Prashanth Reddy (DIN: 07398924) who was appointed as an Additional Director of the Company by the Board with effect from May 30, 2016 and who has given declaration in respect of the criteria of Independence as laid down in Section 149(6) of the Companies Act, 2013 and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in

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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 May 29, 2021.”

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

“**RESOLVED THAT** pursuant to the provision of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (the Act) Mr. Vishal Kanti Patel (DIN: 07485182) who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 30, 2016 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 160 of the Act, in writing, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

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

“**RESOLVED THAT** pursuant to provisions of Section 27 of Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subject to such other approvals and consents as may be required the money raised through preferential issue in terms of the approval of Shareholders at General Meeting held on 12.12.2011 and utilised by the Board of Directors for the purposes of the business of the Company from the time to time, which may or may not be mentioned in the Notice calling the said General Meeting be and hereby ratified and consent of members be and is hereby accorded to the Board of Directors to utilise the unutilised proceeds for present business being carried on by the Company and for other general corporate purposes.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

Sd/-  
**Pragyan Ojha**  
Managing Director  
DIN: 02774883

Place: Secunderabad  
Date : 13.08.2016

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### NOTES:

1. The details pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 ('Listing Regulation') in respect of Director proposed to be appointed or 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 Thursday, 29<sup>th</sup> September, 2016 to Friday, 30<sup>th</sup> September, 2016 (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 during business hours 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 and Share Transfer Agents 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 business set out in the Notice will be transacted *inter alia* through remote electronic voting system and the Company is providing facility *inter alia* for remote e-voting by electronic means and also voting facility at the Annual General Meeting. The communication relating to remote e-voting which *inter alia* would contain details about User ID and password is sent along with the Annual Report. Instructions and other information relating to e-voting are as follows:
  - Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (LODR) Regulations 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
  - The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  - The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility.

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- The Board of Directors of the Company has appointed CA K. Ramarao, Membership No. 206039 as Scrutinizer to scrutinize the voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

**8.** The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 27th September, 2016 at 9.00 a.m. till Thursday, 29th September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <ul style="list-style-type: none"><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 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 sequence number 1 then enter RA00000001 in the PAN field.</li></ul>

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Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for GRANDMA TRADING AND AGENCIES LIMITED on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app **m-Voting** available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and



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Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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.

(xxi) 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).

- a. The Scrutinizer shall immediately after the AGM shall unlock the ballot box for the votes cast at the AGM and verify the same and also unblock the votes under remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and make a combined Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
- b. The Results shall be declared within 48 hours of the AGM. 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, as also at the website of [www.evotingindia.com](http://www.evotingindia.com) and intimate to the Stock Exchanges.

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### 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 mentioned in the accompanying Notice convening the Annual General Meeting of the Company.

#### **ITEM NO. 4:**

The Board of Directors at its meeting held on 30<sup>th</sup> May, 2016 had appointed Mr. Pragyan Ojha as Additional Director on the Board of the Company, subsequently with effect from 30<sup>th</sup> May, 2016 the Board of Directors has also appointed him as Managing Director for a period of three years i.e. upto 29<sup>th</sup> May, 2019 in terms of the provisions of the Companies Act, 2013 (the Act) with such remuneration payable maximum upto Rs.5,00,000 (Rupees Five Lacs) per annum and on terms and conditions as mentioned in the agreement.

Mr. Pragyan Ojha, aged 35 years is qualified CFA with his experience in the field of solar power business, finance, Capital market and for more than one decades, his appointment as Managing Directors with his experience in solar power business will lead the Company to the new areas of business.

In terms of the provisions of Section 196 of the Act, appointment of Managing Director is required to be approved by the Shareholders in General Meeting. Further the Company has received notices in writing alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Pragyan Ojha for the office of Directors of the Company.

Therefore, your Directors recommend the Resolutions as set out in item nos. 4 for the approval of the Members of the Company.

Mr. Pragyan Ojha is interested in the resolution as appointee as set out in item no. 4 of the Notice with regard to his appointment.

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

#### **ITEM NO. 5:**

The Board of Directors at its meeting held on May 30, 2016 has appointed Mr. Kotha Naveen Reddy (DIN: 07399004) as Additional Director - Independent for a Period of five years i.e. till May 29, 2021, in terms of provisions of Section 149 he meets the criteria of Independence and had submitted a declaration to the board to that effect.

The Company has also received notice in writing alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Kotha Naveen Reddy for the office of Directors of the Company. Therefore your Director recommend the Resolutions as set out in item no. 5 for the approval of the Members of the Company.

Mr. Kotha Naveen Reddy is interested in the resolution as appointee as set out in item no. 5 of the Notice with regard to his appointment.

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

### **ITEM NO. 6:**

The Board of Directors at its meeting held on May 30, 2016 has appointed Mr. Kukudala Vijaya Prashanth Reddy (DIN: 07398924) as Additional Director - Independent for a Period of five years i.e. till May 29, 2021, in terms of provisions of Section 149 he meets the criteria of Independence and had submitted a declaration to the board to that effect.

The Company has also received notice in writing alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Kukudala Vijaya Prashanth Reddy for the office of Directors of the Company. Therefore your Director recommend the Resolutions as set out in item no. 6 for the approval of the Members of the Company.

Mr. Kukudala Vijaya Prashanth Reddy is interested in the resolution as appointee as set out in item no. 6 of the Notice with regard to his appointment.

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

### **ITEM NO. 7:**

The Board of Directors at its meeting held on May 30, 2016 has appointed Mr. Vishal Kanti Patel (DIN: 07485182) as Additional Director till this Annual General Meeting and the Company has also received notice in writing alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Vishal Kanti Patel for the office of Directors of the Company. Therefore your Director recommend the Resolutions as set out in item no. 7 for the approval of the Members of the Company.

Mr. Vishal Kanti Patel is interested in the resolution as appointee as set out in item no. 7 of the Notice with regard to his appointment.

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

### **ITEM NO. 8:**

The Board of Directors in the year 2010-11 consequent to approval of Shareholders at General Meeting approved issue and allotment of 1,29,10,000 equity shares on preferential basis and raised Rs.12,91,00,000 (Rupees Twelve Crore Ninety One Lacs only) for the objectives as mentioned in the notice calling the general meeting. The proceeds as raised was majorly utilised for the said objectives as mentioned, However the unutilized proceeds were utilized by the Board of Directors towards the business activities which were carried on consequent to change in the main object of the Company and for certain businesses pertaining to dealing in Solar Power equipments and things connected thereto. In terms of the provisions of Section 27 of the Companies Act, 2013, approval of Shareholders is required if the unutilized amount is utilised for purposes other than those mentioned in the Notice calling General Meeting. Now the said preferential issue proceeds which were already such utilised are required to be ratified by the Shareholders and therefore your Board of Directors recommend the Resolutions as set out in item no. 8 for the approval of the members of the Company.

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

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

Sd/-  
**Pragyan Ojha**  
Managing Director  
DIN: 02774883

Place : Secunderabad

Date : 13.08.2016

**Details of Director seeking appointment / reappointment at the forthcoming Annual General Meeting (Pursuant to LODR , SEBI 2015 entered into with the Stock Exchanges)**

Name of the Director	Mr. P. Srinivasa Rao	Mr. Vishal Kanti Patel	Mr. Naveen Reddy	Mr. Prashanth Reddy	Mr. Pragyan Ojha
Date of Birth	14.11.1966	24.04.1985	08.03.1990	03.12.1991	07.08.1970
Date of Appointment	29.05.2015	30.05.2016	30.05.2016	30.05.2016	30.05.2016
Expertise in specific functional area	Setting up businesses handling Finance and Accounts and HR	Trading & Accounts	Accounts	Human Resource	Solar power business, finance, Capital market
No. of Equity Shares held in the Company	3,94,410	Nil	Nil	Nil	Nil
Directorship in other Listed Companies as on 31.3.2016	Nil	Nil	Nil	Nil	Nil
Chairmanship / Membership of Committees in other Listed Companies as on 31.3.2016	Nil	Nil	Nil	Nil	Nil

**DIRECTORS' REPORT**

**To the Members,  
Grandma Trading & Agencies Limited**

Your Directors have pleasure in presenting the 35<sup>th</sup> Annual Report and the audited financial statements of the Company for the year ended 31<sup>st</sup> March 2016.

**1. FINANCIAL HIGHLIGHTS:**

The financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2016 is summarized below:

(Rs. in Lacs)

Particulars	For the financial year ended	
	March 31, 2016	March 31, 2015
Total Income including other income	82.69	86.49
Total Expense	59.93	63.40
<b>Profit before tax</b>	<b>22.76</b>	<b>23.09</b>
Provision for Income Tax	7.24	7.24
<b>Profit After Tax</b>	<b>15.51</b>	<b>15.85</b>

**2. STATUS OF COMPANY'S AFFAIRS:**

- During the financial year your Company has achieved revenue of Rs.82.69 Lacs as compared to Rs.86.49 Lacs in corresponding previous year.
- Profit before Tax in year 2015 - 16 is Rs.22.76 Lacs against Rs.23.09 Lacs in the previous fiscal year.
- Net profit after tax in the year 2015-16 is Rs.15.51 Lacs as compared to profit of Rs.15.85 Lacs during the previous year, the profit after tax as increased as compared to the previous year.
- The management of your Company is striving hard and making efforts to utilize the resources raised to the best advantageous position and to put in the new business avenues.

**3. DIVIDEND:**

In order to conserve the reserves and to meet the needs of operation, the Board of Directors has decided to retain the profits and not to recommend any dividend for the financial year.

**4. AMOUNT TRANSFERRED TO RESERVES:**

During the financial year ended 31<sup>st</sup> March, 2016, your Company has not transferred any amount to reserves.

**5. SHARE CAPITAL AND CHANGES THEREIN:**

The paid-up Equity Share Capital of the Company as on 31<sup>st</sup> March, 2016 is Rs.13,06,00,000 divided into 13,06,00,000 of Rs.1/- per Equity shares and there are no changes in the Capital Structure of the Company.

During the year trading the equity shares was put under suspension by the BSE Limited, however your Company has complied with the requirement and submitted the desired documents and information to stock exchange and suspension of revoked by the BSE Limited pursuant to directions of Securities Appellate Tribunal.

**6. EXTRACT OF ANNUAL RETURN:**

Pursuant to the provisions of Section 134(3) (a) of the Companies Act, 2013, extract of Annual Return for the financial year ended 31<sup>st</sup> March, 2016 made under the provisions of Section 92(3) of the Act is attached as **Annexure - A** which forms part of this report.

**7. NUMBER OF MEETINGS OF THE BOARD:**

The Board of Directors of your Company meets at regular intervals during the year to discuss on the business and other matters of the Company. The Board 7 (seven) times during the financial year 2015 – 2016 and the details about the same are included in the report on Corporate Governance, which forms part of this Annual Report.

**8. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION:**

In terms of Section 134(3)(l) of the Companies Act, 2013, there are no material change and commitment affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relates and the date of the report.

**9. SUBSIDIARY COMPANY :**

As on 31<sup>st</sup> March, 2016, the Company does not have any Subsidiary or Associate Company.

