

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:-

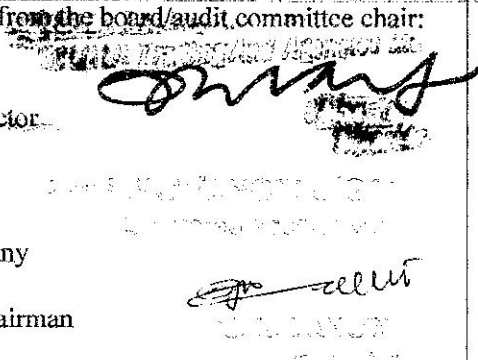
FORM A

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- •CEO/Managing Director •CFO •Auditor of the company •Audit Committee Chairman | 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 LIMITED |
| 2. | Annual financial statements for the year ended | 31 st March, 2015. |
| 3. | Type of Audit qualification | Qualified subject to "AS 13" Accounting of Investments |
| 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 |
| 7. | To be signed by- •CEO/Managing Director •CFO •Auditor of the company •Audit Committee Chairman |  |

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".

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CORPORATE INFORMATION:

G. D. Trading and Agencies Limited

CIN: L51900MH1980PLC022672

BOARD OF DIRECTORS

DIN

Mr. Shekhar Somani 01912848

Vinod Mimani 00053976

Sanjay Somani 00629858

Kavita Pawar 02717275

AUDITORS

**M/S. J.K. Lahoti & Co.
Chartered Accountants
F-123, Rock Enclave
Sahayadri Nagar
Kandivali (West)
Mumbai- 400067**

REGISTERED OFFICE

**Indian Mercantile Chambers, 3rd Floor,
14-R, Kamani Marg, Ballard Estate, Mumbai- 400001
Email: gdtal2000@gmail.com
Website: www.gdtal.com**

BANKERS

**Bank of Baroda
Ballard Estate Branch
Ballard Estate
Mumbai- 400001**

NOTICE

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of G.D. Trading and Agencies Limited will be held on Wednesday 30th September, 2015 at 04.30 P.M at Indian Mercantile Chambers, 3rd Floor, 14-R, Kamani Marg, Ballard Estate, Mumbai- 400001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider & adopt the Audited Balance Sheet as at 31st March 2015 and Profit & Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Shekhar Somani as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify appointment and fixing remuneration of M/s. **J.K. Lahoti & Co**, Chartered Accountants, as the Statutory Auditors of the Company.

“RESOLVED THAT M/s. **J. K. Lahoti & Co**, Chartered Accountants (**Registration No. 1055088W**), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT any of the Directors of the company be and are hereby severally authorized to digitally sign necessary e-Forms and to do all such acts, deeds and things which are necessary and incidental in order to give effect to this resolution.”

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modifications, the following resolution, as a Ordinary Resolution:

Regularisation of Ms. Kavita Pawar (DIN: 02717275) as an Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act and with the provision of listing agreement or any other applicable provision if any, Ms. Kavita Pawar (DIN: 02717275) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. February 12, 2015 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Ms. Kavita Pawar (DIN: 02717275) for the office of the Director of the Company, be and is hereby elected and appointed as a Director.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-

enactment(s) thereof, for the time being in force), Ms. Kavita Pawar (DIN: 02717275), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years."

**For and on behalf of the Board
For G.D. Trading and Agencies Limited**

Sd/-

Place: Mumbai
Date: 12th August, 2015

**Shekhar Somani
Director
DIN: 01912848**

Registered Office:

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

IMPORTANT NOTES: -

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than **Forty-Eight Hours** before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Pursuant to the provision of Section 91 of Companies Act 2013, the register of members and share transfer books will remain closed from **22nd September, 2015 to 25th September, 2015** (both days inclusive).
4. Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges in respect of Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice.
5. Members desirous of obtaining any information as regards accounts and operations of the Company are requested to address their queries to the Registered Office of the Company in writing at least seven days in advance before the date of the Meeting, to enable the Company to keep the necessary information ready.
6. Members are requested to bring their copy of Annual Report to the Meeting.
7. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.

VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper"

- III. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **27th September, 2015 (9:00 am) and ends on 29th September, 2015 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **23rd September, 2015**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "G. D. Trading and Agencies Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.

- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sgevoting@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the Annual General Meeting :

| <u>EVEN (Remote e-voting Event Number)</u> | <u>USER ID</u> | <u>PASSWORD/PIN</u> |
|---|-----------------------|----------------------------|
|---|-----------------------|----------------------------|

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. **Mr. Suhas Ganpule, Company Secretary (Membership No. 12122), Proprietor M/s. S G & Associates, Practicing Company Secretaries** has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013:

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

ITEM NO. 4

Ms. Kavita Pawar was appointed with effect from February 12, 2015, as an Additional Director of the Company pursuant to Section 161, of the Act, read with the relevant Rules of Companies Act, 2013. In terms of the provisions of Section 161 of the Act, Ms. Kavita Pawar will hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member proposing the candidature of Ms. Kavita Pawar for the office of a Director of the Company pursuant to the provisions of Section 160 and other applicable Provisions of Companies Act, 2013.

Ms. Kavita Pawar is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. The Company has received the requisite Form DIR-8 from Ms. Kavita Pawar in terms of the Companies (Disqualification of Directors under Section 164 of the Companies Act, 2013), confirming her eligibility for such appointment.

The Board feels that presence of Ms. Kavita Pawar on the Board is desirable and would be beneficial to the Company and hence recommend resolution for adoption.

None of the Directors except Ms. Kavita Pawar and Key managerial personnel of the Company and their relatives is concerned or interested in the resolution set out at item No. 4.

The Board recommends resolution to be passed as an ordinary Resolution.

**For and on behalf of the Board
For G.D. Trading and Agencies Limited
Sd/-**

Place: Mumbai
Date: 12th August 2015

**Shekhar Somani
Director
DIN: 01912848**

Registered Office:

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

BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING:

| | | |
|---|---------------------------------------|------------------|
| Name | Mr. Shekhar Somani | Ms. Kavita Pawar |
| Age | 60 years | 37 years |
| Appointment on | 07/08/2008 | 12/02/2015 |
| Qualifications | B.Com. | B.com |
| Expertise in specific functional areas | Overall management and administration | Administration |
| Directorship of other Companies | 4 | 9 |
| Chairman / Member of the Committees of the board of the Companies on which he is a Director | 3 | 3 |
| Shareholding of the Director in G.D. Trading and Agencies Limited | NIL | NIL |

**For and on behalf of the Board
For G.D. Trading and Agencies Limited
Sd/-**

Place: Mumbai
Date: 12th August 2015

**Shekhar Somani
Director
DIN: 01912848**

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

DIRECTORS REPORT

To,
The Members,
G D TRADING AND AGENCIES LIMITED

Your Directors have pleasure in presenting their Thirty Fifth Annual Report on the business and operations of the Company and the accounts for the Financial Year ended **March 31, 2015**.

