

**COMPANY INFORMATION**

**Board of Directors of G.D. TRADING & AGENCIES LIMITED**

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Mr. Shekhar Somani  
Mr. Vinod Mimani  
Mr. Sanjay Somani

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**AUDITORS**

M/S. J.K. Lahoti & Co.  
Chartered Accountants

**REGISTERED OFFICE**

Indian Mercantile Chambers, 3rd Floor,  
14-R, Kamani Marg, Ballard Estate, Mumbai

**BANKERS**

Bank of Baroda

**G.D. TRADING & AGENCIES LIMITED**

Indian Mercantile Chambers, 3rd Floor,  
14-R, Kamani Marg, Ballard Estate, Mumbai 400001

TO,  
THE MEMBERS OF  
**G.D. TRADING & AGENCIES LIMITED**

NOTICE is hereby given that Thirty Third The Annual General Meeting of the Company be held on Monday, 30th September 2013, at 4.30 p.m. at Indian Mercantile Chambers, 3rd Floor, 14-R, Kamani Marg, Ballard Estate, Mumbai 400001 for following purpose :

1. To receive, consider and adopt the Audited Balance Sheet as at 31ST MARCH 2013 and the Profit & Loss Account for the year ended as on that date together with report of Directors and Auditors thereon.
2. To appoint Auditors and to fix their remuneration.
3. To appoint a Director in place of Shri Shekahr Somani who, retires by rotation and being eligible, offers himself for reappointment.

**NOTES :**

1. A member entitled to attend and vote at the meeting is entitle to appoint a proxy to attend and vote instead of himself. The proxy need not be member of the company. Proxies, in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the meeting.
2. The Register of member and the share transfer books of the Company will remain closed from 25th September, 2013 to 28th September, 2013 (both day inclusive).
3. Members/Proxies are requested to bring their copies of the Annual Report at the Meeting.

For and on behalf of the Board of Directors



Shekhar Somani  
Director  
Mumbai : 11th May 2013



Sanjay Somani  
Director

## **ANNEXURE TO THE DIRECTOR'S REPORT**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

#### **1. Industry Structure and developments:**

The financial period 2012-13 witnessed challenges. The average price of Company has been approximately equalling over the past few years.

#### **2. Opportunities and Threats:**

The Company is operating in an environment, which is becoming more and more competitive and the margins in this continue to be under pressure. The Company feels this business is high growth area.

#### **3. Internal Control Systems and their adequacy:**

The Company has a proper and adequate system of internal control to ensure that all the assets are safeguarded, protected against loss from unauthorised use or disposition and those transactions are authorised, recorded and reported correctly. The internal audit reports are reviewed for corrective actions wherever required. The views of statutory auditors are also considered to ascertain the adequacy of the internal control system.

#### **4. Material developments in Human Resources / Industrial Relations front, including number of people employed:**

Human resources are a valuable assets and the Company seek to attract and retain the best talent available. Systematic training, development, continuance of productivity and employee satisfaction are some of the highlights of human resources development activities during the year. Employee relations continued to be cordial. Your directors acknowledge and thank employees for their continued contribution.

G.D. TRADING & AGENCIES LIMITED  
Indian Mercantile Chambers, 3rd Floor,  
14-R, Kamani Marg, Ballard Estate, Mumbai 400001

ANNEXURE -A

INFORMATION IN ACCORDANCE WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE DIRECTORS)  
RULES, 1988.

**CONSERVATION OF ENERGY:**

The energy Consumption is insignificant. However, the company has taken steps to conserve energy wherever possible.

**RESEARCH & DEVELOPMENT & TECHNOLOGY ABSORPTION:**

The provisions relating to Research & Development and Technology Absorption are not applicable to our Company.

**FOREIGN EXCHANGE EARNING & OUTGO:**

No Income or Expenditure in Foreign Currency received or incurred during the year.

For and on behalf of the Board of Directors



Shekhar Somani  
Director



Sanjay Somani  
Director

Mumbai : 11th May 2013



**G.D. TRADING & AGENCIES LIMITED**  
Indian Mercantile Chambers, 3rd Floor,  
14-R, Kamani Marg, Ballard Estate, Mumbai 400001  
**DIRECTORS' REPORT**

Your Directors have the pleasure in submitting before you the Thirty Third Annual Report together with the Audited Balance Sheet and Profit & Loss account for the period ended on 31ST MARCH 2013.

**1. BUSINESS:**

The Company is in the business of trading of Shares & Securities.

**2. FINANCIAL RESULTS**

| Particulars                             | Year ended on 31ST MARCH 2013 | Year ended on 31st March, 2012 |
|---|-------------------------------|--------------------------------|
| Profit & Loss before Depreciation       | 1,603                         | 10,477                         |
| Less: Depreciation                      | -                             | -                              |
| Profit before Tax ( Current & Deferred) | 1,603                         | 10,477                         |
| Provision for Taxation                  |                               | 1,220                          |
| Income Tax paid for earlier year        | 9,430                         |                                |
| Profit after Tax c/f to next year       | (7,827)                       | 9,257                          |

**3. DIVIDEND:**

Your directors do not recommend any dividend for the year.

**4. PARTICULARS OF EMPLOYEES:**

There is no employees drawing remuneration exceeding the limits laid down in sub - section (2A) of section 217 of the Companies Act, 1956 read with Companies ( Particulars of Employees) Rules, 1975, such particulars are not given.

**5. DIRECTORS' RESPONSIBILITY STATEMENT:**

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

- i. That in the preparation of the annual accounts for the financial year ended 31ST MARCH 2013, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the Company for the year under review;
- iii. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. That the directors had prepared the accounts for the financial year ended 31ST MARCH 2013 on a 'going concern' basis.

**6. Remarks of the Auditors**

As regards remark of the auditors the same is self explanatory and do not call further clarification.

7. Director: Shri Shekahr Somani the director of the Company retires by rotation but being eligible offers himself for reappointment.

**7. AUDITORS:**

The Auditors of the Company, M/S. J.K.Lahoti, Chartered Accountants, retire at the ensuing meeting and have confirmed their eligibility and willingness to accept the office, if re-appointed.


**8. ADDITIONAL INFORMATION:**

Additional information as required under the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is given in Annexure -A to this report.

**9. ACKNOWLEDGMENT:**

Your Directors take this opportunity to thank you all.

For and on behalf of the Board of Directors



Shekhar Somani  
Director

Mumbai : 11th May 2013



Sanjay Somani  
Director

## ANNEXURE TO THE DIRECTOR'S REPORT

### Report on Corporate Governance

#### COMPANY PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy on Corporate Governance is to attain the highest levels of transparency, accountability and integrity. This objective extends, not merely to meet with statutory requirements but also to go beyond them by putting into place procedures and systems, which are in accordance with best practices for governance. Corporate Governance at G.D. TRADING & AGENCIES LIMITED means being responsive to aspirations to all the stakeholders – customers, suppliers, lenders, employees, the shareholders and expectations of the society. The Board of Directors supports the board principles of Corporate Governance and lays strong emphasis on its trusteeship role to align and direct the actions of the organisation to achieve its avowed objectives of transparency, accountability and integrity. Given below is the report on Corporate Governance at G.D. TRADING & AGENCIES LIMITED.

#### BOARD OF DIRECTORS

##### Composition of the Board:

The Board of Directors of your Company consists of three Directors as on 31<sup>st</sup> March 2013.