**10. FIXED DEPOSITS:**

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 to 76 of the Companies Act, 2013 (“the Act”) read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the details relating to deposits as also requirement for furnishing of details of deposits which are not in compliance with Chapter V of the Act is not applicable.

**11. PARTICULARS OF LOANS AND INVESTMENTS BY THE COMPANY:**

The details regarding Loans, Guarantees or Investments made under Section 186 of the Companies Act, 2013 during the year under review are disclosed in the notes accompanying financial statements.

**12. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

The Company’s board comprises of 8 (Eight) Directors consisting of 4 (Four) Non – Executive Independent Directors as on the Date of Report.

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During the year Mr. Tara B. Jain; Mr. Fulchand Jain; Mr. A. Srinivas, Managing Director and Mr. P.V. Mohan Rao, Non-Executive Director has resigned from the Board and members place on record the contribution made by them during their tenure with the Company.

The Board of Directors, at their meeting held on May 30, 2016 has inducted Mr. Naveen Reddy, Mr. Pragyan Ojha, Mr. Prashanth Reddy and Mr. Vishal Patel on the Board of the Company and further Mr. Pragyan Ojha has been appointed as Managing Director of the Company to hold office for a period for 3 years. Your Directors recommends their appointment as Director of the Company as per the Notice of the Annual General Meeting.

The Company has received the declaration of Independence as provided under section 149(6) of the Act from all the Independent Directors. Further, the familiarisation program for Independent Directors is also made available on website of the Company viz. [www.grandmatrading.com](http://www.grandmatrading.com).

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. P. Srinivasa Rao Director retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

### 13. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provision of Section 134(5) of the Company's Act, 2013 confirm that:

- a) In the preparation of the annual accounts, for the financial year 31<sup>st</sup> March, 2016 the applicable accounting standards had been followed alongwith proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2016 and of the profit of the Company for the Year ended on 31<sup>st</sup> March, 2016;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared annual accounts for the financial year ended 31<sup>st</sup> March, 2016 on a going concern basis;
- e) the directors had laid down internal financial controls to be followed by the Company and that such internal controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliances with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 14. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has implemented such internal financial controls commensurate with the size of the Company to provide a true and fair view of the financial statements and has laid down such standards and processes which ensures that the same are adequate and operating efficiently.

### 15. PARTICULARS OF EMPLOYEES:

The details required to be disclosed in terms of the provisions of Section 197 (12) of the Companies Act, 2013 read with the Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014, regarding the remuneration etc are forms part of this report as **Annexure - B**.

**16. DISCLOSURES AS PER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE , 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014 FOR CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:**

During the financial year considering the nature of activities being carried out by your Company there were no such particulars which are required to be furnished in this report pertaining to conservation of energy and technology absorption and no Foreign Exchange earnings and outgo of the Company were reported during the year.

**17. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION:**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for determining qualifications, positive attributes, independence of a Director and other matters specified under sub - section (3) of Section 178 of the Act, the said policy is attached as **Annexure C**.

**18. STATUTORY AUDITOR AND THEIR REPORT:**

M/s. Gupta Saharia & Co., Chartered Accountants, Mumbai (Firm Registration No. 103446W) the Statutory Auditors of the Company were appointed at Annual General Meeting held on 29th September, 2014 upto sixth consecutive AGM, the Board of Directors recommend to the Shareholders to ratify their appointment at the ensuing AGM for the financial year 2016 - 17.

There is no qualification, reservations or adverse remark or disclaimers made by the M/s. Gupta Saharia & Co., Statutory Auditors, in their report.

**19. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT:**

Pursuant to Section 204 of the Companies Act, 2013 and rules made under, the Company has appointed M/s Shreyans Jain & Co. Practicing Company Secretaries (C.P. No. 9801 ), Mumbai as its Secretarial Auditors to conduct the Secretarial Audit of the Company for the Financial Year 2015-16. The Company has provided reasonable assistance and facilities to the Secretarial Auditors for conducting their audit. The report of Secretarial Auditor for the FY 2015-16 is annexed to this report as **Annexure D**.

The management explanation to the observation of the Secretarial Auditor: The company is in process of looking out for whole time company secretary in employment, however present compliances are being done under the supervision of the Managing Director of the Company.

Further the delay in submission of results was due to technical problem of internet and upon realisation the same was rectified.

**20. RISK MANAGEMENT:**

The Board of Directors is overall responsible for identifying, evaluating, mitigating and managing significant risks being faced by the Company. The Board had adopted Risk Management policy, which acts as an overarching statement of intent and establishes the guiding principles by which key risks are managed in the Company. Further in the opinion of the Board there exists no risk which threatens the existence of the Company.



**21. CORPORATE SOCIAL RESONSIBILITY:**

The Company is not required to form committee and spend the amount as required under Section 135 of the Companies Act, 2013 and the relevant rules, therefore there are no such details which are required to be disclosed.

**22. ANNUAL EVALUATION OF PERFORMANCE OF THE BOARD:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulation') a criteria for performance evaluation of Directors was prepared after taking into consideration various aspects of the Board's functioning, composition of the Board and its committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and Non – Independent Director was also carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

**23. REPORT ON CORPORATE GOVERNANCE AND MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

In terms of Regulation 34 read with Para C of Schedule V of the Listing Regulation, a separate section on corporate governance practices followed by the Company together with a certificate from the Company's Auditors confirming compliance forms an integral part of this report as **Annexure E**.

Further the Management's Discussion and Analysis Report for the year under review, as stipulated under Schedule V Para B of the Listing Regulation with the Stock Exchanges is given in **Annexure F** to this report.

**24. AUDIT COMMITTEE:**

The Audit Committee of Directors was reconstituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section and Regulation 17 of the Listing Regulation. The Composition and the functions of the Audit Committee of the Board of Directors of the Company is disclosed in the Report on Corporate Governance, which is forming a part of this report.

During the year under review, the Board of Directors of the Company had accepted all the recommendations of the Committee.

**25. VIGIL MECHANISM:**

The Company has implemented a Whistle Blower Policy pursuant to which Whistle Blowers can raise and report genuine concerns relating to reportable matters such as breach of code of conduct, fraud, employee misconduct, misappropriation of funds, health and safety matters etc. the mechanism provides for adequate safeguards against victimization of Whistle Blower who avail of such mechanism and provides for direct access to the chairman of the Audit Committee.

The functioning of the Whistle Blower policy is being reviewed by the Audit Committee from time to time. None of the Whistle Blower has been denied access to the Audit Committee of the Board.

**26. INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

The management has believed in providing a safe and harassment free workplace for every individual working in the Company through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. During the year no such incident were reported.

**27. ACKNOWLEDGMENTS:**

The board of Directors would like to express their appreciation for the co-operation and assistance received from the Government authorities, the financial institutions, banks, vendors, customers and Shareholders during the year under review. The board of Directors also wish to place on record their deep sense of appreciation for the committed services by all the employees of the Company.

**For and on behalf of the Company**

**Sd/-  
Bharat Jain  
Chairman  
DIN: 00274276**

**Place : Secunderabad  
Date : 30-05-2016**

## GRANDMA TRADING AND AGENCIES LIMITED

## ANNEXURE - A

### FORM NO. MGT-9

#### Extract of Annual Return as on Financial Year ended on 31st March, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L99999TG1981PLC100740
ii.	Registration Date	28 <sup>th</sup> January, 1981
iii.	Name of the Company	Grandma Trading and Agencies Limited
iv.	Category/Sub-Category of the Company	Company Limited by Shares / Indian Non-Government Company
v.	Address of Registered office and contact details	3B, Plot No. 15, HACP Colony, Karkhana, Secunderabad, Kurnool – 500 009 Email: grandmatrading@gmail.com
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent	Purva Sharegistry (India) Pvt. Ltd. Unit No. 9, Shiv Shakti Ind. Estate, J.R Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai – 400011. Tel: 022 – 2301 6761 / 8261 Fax: 022 – 23012517

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10% or more of the total turnover of the Company shall be stated :-

Sr. No.	Name and Description of main Products / Services	NIC Code of the Product/ Service	% to total turnover of the company
1.	Wholesale Trade	461	31.80%
2.	Other Credit Granting	6492	68.20%

## GRANDMA TRADING AND AGENCIES LIMITED

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	Applicable Section
1.	N.A.	N.A.	N.A.	N.A.

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1) Indian</b>									
Individual / HUF	1,02,77,000	0	1,02,77,000	7.87	1,07,52,490	0	1,07,52,490	8.23	0.36
<b>Sub-total A(1)</b>	<b>1,02,77,000</b>	<b>0</b>	<b>1,02,77,000</b>	<b>7.87</b>	<b>1,07,52,490</b>	<b>0</b>	<b>1,07,52,490</b>	<b>8.23</b>	<b>0.36</b>
<b>2) Foreign</b>									
<b>Sub-total A(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter(A) = A(1) + A(2)</b>	<b>1,02,77,000</b>	<b>0</b>	<b>1,02,77,000</b>	<b>7.87</b>	<b>1,07,52,490</b>	<b>0</b>	<b>1,07,52,490</b>	<b>8.23</b>	<b>0.36</b>
<b>B. Public Shareholding</b>									
<b>1) Institutions</b>									
<b>Sub-total B(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2) Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i. Indian	4,22,22,652	0	4,22,22,652	32.33	7,22,56,735	0	7,22,56,735	55.33	23.00
<b>b) Individuals</b>									
i. Individual Shareholders holding nominal share capital upto Rs.1 Lac	7,01,816	21,070	7,22,886	0.55	10,24,893	21,070	10,45,963	0.80	0.25
ii. Individual shareholders holding nominal share capital in excess of Rs.1 Lac	4,59,10,920	0	4,59,10,920	35.15	2,91,68,724	0	2,91,68,724	22.33	(12.82)

## GRANDMA TRADING AND AGENCIES LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>c) Others Specify</b>									
Clearing Members	2,10,573	0	2,10,573	0.16	26,50,740	0	26,50,740	2.03	1.87
Non Resident Indians (REPAT & NON REPAT)	5,799	0	5,799	0	9,25,000	0	9,25,000	0.71	0.71
HUF	3,12,50,170	-	3,12,50,170	23.93	1,38,00,348	0	1,38,00,348	10.57	(13.36)
<b>Sub-total B(2)</b>	<b>12,03,01,930</b>	<b>21,070</b>	<b>12,03,23,000</b>	<b>92.13</b>	<b>11,98,47,510</b>	<b>21,070</b>	<b>11,98,26,440</b>	<b>91.75</b>	<b>0.38</b>
<b>Total Public Shareholding (B)=B(1)+B(2)</b>	<b>12,03,01,930</b>	<b>21,070</b>	<b>12,03,23,000</b>	<b>92.13</b>	<b>11,98,47,510</b>	<b>0</b>	<b>11,98,26,440</b>	<b>91.75</b>	<b>0.38</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs (NIL)</b>									
<b>Grand Total (A+B+C)</b>	<b>13,05,78,930</b>	<b>21,070</b>	<b>1,30,60,000</b>	<b>100</b>	<b>13,05,78,930</b>	<b>21,070</b>	<b>13,06,00,000</b>	<b>100</b>	<b>-</b>

### (ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	
1.	Bharat B. Jain	1,02,77,000	7.87	-	1,02,77,000	7.87	-	-
2.	P. Srinivasa Rao*	-	-	-	3,94,410	0.30	-	0.15
3.	A. Srinivas*	-	-	-	81,080	0.06	-	-
	<b>Total</b>	<b>1,05,54,990</b>	<b>7.87</b>	<b>-</b>	<b>1,07,52,490</b>	<b>8.23</b>	<b>-</b>	<b>-</b>

\*Not Applicable at the beginning of the year.