FINANCIAL RESULTS:

(In Rupees)

| Particulars | March 31, 2015 | March 31, 2014 |
|------------------------------------|-----------------------|-----------------------|
| Gross Sales and other Income | 201,280 | 126,926 |
| Profit before Tax and Depreciation | (9,487) | 2,512 |
| Less: Depreciation | -- | -- |
| Profit before Tax | (9,487) | 2,512 |
| Less: Provision for Tax | -- | -- |
| Net Profit after tax | (9,487) | 2,512 |

OPERATIONAL REVIEW:

The Company has generated an Income amounting to Rs. 201,80/- in Financial Year 2014-2015, whereas the income in previous year 2013-2014 was 126,926/-.

The Company has incurred Loss for the current Financial Year 2014-2015 of Rs. 9,487/- as compared to Net Profit amounting to Rs. 2,512/- in the previous Financial Year.

DIVIDEND:

In view of accumulated losses, your Directors do not recommend any Dividend for the Financial Year ended on 31st March, 2015.

SHARE CAPITAL:

The Company has 1,00,000 (One Lakhs) Equity Shares of Rs. 10 (Rupees Ten Only) each amounting to Rs. 10,00,000 (Rupees Ten Lakhs Only) and 11% 50,000 (Fifty Thousand) Preference Shares of Rs. 100 (Rupees Hundred Only) each amounting to Rs. 50,00,000 (Rupees Fifty Lakhs Only).

During the year under review, the Company has not issued any shares or any convertible instruments.

MATERIAL DEVELOPMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There are no Material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date by or of this report like settlement of tax liabilities, operation of patent rights, depression in market value of investments, institution of cases against the company, sale or purchase of capital assets or destruction of any assets etc.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant and material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

FIXED DEPOSITS:

Your Company has/has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has given loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The details of the investments made by company are given in the notes to the financial statements which is annexed to this Annual Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

The information required under the provisions of Companies Act, 2013 and Rules made there under relating to the technology absorption and Research & Development are not applicable to the Company, since the Company is not engaged in any manufacturing activity. But the Company has taken necessary steps to conserve energy wherever possible.

FOREIGN EXCHANGE EARNINGS AND OUT-GO:

During the Financial Year 2014-2015, under review there were no Foreign Exchange Earnings or Outflows.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As the Company does not fall under the Class of Companies as prescribed under Section 135 of Companies Act, 2013 and Rules made thereunder, therefore the provisions related to Corporate Social Responsibility is not applicable to the Company.

Therefore, Company is not liable to contribute towards Corporate Social Responsibility.

EMPLOYEES RELATIONS:

During the year under review, your company enjoyed cordial relationship with employees at all levels.

DIRECTORS:

A) Changes in Directors and Key Managerial Personnel:

I. Cessation:

None of the Director have ceased from their Office during the Year 2014-15.

ii. Retirement by Rotation:

Pursuant to the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Shekhar Somani, Director (DIN: 01912848) of the Company, retire by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.

III. Appointment:

During the year 2014-2015, Ms. Kavita Sandeep Pawar (DIN: 02717275) was appointed as an Additional Director on the Board of the Company. Further, as per Section 149 of Companies Act, 2013 and rules made there under and as per listing agreement, the Company is required to appoint a Woman Director on the Board of the Company. Hence, Ms. Kavita Sandeep Pawar is being appointed as a Director in order to comply with the regulations and also to use her expertise knowledge for the benefit and growth of the Company for period of 5 consecutive years.

B) Declaration by an Independent Director(s) and Re- appointment:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

C) Formal Annual Evaluation:

In terms of the provisions of the Act, the Board has carried out annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee (NRC) and CSR Committee.

D) Remuneration Policy:

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134(3) (c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- I. In the preparation of the accounts for the financial year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- II. The Directors have 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. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. The Directors had laid down internal financial controls to be followed by Company and that such internal financial controls are adequate and were operating effectively.
- V. The Director had devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

MEETINGS OF THE BOARD:

The Board of Directors met 04 (Four) times during the Financial Year 2014-15 on the below Mentioned Dates.

| Sr. No. | Date of Board Meeting |
|----------------|---------------------------------|
| 1. | 22 nd May 2014 |
| 2. | 14 th August, 2014 |
| 3. | 14 th November, 2014 |
| 4. | 12 th February, 2015 |

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto shall be disclosed in the Form AOC – 2 attached to this report.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

The Company does not have any subsidiary/ Joint Venture/ Associate Companies.

STATUTORY AUDITORS:

M/s. J. K. Lahoti & Co. Chartered Accountants (Registration No.105508W), are appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the thirty Sixth Annual General Meeting (subject to ratification in every Annual General Meeting of the Company) at such remuneration as shall be fixed by the Board of Directors of the Company.”

The Company has obtained a Certificate from **J. K. Lahoti & Co. Chartered Accountants**, (Registration No. 105508W), to the effect that their re-appointment, if made, would be in conformity with the limits specified in the said Section.

The Notes on Accounts referred to in the Auditors’ Report are self-explanatory and do not call for any other comments.

MANAGEMENT DISCUSSION & ANALYSIS REPORTS:

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexure, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

EXTRACT OF THE ANNUAL RETURN:

The Extract of Annual Return is attached to this Report as per Section 134 of Companies Act, 2013 as **MGT-9**.

CORPORATE GOVERNANCE REPORT:

The Company is committed to maintain the highest standard of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. The Company has also implemented several best Corporate Governance Practices as prevalent globally.

The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of this Annual Report.

The requisite Certificate from the Auditors of the Company confirming compliance with the condition of Corporate Governance as stipulated under the aforesaid Clause 49 is attached to this Report

AUDIT COMMITTEE:

The Committee met 4 times during the year under review.

Composition and attendance during the financial year ended 31st March, 2015 is as under:

| Sr. No. | Name of Director | Designation | Category | No. of Meetings attended |
|----------------|-------------------------|--------------------|-----------------|---------------------------------|
|----------------|-------------------------|--------------------|-----------------|---------------------------------|

| | | | | |
|----|--------------------|----------|-----------------------------|---|
| 1. | Mr. Sanjay Somani | Chairman | Independent / Non-Executive | 4 |
| 2. | Mr. Vinod Mimani | Member | Non Executive Director | 4 |
| 3. | Mr. Shekhar Somani | Member | Executive/Non-Independent | 4 |

NOMINATION AND REMUNERATION COMMITTEE:

In accordance with the provisions of Section 178 of the Companies Act, 2013 (the Act), the 'Remuneration Committee' has been re-designated as the 'Nomination and Remuneration Committee' with amended scope of powers as mandated by the Act.

Composition of Nomination and Remuneration Committee is as under:

| Name of Director | Executive/ Non-Executive | Independent/ Non-Independent | Member/ Chairman |
|-------------------------|---------------------------------|-------------------------------------|-------------------------|
| Sanjay Somani | Non- Executive | Independent | Chairman |
| Vinod Mimani | Non- Executive | Independent | Member |
| Kavita Pawar | Non-Executive | Independent | Member |

The Nomination and Remuneration Committee has formulated a policy relating to the appointment, remuneration and removal of Executive Directors, Key Managerial Personnel and Other Senior Management Personnel of the Company, in accordance with the provisions of Section 178 of the Act.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

In accordance with the provisions of Section 178 of the Companies Act, 2013 (the Act), the 'Shareholders Grievance Committee' has been re-designated as the 'Stakeholders Relationship Committee' with amended scope of powers as mandated by the Act.