None of the Directors on the Board are members of more than ten Committees and Chairman of more than five Committees across all Companies in which they are Directors.

During the financial year 2012-13, six Board Meetings were held on the following dates:

- 19.04.2012
- 14.05.2012
- 08.08.2012
- 03.09.2012
- 19.11.2012
- 15.02.2013

The details of the Directors on the Board of your Company as on 31<sup>st</sup> March 2013 are given below:

| Name                          | Category             | No. of Shares Held | Attendance Particulars |          | No. of outside Directorship (*) | No. of outside Committee positions held (@) |        |
|-------------------------------|----------------------|--------------------|------------------------|----------|---------------------------------|---|--------|
|                               |                      |                    | Board meetings         | Last AGM |                                 | Chairman                                    | Member |
| MR. SHEKHAR NANDKUMAR SOMANI  | Director (Executive) | -                  | Yes                    | Yes      | Three                           | Nil   | Nil    |
| MR. SANJAY SAMPATKUMAR SOMANI | (Non-Executive)      | -                  | Yes                    | Yes      | One                             | Nil   | Nil    |
| MR. VINODKUMAR MIMANI         | (Non-Executive)      | -                  | Yes                    | No       | One                             | Nil   | One    |

## GENERAL BODY MEETINGS :

Particulars of General Meetings held during last three years :

| Annual General Meeting (AGM) | Date                             | Venue  | Time       | No. of Special Resolutions Passed |
|------------------------------|----------------------------------|--|------------|-----------------------------------|
| AGM (2009-10)                | 30 <sup>th</sup> September, 2010 | KAPUR MAHAL,<br>5 <sup>TH</sup> FLOOR,<br>MARINE DRIVE,<br>MUMBAI 400020,<br>MAHARASHTRA, INDIA  | 12.00 noon | Nil                               |
| AGM (2010-11)                | 30 <sup>th</sup> September, 2011 | KAPUR MAHAL,<br>5 <sup>TH</sup> FLOOR,<br>MARINE DRIVE,<br>MUMBAI 400020,<br>MAHARASHTRA, INDIA  | 12.00 noon | Nil                               |
| AGM (2011-12)                | 28 <sup>th</sup> September, 2012 | INDIAN MERCANTILE<br>CHAMBERS, 3 <sup>RD</sup> FLOOR,<br>14, R. KAMANI MARG,<br>BALLARD ESTATE,<br>MUMBAI 400001<br>MAHARASHTRA, INDIA | 04.30 p.m. | Nil                               |

There were no any Special resolutions passed by the members during the last three years' General Meetings.

There were no any resolution passed by Postal Ballot.

### DISCLOSURES:

Your Company has no material significant transactions with its related parties that may have a potential conflict with the interest of your Company during the Financial Year 2012-13. The list of related parties is given for information under Other Note 2.18.2 to the Balance Sheet as at 31<sup>st</sup> March 2013.

In the preparation of the financial statements, your Company follows Accounting Standards issued by the Institute of Chartered Accountants of India.

Your Company has formulated and laid down a procedure on risk assessment and minimization. These procedures have been considered by the Board and a properly defined framework is laid down to ensure that executive management controls the identified risks. Your Company has not framed any Whistle Blower Policy during the year 2012-13.

During the year under review, your Company did not raise any proceeds through a public issue, rights issue and/or a preferential issue.



## **INVESTORS' GRIEVANCES & SHARE TRANSFER COMMITTEE :**

There is constitution of investors' grievance & Share transfer committee.

The scope of the Committee is to look into the matter of shareholders' grievances in respect of share transfer, transmission and other related matter.

Mr. SHEKHAR NANDKUMAR SOMANI, Director is the Chairman of the Committee. Mr. VINODKUMAR MIMANI and Mr. SANJAY SAMPATKUMAR SOMANI are the members of the Committee.

The Shareholders' Grievance Committee generally meets once in a quarter, inter alia, to review the quarterly performance and the financial results, investors' grievances & Share transfers.

The Investors' Grievance & Share Transfer Committee met four times during the financial year 2012-13 on

- 14.05.2012
- 08.08.2012
- 19.11.2012
- 15.02.2013

| Name of the Member                  | Position | No. of Meetings held | No. of Meetings Attended |
|-------------------------------------|----------|----------------------|--------------------------|
| Mr. SHEKHAR<br>NANDKUMAR<br>SOMANI  | Chairman | 4                    | 4                        |
| Mr. VINODKUMAR<br>MIMANI            | Member   | 4                    | 4                        |
| Mr. SANJAY<br>SAMPATKUMAR<br>SOMANI | Member   | 4                    | 4                        |

Mr. SHEKHAR NANDKUMAR SOMANI, Chairman of the Committee was present at the Annual General Meeting of your Company held on 28<sup>th</sup> September, 2012 to answer the shareholders' queries.

The Minutes of the Shareholders' Grievance Committee Meetings form part of the documents placed before the meetings of the Board of Directors. In addition, the Chairman of the Shareholders' Grievance Committee appraises the Board about the significant discussions at the Shareholders' Grievance Committee meetings.

## Composition and Attendance at Meeting:

The Audit Committee comprises of three members and Mr. SANJAY SAMPATKUMAR SOMANI, the Director of the Company is financially literate as prescribed in the Listing Agreement.

MR. SANJAY SAMPATKUMAR SOMANI, Director is the Chairman of the Committee. MR. SHEKHAR NANDKUMAR SOMANI and MR. VINODKUMAR MIMANI are the members of the Committee.

The Audit Committee generally meets once in a quarter, inter alia, to review the quarterly performance and the financial results.

The Audit Committee met four times during the financial year 2012-13 on

- 14.05.2012
- 08.08.2012
- 19.11.2012
- 15.02.2013

| Name of the Member            | Position | No. of Meetings held | No. of Meetings Attended |
|-------------------------------|----------|----------------------|--------------------------|
| Mr. SANJAY SAMPATKUMAR SOMANI | Chairman | 4                    | 4                        |
| Mr. SHEKHAR NANDKUMAR SOMANI  | Member   | 4                    | 4                        |
| Mr. VINODKUMAR MIMANI         | Member   | 4                    | 4                        |

MR. SANJAY SAMPATKUMAR SOMANI, Chairman of the Committee was present at the Annual General Meeting of your Company held on 28<sup>th</sup> September, 2012 to answer the shareholders' queries.

The Minutes of the Audit Committee Meetings form part of the documents placed before the meetings of the Board of Directors. In addition, the Chairman of the Audit Committee appraises the Board about the significant discussions at the Audit Committee meetings.

## REMUNERATION AND COMPENSATION COMMITTEE :

There was no constitution of any remuneration and compensation committee.

(\*) Excludes directorship in Indian Private Limited Companies, Foreign Companies, Companies under Section 25 of the Companies Act, 1956 and membership of Managing Committees of various bodies.

(@) Only membership of Audit Committee and Shareholder's/Investor's Grievances Committees are considered.

### **Board Procedure:**

The Board meets at least once in quarter, inter alia, to review the quarterly performance and the financial results. The Board Meetings are generally scheduled well and the notice of each Board Meeting is given in writing to each Director.

The information as specified in Annexure IA to Clause 49 of the Listing Agreement is placed before the Board wherever applicable.