**GRANDMA TRADING AND AGENCIES LIMITED**

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>1.</b>	<b>P. Srinivasa Rao</b>				
	At the beginning of the year	1,96,910	0.15%	1,96,910	0.15%
	Market Purchase on 10.04.15	100,000	0.08%	2,96,910	0.22%
	Market Purchase on 17.04.15	97,500	0.07%	3,94,410	0.30%
	Market Purchase on 04.09.15	(16,189)	(0.01%)	378,221	0.28%
	Market Purchase on 11.09.15	4,308	0.00%	382,529	0.29%
	Market Purchase on 08.09.15	10,706	0.01%	393,235	0.30%
	Market Purchase on 30.10.15	1,175	0.00%	394,410	0.30%
	At the end of the year	3,94,410	0.30%	3,94,410	0.30%
<b>2.</b>	<b>A. Srinivas</b>				
	At the beginning of the year	81,080	0.06%	81,080	0.06%
	Changes during the year	0	0	81,080	0.06%
	At the end of the year	81,080	0.06%	81,080	0.06%
<b>3.</b>	<b>P.V Mohan Rao</b>				
	At the beginning of the year	0	0.00	0	0.00
	Market Purchase on 17.04.15	5,877,700	4.50%	5,877,700	4.50%
	Market Purchase on 30.06.15	24,874	0.02%	5,902,574	4.52%
	Market Purchase on 30.09.15	126	0.03%	5,902,700	4.52%
	Market Sale on 29.01.16	(5,902,700)	(4.52%)	0	0
	At the end of the year	0	0.00%	0.00%	0.00%
<b>4.</b>	<b>Bharat Jain</b>				
	At the beginning of the year	10,277,000	7.87%	10,277,000	7.87%
	Market Sale on 17.04.15	(5,87,700)	(4.50%)	4,399,300	3.37%
	Market Purchase on 29.01.16	5,87,700	4.50%	10,277,000	7.87%
	At the end of the year	10,277,000	7.87%	10,277,000	7.87%

## GRANDMA TRADING AND AGENCIES LIMITED

(iv) **SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):**

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>1.</b>	<b>Wonder Vincom P.Ltd</b>				
	At the beginning of the year	3,31,310	0.25%	3,31,310	0.25%
	Market Purchase on 08.05.15	24,500	0.02%	3,55,810	0.27%
	Market Purchase on 15.05.15	9,000	0.01%	364,810	0.28%
	Market Purchase on 19.06.15	68,846	0.05%	433,656	0.33%
	Market Purchase on 26.06.15	65,010	0.05%	498,666	0.38%
	Market Purchase on 30.06.15	15,000	0.01%	513,666	0.39%
	Market Purchase on 02.07.15	290,651	0.22%	804,317	0.61%
	Market Purchase on 10.07.15	397,805	0.30%	1,20,2,122	0.92%
	Market Purchase on 17.07.15	50,000	0.04%	1,252,122	0.95%
	Market Purchase on 31.07.15	1,415,576	1.08%	2,667,698	2.04%
	Market Purchase on 07.08.15	3,25,000	0.25%	2,479,032	1.89%
	Market Purchase on 14.08.15	7,69,380	0.59%	3,762,078	2.88%
	Market Purchase on 24.08.15	566,520	0.43%	4,328,598	3.31%
	Market Purchase on 28.08.15	499,750	0.38%	4,828,348	3.69%
	Market Purchase on 04.09.15	817,833	0.63%	5,646,181	4.32%
	Market Purchase on 11.09.15	795,390	0.61%	6,441,571	4.93%
	Market Purchase on 18.09.15	554,957	0.42%	6,996,528	5.36%
	Market Purchase on 25.09.15	598,525	0.46%	7,595,053	5.81%
	Market Purchase on 30.09.15	301,338	0.23%	7,896,391	6.05%
	Market Purchase on 09.10.15	416,813	0.32%	8,313,204	6.36%
	Market Purchase on 16.10.15	300,171	0.23%	8,613,375	6.59%
	Market Sale on 25.12.15	(800,839)	-0.61%	7,812,536	5.98%
	Market Sale on 01.01.16	(300)	0.01%	7,812,036	5.98%
	Market Sale on 22.01.16	(39,900)	-0.03%	15,584,672	11.9%
	Market Sale on 05.02.16	(100,000)	-0.08%	7,672,136	0.74%
	Market Sale on 12.02.16	(164,944)	-0.13%	7,507,192	7.25%
	Market Sale on 11.03.16	(100)	0.00%	7,507,092	7.25%
	At the end of the year	75,07,092	5.74%	75,07,092	5.74%
<b>2.</b>	<b>Segment Agencies P.Ltd</b>				
	At the beginning of the year	9,84,900	0.75%	9,84,900	0.75
	Market Purchase on 07.08.15	2,500,00	0.19%	1,234,900	0.94%
	Market Purchase on 23.10.15	2,180,096	1.67%	3,414,996	2.61%
	Market Purchase on 30.10.15	777,045	0.59%	4,192,041	3.20%
	Market Purchase on 06.11.15	273,130	0.21%	4,465,171	3.41%
	Market Purchase on 13.11.15	857,375	0.66%	5,322,546	4.08%

## GRANDMA TRADING AND AGENCIES LIMITED

	Market Purchase on 20.11.15	817,513	0.59%	6,140,059	4.08%
	Market Purchase on 27.11.15	397,364	0.30%	6,537,423	5.01%
	Market Sale on 04.12.15	(2340)	0.00%	6,535,083	5.00%
	Market Sale on 11.12.15	(2338)	0.00%	6,532,745	5.00%
	Market Sale on 18.11.15	(279)	0.00%	6,532,466	5.00%
	Market Purchase on 25.12.15	56	0.00%	6,532,522	5.00%
	Market Purchase on 31.12.15	2248	0.00%	6,534,770	5.00%
	Market Purchase on 01.01.16	125	0.00%	6,534,895	5.00%
	Market Sale on 22.01.16	(3,252)	0.00%	6,531,643	5.00%
	Market Sale on 05.02.16	(115,461)	-0.09%	6,416,182	4.91%
	Market Sale on 12.02.16	(49800)	-0.04%	6,366,382	4.87%
	Market Sale on 19.02.16	(36)	0.00%	6,366,346	4.87%
	Market Sale on 26.02.16	(14,970)	-0.01%	6,351,376	4.86%
	Market Sale on 18.03.16	(1,800)	0.00%	6,349,576	4.86%
	At the end of the year	63,49,576	4.86%	63,49,576	4.86%
<b>3.</b>	<b>Devchand M. Shah HUF</b>				
	At the beginning of the year	70,00,000	5.35%	70,00,000	5.35%
	Market Sale on 07.08.15	(188,286)	(0.14%)	6,811,714	5.21%
	Market Sale on 14.08.15	(394,764)	(0.30%)	6,416,950	4.91%
	Market Sale on 24.08.15	(2,33,500)	(0.18%)	6,183,450	4.73%
	Market Sale on 28.08.15	(269,473)	(0.21%)	5,913,977	4.05%
	Market Sale on 04.09.15	(101,104)	(0.08%)	5,812,576	4.46%
	Market Sale on 11.09.15	(343,631)	(0.26%)	5,468,945	4.19%
	Market Sale on 18.09.15	(210,501)	(0.16%)	5,258,444	4.02%
	Market Sale on 25.09.15	(150,000)	(0.11%)	5,108,444	3.91%
	Market Sale on 09.10.15	(1,95,004)	(0.15%)	4,913,400	3.76%
	Market Sale on 16.10.15	(230,000)	(0.18%)	4,683,400	3.59%
	Market Sale on 23.10.15	(155,321)	(0.12%)	4,528,119	3.47%
	Market Sale on 30.10.15	(324,412)	(0.25%)	4,203,707	3.21%
	Market Sale on 06.11.15	(348,773)	(0.27%)	3,854,934	2.95%
	Market Sale on 13.11.15	(200)	0.00%	3,854,734	2.95%
	Market Sale on 20.11.15	(100,100)	(0.08%)	3,754,634	2.87%
	Market Sale on 27.11.15	(4,500)	0.00%	3,750,134	2.87%
	At the end of the year	37,50,134	2.87%	37,50,134	2.87%
<b>4.</b>	<b>Sunderji M. Shah</b>				
	At the beginning of the year	70,00,000	5.36%	70,00,000	5.35%
	Market Sale on 31.12.15	(5,00,000)	(0.38%)	6,500,000	4.98%
	Market Sale on 22.01.16	(2000,000)	(1.53%)	4,500,000	3.44%
	Market Sale on 12.02.16	(1000,000)	(0.77%)	3,500,000	2.68%
	Market Sale on 25.03.16	(500,000)	(0.38%)	3,000,000	2.29%
	At the end of the year	30,00,000	2.29%	30,00,000	2.29%
<b>5.</b>	<b>Dilip L. Porwal HUF</b>				
	At the beginning of the year	28,43,980	2.17%	28,43,980	2.17%
	Changes during the year	0.00%	0.00%	28,43,980	2.17%
	At the end of the year	28,43,980	2.17%	28,43,980	2.17%



## GRANDMA TRADING AND AGENCIES LIMITED

<b>6.</b>	<b>Indira Dilip Porwal</b>				
	At the beginning of the year	28,27,780	2.16%	28,27,780	2.16%
	Changes during the year	0.00%	0.00%	28,27,780	2.16%
	At the end of the year	28,27,780	2.16%	28,27,780	2.16%
<b>7.</b>	<b>Komal Swapnil Soni</b>				
	At the beginning of the year	25,00,000	1.91%	25,00,000	1.91%
	Changes during the year	0	0.00%	25,00,000	1.91%
	At the end of the year	25,00,000	1.91%	25,00,000	1.91%
<b>8.</b>	<b>Swapnil Ashokkumar Soni</b>				
	At the beginning of the year	25,00,000	1.91%	25,00,000	1.91%
	Changes during the year	0	0.00%	25,00,000	1.91%
	At the end of the year	25,00,000	1.91%	25,00,000	1.91%
<b>9.</b>	<b>Advent Trade link Pvt Ltd</b>				
	At the beginning of the year	0	0.00	0	0.00%
	Market Purchase on 16.10.15	75,000	0.06%	75,000	0.05%
	Market Purchase on 06.11.15	2,00,000	0.15%	2,75,000	0.21%
	Market Purchase on 27.11.15	3,00,000	0.23%	5,75,000	0.44%
	Market Purchase on 04.12.15	150,000	0.11%	7,25,000	0.55%
	Market Purchase on 22.01.15	150,000	0.11%	8,75,000	0.66%
	Market Purchase on 18.12.15	300,000	0.23%	11,75,000	0.90%
	Market Purchase on 25.12.15	400,000	0.31%	15,75,000	1.21%
	Market Purchase on 31.12.15	650,000	0.50%	2,225,000	1.70%
	Market Purchase on 15.01.16	2,00,000	0.15%	2,425,000	1.85%
	At the end of the year	24,25,000	1.85	24,25,000	1.85
<b>10.</b>	<b>Neeta Jatin Jhaveri</b>				
	At the beginning of the year	0	0.00	0	0.00
	Market Purchase on 23.10.15	50,000	0.04%	50,000	0.03%
	Market Purchase on 23.01.15	50,000	0.04%	1,00,000	0.07%
	Market Purchase on 30.10.15	50,000	0.04%	1,50,000	0.11%
	Market Purchase on 04.12.15	100,000	0.08%	2,50,000	0.19%
	Market Purchase on 18.12.15	50,000	0.04%	3,00,000	0.23%
	Market Sale on 22.01.16	(300,000)	(0.23%)	0	0
	Market Purchase on 31.03.16	2,401,406	1.83%	2,401,406	1.83%
	At the end of the year	24,01,406	1.83%	24,01,406	1.83%