Composition of Stakeholders Relationship Committee is as under:

| Name of Director | Executive/ Non-Executive | Independent/ Non-Independent | Member/ Chairman |
|-------------------------|---------------------------------|-------------------------------------|-------------------------|
| Sanjay Somani | Non- Executive | Independent | Member |
| Shekhar Somani | Executive | Non-Independent | Member |
| Vinod Mimani | Non- Executive | Independent | Chairman |

MANAGERIAL REMUNERATION:

A) The Disclosure pursuant to Rule 5 (1) of the Companies (Appointment of Managerial Personnel) 2014 is as follows:

| Sr. | Name of the Director | Amount of remuneration to | Percentage increase in the | Ratio of remuneration of |
|------------|-----------------------------|----------------------------------|-----------------------------------|---------------------------------|
|------------|-----------------------------|----------------------------------|-----------------------------------|---------------------------------|

| No. | Directors | remuneration | each Director/ to median remuneration of employees |
|-----|--------------------------|--------------|--|
| 1 | Shekhar Nandkumar Somani | NIL | |
| 2 | Sanjay Somani | | |
| 3 | Vinod Mimani | | |
| 4 | Kavita Sandeep Pawar | | |

B) None of the employee of the Company was in receipt of the remuneration (throughout the financial year or part thereof) as per Rule 5(2) of the Companies (Appointment of Managerial Personnel) 2014.

C) The Company do not have any Holding or Subsidiary Company and None of the Directors of the Company are the Managing Director or Whole Time Director in the Associate Company.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:

The Company has a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company has a Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The Whistle Blower Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

BUSINESS RISK MANAGEMENT:

The company has framed a risk management policy and the same is available on the website of the Company. The Company believes that risk should be managed and monitored on a continuous basis. As a result, the Company has designed a dynamic risk management framework to allow to manage risks effectively and efficiently, enabling both short term and long term strategic and business objectives to be met.

AUDITOR'S REPORT/ SECRETARIAL AUDIT REPORT:

The observation made in the Auditors' Report read together with relevant notes thereon is self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act,

2013. As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report.

SECRETARIAL AUDIT:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed **S.G. and Associates**, a firm of **Company Secretaries** in practice (Mumbai) to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as "**Annexure A**"

CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

ACKNOWLEDGEMENTS:

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous cooperation and assistance.

**For and on behalf of the Board of Directors
G D Trading and Agencies Limited**

Sd/-

Sd/-

Sanjay Somani

Shekhar Somani

Director

Director

DIN: 00629858

DIN: 01912848

Place: Mumbai

Date: 12th August 2015

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]

Secretarial Audit Report

For the Financial Year ended 31st March, 2015

To,
The Members,
G D 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 G D Trading and Agencies Limited (hereinafter 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 31st March, 2015 has 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 31st March, 2015 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. 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, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - e. 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;
- V. Other laws applicable to the Company as per the representations made by the Company. We have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards with respect to Board and general meetings of The Institute of Company Secretaries of India which are not in force as on the date of this report.

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

- a) Secretarial Standards by The Institute of Company Secretaries of India. The same was not notified by the ICSI till 31st March, 2015.
- b) The Listing Agreements entered into by the Company with BSE.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc., mentioned above, except:

- i) The Company is in the process of appointing Chief Financial Officer and Internal Auditor.***
- ii) The Company is also in process of appointing the Company Secretary.***

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 at least 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 out unanimously by the members of the Board and Committees and the same were duly recorded in the minutes of the meeting of the Board of Directors and Committees of the Company.

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.

I further report that during the audit period, there were no instances of:

- i. Public / Rights / Preferential issue of shares / debentures / sweat equity.
- ii. Buy-Back of securities.
- iii. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- iv. Merger / amalgamation / reconstruction etc.
- v. Foreign technical collaborations

This Report is to be read with our letter of even date which is annexed as Annexure and forms an integral part of this Report.

**For SG and Associates,
Company Secretaries**

**Sd/-
Suhas Ganpule,
Proprietor,
Membership No: 12122
C. P No: 5722**

Date: 12th August, 2015
Place: Mumbai

Annexure A

To,
The Members,
G D TRADING AND AGENCIES LIMITED
Mumbai.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. 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 SG & Associates

Sd/-

(Suhas S. Ganpule)
Practicing Company Secretary
Proprietor
Membership No. 12122 /CP No. 5722

Date: 12th August, 2015

Place: Mumbai

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the Financial Year ended on 31/03/2015

Of

G D Trading and Agencies Limited

[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: | L51900MH1980PLC022672 | |
| | Registration Date [DDMMYY] | 28/05/1980 | |
| ii) | Category of the Company [Pl. tick] | 1. Public Company <input checked="" type="checkbox"/> 2. Private Company | |
| iii) | Sub Category of the Company [Please tick whichever are applicable] | 1. Government Company | -- |
| | | 2. Small Company | -- |
| | | 3. One Person Company | -- |
| | | 4. Subsidiary of Foreign Company | -- |
| | | 5. NBFC | -- |
| | | 6. Guarantee Company | -- |
| | | 7. Limited by shares | <input checked="" type="checkbox"/> |
| | | 8. Unlimited Company | -- |
| | | 9. Company having share capital | -- |
| | | 10. Company not having share capital | -- |
| | | 11. Company Registered under Section 8 | -- |

| | | | | |
|-----|--|--|-----------------------|--------|
| iv) | Whether shares listed on recognized Stock Exchange(s) | YES | | |
| | If yes, details of stock exchanges where shares are listed | SN | Stock Exchange Name | Code |
| | | 1 | Bombay Stock Exchange | 504346 |
| v) | AGM details- | 30th September, 2014 | | |
| | Whether extension of AGM was granted – Yes / No. (If yes, provide reference number , date of approval letter and the period upto which extension granted) | NO | | |
| | If Annual General Meeting was not held, specify the reasons for not holding the same | N.A. | | |
| Vi) | NAME AND REGISTERED OFFICE ADDRESS OF COMPANY: | | | |
| | Company Name | G D Trading and Agencies Limited | | |
| | Address | Indian Mercantile Chambers, 03 rd Flr 14-R Kamani, Marg Ballard Estate. | | |
| | Town / City | Mumbai | | |
| | State | Maharashtra | | |
| | Pin Code: | 400001 | | |
| | Country Name : | India | | |
| | Country Code | IN | | |
| | Telephone (With STD Area Code Number) | 022 66314181, 022 66314182 | | |
| | Fax Number : | -- | | |
| | Email Address | gdtal2000@gmail.com | | |
| | Website | www.gdtal.com | | |
| | Name of the Police Station having jurisdiction where the registered office is situated | M. R. A. Marg Police Station | | |
| | Address for correspondence, if different from address of registered office: | Same As Mentioned Above. | | |

| | | | |
|------|--|---|--|
| Vii) | Name and Address of Registrar & Transfer Agents (RTA):- Full address and contact details to be given. | | |
| | Registrar & Transfer Agents (RTA):- | Bigshare Services Private Limited | |
| | Address | E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road Sakinaka, Andheri(E),Mumbai- 400072 | |
| | Town / City | Mumbai | |
| | State | Maharashtra | |
| | Pin Code: | 400 072 | |
| | Telephone (With STD Area Code Number) | 022-28470652, 40430200, 28470653 | |
| | Fax Number : | 022- 24875207 | |
| | Email Address | investor@bigshareonline.com | |