### **AUDIT COMMITTEE :**

Terms of reference :

The Audit Committee of the Board of Directors of your Company, inter alia, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

Apart from all the matters provided in Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, the Committee review reports of the Internal Auditors, meets Statutory Auditors periodically and discusses their findings, suggestions, internal control systems, scope of audit, observations of the auditors and reviews accounting policies followed by your company. The Committee reviews with the managements, the half yearly and annual financial statements before its submission to the Board. The minutes of the Audit Committee meetings are placed and noted at the subsequent meeting of the Board of Directors of your Company.



G.D. TRADING & AGENCIES LIMITED

Statement of Profit and Loss

for the year ended 31ST MARCH 2013

| Currency : INR  | Notes       | For the year ended on<br>31ST MARCH 2013 | For the year ended on<br>31st March, 2012 |
|---|-------------|--|---|
| I. Revenue from Operations  | <u>2.12</u> | 118,973                                  | 19,750                                    |
| II. Other Income  | <u>2.13</u> | 4,465                                    | 1,194,055                                 |
| III. TOTAL REVENUE (I +II)  |             | 123,438                                  | 1,213,805                                 |
| IV. EXPENSES  |             |  |   |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | <u>2.14</u> | 4,897                                    | 43,400                                    |
| Financial costs   | <u>2.15</u> | -515                                     | 2,387                                     |
| Depreciation and amortization expense   | <u>2.6</u>  | -  | -   |
| Other expenses  | <u>2.16</u> | 116,423                                  | 1,157,541                                 |
| TOTAL EXPENSES  |             | 121,835                                  | 1,203,328                                 |
| V. Profit before exceptional and extraordinary items and tax (III -IV)        |             | 1,603                                    | 10,477                                    |
| VI. Exceptional items   |             | -  | -   |
| VII. Profit before extraordinary items and tax (V -VI)                        |             | 1,603                                    | 10,477                                    |
| VIII. Extraordinary Items   |             | -  | -   |
| IX. PROFIT / (LOSS) BEFORE TAX (VII -VIII)                                    |             | 1,603                                    | 10,477                                    |
| X. PROVISION FOR TAXATION   |             |  |   |
| Current Tax (MAT)   |             | -  | 1,220                                     |
| Deferred Tax  |             | -  | -   |
| Taxes for Earlier years   |             | 9,430                                    | -   |
| MAT Credit  |             | -  | -   |
|   |             | 9,430                                    | 1,220                                     |
| XI. Profit(Loss) from the period from continuing operations (IX -X)           |             | (7,827)                                  | 9,257                                     |
| XII. Profit/(Loss) from discontinuing operations                              |             | -  | -   |
| XIII. Tax expense of discounting operations                                   |             | -  | -   |
| XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)                 |             | -  | -   |
| XV. PROFIT / (LOSS) FOR THE PERIOD (XI +XIV)                                  |             | (7,827)                                  | 9,257                                     |
| XVI. EARNINGS PER SHARE   | <u>2.17</u> |  |   |
| Equity shares of par value Rs. 10/- each                                      |             |  |   |
| Basic Earning Per Share   |             | (0.08)                                   | 0.09                                      |
| Dilutive Earning Per Share  |             | (0.08)                                   | 0.09                                      |


The Notes to accounts referred to above form an integral part of Profit and Loss Account  
This is the Profit and Loss Account referred to in our report of even date.


For J.K.Lahoti & Co.  
Chartered Accountants

  
J.K.Lahoti  
Proprietor  
Membership No. : 16655  
Firm's Registration No.: 105508W  
Mumbai :11th May 2013



For and on behalf of the Board of Directors

  
Shekhar Somani  
Director  
Mumbai :11th May 2013

  
Sanjay Somani  
Director

**G.D. TRADING & AGENCIES LIMITED**

**Balance Sheet**

as at 31ST MARCH 2013

| Currency : INR                          | Notes       | As at 31ST MARCH 2013 |                          | As at 31st March, 2012 |                          |
|---|-------------|-----------------------|--------------------------|------------------------|--------------------------|
| <b>EQUITY &amp; LIABILITIES</b>         |             |                       |                          |                        |                          |
| <b>I. Shareholder's Funds</b>           |             |                       |                          |                        |                          |
| a. Share Capital                        | <u>2.1</u>  | 6,000,000             |                          | 6,000,000              |                          |
| b. Reserve & Surplus                    | <u>2.2</u>  | (2,714,410)           | 3,285,590                | (2,706,583)            | 3,293,417                |
| <b>II. Non-Current Liabilities</b>      |             |                       |                          |                        |                          |
| a. Long-term borrowings                 | <u>2.3</u>  | 77,086,613            | 77,086,613               | 75,741,792             | 75,741,792               |
| <b>III. Current Liabilities</b>         |             |                       |                          |                        |                          |
| a. Trade payables                       | <u>2.4</u>  | 15,193                |                          | 134,665                |                          |
| b. Other current liabilities            | <u>2.5</u>  | 214,000               | 229,193                  | 1,395,539              | 1,530,204                |
| <b>TOTAL</b>                            |             |                       | <b><u>80,601,396</u></b> |                        | <b><u>80,565,413</u></b> |
| <b>ASSETS</b>                           |             |                       |                          |                        |                          |
| <b>I. Non-Current Assets</b>            |             |                       |                          |                        |                          |
| a. Fixed Assets                         | <u>2.6</u>  |                       |                          |                        |                          |
| i. Tangible assets                      |             | -                     |                          | -                      |                          |
| ii. Intangible assets                   |             | -                     |                          | -                      |                          |
| iii. Capital work-in-progress           |             | -                     |                          | -                      |                          |
| iv. Intangible assets under development |             | -                     |                          | -                      |                          |
| b. Non-Current Investments              | <u>2.7</u>  | 77,208,332            |                          | 77,208,332             |                          |
| c. Long term loans and advances         | <u>2.8</u>  | 3,250,000             | 80,458,332               | 3,200,000              | 80,408,332               |
| <b>II. Current Assets</b>               |             |                       |                          |                        |                          |
| a. Inventories                          | <u>2.9</u>  | 124,059               |                          | 128,956                |                          |
| b. Trade Receivables                    | <u>2.10</u> | -                     |                          | -                      |                          |
| c. Cash & cash equivalents              | <u>2.11</u> | 19,005                | 143,064                  | 28,125                 | 157,081                  |
| <b>TOTAL</b>                            |             |                       | <b><u>80,601,396</u></b> |                        | <b><u>80,565,413</u></b> |

The Notes to accounts referred to above form an integral part of Balance Sheet  
This is the Balance Sheet referred to in our report of even date.

For J.K.Lahoti & Co.  
Chartered Accountants

  
J.K.Lahoti  
Proprietor  
Membership No. : 16655  
Firm's Registration No.: 105508W  
Mumbai :11th May 2013



For and on behalf of the Board of Directors



Shekhar Somani  
Director  
Mumbai :11th May 2013



Sanjay Somani  
Director

ANNEXURE TO THE AUDITORS' REPORT

Annexure referred to in the Auditors' Report of G.D. TRADING & AGENCIES LIMITED on the Accounts for the year ended on 31ST MARCH 2013.