**GRANDMA TRADING AND AGENCIES LIMITED**

**(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :**

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>1.</b>	<b>P.V Mohan Rao</b>				
	At the beginning of the year	0	0.00	0	0.00
	Market Purchase on 17.04.15	5,877,700	4.50%	5,877,700	4.50%
	Market Purchase on 30.06.15	24,874	0.02%	5,902,574	4.52%
	Market Purchase on 30.09.15	126	0.03%	5,902,700	4.52%
	Market Sale on 29.01.16	(5,902,700)	(4.52%)	0	0
	At the end of the year	0 %	0.00%	0.00%	0.00%
<b>2.</b>	<b>A. Srinivas</b>				
	At the beginning of the year	81,080	0.06%	81,080	0.06%
	Changes during the year	0 %	0 %	81,080	0.06%
	At the end of the year	81,080	0.06	81,080	0.06%
<b>3.</b>	<b>Bharat Jain</b>				
	At the beginning of the year	10,277,000	7.87%	10,277,000	7.87%
	Market Sale on 17.04.15	(5,87,700)	(4.50%)	4,399,300	3.37%
	Market Purchase on 29.01.16	5,87,700	4.50%	10,277,000	7.87%
	At the end of the year	10,277,000	7.87%	10,277,000	7.87%
<b>4.</b>	<b>P. Srinivasa Rao</b>				
	At the beginning of the year	1,96,910	0.15%	1,96,910	0.15%
	Market Purchase on 10.04.15	100,000	0.08%	2,96,910	0.22%
	Market Purchase on 17.04.15	97,500	0.07%	3,94,410	0.30%
	Market Purchase on 04.09.15	(16,189)	(0.01%)	378,221	0.28%
	Market Purchase on 11.09.15	4,308	0.00%	382,529	0.29%
	Market Purchase on 08.09.15	10,706	0.01%	393,235	0.30%
	Market Purchase on 30.10.15	1,175	0.00%	394,410	0.30%
	At the end of the year	3,94,410	0.30%	3,94,410	0.30%

Note: Except as disclosed none of the other Director holds shares in the Company.

- V. INDEBTEDNESS:** Indebtedness of the Company including interest outstanding /accrued but not due for payment: There are no indebtedness at the beginning of the year, during the year and at the end of the year as are required to be disclosed under the present head.

## GRANDMA TRADING AND AGENCIES LIMITED

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

#### A. Remuneration to Managing Director, Whole-time Directors and /or Manager :

Sr. No.	Particulars of Remuneration	Name of Directors		Total amount
		Mr. P. Srinivasa Rao	Mr. A. Srinivas*	
		Whole time Director & CFO	Managing Director	
1.	Gross Salary	Nil	Nil	Nil

\* Resigned w.e.f. 12.2.2016

#### B. Remuneration to other directors :

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Suryakant Rasal	Ms. Vanaja Kumari	
3.	Independent Directors			
	• Fee for attending board / committee meetings	0	0	0
	• Commission	0	0	0
	Total (1)	0	0	0
4.	Other Non - Executive Directors	Mr. Bharat Jain	Mr. P.V.Mohanrao*	-
	• Fee for attending board committee meetings	0	0	0
	• Commission	0	0	0
	Total (2)	0	0	0
	Total(B)=(1+2)	0	0	0
	Total Managerial Remuneration	0	0	0
	Overall Ceiling as per the Act	0	0	0

\* Resigned w.e.f. 12.2.2016

#### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD: During the year the Company was unable to employ any of the Key Managerial Personnel except as disclosed above.

### VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: During the year no such instance took place.

**GRANDMA TRADING AND AGENCIES LIMITED**

**ANNEXURE - B**

**DETAILS OF REMUNERATION PURSUANT TO SUB - SECTION (12)  
OF SECTION 197 OF THE COMPANIES ACT, 2013**

No.	Requirement	Information	
		Director	Ratio
(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	Mr. P. Srinivasa rao	0:1
		Mr. A. Srinivas	0:1
		Mr. Bharat Jain	0:1
		Mr. Suryakant Rasal	0:1
		Ms. Vanaja Kumari Dokiparthi	0:1
		Mr. P. V. Mohan Rao	0:1
(ii)	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Mr. P. Srinivasa rao	NA
		Mr. A. Srinivas	NA
		Mr. Bharat Jain	NA
		Mr. Suryakant Rasal	NA
		Ms. Vanaja Kumari Dokiparthi	NA
		Mr. P. V. Mohan Rao	NA
(iii)	percentage increase in the median remuneration of employees in the financial year	During the year remuneration of Employees (Non - Managerial) remained unchanged in over the previous year.	
(iv)	The number of permanent employees on the rolls of Company	Four employees during financial year	
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	During the year remuneration of Employees (Non - Managerial) remained unchanged in over the previous year.	
(vi)	Affirmation that the remuneration is as per the remuneration policy of the company	We hereby affirm that the remuneration is as per the Remuneration Policy of the Company	

**NOMINATION AND REMUNERATION POLICY OF GRANDMA TRADING AND AGENCIES LIMITED**

<b>Policy Title</b>	<b>Nomination and Remuneration Policy</b>
<b>Authorised by</b>	Board of Directors

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. The Key objectives of the Committee would be:

**1. OBJECTIVE**

- To guide Board in connection with appointment and removal of Directors, Key Managerial Personnel (KMP) and Senior Management;
- To evaluate the performance of members of the Board and provide necessary report to the Board for further evaluation of the Board;
- To recommend the Board on remuneration payable to Directors, KMP and Senior Management of Company;
- To provide to KMP and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations;
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial personnels and create competitive advantage in the Company;
- To devise a policy on Board diversity;
- To develop a succession plan for the Board and to regularly review the plan.

**2. DEFINITIONS**

- "Act" means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- "Board" means Board of Directors of the Company.
- "Directors" mean Directors of the Company.
- "Key Managerial Personnel" means –
  - a) Chief Executive Officer or the Managing Director or the Manager or Whole-time director or Chief Financial Officer or Company Secretary
  - b) "Senior Management" means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

**3. COMPOSITION**

- The Committee shall consist of a minimum three non-executive directors, majority of them being independent.
- Minimum two (2) members shall constitute a quorum for the Committee meeting.

- Membership of the Committee shall be disclosed in the Annual Report.
- Term of the Committee shall be continued unless terminated by the Board of Directors.
- Chairperson of the Committee shall be an Independent Director.
- Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

#### **4. ROLE OF COMMITTEE**

##### **Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee (NRC):**

- The Committee shall identify & ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).
- Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.
- The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

**Shreyans Jain & Co.**  
Company Secretaries

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**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016

To,  
The Members,  
**Grandma Trading and Agencies Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GRANDMA TRADING AND AGENCIES LIMITED (CIN: L99999TG1981PLC100740) (herein after called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance - mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by "the Company" for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not Applicable to the Company during the Audit Period);

## GRANDMA TRADING AND AGENCIES LIMITED

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- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit Period);
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable to the Company during the Audit period);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit Period);
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period); and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit Period);
- (vi) All the relevant laws as are applicable to the Company, a list of which has been provided by the management. The examination and reporting of these laws and rules are limited to whether there are adequate systems and processes in place to monitor and ensure compliance with those laws.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India as applicable from 1st July, 2015;
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s) and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



## GRANDMA TRADING AND AGENCIES LIMITED

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During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above, subject to the following observations;

*- In terms of the provisions of Section 203 of the Companies Act, 2013 read with rule 8 of the Companies (Appointment & Remuneration) Rules, 2014 the Company yet is to appoint Whole Time Key Managerial Personnel as specified in clause (ii) of sub - section (1) of the said Section, namely the Company Secretary and there was once delay in submission of financial results to Stock Exchange in terms of clause 41 of Listing Agreement.*

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions were carried through, while there were no dissenting views of members as verified from the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **Shreyans Jain & Co.**  
Company Secretaries

Sd/-  
**Shreyans Jain**  
(Proprietor)  
FCS No. 8519  
C.P. No. 9801

**Place : Mumbai**  
**Date : 30.05.2016**

**Note:** This report to be read with our letter of even date which is annexed as Annexure -1 and forms part of this Report.

## GRANDMA TRADING AND AGENCIES LIMITED

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### Annexure 1: to the Secretarial Audit Report for the year 31<sup>st</sup> March, 2016

To

The Members,  
Grandma Trading and Agencies Limited

Our Secretarial Audit Report of even date is to be read along with this letter.

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Where ever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Shreyans Jain & Co.**

Sd/-  
Shreyans Jain  
FCS No. - 8519  
CP. No. - 9801

Place: Mumbai  
Date: 30.05.2016

**ANNEXURE E**

**REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2016**

The Directors present the Company's Report on Corporate Governance for the year ended 31<sup>st</sup> March, 2016.

**1. COMPANY'S PHILOSOPHY:**

The Company's philosophy 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:**

**Composition**

The Company has an appropriate mix of Executive and Non-Executive Directors. The Board of Directors as on date if this report are 8 (eight) out of which 4 were Independent Non-Executive. The Chairman is Non-Executive and is the Promoter of the Company. The Number of Independent Directors is 4 and 2 Non-Executive Non-Independent Director and 2 Executive Director. The Composition of Board is in conformity with Regulation 16 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 ('Listing Regulations') and Companies Act, 2013.

All Independent Directors are persons of eminence and bring a wide range of expertise and experience to the Board thereby ensuring the best interest of Stakeholders and the Company. None of the Directors on the Board is a Member of more than 10 committees and Chairman of more than 5 committees (as specified in Regulation 26 (1) of the Listing Regulation) across all the Companies in which he/she is a Director.

During the financial year 2015-16 seven Board Meetings were held and the gap between two meetings did not exceed one hundred twenty days. Dates of the meetings were 10.04.2015; 29.05.2015; 14.08.2015; 03.09.2015; 16.10.2015; 10.11.2015 and 12.02.2016.