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)

| SN | Name and Description of main products / services | NIC Code of the Product/service | % to total turnover of the company |
|----|--|---------------------------------|------------------------------------|
| 1 | Investment and Trading in Shares and securities. | 6599 | NIL |

II. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES [No. of Companies for which information is being filled]

| S. No. | NAME AND ADDRESS OF THE COMPANY | CIN/GLN | HOLDING/ SUBSIDIARY / ASSOCIATE |
|----------------|---------------------------------|---------|---------------------------------|
| NOT APPLICABLE | | | |

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i) Share Capital

a) Authorised Capital-

| Class of Shares | No. of shares | Nominal Value per share (Rs.) | Total Nominal value of shares [Rs.] |
|--|----------------------|--------------------------------------|--|
| Equity Share :- | | | |
| At the beginning of the year | 2,50,000 | 10 | 25,00,000 |
| Changes during the year (Increase) | N.A. | N.A. | N.A. |
| Changes during the year (Decrease) | N.A. | N.A. | N.A. |
| At the end of the year | 2,50,000 | 10 | 25,00,000 |
| Preference Share :- | | | |
| At the beginning of the year | 50,000 | 100 | 5,000,000 |
| Changes during the year (Increase) | N.A. | N.A. | N.A. |
| Changes during the year (Decrease) | N.A. | N.A. | N.A. |
| At the end of the year | 50,000 | 100 | 50,00,000 |
| Unclassified Shares | | | |
| At the beginning of the year | N.A. | N.A. | N.A. |
| Changes during the year (Increase) | N.A. | N.A. | N.A. |
| Changes during the year (Decrease) | N.A. | N.A. | N.A. |
| At the end of the year | N.A. | N.A. | N.A. |
| Total Authorized Capital at the beginning of the year | | | |
| a. EQUITY | 250000 | 10 | 25,00,000 |
| b. Preference Shares | 50000 | 100 | 5000000 |
| Total Authorised Capital at the end of the year | 3,00,000 | | 7,500,000 |

b) Issued Share & Subscribed and Paid-up Capital

| Class of Shares | No. of shares | Nominal Value per share (Rs.) | Total Nominal value of shares [Rs.] |
|---|----------------------|--------------------------------------|--|
| Equity Share :- | | | |
| At the beginning of the year | 1,00,000 | 10 | 1,000,000.00 |
| Changes during the year (Increase) | N.A. | N.A. | N.A. |
| Changes during the year (Decrease) | N.A. | N.A. | N.A. |
| At the end of the year | 1,00,000 | 10 | 1,000,000.00 |
| Preference Share :- | | | |
| At the beginning of the year | 50,000 | 100 | 5,000,000 |
| Changes during the year (Increase) | N.A. | N.A. | N.A. |
| Changes during the year (Decrease) | N.A. | N.A. | N.A. |
| At the end of the year | 50,000 | 100 | 5,000,000 |
| Total Issued Share Capital at the beginning of the year | 150,000 | | 6,000,000 |
| Changes during the year (Increase) | N.A. | N.A. | N.A. |
| Changes during the year (Decrease) | N.A. | N.A. | N.A. |
| Total Issued Share Capital at the end of the year | 150,000 | | 6,000,000 |

c) (i) Details of stock split / consolidation during the year (for each class of shares):-

| Class of shares | Before split /consolidation | After split / Consolidation |
|------------------------|------------------------------------|------------------------------------|
| Number of shares | NOT APPLICABLE | |
| Face value per share | | |

ii) Debentures

| Type of Debentures | No. of Debentures | Nominal Value per Debentures (Rs.) | Total Nominal value of Debentures [Rs.] |
|---|-------------------|------------------------------------|---|
| Non-convertible (for each type):- | | | |
| At the beginning of the year | | | |
| Changes during the year (Increase/Redemption) | | | |
| At the end of the year | | | |
| Partly-convertible (for each type) | | | |
| At the beginning of the year | | | |
| Changes during the year (Increase/Redemption) | | | |
| At the end of the year | | | |
| Fully-convertible (for each type) | | | |
| At the beginning of the year | | | |
| Changes during the year (Increase/Converted) | | | |
| At the end of the year | | | |
| Total Amount of Debentures | | | |
| At the beginning of the year | | | |
| Changes during the year (Increase/Redemption/Converted) | | | |
| At the end of the year | | | |
| NOT APPLICABLE | | | |

iii) Other Securities-

| Type of Securities | No. of Securities | Nominal Value | Total Nominal | Paid up Value | Total Paid up |
|--------------------|-------------------|---------------|---------------|---------------|---------------|
| | | | | | |

| | | of each Unit (Rs.) | Value (Rs.) | of each Unit (Rs.) | Value (Rs.) |
|-----------------------|--|-----------------------|----------------|-----------------------|----------------|
| Not Applicable | | | | | |

iv) Securities Premium Account-

| Class of Securities on which premium received | No. of Securities | Premium per unit [Rs.] | Total Premium [Rs.] |
|---|-------------------|------------------------|---------------------|
| Premium on Equity [specify for each type] | | | |
| At the beginning of the year | | | |
| Changes during the year | | | |
| 1. Increase | | | |
| i. Public Issue | | | |
| ii. Private Placement / Preferential Allotment | | | |
| iii. ESOS | | | |
| iv. Conversion – Pref. shares / Debentures | | | |
| v. Conversion into equity | | | |
| vi. GDR / ADR | | | |
| vii. Others please specify..... | | | |
| 2. Decrease | | | |
| i) Utilization for issue of bonus shares | | | |
| ii) | | | |
| iii) | | | |
| At the end of the year | | | |
| Premium on Other Securities | | | |
| At the beginning of the year | | | |

NOT APPLICABLE

| | | | | | | | | | |
|--|----|-------|-------|-------|----|-------|-------|-------|----|
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | -- | 50080 | 50800 | 50.80 | -- | 50080 | 50080 | 50.80 | 0% |
| b) Central Govt | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| c) State Govt(s) | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| d) Bodies Corp. | -- | 24420 | 24420 | 24.42 | -- | 24420 | 24420 | 24.42 | 0% |
| e) Banks / FI | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| f) Any other | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Total shareholding of Promoter (A) | -- | 74500 | 74500 | 74.50 | -- | 74500 | 74500 | 74.50 | -- |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| a) Mutual Funds | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| b) Banks / FI | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| c) Central Govt | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| d) State Govt(s) | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| e) Venture Capital Funds | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| f) Insurance Companies | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| g) FIIs | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| h) Foreign Venture Capital Funds | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| i) Others (specify) | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Sub-total (B)(1):- | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| 2. Non- Institutions | | | | | | | | | |
| a) Bodies Corp. | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| i) Indian | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| ii) Overseas | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| b) Individuals | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | -- | 25500 | 25500 | 25.50 | -- | 25500 | 25500 | 25.50 | -- |

| | | | | to total shares | | | | |
|---|--|---------------|--------------|-----------------|---------------|--------------|-------------|-------------|
| 1 | Shekhar Somani (FH and NG of Nitya Somani) | 37,070 | 37.07 | 0.00 | 37,070 | 37.07 | 0.00 | -- |
| 2 | Ceres Company Pvt Ltd | 24,420 | 24.42 | 0.00 | 24,420 | 24.42 | 0.00 | -- |
| 3 | Renu Somani | 7,010 | 7.01 | 0.00 | 7,010 | 7.01 | 0.00 | |
| 4 | Rekha Ruia | 6,000 | 6.00 | 0.00 | 6,000 | 6.00 | 0.00 | -- |
| | TOTAL | 74,500 | 74.50 | 0.00 | 74,500 | 74.50 | 0.00 | 0.00 |