- i) In respect of its Fixed Assets:
  - a. The Company has no fixed Assets and hence this clause is not applicable.
- ii) In respect of Inventory of goods:
  - a. The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
  - b. In our opinion, the procedure of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
  - c. On the basis of our examination of the inventory records, in our opinion, the company is maintaining proper records of inventory. No material discrepancies were noticed on physical verification as compared to book records.
- iii) In respect of loans, secured or unsecured, granted or taken by the Company to/from Companies, firms or other parties covered in the register maintained under section 301 of the Companies act, 1956:
  - a. The Company has granted loans aggregating Rs. NIL during the previous year and the outstanding balances of such loan is Rs. NIL
  - b. In our opinion, the rate of interest and other terms and conditions of such loans are not, prima facie, prejudicial to the interest of the company.
  - c. In respect of loans and advances in the nature of loans given by the company, wherever stipulations have been made, the parties are generally repaying the principals amount and interest amount wherever applicable;
  - d. There is no overdue amount in respect of loans granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
  - e. The company has taken loans from party covered under register maintained under section 301 of the Companies Act 1956. Maximum amount involve during the year was Rs. 13,44,822/- & year end balance of loan taken was Rs. 6,60,03091/-.
  - f. During the year company is regular in repaying principal amount has been stipulated and has not paid any interest.
- iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business with regards to purchase of fixed assets and with regards to sale of services. In our opinion and according to the information and explanations given to us, we have not observed any major weakness in internal control system during the course of audit.
- v) According to the information and explanation given to us and based on our verification, we are of the opinion that there are no transaction that need to be entered into the register maintained under section 301 of the Companies Act, 1956.
- vi) The Company has not accepted any deposits from the public within the meaning of Section 58A and 58AA of companies Act, 1956 and the rules framed thereunder.
- vii) In our opinion and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- viii) The Central Government has not prescribed the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 for any of the services rendered by the Company.
- ix) In respect of statutory dues:





- a) For the year under review we are informed that the provisions of Employees Provident Fund and the Employee State Insurance Scheme were not applicable. The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it.
- b) Further, since the central Government has till date not prescribed the amount of cess payable under section 441A of the companies Act, 1956, we are not in position to comment upon the regularity or otherwise of the company in depositing the same.
- c) According to the books of account and records as produced and examined by us, there are no undisputed amount payable in respect of Income tax, sales tax, profession tax, cess were in arrears as at 31.03.2013 for a period of more than 6 months.
- x) The company have accumulated losses.
- xi) Based on our audit procedure and according to the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institution, banks or debenture holders.
- xii) In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) In our opinion and according to the information and explanation given to us, the Company is not a chit fund or a nidhi / mutual benefit funds/society.
- xiv) The company has maintained proper records with regards to its transaction and contracts in respects of investments in shares and other securities and timely entries have been held by the company in its own name, except to the extent of exemption granted under section 49 of the Companies Act, 1956 and save for certain shares which are lodged for transfer or held with valid transfer forms.
- xv) In our opinion and according to the information and explanation given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions, the terms and condition whereof are prejudicial to the interest of the company.
- xvi) In our opinion and according to the information and explanation given to us, the Company has not taken any term loan during the year.
- xvii) On the basis an overall examination of the balance sheet of the Company, in our opinion and according to the information and explanation given to us, there are no funds raised on a short - term basis, which have been used for long-term investment, and vice versa.
- xviii) The Company has not made any preferential allotment of shares to companies/firms/parties covered in the register maintained under section 301 of the companies Act, 1956
- xix) The Company has not raised funds by way of debentures.
- xx) The Company has not raised any money by public issue during the year.
- xxi) In our opinion and according to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the year that causes the financial statements to be materially misstated.

For J.K.Lahoti & Co.  
Chartered Accountants

  
J.K.Lahoti  
Proprietor

Membership No.: 16655  
Firm's Registration No.: 105508W  
Mumbai : 11th May 2013



Independent Auditor's Report

The Members of  
**G.D. TRADING & AGENCIES LIMITED**

We have audited the accompanying financial statements of G.D. TRADING & AGENCIES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) In the case of the Profit and Loss Account, of the profit/ loss for the year ended on that date.

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

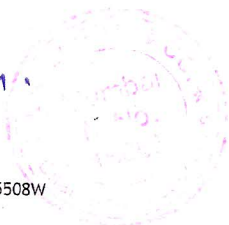
2. As required by section 227(3) of the Act, we report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956, to the extent applicable except for non provision of of diminution in the value of long term investment amounting to Rs. 7,40,70,921/- which is not in accordance with Accounting Standard 13 on "Accounting of Investments".
- e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For J.K.Lahoti & Co.  
Chartered Accountants

  
J.K.Lahoti  
Proprietor

Membership No.: 16655  
Firm's Registration No.: 105508W  
Mumbai : 11th May 2013



**CHIEF EXECUTIVE OFFICER (CEO) AND/OR CHIEF FINANCIAL OFFICER (CFO)  
CERTIFICATION**

To the Board of Directors of G.D. TRADING & AGENCIES LIMITED

Dear Sirs,

Sub: CEO / CFO Certificate  
(issued in accordance with the provisions of Clause 49 of the Listing Agreement)

I, SHEKHAR NANDKUMAR SOMANI, Director of G.D. TRADING & AGENCIES LIMITED, to the best of my knowledge and belief, certify that :

I have reviewed the financial statements, read with the cash flow statement of G.D. TRADING & AGENCIES LIMITED for the year ended 31<sup>st</sup> March 2013 and that to the best of my knowledge and belief, I state that :

- (a) (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- (ii) These statements present a true and fair view of the Company's affairs and are in compliance with current Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) I accept responsibility of establishing and maintaining internal controls for financial proposed to be taken for rectifying these deficiencies.
- (d) I have indicated to the Auditors and the Audit Committee :
  - (i) That there are no significant changes in internal controls over financial reporting during the year;
  - (ii) Significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
  - (iii) That there are no frauds of which I have become aware and the involvement therein, if any, of the management or an employee.

For G.D. TRADING & AGENCIES LIMITED



SHEKHAR NANDKUMAR SOMANI  
Director



## **DECLARATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

In accordance with sub-clause I(D) of Clause 49 of the Listing Agreement with the Stock Exchange, I, SHEKHAR NANDKUMAR SOMANI, Director of G.D. TRADING & AGENCIES LIMITED, hereby confirm that the Board Members and the Senior Management personnel of the Company have affirmed compliance with the Company's Code of Conduct for the Financial Year 2012-13.

### **ANNEXURE TO THE DIRECTOR'S REPORT**

TO,

The Members of G.D. TRADING & AGENCIES LIMITED.

We have reviewed the Company's procedures and compliance with the provisions of Clause 49 regarding corporate governance of the Listing Agreement, on the basis of our review and according to the information and explanation given to us and the representation made to us by the management, we state that to the best of our knowledge and belief, the company has complied with the mandatory requirement of the provisions of corporate governance stipulated in Clause 49 of the Listing Agreement of the Stock Exchanges.