The details of composition of the Board, the attendance record of the Directors at the Board Meetings held during the financial year ended 31<sup>st</sup> March, 2016 and at the previous Annual General Meeting (AGM), and the details of their other Directorships, and Committee Chairmanship and Membership are given below:

## GRANDMA TRADING AND AGENCIES LIMITED

Name of Directors	Category of Directorship	Attendance at		No. of other Directorships and other Committee Memberships / Chairmanships#
		Board Meetings	Last AGM	
Mr. P. Srinivasa Rao (Appointed - 10.04.2015)	Executive	7	Yes	-
Mr. P.V. Mohan Rao (Resigned - 12.02.2016)	Non-Executive	6	Yes	-
Mr. A. Srinivas (Resigned - 12.02.2016)	Executive	6	Yes	-
Mr. Pragyan Ojha (Appointed - 30.5.2016)	Executive	NA	NA	-
Mr. Fulchand Jain (Resigned-5.10.2015)	Non-Executive Independent	4	Yes	-
Mr. Bharat B Jain	Non - Executive	7	Yes	-
Mr. Vishal Patel (Appointed - 30.5.2016)	Non-Executive	NA	NA	-
Mr. Suryakant Rasal	Non-Executive Independent	7	Yes	-
Ms. Vanjana Kumari Dokiparthi	Non-Executive Independent	7	Yes	(3) - 1
Mr. Prashanth Reddy (Appointed - 30.5.2016)	Non-Executive Independent	NA	NA	-
Mr. Naveen Reddy (Appointed - 30.5.2016)	Non-Executive Independent	NA	NA	-

# Alternate Directorship, Directorship in Private Companies, Foreign Companies and Section 8 are excluded and represents Audit Committee and Nomination and Remuneration Committee.

### 3. AUDIT COMMITTEE:

The Audit Committee comprises of three Directors and Mr. Suryakant Rasal is the Chairman of the Audit Committee.

The Committee's composition meets with the requirements of Section 177 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations. The Members possess adequate knowledge of Accounts, Audit, Finance etc. Details pertaining to meetings held and attended during the year 2015 - 16 are given herein below ;

Sr. No.	Name of the Director	Position	Category	Meeting Attended
1.	Mr. Suryakant Rasal	Chairman	Independent	4
2.	Mr. P. Srinivasa Rao	Member	Independent	4
3.	Ms. Vanaja Kumari Dokiparthi	Member	Executive	4

#### Terms of reference:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure correct, sufficient and credible financial information;
- Recommending for appointment, remuneration and term of appointment of auditors;

## GRANDMA TRADING AND AGENCIES LIMITED

- Approval of payment to Statutory auditors for any other services rendered by them;
- To review the financial statements before submission to Board;
- To review the weakness in internal controls, if any reported by Statutory Auditors, etc;
- In addition, the powers and role of the Audit Committee are as laid down under SEBI (LODR), Regulation, 2015 entered with the Stock Exchanges and the Companies Act, 2013.

#### 4. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee comprises of 3 (Three) Directors. Mr. Suryakant Rasal is the Chairman of the Committee. The Composition of Remuneration and Nomination Committee is pursuant to the provisions of section 178 of the Companies Act, 2013 and Regulation 19 (1) of the Listing Regulation and details of meetings held in the year 2015 - 16 and attendance are given below ;

Name of Directors	Meetings Held	No. of Meetings Attended
Mr. Suryakant Rasal	2	2
Ms. Vanaja Kumari Dokiparthi	2	2
Mr. Bharat B. Jain	2	2

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

- To carry out evaluation of every Director's performance;
- To identify persons who are qualified to become Directors and who may be Appointed in Senior management in accordance with the criteria laid down and to recommend to the Board their Appointment and /or Removal;
- To formulate the criteria for determining qualifications, positive attributes and Independence of a Director and recommend to the Board a policy relating to the Remuneration for the Directors, Key Managerial Personnel and other Employees;
- To formulate the criteria for evaluation of Independent Directors and the Board;
- To carry out any other functions as may from time to time and / or enforced by any Statutory modifications, as may be applicable;
- To carry such other functions as may from time to time be required by any Statutory, contractual or other regulatory requirements to be attended to by such Committee.

The Nomination and remuneration policy as framed and approved by the Board is forming part of this Annual Report. There is no sitting fees is being paid to the Non-Executive Directors for attending meeting of the Board and its Committees.

The details of the Shares held by the Directors as on 31st March, 2016 is given in the Extract of the Annual Return MGT - 9 forming part of this report.

#### 5. STAKEHOLDERS' GRIEVANCE COMMITTEE:

The aforesaid Committee is headed by Mr. Suryakant Rasal as Chairman (Independent - Non Executive) and details of composition; meeting and attendance are given herein below, the Committee met twice during the financial year ;

Name of Directors	Meeting held	No. of Meetings attended
Mr. Suryakant Rasal	2	2
Mr. Bharat B. Jain	2	2

## GRANDMA TRADING AND AGENCIES LIMITED

The details of Compliant received so far and resolved and pending complaints are nil during the year, Mr. Pragyan Dutta Ojha is acting as the Compliance officer and following are his address and contact details;

**Address :** 3B, Plot No. 15, HACP Colony, Karkhana, Secunderabad, Telangana – 500 009;  
**Email :** [grandmatrading@gmail.com](mailto:grandmatrading@gmail.com)

### 6. SHAREHOLDERS INFORMATION:

a) Details of Annual General Meetings Held in last three years :

AGM	DATE	TIME	VENUE
2015	26.09.2015	11.00 AM	3B, Plot No. 15, HACP Colony, Karkhana, Secunderabad - 500009, TG
2014	29.09.2014	4.30 P.M	Office No.5, 66 Nanavati Mansion, 26 Abdul Rehman Street, Pydhonie, Mumbai – 400 003, Maharashtra.
2013	30.09.2013	2.00 P.M	Aura Hall, B-6, Brindavan Apartments, Junction of Link Road And Yogi Nagar Road, Yogi Nagar, Borivali (W), Mumbai – 400 091, Maharashtra.

a) There were no Special Resolutions passed in the previous three Annual General Meetings;

b) The Company has passed following Special Resolutions through Postal Ballot during the year 2015 - 16 details of voting pattern are herein below:

The Board of Directors had appointed CS Shreyans Jain as scrutinizer for the Postal Ballot held.

Promoter/Public	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding Shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1) *100	(4)	(5)	(6)=(4)/(2) *100	(7)=(5)/(2) *100
<b>Special Resolution No.1: Alteration of the object clause of the Memorandum of Association of the Company</b>							
<b>Special Resolution No.1: Approval under Section 180 (1(c) of Companies Act,2013</b>							
Promoter and Promoter Group	1,07,52,490	1,07,52,490	100%	10,752,490	0	100%	0.00
Public Institutional & Others	11,98,47,510	5,20,47,344	43.43%	5,20,47,344	0	100%	0.00
<b>TOTAL</b>	<b>13,06,00,000</b>	<b>6,27,99,834</b>	<b>48.08%</b>	<b>6,27,99,834</b>	<b>0</b>	<b>100%</b>	<b>0.00</b>
<b>Special Resolution No.2: Approval under Section 180(1)(a) of the Companies Act, 2013</b>							
Promoter and Promoter Group	1,07,52,490	1,07,52,490	100%	10,752,490	0	100%	0.00
Public Institutional & Others	11,98,47,510	5,20,47,344	43.43%	5,20,47,344	0	100%	0.00
<b>TOTAL</b>	<b>13,06,00,000</b>	<b>6,27,99,834</b>	<b>48.08%</b>	<b>6,27,99,834</b>	<b>0</b>	<b>100%</b>	<b>0.00</b>
<b>Special Resolution No. 3: Approval of Shifting of Registered office from State of Maharashtra to the State of Telangana and Alteration of Memorandum of Association of the Company</b>							
Promoter and Promoter Group	1,07,52,490	1,07,52,490	100%	10,752,490	0	100%	0.00
Public Institutional & Others	11,98,47,510	5,20,47,344	43.43%	5,20,47,344	10	99.9999%	0.00001
<b>TOTAL</b>	<b>13,06,00,000</b>	<b>6,27,99,834</b>	<b>48.08%</b>	<b>6,27,99,834</b>	<b>10</b>	<b>99.9999%</b>	<b>0.00001%</b>

## GRANDMA TRADING AND AGENCIES LIMITED

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### 7. DISCLOSURES:

- 7.1** 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.
- 7.2** 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 excepting the Securities and Exchange Board of India had imposed penalty of Rs.7,00,000/- (Rupees Seven Lakh only) under Section 15A(b) of SEBI Act, 1992 on the Company vide its order dated 28.04.2014 and the same is paid by the Company. During the Financial year 2015-16. During the year w.e.f. 30.03.2016, BSE Ltd had suspended the trading in equity shares of the Company vide its Notice dtd. 4th March, 2016 No. 20160304 which was revoked later by the order of the Securities appellate Tribunal.
- 7.3** The Whistle Blower Policy (WBP) adopted by the Company in terms with 4 (2) (d) (iv) of (Securities and Exchange Board India, LODR, Regulation, 2015) during year. The Company affirms that no employee has been denied access to the Audit Committee.
- 7.4** All mandatory requirements as per SEBI (LODR) Regulation, 2015 have been complied with by the Company.
- 7.5** The Company follows Accounting Standards issued by The Institute of Chartered Accountants of India and there are no statutory audit qualifications in this regard.
- 7.6** In terms of the Regulation 17 (8) as per Listing Regulation, 2015 CEO / CFO's certification to the Board of Directors in the prescribed format is placed before the Board and is forming part of this report.

### 8. MEANS OF COMMUNICATION:

- a)** The quarterly /Annual Results of the Company are sent to the Stock Exchange immediately after they are approved by the Board. Annual Reports are sent to the shareholders at their registered address with the Company.
- b)** The Quarterly and Annual Results of the Company are getting published in the prescribed performa within 48 hours of the conclusion of the meetings of the Board in which they are considered, atleast in one English newspaper and one Vernacular newspaper in the state of Telangana where the Registered office of the Company is situated.

**Website:** The Company's Website [www.grandmatrading.com](http://www.grandmatrading.com) in contains a separate section "Investors" where latest Shareholders information is available. The Quarterly and Annual Results are posted on the website. Comprehensive information about the Company, its business and operations, Press Release, Shareholding pattern, Investor's Contact details, etc.