C) Change in Promoters' Shareholding: No Change

| SN | | 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 |
| | At the beginning of the year | NOT APPLICABLE | | | |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | | | | |
| | At the end of the year | | | | |

D) Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs):

| SN | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year | | Shareholding at the end of the year | |
|----|-------------------------------------|---|----------------------------------|-------------------------------------|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| | | | | | |

| | | | | | |
|----|-------------------------|------|------|------|------|
| 1 | Shri Shreegopal Asawa | 3300 | 3.30 | 3300 | 3.30 |
| 2 | Shri Murlidhar Asawa | 1350 | 1.35 | 1350 | 1.35 |
| 3 | Shri R. D. Soni | 1000 | 1.00 | 1000 | 1.00 |
| 4 | Shri Udayan Kishan Vyas | 950 | 0.95 | 950 | 0.95 |
| 5 | Shri Mukundlal Asawa | 900 | 0.90 | 900 | 0.90 |
| 6 | Smt. Geetadevi karwa | 900 | 0.90 | 900 | 0.90 |
| 7 | Shri Ashok Gehlot | 800 | 0.80 | 800 | 0.80 |
| 8 | Shri J. K. Lahoti | 700 | 0.70 | 700 | 0.70 |
| 9 | Shri Gopal Somani | 600 | 0.60 | 600 | 0.60 |
| 10 | Smt. Bhagwatidevi Asawa | 500 | 0.50 | 500 | 0.50 |

E) Shareholding of Directors and Key Managerial Personnel:

| SN | Shareholding of each Directors and each Key Managerial Personnel | 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 |
| | At the beginning of the year | -- | -- | -- | -- |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | -- | -- | -- | -- |
| | At the end of the year | -- | -- | -- | -- |

F) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | -- | 77,057,057 | -- | 77,057,057 |
| ii) Interest due but not paid | -- | -- | -- | -- |
| iii) Interest accrued but not due | -- | -- | -- | -- |
| Total (i+ii+iii) | -- | 77,057,057 | -- | 77,057,057 |
| Change in Indebtedness during the financial year | | | | |
| * Addition | -- | 1,70,000 | -- | 1,70,000 |
| * Reduction | -- | 21,200 | | 21,200 |
| Net Change | -- | 1,48,800 | | 1,48,800 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | -- | 77,205,857 | -- | 77,205,857 |
| ii) Interest due but not paid | -- | -- | -- | - |
| iii) Interest accrued but not due | -- | -- | -- | -- |
| Total (i+ii+iii) | -- | 77,205,857 | -- | 77,205,857 |

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

| Sl. No | Particulars of Remuneration | Name of MD/WTD/ Manager | Total Amount |
|--------|-----------------------------|-------------------------|--------------|
| 1. | Gross salary | | |
| | (a) Salary as per | | |

| | | |
|----|--|-----------------------|
| | provisions contained in section 17(1) of the Income-tax Act, 1961 | NOT APPLICABLE |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | |
| 2. | Stock Option | |
| 3. | Sweat Equity | |
| 4. | Commission - as % of profit - others, specify... | |
| 5. | Others, please specify | |
| | Total (A) | |
| | Ceiling as per the Act | |

B) Remuneration to other Directors: (Amount in Rs.)

| Sl. No | Particulars of Remuneration | Name of MD/WTD/ Manager | Total Amount |
|--------|--|-------------------------|--------------|
| 1. | Independent Directors Fee for attending board / committee meetings | NOT APPLICABLE | |
| | Commission | | |
| | Others, please specify | | |
| | Total (1) | | |
| 2. | Other Non-Executive Directors | | |
| | Commission | | |
| | Others, please specify | | |
| | Total (2) | | |
| | Total (B)=(1+2) | | |
| | Total Managerial Remuneration | | |
| | Overall Ceiling as per the Act | | |

C) REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (Rs. In Lakhs)

| Sl. No | Particulars of Remuneration | Name of MD/WTD/ Manager | Total Amount |
|--------|---|-------------------------|--------------|
| 1. | Gross salary | NOT APPLICABLE | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | | |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | | |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | | |
| 2. | Stock Option | | |
| 3. | Sweat Equity | | |
| 4. | Commission - as % of profit - others, specify... | | |
| 5. | Others, please specify | | |
| | Total (C) | | |

I. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment / Compounding Fees imposed | Authority(RD / NCLT / Court) | Appeal made, if any (Give details) |
|-------------------------------------|------------------------------|-------------------|--|-------------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | NOT APPLICABLE | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. DIRECTORS | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | | | | | |

| | |
|-------------|--|
| Punishment | |
| Compounding | |

**For and on behalf of the Board
For G.D. Trading and Agencies Limited**

Sd/-

Place: Mumbai
Date: 12th August, 2015

**Shekhar Somani
Director
DIN: 01912848**

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

| SL. No. | Particulars | Details |
|---------|---|---------|
| a) | Name (s) of the related party & nature of relationship | NA |
| b) | Nature of contracts/arrangements/transaction | NA |
| c) | Duration of the contracts/arrangements/transaction | NA |
| d) | Salient terms of the contracts or arrangements or transaction including the value, if any | NA |
| e) | Justification for entering into such contracts or arrangements or transactions' | NA |
| f) | Date of approval by the Board | NA |
| g) | Amount paid as advances, if any | NA |
| h) | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | NA |

2. Details of contracts or arrangements or transactions at Arm's length basis:

| Sr. No. | Particulars | Details | |
|---------|--|--|---------------------------|
| 1 | Name(s) of the Related Party | Ceres Co. Pvt. Ltd. | Shekhar Somani |
| 2 | Nature of Relationship | Enterprise where KMP exercises Significant Influence | Director |
| 3 | Nature of Contracts/arrangements/transactions | Loan Taken | Loan Taken |
| 4 | Duration of Contracts/arrangements/transactions | 01/04/2014 to 31/03/2015 | 01/04/2014 to 31/03/2015 |
| 5 | Salient Terms of the Contracts/arrangements/transactions | N.A | N.A |
| 6 | Date of Approval by the Board of Directors | 22 nd May 2014 | 22 nd May 2014 |
| 7 | Amount incurred during the year | Rs. 3,800/- | Rs. 1,76,000/- |

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENT

The environment continued to be challenging due to elevated inflation resulting in interest remaining high which, in turn, kept investment at low level. Naturally, markets remained subdued for the major part of the year.