FOR J.K. LAHOTI & CO.  
Chartered Accountants



  
J.K. LAHOTI  
PROPRIETOR  
MEMBERSHIP No. 16655

Place: Mumbai

Date: 11/05/2013

Cash flow statement  
for the year ended 31ST MARCH 2013

Currency : INR

Year Ended 31ST MARCH 2013

Year Ended 31st March, 2012


|   | Year Ended 31ST MARCH 2013 | Year Ended 31st March, 2012 |
|---|----------------------------|-----------------------------|
| <b>A Cash flow from operating activities</b>                        |                            |                             |
| Net Profit / (Loss) before taxation                                 | 1,603                      | 10,477                      |
| <i>Adjustments for</i>  |                            |                             |
| Depreciation  | -                          | -                           |
| Investment W/off  | -                          | 1,000                       |
| Dividend Income   | (4,465)                    | (4,088)                     |
| Interest Income   | -                          | -                           |
| Interest Expense  | -                          | -                           |
| Profit on Sale of Assets  | -                          | (3,103)                     |
| Profit on Sale of Investment  | -                          | (3,500)                     |
| Tax for earlier years   | (9,430)                    | -                           |
| <b>Operating cash flow before working capital changes</b>           | <b>(12,293)</b>            | <b>786</b>                  |
| <i>Adjustments for</i>  |                            |                             |
| Increase in stock in trade  | 4,897                      | 43,400                      |
| Decrease/ (increase) in other current assets                        | -                          | -                           |
| Decrease/(Increase) in loans and advances                           | (50,000)                   | 30,144,499                  |
| Increase in current liabilities                                     | (1,301,011)                | (328,633)                   |
| <b>Cash used in operations</b>                                      | <b>(1,358,407)</b>         | <b>29,860,052</b>           |
| Direct taxes paid   | -                          | -                           |
| <b>Net Cash used in operating activities</b>                        | <b>(A) (1,358,407)</b>     | <b>29,860,052</b>           |
| <b>B Cash flow from investing activities</b>                        |                            |                             |
| Purchase of Fixed asset   | -                          | -                           |
| Sale of Fixed asset   | -                          | 8,500                       |
| Sale of Investments   | -                          | 6,200                       |
| Dividend on Investment  | 4,465                      | 4,088                       |
| Interest Received   | -                          | -                           |
| Profit on Sale of Investment  | -                          | 3,500                       |
| <b>Net Cash generated from investing activities</b>                 | <b>(B) 4,465</b>           | <b>22,288</b>               |
| <b>C Cash flow from financing activities</b>                        |                            |                             |
| Proceeds from issue of share capital                                | -                          | -                           |
| Proceeds / (repayment) from secured loans (net)                     | -                          | -                           |
| Proceeds from unsecured loans (net)                                 | #REF!                      | (29,870,249)                |
| Interest paid   | -                          | -                           |
| <b>Net Cash generated from financing activities</b>                 | <b>(C) #REF!</b>           | <b>(29,870,249)</b>         |
| <b>Net increase in cash and cash equivalents</b>                    | <b>(A+B+C) #REF!</b>       | <b>12,091</b>               |
| Cash and cash equivalent as at the beginning of the period          | 28,125                     | 16,034                      |
| Cash and cash equivalent as at the end of the period (Refer Note 1) | 19,006                     | 28,126                      |

## Note:

1 Cash and cash equivalents comprise of cash on hand and balances with bank in current accounts (Refer Note 2.10 to the financial statements)


This is the cashflow statement referred to in our report of even date.


J.K.Lahoti & Co.  
Chartered Accountants

  
J.K.Lahoti  
Proprietor  
Membership No. : 16655  
Firm's Registration No.: 105508W  
Mumbai :11th May 2013



For and on behalf of the Board of Directors

  
Shekhar Somani  
Director  
Mumbai :11th May 2013

  
Sanjay Somani  
Director

NOTE 2 : NOTES TO ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2013

The previous year's figures have been regrouped / reclassified wherever necessary to conform to the current presentation.

NOTE 2.1 : SHARE CAPITAL

| <u>Share Capital</u>  | As at 31ST MARCH 2013 |  | As at 31st March, 2012 |  |
|---|-----------------------|--|------------------------|--|
| <b>Authorised Capital</b>   |                       |  |                        |  |
| 11% 50000 Preference of Rs.100 each.<br>(Previous Year 50000 Preference of Rs.100 each.)                        | 5,000,000             |  | 5,000,000              |  |
| 250000 Equity Shares of Rs.10 each.<br>(Previous Year 250000 Equity of Rs.10 each.)                             | 2,500,000             |  | 2,500,000              |  |
|   | 7,500,000             |  | 7,500,000              |  |
| <b>Issued &amp; Subscribed and Fully Paid-up Capital/Partly Paid-up</b>   |                       |  |                        |  |
| 11% 50000 Preference of Rs.100 each.<br>(Previous Year 50000 Preference of Rs.100 each.)                        | 5,000,000             |  | 5,000,000              |  |
| Less : Calls in Arrears by Directors and Officers   | -                     |  | -                      |  |
| Less : Calls in Arrears by Others   | -                     |  | -                      |  |
|   | 5,000,000             |  | 5,000,000              |  |
| 100000 Equity Shares of Rs.10 each, fully paid up<br>(Previous Year 100000 Shares of Rs.10 each, fully paid up) | 1,000,000             |  | 1,000,000              |  |
| Less : Calls in Arrears by Directors and Officers   | -                     |  | -                      |  |
| Less : Calls in Arrears by Others   | -                     |  | -                      |  |
|   | 1,000,000             |  | 1,000,000              |  |
|   | 6,000,000             |  | 6,000,000              |  |

RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE REPORTING PERIOD

Preference Share

| Particulars                                     | As at 31ST MARCH 2013 |           | As at 31st March, 2012 |           |
|---|-----------------------|-----------|------------------------|-----------|
|   | Number                | Rs.       | Number                 | Rs.       |
| Shares outstanding at the beginning of the year | 50,000                | 5,000,000 | 50,000                 | 5,000,000 |
| Shares Issued during the year                   | -                     | -         | -                      | -         |
| Shares bought back during the year              | -                     | -         | -                      | -         |
| Shares outstanding at the end of the year       | 50,000                | 5,000,000 | 50,000                 | 5,000,000 |

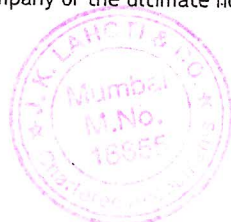
Equity shares

| Particulars                                     | As at   |           | As at   |           |
|---|---------|-----------|---------|-----------|
|   | Number  | Rs.       | Number  | Rs.       |
| Shares outstanding at the beginning of the year | 100,000 | 1,000,000 | 100,000 | 1,000,000 |
| Shares Issued during the year                   | -       | -         | -       | -         |
| Shares bought back during the year              | -       | -         | -       | -         |
| Shares outstanding at the end of the year       | 100,000 | 1,000,000 | 100,000 | 1,000,000 |

DETAILS OF SHARE HOLDING

- \*\*\*\* Equity Shares (Previous year) are held by \*\*\*\*\*, the holding company.
- \*\*\*\* Equity Shares (Previous year) are held by \*\*\*\*\*, the ultimate holding company.
- \*\*\*\* Equity Shares (Previous year) are held by \*\*\*\*\*, the subsidiary company.
- \*\*\*\* Equity Shares (Previous year) are held by \*\*\*\*\*, the associate of the holding company.
- \*\*\*\* Equity Shares (Previous year) are held by \*\*\*\*\*, the associate of the ultimate holding company.

Above disclosure is required for each class of Shares held by its holding company or its ultimate holding company including shares held by or by subsidiaries or associates of the holding company or the ultimate holding company in aggregate.