### 9. GENERAL SHAREHOLDERS INFORMATION:

**a. Annual General Meeting**

Date and Time	:	Friday September 30, 2016 at 11.00am
Venue	:	3B, Plot No. 15, HACP Colony, Karkhana, Secunderabad – 500 009, Telangana
Dates of Book Closure	:	Thursday, 29th September, 2016 to Friday, 30th September, 2016

## GRANDMA TRADING AND AGENCIES LIMITED

**b. Financial Calendar 2016 - 2017 (tentative):**

Q1 Financial Results	:	August, 2016
Q2 Financial Results	:	November, 2016
Q3 Financial Results	:	February, 2017
Annual Results for the year ended 31.03.2017	:	May, 2017
Annual General Meeting for the year 2017	:	Around September, 2017

**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 2016 – 2017.

**Script Code Equity** : 504369      **ISIN** : EQUITY : INE927M01029

**d. Market Price Data:**

The monthly high / low market price of the shares during the year 2015 - 16 at the BSE Limited is as under :

Month	BSE Limited (BSE)	
	High (in Rs. per share)	Low (in Rs. per share)
April 2015	24.75	17.05
May 2015	24.30	16.75
June 2015	27.00	17.05
July 2015	33.50	20.50
August 2015	28.90	20.00
September 2015	28.95	20.30
October 2015	35.00	20.80
November 2015	30.00	23.00
December 2015	33.00	22.90
January 2016	26.50	22.75
February 2016	24.15	23.00
March 2016	23.95	18.15

**e. Registrar & Share Transfer Agents:**

Purva Sharegistry (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](http://www.purvashare.com)



## GRANDMA TRADING AND AGENCIES LIMITED

### f. Distribution of Shareholding:

The distribution of shareholding as on 31<sup>st</sup> March, 2016 is given below :

Sr. No.	No of Equity Shares	No. of Shareholders	No. of Shares	% of Total shares
1.	Upto 5,000	367	140,441	0.10
2.	5,001 - 10,000	24	212,654	0.16
3.	10,001 - 20,000	30	517,539	0.40
4.	20,001 - 30,000	15	386,388	0.30
5.	30,001 - 40,000	8	286,450	0.22
6.	40,001 - 50,000	15	694,537	0.53
7.	50,001 - 1,00,000	51	3,688,145	2.82
8.	1,00,001 & Above	153	124,673,846	95.46
	<b>TOTAL</b>	<b>663</b>	<b>130,600,000</b>	<b>100.00</b>

### 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. 1/- each	
	Number	% of Total
<b>Dematerialised form</b>		
<b>NSDL</b>	<b>56,092,749</b>	<b>42.95%</b>
<b>CDSL</b>	<b>74,486,181</b>	<b>57.03%</b>
<b>Sub Total</b>	<b>130,578,930</b>	<b>99.98%</b>
<b>Physical form</b>	<b>21,070</b>	<b>0.02</b>
<b>Total</b>	<b>130,600,000</b>	<b>100.00</b>

- h. **Registered Office:** Office No. 3B, Plot No. 15, HACP Colony, Karkhana, Secunderabad – 500 009, Telangana **Email:** [grandmatrading@gmail.com](mailto:grandmatrading@gmail.com)  
Designated exclusive e-mail id for Investor servicing: [grandmatrading@gmail.com](mailto:grandmatrading@gmail.com)  
The website of the Company is [www.grandmatrading.com](http://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 Regulation 7(2) - SEBI (Prohibition of Insider Trading) Regulations, 2015.& the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (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 SEBI (LODR) Regulation, 2015 which is annexed herewith.

## GRANDMA TRADING AND AGENCIES LIMITED

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### DECLARATION FOR CODE OF CONDUCT

AS PROVIDED UNDER, REGULATION 17 OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION, 2015 THE BOARD MEMBERS HAVE AFFIRMED COMPLIANCE WITH THE CODE OF CONDUCT FOR THE YEAR ENDED 31.03.2016.

By Order of the Board  
For **Grandma Trading and Agencies Limited**  
Sd/-  
**P. Srinivas**  
**Whole Time Director & CFO**

**Place : Secunderabad**  
**Date : 30<sup>th</sup> May, 2016**

### **DECLARATION BY THE MD / CFO –**

Pursuant to Regulation 17 (8) as per SEBI (LODR) Regulation, 2015

The Board of Directors  
Grandma Trading and Agencies Limited

Dear Sirs,

We, Pragyan Ojha, Managing Director and P. Srinivas Rao, Whole Time Director and Chief Financial Officer of Grandma Trading and Agencies Limited hereby certify to the Board that:

- A. We have reviewed Financial Statements and the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2016 and to the best of our knowledge and belief:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- B. To the best of our knowledge and belief no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct;
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of the internal control systems of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and have taken steps to rectify the same, wherever found;
- D. We have indicated to the Auditors and the Audit Committee;
  - i. Significant changes in internal control over financial reporting during the year;
  - ii. Significant changes in accounting policies, if any, have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-  
**Pragyan Dutta Ojha**  
**Managing Director**  
**DIN: 02774883**

Sd/-  
**P. Srinivas Rao**  
**Whole Time Director &**  
**Chief Financial Officer**  
**DIN: 01712633**

## GRANDMA TRADING AND AGENCIES LIMITED

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### **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 31<sup>st</sup> March, 2016, as stipulated in Clause 49 of the Listing Agreement of the said Company with the BSE Limited and the relevant provisions of Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation').

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**

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

**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 31<sup>st</sup> March, 2016. 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 31<sup>st</sup> March, 2016 and notes thereto.

These Audited 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 political 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 etc.

**Business Overview:**

Your Company is currently engaged in the areas of trading, distribution, import and export of commodities, solar equipments, merchandise, produce things, shares etc. In the year to come your Company has initiated the process of contract farming, seed growing and activities in the area of agricultural, horticultural and farm produce and related products and of light and heavy chemicals and its elements will grow in future in India

**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.

**GUPTA SAHARIA & CO.**  
Chartered Accountants

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**INDEPENDENT AUDITOR'S REPORT**

To the Members of,  
**GRANDMA TRADING AND AGENCIES LIMITED**

**Report on the Financial Statements**

We have audited the accompanying financial statements of **Grandma Trading and Agencies Limited ("the Company")**, which comprises of Balance Sheet as at 31<sup>st</sup> March, 2016, the statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in **Sub-Section (5) of Section 134 of the Companies Act, 2013 ("the Act")** with respect to the preparation of these financial statements to give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the accounting principles generally accepted in India, including Accounting Standards prescribed in Section 133 of the Act, read with **Rule 7 of the Companies (Accounts) Rule, 2014**. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making a judgement and estimates that are reasonable and prudent; and the design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records 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 have taken into account the provisions of the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the act and the Rules made there under. We have conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness

## GRANDMA TRADING AND AGENCIES LIMITED

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of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2016, and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

As required by 'the Companies (Auditor's Report) Order, 2016' issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act ("the order"), and on the basis of such checks of the books and records of the Company as we consider appropriate and according to the information and explanation given to us, we enclose in "**Annexure – A**" a statement on the matters specified in paragraphs 3 and 4 of the said order.

### Further as required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account 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, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2016 from being appointed as a Director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For M/s Gupta Saharia & Co.**  
**Chartered Accountants**  
**Sd/-**  
**(S.S. Rathi)**  
**Partner**

**Place: Secunderabad**  
**Date: 30.05.2016**

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

**GUPTA SAHARIA & CO.**  
Chartered Accountants

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**ANNEXURE – A**

**ANNEXURE TO THE AUDITORS' REPORT ON THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016 OF GRANDMA TRADING AND AGENCIES LIMITED**

- i. In respect of Fixed Assets, the company does not possess any fixed assets and hence the sub - clause (a), (b) and (c) of clause (i) para 3 of the Companies (Auditor's Report) Order, 2016 is not applicable.
- ii. The nature of inventory held by the Company does not demand for physical verification and hence, clause (ii) para 3 of the Order is not applicable.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause (iii) (a) to (C) of Paragraph 3 of the said Order is not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- v. No deposits have been accepted by the Company within the meaning of directives issued by RBI (Reserve Bank of India) and Sections 73 to 76 or any other relevant provisions of the Act and rules framed there under.
- vi. The maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- vii.
  - a) According to the information given to us and the records of the Company examined by us, the Company is regular in depositing the undisputed statutory dues including provident fund, employee's state insurance, Income Tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Service Tax, Investor Education and Protection Fund and any other statutory dues as at 31<sup>st</sup> March 2016.
  - b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.



## GRANDMA TRADING AND AGENCIES LIMITED

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- viii. The Company has not taken any loan either from financial institutions, Banks or from the government and has not issued any debentures, therefore Clause (viii) of the said Order is not applicable to the Company.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order is not applicable to the Company.
- x. Based upon the audit procedures performed and the information given by the management, we report that no fraud by the Company or any fraud on the company by its officers or employees has been noticed or reported during the year.
- xi. There being no managerial personnel in the Company and therefore no managerial remuneration was required to be paid as per the provision of section of the Companies Act, 2013. Therefore Clause (xi) of the Order is not applicable.
- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of the Order is not applicable to the Company.
- xiii. Based upon the Examination and explanations given by the management there were no related parties transaction by the Company.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures under section 42 of the Companies Act, 2013 during the year. Accordingly, clause (xiv) of the Order is not applicable to the Company.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause (xv) of the Order is not applicable to the Company.
- xvi. The company is not required to be registered U/s 45 IA of the Reserve Bank of India at, 1934.

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

**Sd/-  
(S.S. Rathi)  
Partner**

**Place : Secunderabad  
Date : 30.05.2016**

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

**“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of Grandma Trading and Agencies Limited**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Grandma Trading and Agencies Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

## **GRANDMA TRADING AND AGENCIES LIMITED**

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### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

**Sd/-  
(S.S. Rathi)  
Partner**

**Place : Secunderabad  
Date : 30<sup>th</sup> May, 2016**

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

**GRANDMA TRADING AND AGENCIES LIMITED**

**BALANCE SHEET AS AT 31st MARCH 2016**

Particulars	Note No.	As at 31st March, 2016 (Amount in Rs.)	As at 31st March, 2015 (Amount in Rs.)
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	2.1	130,600,000	130,600,000
(b) Reserves and surplus	2.2	5,973,015	4,421,573
<b>2 Share Application Money Pending Allotment</b>	-	-	-
<b>3 Non- Current Liabilities</b>	-	-	-
<b>4 Current liabilities</b>			
(a) Other Current Liabilities	2.3	460,400	104,972
(b) Short-term provisions	2.4	2,114,778	1,401,651
<b>TOTAL</b>		<b>139,148,193</b>	<b>136,528,196</b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets	-	-	-
(b) Other non-current assets	2.5	-	259,460
<b>2 Current assets</b>			
(a) Inventories	2.6	54	2,249,518
(b) Trade receivables	2.7	2,000,000	-
(c) Cash and cash equivalents	2.8	1,071,586	510,450
(d) Short-term loans and advances	2.9	133,996,432	131,992,590
(e) Other Current Assets	2.10	2,080,121	1,516,178
<b>TOTAL</b>		<b>139,148,193</b>	<b>136,528,196</b>
<b>See accompanying notes forming part of the financial statements</b>			
<p>In terms of our report attached. For M/s. Gupta Saharia &amp; Co. <i>Chartered Accountants</i></p> <p>Sd/- (S.S. Rathi) <i>Partner</i> Membership No. : 73373 <i>Firm's Registration No. : 103446W</i></p> <p>Place : Secunderabad Date : 30-05-2016</p>		<p align="center">For and on behalf of Board of Directors</p> <p align="center">Sd/- Bharat B. Jain Chairman DIN 00274276</p> <p align="center">Sd/- Pragyan Ojha Managing Director DIN: 02774883</p> <p align="center">Sd/- P. Srinivas Rao WTD &amp; CFO DIN: 01712633</p>	