The economic environment witnessed a change in the middle of the year with the election of a new stable government at the center. The business confidence and optimism returned to the corporate dialogue towards the end of the year even as the overall economy improved only marginally.

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. The long term prospects for Indian economy remains bright owing to the growth of internal consumption driven by the country's demographic dividend, rapid urbanization, growth of manufacturing and infrastructure development.

In the short term, with revival of business confidence coupled with positive actions on reforms, infrastructure and inclusive growth by the government. The overall business sentiments in the country have turned positive after the election of a stable government at the centre; however it is imperative to translate these sentiments into actions to create real gains for the economy. All programs must be implemented with desired speed to continue attracting capital investments and drive growth. Your Company continues to achieve this by both investing in core technology areas and by combining the knowledge.

OUTLOOK

While economy recovery is expected in 2015, and if some of the forecasts hold true, India will become the fastest growing large economy of the world in the coming years. Government initiatives such as 'Make in India' coupled with the new governance regime will boost confidence of global investors and act as a catalyst for overall growth of the industry. The growth momentum in India is expected to be driven by focused spending on development projects in the form of increased public spending on infrastructure development. This will become the engine for driving several sectors of economy and lead increased industrial activity. A continuously moderating inflation and a growth driving monetary policy coupled with improved purchasing power of an increasing middle class will further aid revival of domestic demand in turn leading to growth. Falling rural incomes and volatility in domestic monetary and fiscal conditions due to global changes may adversely impact the growth. What differentiates your Company is the unique combination of experience and expertise it possesses, the advantage of global operations and knowledge spread across industry sectors accumulated over a century. Your company's ability to work

closely with customers and to provide innovative technology-led, sustainable engineering solutions will enable it to counter threats from competition as well as strengthen the ability to create value proposition for customers. Further, the foreign source and several of them making India their sourcing hubs, overall growth prospects of the industry looks better.

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 unauthorized 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 internal control system.

DEVELOPMENT IN HUMAN RESOURCES

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 is some of the highlights of human resource development activities during the year. Employee relations continued to be cordial. The company strives to develop the most superior workforce so that it can accomplish along with the individual employees, their work goals & services to its customers & stakeholder. Our fundamental belief in immense power of the human potential and team work. A transformational force that stimulates enterprise accelerates our constant pursuit of excellence and empowers our people to release their full potential. The company also believes human resources as the supporting pillars for the organization's success. Your director acknowledges and thanks employees for their continued contribution.

**For and on behalf of the Board
For G.D. Trading and Agencies Limited**

Sd/-

Place: Mumbai
Date: 12th August, 2015

**Shekhar Somani
Director
DIN: 01912848**

CORPORATE GOVERNANCE:

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

The Company's philosophy on Corporate Governance has been developed with a tradition of fair and transparent governance even before they were mandated by the legislation. Transparency, integrity professionalism and accountability - based values form the basis of the Company's philosophy for Corporate Governance. The G D Trading And Agencies Limited believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations. The company has fulfilled all the existing guidelines under clause 49 of the listing agreement. The Company believes that all its operations and actions must ultimately enhance overall benefits over a sustained period of time.

BOARD OF DIRECTORS:

- I. The Board of Directors of the Company not only oversees the management functions but also supervises, directs and manages the performance of the Company.

The Board has constituted various committees of Directors', for the matters requiring special attention and their effective and efficient disposal.

- II. The Board of Directors of the Company consisted of Four Directors. Out of Four Directors, Three are Non-Executive Directors. The said composition complies with clause 49 of the Listing Agreement entered into with Stock Exchange.
- III. Details of the Directors constituting the Board, their attendance at the Board Meetings of the Company and the last Annual General Meeting are as follows:

As stipulated under Clause 49 (I) (C) of the Listing Agreement, none of the Director is a Member of more

| Sr. No | Name of Director | Designation | Attendance in Board meetings | | Attendance in last AGM held on 30 th September,2014 |
|--------|------------------|-------------------------|------------------------------|----------|--|
| | | | Held | Attended | |
| 1. | Vinod Mimani | Non-Executive Director | 4 | 4 | Yes |
| 2. | Sanjay Somani | Non-Executive Director | 4 | 4 | Yes |
| 3. | Shekhar Somani | Executive Director | 4 | 4 | Yes |
| 4. | Kavita Pawar | Non- Executive Director | 1 | 1 | No |

than 10 Committees or a Chairman of more than 5 Committees across all the companies in which he is a Director. (Committees being Audit Committee and the Shareholders' /Investors' Grievance Committee)

- ii. Four Board Meetings were held during the year and the gap between two meetings did not exceed 120 days. The dates on which the said meetings were held are as follow

| Sr. No. | No. of Board Meetings |
|----------------|---------------------------------|
| 1 | 22 nd May, 2014 |
| 2 | 14 th August, 2014 |
| 3 | 13 th November, 2014 |
| 4 | 12 th February, 2015 |

Code of Conduct

The Company has framed a Code of Conduct for the members of the Board of Directors and Senior Management personnel of the Company. A certificate from the Managing Director affirming compliance of the said Code by the Board Members and Senior Management personnel is annexed separately to this report.

1. COMMITTEES OF THE BOARD:

Currently, the board has three committees: the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee and all committees are formed as per Companies act, 2013 and Listing agreement.

a) Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchange read with Section 177 of the Companies Act, 2013. The Committee has inter alia, the following terms of reference:

The Audit Committee reviews, acts and reports to the Board of Directors, inter-alia, with respect to:

- i. The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- ii. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- iii. Examination of the financial statement and the auditors' report thereon;
- iv. Approval or any subsequent modification of transactions of the company with related parties;
- v. Scrutiny of inter-corporate loans and investments;
- vi. Valuation of undertakings or assets of the company, wherever it is necessary;
- vii. Evaluation of internal financial controls and risk management systems;
- viii. Monitoring the end use of funds raised through public offers and related matters.

The Committee also reviews the observations of the Internal and Statutory Auditors along with the comments and action taken thereon by the management and invites senior executives to its meetings as and when necessary.

Composition & Meetings:

The Audit Committee is composed of Executive / Non-Executive Independent Directors as per the requirement of Clause 49 of the Listing Agreement. The members of the Audit Committee have requisite financial, legal and management expertise.

During the year under review four meetings of the Audit Committee were held on:

| | | | |
|----------------------------|-------------------------------|---------------------------------|---------------------------------|
| 22 nd May, 2014 | 14 th August, 2014 | 13 th November, 2014 | 12 th February, 2015 |
|----------------------------|-------------------------------|---------------------------------|---------------------------------|

| Name of the Members | Designation | Meetings Attended during the year |
|---------------------|-------------|-----------------------------------|
| Shekhar Somani | Member | 4 |
| Vinod Mimani | Member | 4 |
| Sanjay Somani | Chairman | 4 |

b) Stakeholder's Relationship Committee

Objective:

The Company has a Stakeholders' Relationship Committee which reviews & approves:

- i. Issue of Duplicate Share Certificates;
- ii. Matters connected with transfer/credit of Securities
- iii. Redressal of Investors' / Shareholders' complaints related to non-receipt of declared dividend, transfer of shares, non-receipt of annual reports, non receipt of duplicate share certificates, etc.
- iv. Carrying out the secretarial audits.