SHAREHOLDER HOLDING MORE THAN 5 PERCENT SHARES IN THE COMPANY  
Preference Shares

| Name of Shareholder | As at              |              | As at              |              |
|---------------------|--------------------|--------------|--------------------|--------------|
|                     | No. of shares held | % of Holding | No. of shares held | % of Holding |
| Shekhar Somani      | 15,000             | 30.00        | 15,000             | 30.00        |
| Murli Asawa         | 3,000              | 6.00         | 3,000              | 6.00         |
| Mukund Asawa        | 3,000              | 6.00         | 3,000              | 6.00         |

Equity Shares

| Name of Shareholder | As at 31ST MARCH 2013 |              | As at 31st March, 2012 |              |
|---------------------|-----------------------|--------------|------------------------|--------------|
|                     | No. of shares held    | % of Holding | No. of shares held     | % of Holding |
| Ceres Co. Pvt.Ltd.  | 24,420                | 24.42        | 24,420                 | 24.42        |
| Renu Somani         | 7,010                 | 7.01         | 7,010                  | 7.01         |
| Rekha Ruia          | 6,000                 | 6.00         | 6,000                  | 6.00         |
| Nitya Somani        | 37,070                | 37.07        | 37,070                 | 37.07        |





NOTE 2.7 : NON CURRENT INVESTMENTS

| <u>Non Current Investments</u>                              | <u>As at 31ST MARCH 2013</u> |          | <u>As at 31st March, 2012</u> |          |
|---|------------------------------|----------|-------------------------------|----------|
|   | Quoted                       | Unquoted | Quoted                        | Unquoted |
| <b>A) Trade Investments (Refer A below)</b>                 |                              |          |                               |          |
| (a) Investment in Equity instruments of other entities      |                              |          |                               |          |
| Shree Vindhya Paper Mills<br>1553174 Equity shares of Rs.10 | 77,208,332                   | -        | 77,208,332                    | -        |
| <b>Total (A)</b>  | <b>77,208,332</b>            | <b>-</b> | <b>77,208,332</b>             | <b>-</b> |
| <b>B) Other Investments (Refer B below)</b>                 |                              |          |                               |          |
| (a) Investments in Government or Trust                      | -                            | -        | -                             | 1,000    |
| Less : W/off  | -                            | -        | -                             | 1,000    |
| <b>Total (B)</b>  | <b>-</b>                     | <b>-</b> | <b>-</b>                      | <b>-</b> |
| <b>Grand Total (A + B)</b>                                  | <b>77,208,332</b>            | <b>-</b> | <b>77,208,332</b>             | <b>-</b> |
| Less : Provision for dimunition in the value of Investments | -                            | -        | -                             | -        |
| <b>Total</b>  | <b>77,208,332</b>            | <b>-</b> | <b>77,208,332</b>             | <b>-</b> |



NOTE 2.2 : RESERVES & SURPLUS

| <u>Reserves &amp; Surplus</u>                  | As at 31ST MARCH 2013 | As at 31st March, 2012 |
|--|-----------------------|------------------------|
| <b>a. Profit &amp; Loss account</b>            |                       |                        |
| Opening balance                                | (2,706,583)           | (2,715,840)            |
| (+) Net Profit/(Net Loss) For the current year | (7,827)               | 9,257                  |
| (+) Transfer from Reserves                     | -                     | -                      |
| (+) Income Tax Refund                          | -                     | -                      |
| (-) Proposed Dividends                         | -                     | -                      |
| (-) Interim Dividends                          | -                     | -                      |
| (-) Transfer to Reserves                       | -                     | -                      |
| Closing Balance                                | (2,714,410)           | (2,706,583)            |
| <b>Total</b>                                   | (2,714,410)           | (2,706,583)            |

NOTE 2.3 : LONG TERM BORROWINGS

| <u>Long Term Borrowings</u>                                   | As at 31ST MARCH 2013 | As at 31st March, 2012 |
|---|-----------------------|------------------------|
| <b>Unsecured</b>  |                       |                        |
| (a) Inter Corporate Loans                                     | 46,860,705            | 46,857,105             |
| (b) Loans From Directors                                      | 19,142,386            | 17,801,164             |
| (c) Advances from related parties for FCD                     | 11,083,523            | 11,083,523             |
| (d) Other Advances for FCD                                    | -                     | -                      |
|   | 77,086,613            | 75,741,792             |
| In case of continuing default as on the balance sheet date in |                       |                        |
| 1. Period of default  | -                     | -                      |
| 2. Amount   | -                     | -                      |
| <b>Total</b>  | 77,086,613            | 75,741,792             |

NOTE 2.4 : TRADE PAYABLES

| <u>Trade Payables</u> | As at 31ST MARCH 2013 | As at 31st March, 2012 |
|-----------------------|-----------------------|------------------------|
| (a) Trade Payables    | 15,193                | 134,665                |
| (b) Others            | -                     | -                      |
| <b>Total</b>          | 15,193                | 134,665                |

NOTE 2.5 : OTHER CURRENT LIABILITIES

| <u>Other Current Liabilities</u>        | As at 31ST MARCH 2013 | As at 31st March, 2012 |
|---|-----------------------|------------------------|
| (a) Audit Fees Payable                  | 16,000                | 16,000                 |
| (b) Other Liabilities                   | 198,000               | 1,378,319              |
| (b) Income Tax Provision MAT (AY 12-13) | -                     | 1,220                  |
| <b>Total</b>                            | 214,000               | 1,395,539              |





NOTE 2.8 : LONG-TERM LOANS & ADVANCES

| <u>Long-term Loans &amp; Advances</u>                        | As at 31ST MARCH 2013 | As at 31st March, 2012 |
|--|-----------------------|------------------------|
| <b>a. Loans and advances to related parties (refer note)</b> |                       |                        |
| Deposit- UnSecured, considered good                          | -                     | -                      |
| Loans & Advances -Unsecured, considered good                 | -                     | -                      |
| Doubtful   | -                     | -                      |
| Less: Provision for doubtful loans and advances              | -                     | -                      |
|  | -                     | -                      |
| <b>b. Other loans and advances</b>                           |                       |                        |
| Secured, considered good                                     | -                     | -                      |
| Unsecured, considered good                                   | 3,250,000             | 3,200,000              |
| Doubtful   | -                     | -                      |
| Less: Provision for doubtful                                 | -                     | -                      |
| <b>Total</b>   | <b>3,250,000</b>      | <b>3,200,000</b>       |
|  | <b>3,250,000</b>      | <b>3,200,000</b>       |

NOTE 2.9 : INVENTORIES

| <u>Inventories</u>       | As at 31ST MARCH 2013 | As at 31st March, 2012 |
|--------------------------|-----------------------|------------------------|
| Stock in trade of Shares | 124,059               | 128,956                |
|                          | 124,059               | 128,956                |
| <b>Total</b>             | <b>124,059</b>        | <b>128,956</b>         |



NOTE 2.11 : CASH & CASH EQUIVALENTS

| <u>Cash &amp; Cash Equivalents</u> | As at 31ST MARCH 2013 | As at 31st March, 2012 |
|------------------------------------|-----------------------|------------------------|
| a. Balances with banks             | 839                   | 9,959                  |
| b. Cash on hand                    | 18,166                | 18,166                 |
| <b>Total</b>                       | <b>19,005</b>         | <b>28,125</b>          |