## GRANDMA TRADING AND AGENCIES LIMITED

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	Note No.	For the year ended 31st March, 2016 (Amount in Rs.)	For the year ended 31st March, 2015 (Amount in Rs.)
<b>A CONTINUING OPERATIONS</b>			
1 Revenue from operations	2.11	2,629,737	1,169,194
2 Other income	2.12	5,639,414	7,480,646
<b>3 Total revenue (1+2)</b>		<b>8,269,151</b>	<b>8,649,840</b>
<b>4 Expenses</b>			
(a) Purchases of stock-in-trade	2.13	1,560,187	-
(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	2.14	2,249,463	3,983,770
(c) Employee benefits expense	2.15	636,000	762,000
(d) Other expenses	2.16	1,547,431	1,594,997
<b>Total expenses</b>		<b>5,993,081</b>	<b>6,340,767</b>
<b>5 Profit before exceptional and extraordinary items and tax (3 - 4)</b>		<b>2,276,069</b>	<b>2,309,073</b>
6 Exceptional items		-	-
<b>7 Profit before extraordinary items and tax (5 ± 6)</b>		<b>2,276,069</b>	<b>2,309,073</b>
8 Extraordinary items		-	-
<b>9 Profit before tax (7 ± 8)</b>		<b>2,276,069</b>	<b>2,309,073</b>
<b>10 Tax expense:</b>			
Current tax expense		724,627	724,572
<b>11 Profit for the year (9 ± 10)</b>		<b>1,551,442</b>	<b>1,584,501</b>
<b>12 Earnings per share (of Re.1/- each):</b>			
(a) Basic		0.01	0.01
(b) Diluted		0.01	0.01
<b>See accompanying notes forming part of the financial statements</b>	1		
<p>In terms of our report attached. For M/s. Gupta Saharia &amp; Co. Chartered Accountants</p> <p>Sd/- (S.S. Rathi) Partner Membership No. : 73373 Firm's Registration No. : 103446W</p> <p>Place : Secunderabad Date : 30-05-2016</p>		<p>For and on behalf of Board of Directors</p> <p>Sd/- Bharat B. Jain Chairman DIN 00274276</p> <p>Sd/- Pragyan Ojha Managing Director DIN: 02774883</p> <p>Sd/- P. Srinivas Rao WTD &amp; CFO DIN: 01712633</p>	

**GRANDMA TRADING AND AGENCIES LIMITED**

**CASH FLOW STATEMENT  
FOR THE YEAR ENDED 31ST MARCH 2016**

Particulars	For the year ended 31st March, 2016 (Amount in Rs.)	For the year ended 31st March, 2015 (Amount in Rs.)
<b>A Cash flow from Operating Activities</b>		
Net profit before taxation	2,276,069	2,309,073
<b>Adjustments for:</b>		
Preliminary expenses written off	259,460	259,460
<b>Operating profit before Working Capital changes</b>	<b>2,535,529</b>	<b>2,568,533</b>
<b>Changes in Working Capital</b>		
(Increase)/decrease in Trade and Other Receivables	-	(3,887,329)
(Increase)/decrease in Inventories	-	3,983,770
Increase/(decrease) in Trade and Other Payables	-	(2,389,039)
Increase/(decrease) in short term Provisions	-	713,502
<b>Cash generated from operations</b>	<b>2,535,529</b>	<b>989,437</b>
Income Taxes (paid)/ refund	(724,627)	(724,572)
<b>Net cash inflow from/(outflow) from Operating Activities</b>	<b>1,810,902</b>	<b>264,865</b>
<b>B. Cash flow from Investing Activities</b>	-	-
<b>Net cash inflow from/(outflow) from Investing Activities</b>	-	-
<b>C. Cash flow from Financing Activities</b>		
Proceeds from Borrowings	-	-
<b>Net cash inflow from/(outflow) from Financing Activities</b>	-	-
<b>Net increase/(decrease) in Cash and Cash Equivalents</b>	<b>1,810,902</b>	<b>264,865</b>
Opening Cash and Cash Equivalents	510,451	245,586
Closing Cash and Cash Equivalents	1,071,586	510,451

In terms of our report attached.  
For M/s. Gupta Saharia & Co.  
*Chartered Accountants*

Sd/-  
(S.S. Rathi)  
*Partner*  
Membership No. : 73373  
Firm's Registration No. : 103446W  
Place : Secunderabad  
Date : 30-05-2016

For and on behalf of Board of Directors

Sd/-  
Bharat B. Jain  
Chairman  
DIN 00274276

Sd/-  
Pragyan Ojha  
Managing Director  
DIN: 02774883

Sd/-  
P. Srinivas  
WTD & CFO  
DIN 01712633

## GRANDMA TRADING AND AGENCIES LIMITED

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### NOTE NO. 1 :

#### **SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

##### **A) SIGNIFICANT ACCOUNTING POLICIES:**

###### **1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS:**

The financial statements of the company have been prepared in accordance with Generally Accepted Accounting Principles in India (Indian GAAP) under the historical cost convention on a going concern basis. Pursuant to Section 133 of the Companies Act, 2013 and Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the Company will continue to apply the Accounting Standards notified under Section 211(3C) of the Companies Act, 1956; the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013.

All the assets and Liabilities have been classified as current or non-current as per the criteria set out in Schedule III to the Companies Act, 2013. The accounting policies, in all material respects, have been consistently applied by the Company and are consistent with those used in the previous year.

###### **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 or indirect cost incurred up to the date the assets is put to use. However there were no fixed assets during the year.

###### **4. DEPRECIATION:**

Effective from 1st April, 2014 the Company depreciates its fixed assets over the useful life or residual value as in the manner prescribed in Part C of Schedule II to the Companies Act, 2013, as against the earlier practice of depreciating at the rate prescribed in Schedule XIV of the Companies Act, 1956

Depreciation on additions/disposals to the fixed assets during the year is provided on pro-rata basis from/to the date of such additions/disposals as the case may be.

Since the Company has no fixed assets no depreciation has been charged for the Financial Year 2015-16.

###### **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.

Current Investments are valued at lower of cost or fair market value.

However, the Company does not have any investments during the year.

**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. MICRO, SMALL & MEDIUM ENTERPRISES**

There was no amount due as on March 31, 2016 as reported to us from/to Micro, small & Medium Enterprises as per Micro, Small and Medium Enterprises Development Act, 2006.



## GRANDMA TRADING AND AGENCIES LIMITED

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**2. 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.

**3. EARNING PER SHARE (EPS):**

Basic and Diluted EPS as per Accounting Standard 20 is Rs.0.01 (Previous year Rs.0.01).

**4. AUDITOR'S REMUNERATION:**

AUDITOR'S REMUNERATION	2015-16	2014-15
Statutory Audit Fees	22,900.00	22,472.00
<b>Total</b>	<b>22,900.00</b>	<b>22,472.00</b>

**5. CONTINGENT LIABILITIES: NIL**

**6. RELATED PARTIES DISCLOSURE:**

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

Nature of Relationship	Name	
i. Key Managerial Person	Mr. Mahavir Jain	
	2015-16	2014-15
ii. Remuneration to Key Managerial Person	0	180,000

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

8. Foreign Exchange earnings NIL

Foreign Exchange expenditure NIL

9. 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.

10. Previous year's figures have been rearranged and regrouped wherever necessary.

## GRANDMA TRADING AND AGENCIES LIMITED

### Notes forming part of the financial statements

#### Note 2.1 Share capital

(Amount in Rs.)

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares	Rs.	Number of shares	Rs.
<b>(a) Authorised</b> Equity shares of Re. 1/- each with voting rights	160,000,000	160,000,000	160,000,000	160,000,000
<b>(b) Issued</b> Equity shares of Re. 1/- each with voting rights	130,600,000	130,600,000	130,600,000	130,600,000
<b>(c) Subscribed and fully paid up</b> Equity shares of Re. 1/- each with voting rights	130,600,000	130,600,000	130,600,000	130,600,000
<b>TOTAL</b>	<b>130,600,000</b>	<b>130,600,000</b>	<b>130,600,000</b>	<b>130,600,000</b>

(i) **Terms and Rights attached to equity shares:**

- The company has only one class of equity shares having a par value of Rs.1 each. Each holder of equity shares is entitled to one vote per share.

(ii) **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	Sub-division	Closing Balance
<b>Equity shares with voting rights</b>				
<b>Year ended 31 March, 2016</b>				
- Number of Equity Shares	130,600,000	-	-	130,600,000
- Amount (Rs.)	130,600,000	-	-	130,600,000
<b>Year ended 31 March, 2015</b>				
- Number of Equity Shares	13,060,000	-	117,540,000	130,600,000
- Amount (Rs.)	130,600,000	-	-	130,600,000

(ii) **Details of shares held by each shareholder holding more than 5% Equity Shares:**

Class of shares / Name of shareholder	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares held (Re. 1/-)	% holding that class of shares	Number of shares (Rs. 10/-)	% holding that class of shares
<b>Equity Shares with voting rights</b>				
Mr. Bharat B Jain	10,277,000	7.87%	10,277,000	7.87%
Mr. Sanjay Singhal	0	0.00%	7,500,000	5.74%
Mr. Aniket Singhal	0	0.00%	7,500,000	5.74%
Sundarji M Shah HUF	0	0.00%	7,000,000	5.36%
Dinesh S Shah HUF	0	0.00%	7,000,000	5.36%
Devchand M Shah HUF	3,750,134	2.87%	7,000,000	5.36%
<b>Total</b>	<b>14,027,134</b>	<b>10.74%</b>	<b>46,277,000</b>	<b>35.43%</b>

**NOTES TO ANNUAL ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2016**

**Note 2.2 Reserves and surplus**

**(Amount in Rs.)**

Particulars	As at 31st March 2016 Amount Rs.	As at 31st March 2015 Amount Rs.
<b>Surplus</b>		
Opening balance	4,421,573	2,837,073
Add: Profit / (Loss) for the year	1,551,442	1,584,501
<b>Closing Balance</b>	<b>5,973,015</b>	<b>4,421,573</b>

**Note 2.3 Current Liabilities**

Particulars	As at 31st March 2016 Amount Rs.	As at 31st March 2015 Amount Rs.
Provision for Other Expenses	27,500	104,972
Audit Fees Payable	32,900	-
Other Payable	400,000	-
<b>Total</b>	<b>460,400</b>	<b>104,972</b>

**Note 2.4 Short-term provisions**

Particulars	As at 31st March 2016 Amount Rs.	As at 31st March 2015 Amount Rs.
<b>Provision - Others:</b>		
Provision for Taxes A.Y. 2016-17	713,127	-
Provision for Taxes A.Y. 2015-16	713,502	713,502
Provision for Taxes A.Y. 2014-15	688,149	688,149
<b>Total</b>	<b>2,114,778</b>	<b>1,401,651</b>

**Note 2.5 Other Non current assets**

Particulars	As at 31st March 2016 Amount Rs.	As at 31st March 2015 Amount Rs.
Unamortised Preliminary Expenses	-	259,460
<b>Total</b>	<b>-</b>	<b>259,460</b>

**NOTES TO ANNUAL ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2016**

**Note 2.6 Inventories**

**(Amount in Rs.)**

Particulars	As at 31st March 2016 Amount Rs.	As at 31st March 2015 Amount Rs.
Stock	54	2,249,518
<b>Total</b>	<b>54</b>	<b>2,249,518</b>

**Note: (At lower of cost and net realisable value)**

**Note 2.7 Trade receivables**

Particulars	As at 31st March 2016 Amount Rs.	As at 31st March 2015 Amount Rs.
<b>Trade receivables outstanding for a period exceeding six months from the date they were due for payment</b>		
Unsecured, considered good	-	-
Less: Provision for doubtful trade receivables	-	-
	-	-
<b>Other Trade receivables</b>		
Unsecured, considered good	2,000,000	-
Less: Provision for doubtful trade receivables	-	-
	2,000,000	-
<b>Total</b>	<b>2,000,000</b>	<b>-</b>

**Note 2.8 Cash and cash equivalents**

Particulars	As at 31st March 2016 Amount Rs.	As at 31st March 2015 Amount Rs.
<b>(a) Cash on hand</b>	4,159	178,774
<b>(b) Balances with banks - In current accounts</b>	1,067,427	331,677
<b>Total</b>	<b>1,071,586</b>	<b>510,450</b>

Notes forming part of the financial statements

Note 2.9 Short-term loans and advances

(Amount in Rs.)