Compliance Officer

Mr. Shekhar Somani
G.D Trading and Agencies Limited
Indian Mercantile Chambers,
3rd Flr, 14-R, Kamani Marg, Ballard Estate,
Mumbai- 400001

Composition & Meetings:

During the year under review two meetings of Stakeholders' Relationship Committee were held on, 14th August, 2014 and 13th November, 2014.

The composition of the Stakeholders' Relationship Committee and the attendance record of the members of the Committee at the Meetings are given below:

| Name of the Members | Designation | Meetings Attended during the |
|---------------------|-------------|------------------------------|
|---------------------|-------------|------------------------------|

| | | year |
|----------------|----------|------|
| Sanjay Somani | Member | 2 |
| Shekhar Somani | Member | 2 |
| Vinod Mimani | Chairman | 2 |

c) Nomination & Remuneration Committee:

Objective:

The broad terms of reference of the Remuneration Committee are as under:

- i. to review and approve the Company's policy on remuneration packages for the Chairman, Managing Director and other Senior Management of the Company including pension rights and any compensation payment;
- ii. to review and approve the minimum and maximum remuneration payable to such Directors in terms of such provisions as may be in force from time to time;
- iii. to review and approve the commission and/or other incentive payable to Non-Executive Directors of the Company;
- iv. Such other matters as the Board may from time to time request the Remuneration Committee to examine and recommend/approve.

Composition & Meetings:

The composition of the Nomination and Remuneration Committee is as under and the attendance record of the members of the Committee at the Meetings is given below:

During the year under review, one Remuneration Committee meeting was held on 14th August, 2014 and 13th November, 2014.

| Name of the Members | Designation | Meetings Attended during the year |
|---------------------|-------------|-----------------------------------|
| Sanjay Somani | Chairman | 2 |
| Shekhar Somani | Member | 2 |
| Vinod Mimani | Member | 2 |

4. GENERAL BODY MEETINGS:

General Shareholder Information:

Annual General Meeting : 35th Annual general Meeting
Date : 30th September, 2015
Time : 04.30 P.M.
Venue : Indian Mercantile Chambers 3rd Flr 14-R Kamani Marg, Ballard Estate, Mumbai 400001
Financial Year : 01st April 2014 to 31st March 2015

Book Closure : 22nd September, 2015 to 25th September, 2015 (both days inclusive)
Dividend Payment Date : NA
Registrar and Transfer Agents : Bigshare Services Pvt. Ltd E-2 & 3, Ansa Industrial Estate Saki-Vihar Road, Sakinaka Andheri(E), Mumbai – 400 072
Tel No. : 91-22-40430200
Fax no. : 91-22-24875207

Details of last three Annual General Meetings are given hereunder:-

| YEAR | DATE | VENUE | TIME |
|---------|------------|---|-----------|
| 2011-12 | 28/09/2012 | Indian Mercantilechambers 3 rd Flr 14-R Kamani Marg, Ballardestate, Mumbai 400001. | 11:30 A.M |
| 2012-13 | 30/09/2013 | Indian Mercantilechambers 3 rd Flr 14-R Kamani Marg, Ballardestate, Mumbai 400001. | 4:30 P.M. |
| 2013-14 | 30/09/2014 | Indian Mercantilechambers 3 rd Flr 14-R Kamani Marg, Ballardestate, Mumbai 400001. | 4:30 P.M. |

There was no Special Resolution passed by the Members during the last three (3) year's General Meeting.

(E) DISCLOSURES:

Related Party Transactions:

In terms of Accounting Standard AS-18, details of Related Party Transactions during the year have been set out in Notes annexed to the Balance Sheet and Profit and Loss Account. However, these are not having any potential conflict with the interest of the Company at large.

Compliance by the Company:

There is no non compliance by the Company or any penalties, structures imposed by the Stock Exchange, SEBI or any other statutory authority on any matter related to capital markets, during the last three years.

Whistle Blower Policy and Access of personnel to the Audit Committee:

The Company has not established the non-mandatory requirement of Whistle Blower Policy. However, the Company's personnel have access to the Chairman of the Audit Committee in cases which concerns about unethical behavior, frauds and other grievances. No personnel of the Company have been denied access to the Audit Committee.

Compliance with the Mandatory requirements and Implementation of the Non-mandatory requirements:

The Company has complied with the mandatory requirements of the Corporate Governance Clause of Listing Agreement. The Company has not implemented the non-mandatory requirements.

Disclosure as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under.

During the Financial Year 2014-2015, the Company has not received any complaints of sexual harassment.

Share Transfer Systems:

Share transfer is normally affected within a maximum period of 15 days from the date of receipt, if all the required documentation is submitted. All share transfers are approved by the Share Transfer and Shareholders/ Investors Grievance Committee.

(a) Distribution of Equity Shareholding (as on 31st March, 2015)

| Range of Holding | No. of Shareholders | % of Shareholders | No. of Shares | % of Shareholdings |
|-------------------------|----------------------------|--------------------------|----------------------|---------------------------|
| 1 TO 5000 | 52 | 92.8571 | 25500 | 25.50 |
| 5001 TO 10000 | 2 | 3.5714 | 13010 | 13.01 |
| 10001 TO 20000 | -- | -- | -- | -- |
| 20001 TO 30000 | 1 | 1.7857 | 24420 | 24.42 |
| 30001 TO 40000 | 1 | 1.7857 | 37070 | 37.07 |
| 40001 TO 50000 | -- | -- | -- | -- |
| 50001 TO 100000 | -- | -- | -- | -- |
| GREATER THAN 100000 | -- | -- | -- | -- |
| Total | 56 | -- | 1,00,000 | 100.00 |

(b) Categories of Shareholders (as on 31st March, 2015):

| Sr. No. | Shares held by | No. of Shares held | % of Shareholding |
|----------------|--|---------------------------|--------------------------|
| A | Promoters Holding | | |
| 1 | Promoters | | |
| | - Indian Promoters | 74,500 | 74.50 |
| | - foreign Promoters | -- | -- |
| 2 | Person acting in a concert # | -- | -- |
| | Sub - Total | 74,500 | 74.50 |
| B | Non-Promoters Holding | | |
| 3 | Institutional investors | -- | -- |
| a. | Mutual Funds and UTI | -- | -- |
| b. | Banks, Financial Institutions, Insurance Companies (Central / State Govt. Institutions / Non- Govt.Inst.) | -- | -- |
| c. | FIIS | -- | -- |
| | Sub - Total | -- | -- |
| 4. | Others | -- | -- |
| a. | Private Corporate Bodies | - | -- |
| b. | Indian public | 25,500 | 25,500 |

| | | | |
|----|----------------------------|-----------------|-----------------|
| c. | NRIs / OCBC | -- | -- |
| d. | Trust and Clearing Members | -- | -- |
| | Sub - Total | 25,500 | 25,500 |
| | Grand Total : | 1,00,000 | 1,00,000 |
| | Total Foreign Shareholding | -- | -- |

**For and on behalf of the Board
For G D Trading and Agencies Limited**

Date: 12th August, 2015

Place: Mumbai

**Shekhar Somani
Director
DIN: 01912848**

**Sanjay Somani
Director
DIN: 00629858**

Managing Director's Certification

We, to the best of our knowledge and belief, certify that-

- a. We have reviewed financial statements and the cash flow statements for the year ended March 31, 2015 and that 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 together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, 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 and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have disclosed, based on our evaluation wherever applicable, to the Auditors and the Audit Committee that;
 - i. There were no material deficiencies in internal controls over financial reporting during the year;
 - ii. All the significant changes in accounting policies during the year, if any, have been disclosed in the notes to the financial statements; and
 - iii. There were no instances of significant fraud of which we are aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-

Place: Mumbai
Date: 12th August, 2015

Shekhar Somani
Director

DIN: 01912848

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR
MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

Members of the Board and Senior Management Personnel of the Company respectively in compliance with the revised Clause 49 of the Listing Agreement with the Stock Exchanges where the shares of the Company are listed.