NOTE 2.12 : GROSS REVENUE FROM OPERATIONS

| <u>Particulars</u>       | As at 31ST MARCH 2013 | As at 31st March, 2012 |
|--------------------------|-----------------------|------------------------|
| Finance Company Interest | -                     | -                      |
| Sales of shares          | 118,973               | 19,750                 |
| <b>Total</b>             | <b>118,973</b>        | <b>19,750</b>          |

NOTE 2.13 : OTHER INCOME

| <u>Other Income</u>               | As at 31ST MARCH 2013 | As at 31st March, 2012 |
|-----------------------------------|-----------------------|------------------------|
| (a) Dividend Income               | 4,465                 | 4,088                  |
| (b) Sundry Balance w/off          | -                     | 1,183,364              |
| (c) Share Trading Income          | -                     | -                      |
| (d) Profit on sale of Assets      | -                     | 3,103                  |
| (e) Profit on sale of Investments | -                     | 3,500                  |
| <b>Total</b>                      | <b>4,465</b>          | <b>1,194,055</b>       |

NOTE 2.14 : CHANGES IN INVENTORIES

| <u>Particulars</u>                 | As at 31ST MARCH 2013 | As at 31st March, 2012 |
|------------------------------------|-----------------------|------------------------|
| (a) At the end of the period       |                       |                        |
| (i) Shares                         | 124,059               | 128,956                |
| (b) At the beginning of the period | 124,059               | 128,956                |
| (i) Shares                         | 128,956               | 172,356                |
|                                    | 128,956               | 172,356                |
| <b>Total</b>                       | <b>4,897</b>          | <b>43,400</b>          |



## NOTE 2.15 : FINANCE COST

| <u>Particulars</u> | As at 31ST MARCH 2013 | As at 31st March, 2012 |
|--------------------|-----------------------|------------------------|
| Bank Charges       | 515                   | 2,387                  |
| <b>Total</b>       | <b>515</b>            | <b>2,387</b>           |

## NOTE 2.16 : OTHER EXPENSES

| <u>Other Expenses</u>                         | As at 31ST MARCH 2013 | As at 31st March, 2012 |
|---|-----------------------|------------------------|
| <b>A. Administrative and General Expenses</b> |                       |                        |
| Audit Fees                                    | 8,000                 | 8,000                  |
| Listing Fees                                  | 31,837                | 26,445                 |
| Professional & Consultancy Charges            | 57,111                | 80,298                 |
| BSE Reinstatement Charges                     | -                     | 1,036,521              |
| Web Site Charges                              | 10,200                |                        |
| Depository Charges                            | 4,494                 | -                      |
| Miscellaneous Expenses                        | 4,781                 | 6,277                  |
|   | <b>116,423</b>        | <b>1,157,541</b>       |
| <b>Total</b>                                  | <b>116,423</b>        | <b>1,157,541</b>       |

## NOTE 2.17 : EARNINGS PER SHARE :-

| <u>Particulars</u>   | As at 31ST MARCH 2013 | As at 31st March, 2012 |
|--|-----------------------|------------------------|
| (In accordance with Accounting Standard 20 -Earnings Per Share)          |                       |                        |
| Net Profit After Tax (A)   | (7,827)               | 9,257                  |
| Weighted Average Number of Equity Shares outstanding during the year (B) | 100,000               | 100,000                |
| Number of Dilutive Potential Equity Shares (C)                           | NIL                   | NIL                    |
| Basic Earning Per Share (A/B) (Rs.)                                      | (0.08)                | 0.09                   |
| Dilutive Earning Per Share (A/(B+C)) (Rs.)                               | (0.08)                | 0.09                   |



**NOTE 2.18 : OTHER NOTES TO ACCOUNTS:**

2.18.1 The Company operates only in one business segment viz. trading in shares & securities. Further, there are no geographical segments. Hence, no disclosure are required under Accounting Standard 17 on segment Reporting prescribed by Companies (Accounting Standards) Rules, 2006.

2.18.2 Related parties

**(i) Names of Key management personnel**

Director - Mr. Shekhar Somani

**(ii) Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual.**

Mr. Shekhar Somani

**(iii) Other enterprises where Key management personnel exercise significant influence.**

Ceres Company Private Limited  
Shree Vindhya Paper Mills Limited

2.18.3 No contract on capital account remains to be executed.

2.18.4 There are no amounts payable to Small Scale Industrial Undertaking to whom the company owes a sum exceeding Rs. 1 ac which is outstanding for more than 30 days.

2.18.5 Auditors Remuneration:

| <u>Particulars</u>       | For the year ended on<br>31ST MARCH 2013 | For the year ended on 31st<br>March, 2012 |
|--------------------------|--|---|
| Statutory Audit Fees Rs. | 8,000.00                                 | 8,000.00                                  |
| <b>Total</b>             | <b>8,000.00</b>                          | <b>8,000.00</b>                           |

2.18.6 Managerial Remuneration paid to Directors Rs. NIL during the year.

2.18.7 Certain debit/credit balances in the accounts are subject to confirmation.

2.18.8 In the opinion of the Board, the Current Assets, Loans & advances are approximately of the value stated if realised in ordinary course of business. The provision of all known liabilities is adequate and not in excess of the amount reasonably necessary.

2.18.9 Expenditure in Foreign Currency during the year amounted to Rs. NIL/- for Travelling & other expenses (Previous Year Rs. NIL).

2.18.10 Earning in Foreign Currency during the year amounted to Rs. NIL of Export of Services (Professional charges in connection with outsourced research on Indian companies) (Previous Year Rs. NIL).

2.18.11 Figures have been rounded off to the nearest rupees.


2.18.12. There has been a diminution in the value of long term quoted investments to the extent of Rs. 7,40,70,921/- (P.Y. Rs. 7,40,70,921/-). No provision has been made for the same since in the opinion of the management the diminution if any will be accounted at the time of final settlement of the investments.



Signatures to Notes '1' to '2.18'

As per our report of even date,

For J.K.Lahoti & Co.  
Chartered Accountants



J.K.Lahoti

Proprietor

Membership No. : 16655

Firm's Registration No.: 105508W

Mumbai :11th May 2013

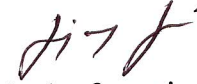
For and on behalf of the Board of Directors



Shekhar Somani

Director

Mumbai :11th May 2013



Sanjay Somani

Director





9. **Shareholding Pattern as on 31.03.2013**

**Equity Shareholding Pattern as on 31.03.2013**

| Shareholding of Nominal<br>Rs.                      Rs. |            | Number of<br>Shareholders | Percentage<br>of Total | Share<br>Amount<br>Rs. | Percentage<br>of Total |
|---|------------|---------------------------|------------------------|------------------------|------------------------|
| 1   | 5000       | 43                        | 76.7857                | 150000                 | 15.0000                |
| 5001  | 10000      | 7                         | 12.5000                | 58500                  | 5.8500                 |
| 10001   | 20000      | 1                         | 1.7857                 | 13500                  | 1.3500                 |
| 30001   | 40000      | 1                         | 1.7857                 | 33000                  | 3.3000                 |
| 50001   | 100000     | 2                         | 3.5714                 | 130100                 | 13.0100                |
| 100001  | 9999999999 | 2                         | 3.5714                 | 614900                 | 61.4900                |
| Total :   |            | 56                        |                        | 1000000                | 100.0000               |



## GENERAL SHAREHOLDER INFORMATION :

1. Annual General Meeting:  

|               |   |  |
|---------------|---|--|
| Date and Time | : | Monday, 30 <sup>th</sup> September, 2013 at 4.30 p.m.  |
| Venue         | : | Indian Mercantile Chambers, 3 <sup>rd</sup> Floor,<br>14, R. Kamani Marg,<br>Ballard Estate, Mumbai-400001 |
  
2. Date of Book Closure : 25<sup>th</sup> September, 2013 to  
28<sup>th</sup> September, 2013  
(both days inclusive)
  
3. Listing on Stock Exchange : Bombay Stock Exchange Limited (BSE)  
Phiroze Jeejeebhoy Towers, Dalal Street  
Mumbai-400023
  
4. Stock Code  
BSE : 504346
  
5. The monthly High and Low of market price of the equity shares of your Company on the BSE and the stock performance during the last financial year was as under :  
  
The Company is currently suspended from the BSE and steps have been taken for revocation of suspension.
  