Particulars	As at 31st March 2016 Amount Rs.	As at 31st March 2015 Amount Rs.
<b>Inter-corporate deposits</b> Unsecured, considered good	133,996,432	131,992,590
<b>Total</b>	<b>133,996,432</b>	<b>131,992,590</b>

Note 2.10 Other Current Assets

Particulars	As at 31st March 2016 Amount Rs.	As at 31st March 2015 Amount Rs.
<b>Balances with government authorities</b>		
TDS For A.Y. 2016 - 2017	563,943	-
TDS For A.Y. 2015 - 2016	716,450	716,450
TDS For A.Y. 2014 - 2015	799,728	799,728
<b>Total</b>	<b>2,080,121</b>	<b>1,516,178</b>

Note 2.11 Revenue from operations

Particulars	As at 31st March 2016 Amount Rs.	As at 31st March 2015 Amount Rs.
Income from operations	2,629,737	1,169,194
<b>Total</b>	<b>2,629,737</b>	<b>1,169,194</b>

Note 2.12 Other Income

Particulars	As at 31st March 2016 Amount Rs.	As at 31st March 2015 Amount Rs.
<b>Interest income - Interest on loans and Advances</b>	5,639,414	7,480,646
<b>Total</b>	<b>5,639,414</b>	<b>7,480,646</b>

Notes forming part of the financial statements

Note 2.13 Purchase of traded goods

(Amount in Rs.)

Particulars	As at 31st March 2016 Amount Rs.	As at 31st March 2015 Amount Rs.
Purchases	1,560,187	-
<b>Total</b>	<b>1,560,187</b>	<b>-</b>

Note 2.14 Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended March 31, 2016 Amount Rs.	For the year ended March 31, 2015 Amount Rs.
Inventories at the end of the year	54	2,249,518
Inventories at the beginning of the year	2,249,518	6,233,288
<b>Net (increase) / decrease</b>	<b>2,249,463</b>	<b>3,983,770</b>

Note 2.15 Employee benefits expense

Particulars	For the year ended March 31, 2016 Amount Rs.	For the year ended March 31, 2015 Amount Rs.
Salaries and wages	636,000	762,000
<b>Total</b>	<b>636,000</b>	<b>762,000</b>

## GRANDMA TRADING AND AGENCIES LIMITED

### Notes forming part of the financial statements

#### Note 2.16 Other expenses

(Amount in Rs.)

Particulars	For the year ended March 31, 2016 Amount Rs.	For the year ended March 31, 2015 Amount Rs.
Advertising Charges	106,664	36,794
Roc Fillings Fees	38,225	4,868
Listing Fees	224,720	123,596
Payments to auditors - Statutory Audit	22,900	22,472
Bank Charges	1,000	9,719
E-voting Charges	5,700	-
Custody Fees	108,668	98,507
Demat Charges	421	281
Office Expense	131,780	208,700
Interest on Income Tax	20,380	-
Preliminary Expense Written off	259,460	259,460
Penalty Paid	-	700,000
Printing and stationery	94,645	5,850
Professional Fees Paid	1,146	2,247
Telephone Expenses	100,311	-
Share Transfer and Agent Fees	50,763	43,653
Staff welfare expenses	108,110	45,900
Sundry Expense	91,334	-
Travelling and conveyance	123,660	28,450
Website Expenses	57,545	4,500
Miscellaneous expenses	-	-
<b>Total</b>	<b>1,547,431</b>	<b>1,594,997</b>

In terms of our report attached.

**For GUPTA SAHARIA & CO.**

**Chartered Accountants**

**Sd/-**

**(S.S. Rathi)**

**Partner**

**M. No.73373**

**Reg. No. 103446W**

**Place : Secunderabad**

**Date : 30-05-2016**

**For and on behalf of the Board of Directors**

**Sd/-**

**Bharat B Jain**

**Chairman**

**DIN: 00274276**

**Sd/-**

**Pragyan Ojha**

**Managing Director**

**DIN: 02774883**

**Sd/-**

**P. Srinivas**

**WTD & CFO**

**DIN: 01712633**

## GRANDMA TRADING AND AGENCIES LIMITED

Registered Office: B3, Plot No. 15, HACP Colony, Karkhana Secunderabad - 500 009, Telangana  
Email: grandmatrading@gmail.com; Website: www.grandmatrading.com

### 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]

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: \_\_\_\_\_  
or failing him / her

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 Wednesday, 30th September 2016 at 11.00 a.m. at B3, Plot No. 15, HACP Colony, Karkhana Secunderabad - 500 009, Telangana and at adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolution
<b>ORDINARY BUSINESS</b>	
1.	Adoption of Financial Statements and report thereon for the year ended 31.3.2016
2.	Re-appointment of Mr. P. Srinivasa Rao, as Director who retire by rotation
3.	Ratification of appointment of M/s. Gupta Shahria & Co. as Auditors of the Company
<b>SPECIAL BUSINESS</b>	
4.	Appointment of Mr. Pragyan Dutta Ojha as Managing Director
5.	Appointment of Mr. Kotha Naveen Reddy, as Independent Director
6.	Appointment of Mr. Kukudala Vijaya Prashanth Reddy, as Independent Director
7.	Appointment of Mr. Vishal Kanti Patel, as Non-Executive Director
8.	Ratification of utilisation of Preferential Issue proceeds under Section 27 of the Act

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

.....  
Signature of shareholder

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

Affix  
Revenue  
Stamp

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



**GRANDMA TRADING AND AGENCIES LIMITED**

**Registered Office:** B3, Plot No. 15, HACP Colony, Karkhana,  
Secunderabad - 500 009, Telangana

Email: [grandmatrading@gmail.com](mailto:grandmatrading@gmail.com); Website: [www.grandmatrading.com](http://www.grandmatrading.com)

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**ATTENDANCE SLIP**

I / We hereby record my/our presence at the 35<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2016 at 11:00 AM at Registered Office B3, Plot No. 15, HACP Colony, Karkhana Secunderabad - 500 009, Telangana.

Full Name of the Member / Proxy's (in Block Letters) : .....

\*Regd. Folio No : ..... DP ID: ..... Client ID: .....

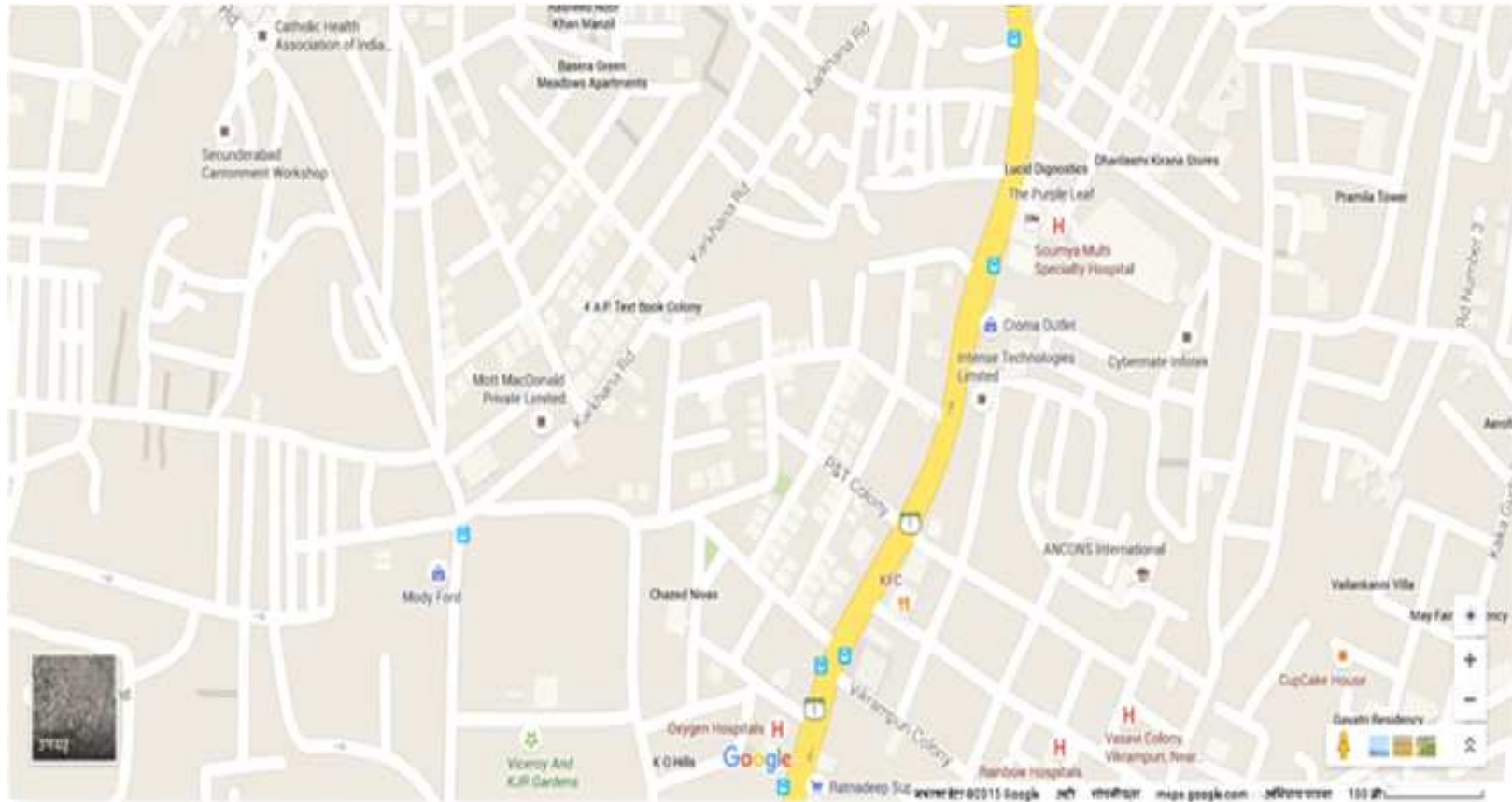
No. of shares held : .....

Signatures of the Member(s) or Proxy/Proxies present : .....

**Note:**

1. Member / Proxy must bring the Attendance slip to the Meeting and hand it over, duly signed, at the registration counter.
2. The Copy of the Notice may please be brought to the Meeting Venue.

\*Applicable only in case of investors holding shares in Physical form.



**Registered Office**

B3, Plot No. 15, HACP Colony, Karkhana,  
Secunderabad - 500 009, Telangana

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**Regd. Off.:** B3, Plot No. 15, HACP Colony,  
Karkhana, Secunderabad - 500 009, Telangana