6. Address of correspondence : Indian Mercantile Chambers, 3<sup>rd</sup> Floor,  
14, R. Kamani Marg,  
Ballard Estate, Mumbai-400001
  
7. Designated E-mail ID for registering complaints by the investors : gdtal2000@gmail.com
  
8. Registrar & Share Transfer Agents : **Bigshare Services Pvt. Ltd.**  
(RTA) E-2 & 3, Ansa Industrial Estate  
Saki-Vihar Road, Sakinaka  
Andheri(E), Mumbai – 400072  
Tel: 91-22-40430200 Fax: 91-22-2847 5207  
E-mail: investor@bigshareonline.com  
Contact Person : Ms Supriya Mhatre

## G.D. TRADING & AGENCIES LIMITED

### SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2013 AND STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE:

#### NOTE 1 : SIGNIFICANT ACCOUNTING POLICIES

##### 1.1 BASIS OF ACCOUNTING:

The Company adopts the accrual system of accounting except for dividend, interest on National Savings Certificate which is accounted for on cash basis. The accounts are prepared under the historical cost convention and are in accordance with the generally accepted accounting principles.

##### 1.2 USE OF ESTIMATE:

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Differences between actual results and estimates are recognised in the periods in which the results are known / materialise.

##### 1.3 FIXED ASSETS & DEPRECIATION:

Fixed assets are stated at cost of acquisition/construction, and include other direct / indirect and incidental expenses incurred to put them into use. However the Company is not having any fixed assets for the year under audit.

##### 1.4 INVESTMENTS:

- a) Long term investments are stated at cost less any provision for diminution in value which is other than temporary. Cost is inclusive of brokerage, and stamp duty incurred in connection with their acquisition.
- b) Short-term investments are shown at cost or market value whichever is lower. Cost is determined on average basis.

##### 1.5 RETIREMENT BENEFITS:

Accrued liability on account of Gratuity upto 31ST MARCH 2013 has not been ascertained and will be accounted for on cash basis. However the same is not applicable to the Company as there is no employees on the roll of the Company.

##### 1.6 TAXATION:

Provision for tax is made for current taxes. Current tax is provided on the taxable income using the applicable tax rates and tax laws. Deferred tax assets and liabilities are not recognised as there is no such timing difference exist.

##### 1.7 EARNINGS PER SHARE:

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax, after reducing dividend on Cumulative Preference Shares for the Period (irrespective of whether declared, paid or not, as per Accounting Standard 20 on "Earning Per Share", issued by the institute of Chartered Accountants of India. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the Period. The diluted EPS is calculated on the same basis as the basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive.

##### 1.8 IMPAIRMENT OF ASSETS:

Assets are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable. An impairment loss is recognized in accordance for AS - 28 "Impairment of Assets", for the amount by which the asset's carrying amount exceeds its recoverable amount as on carrying date. The recoverable amount is higher of the asset's fair value less cost to sell vis-a-vis value in use. For the purpose of impairment, assets are grouped at the lowest levels for which they are separately identifiable cash flows.

##### 1.9 FOREIGN CURRENCY TRANSACTIONS:

Foreign currency transactions are translated at exchange rates prevailing on the transaction date. The loss or gain thereon are adjusted to the Profit and Loss Account.

##### 1.10 CONTINGENT LIABILITIES:

The Company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or present obligation that probably will not require an outflow of resources or where reliable estimate of the amount of the obligation cannot be made.

**1.11 INVENTORIES:**

Quoted shares / Debentures & Units of mutual fund are valued at cost or market value whichever is less and unquoted shares or debentures are valued at cost. The cost is determined by the average cost method.

**1.12 REVENUE RECOGNITION:**

Debenture interest is recognised on accrual basis. Dividends on shares are recognised in the year of actual receipt.

For J.K.Lahoti & Co.  
Chartered Accountants



J.K.Lahoti  
Proprietor  
Membership No. : 16655  
Firm's Registration No.: 105508W  
Mumbai :11th May 2013



For and on behalf of the Board of Directors



Shekhar Somani  
Director  
Mumbai :11th May 2013



Sanjay Somani  
Director



**ANNEXURE**  
**Amendments to Equity Listing Agreement**

1. In Clause 31 of Equity Listing Agreement, in sub-clause (a), after the term ".....Directors' Annual Reports", the following shall be inserted, viz.:-

"along with Form A or Form B, as applicable, the proforma for which shall be as under:-

**FORM A**

**Format of covering letter of the annual audit report to be filed with the stock exchanges**

|   |   |      |
|---|---|------|
| 1 | Name of the Company   | N.A. |
| 2 | Annual financial statements for the year ended  | N.A. |
| 3 | Type of Audit observation   | N.A. |
| 4 | Frequency of observation  | N.A. |
| 5 | To be signed by- <ul style="list-style-type: none"> <li>• CEO/Managing Director</li> <li>• CFO</li> <li>• Auditor of the company</li> <li>• Audit Committee Chairman</li> </ul> | N.A. |

**FORM B**

**Format of covering letter of the annual audit report to be filed with the stock exchanges**

|   |  |  |
|---|--|--|
| 1 | Name of the Company  | G.D. TRADING & AGENCIES LTD.   |
| 2 | Annual financial statements for the year ended   | 31 March 2013  |
| 3 | Type of Audit qualification  | Qualified subject to "AS 13" Accounting of Investments, Para-17.   |
| 4 | Frequency of qualification   | Repetitive   |
| 5 | Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report:                                | Note No. 2.18.12 of "Other Notes & Accounts."  |
| 6 | Additional comments from the board/audit committee chair:  | Noted  |
|   | To be signed by- <ul style="list-style-type: none"> <li>CEO/Managing Director</li> <li>CFO</li> <li>Auditor of the company</li> <li>Audit Committee Chairman"</li> </ul> | <p>G. D. Trading And Agencies Ltd.</p> <p><i>[Signature]</i></p> <p><i>[Signature]</i> Director M. No. 16655</p> <p><i>[Signature]</i> (J.K. LAHOTZ)</p> <p><i>[Signature]</i> (Sanjay Somani)</p> |



2. After Clause 31, a new Clause 31A shall be inserted, viz.:-

"31A. The issuer agrees to restate its books of accounts on the directions issued by SEBI or by any other statutory authority, as per the provisions of the extant regulatory framework".