I confirm that the Company has in respect of the financial year ended 31st March, 2015, received from the Senior Management Team of the Company and the Members of the Board a declaration of Compliance with the Code of Conduct as applicable to them.

As provided under Clause 49 of the Listing Agreement executed with the Stock Exchanges, all Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct for the year ended March 31, 2015.

Sd/-

Place: Mumbai
Date: 12th August, 2015

Shekhar Somani
Director
DIN: 01912848

J.K.LAHOTI & CO.

Chartered Accountants

F-123 ROCK ENCLAVE,
SAHYADRI NAGAR KANDIVALI (WEST), Mumbai 400091

Tel :+91 22 29674968

Mob: +91 9820459261

Independent Auditors' Report

To

The Members of

M/S G.D.TRADING & AGENCIES LIMITED

We have audited the accompanying standalone financial statements of **M/S G.D.TRADING & AGENCIES LIMITED** ("the Company"), which comprise the Balance Sheet as at **March 31, 2015**, and the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements:

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision 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 judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate 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 a fair view and are free from material misstatement, whether *due to fraud or error*.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provision of the Act, 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 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.

J.K.LAHOTI & CO.

Chartered Accountants

F-123 ROCK ENCLAVE,
SAHYADRI NAGAR KANDIVALI (WEST), Mumbai 400091

Tel :+91 22 29674968
Mob: +91 9820459261

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, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness 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 standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 31st March, 2015, and its profit/loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory requirements

1. As required by the Companies (Auditors' Report) Order, 2003 ("the said Order") issued by the Central Government of India, in terms of sub section (11) of Section 143 of the Act, we give in the Annexure hereto, a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. 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 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 it appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

J.K.LAHOTI & CO.

Chartered Accountants

F-123 ROCK ENCLAVE,
SAHYADRI NAGAR KANDIVALI (WEST), Mumbai 400091

Tel :+91 22 29674968

Mob: +91 9820459261

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. **subject to note no 2.18.12 of the Notes to the Accounts regarding non provision of diminution of the value of the long term quoted investments Rs 7,40,70,921/- which is not accordance with the Accounting Standard 13 on "Accounting of Investments"**

e) On the basis of the written representations received from the directors as on 31st March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164 (2) of the Act.

f) With respect to the other matter 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 explanation given to us;

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note 2.2 to 2.17 to the standalone financial statements.
- ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For J.K. Lahoti & Co.
Chartered Accountants

Spl -

J.K. Lahoti

Proprietor

Membership No: 16655

F.R.N.: 105508W

PLACE : MUMBAI

DATE : 30.05.2015

ANNEXURE TO THE AUDITORS' REPORT

(Annexure referred to in paragraph 1 under the heading of "report on other Legal and Regulatory Requirements" of our report of even date to the members of M/S G.D. TRADING & AGENCIES LIMITED on the accounts for the year ended 31st March 2015)

1. In respect of its Fixed Assets

- a. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of information available
- b. According to the information and explanations given to us, the fixed asset has been physically verified by the Management at reasonable intervals and no discrepancies have been noticed. In our opinion method adopted by the Management for physical verification is reasonable.

2. In respect of its Inventories

- a. The Management of the company has conducted physical verification of the inventory at reasonable intervals.
- b. The procedures as explained to us, which are followed by the management for physical verification of the above referred stock are in opinion reasonable and adequate in relation to the size of the company and the nature of its business.
- c. According to information and explanations given to us the company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification of stocks as compared to book records.

3. In respect of loans, secured or unsecured, granted by the Company to Companies, firms or other parties covered in the register maintained under section 189 of the Companies act, 2013:

- a. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to the companies, firms, or other parties listed in the register maintained under section 189 of the Companies act, 2013.
- b. In our opinion the receipt of principal and interest amount are regular.
- c. The overdue amount is not more than Rs. 1,00,000/- during the year.

4. In our opinion and according to the information and explanations given to us, the company has not conducted internal audit but 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.

5. The Company has not accepted any deposits from the public.

6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013 for any of the services rendered by the Company.

7. In respect of statutory dues:

a. According to the books of account and records as produced and examined by us, in accordance with the accepted auditing practices and also management representations, in our opinion, the company is generally regular in depositing undisputed statutory dues in respect of provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, value added tax, cess and other material statutory dues as applicable with the appropriate authorities in India.

b. According to information and explanation given to us, no undisputed amounts payable in respect of income tax, sales tax, wealth tax, custom duty, excise duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

c. According to information and explanation given to us, no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of Companies Act, 2013.

8. The Company is having accumulated losses of Rs.2721385/- as at the end of the financial year.

9. 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.

10. 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 & conditions whereof are prejudicial to the interest of the company.

11. In our opinion and according to the information and explanation given to us, the Company has not taken any term loans.

12. 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

SD/-

J.K. Lahoti
Proprietor

Membership No: 16655

F.R.N.: 105508W

PLACE : MUMBAI

DATE : 30.05.2015

J.K.D. TRADING & AGENCIES LIMITED

Balance Sheet

as at 31ST MARCH 2015

| Currency : INR | Notes | As at 31ST MARCH 2015 | | As at 31st March, 2014 | |
|---|-------|-----------------------|-------------------|------------------------|------------|
| EQUITY & LIABILITIES | | | | | |
| I. Shareholder's Funds | | | | | |
| a. Share Capital | 2.1 | 6,000,000 | | 6,000,000 | |
| b. Reserve & Surplus | 2.2 | (2,721,385) | 3,278,615 | (2,711,898) | 3,288,102 |
| II. Non-Current Liabilities | | | | | |
| a. Long-term borrowings | 2.3 | 77,205,857 | 77,205,857 | 77,057,057 | 77,057,057 |
| III. Current Liabilities | | | | | |
| a. Trade payables | 2.4 | | | | |
| b. Other current liabilities | 2.5 | 29,055 | 29,055 | 215,055 | 215,055 |
| TOTAL | | | <u>80,513,527</u> | <u>80,560,214</u> | |
| ASSETS | | | | | |
| I. Non-Current Assets | | | | | |
| a. Fixed Assets | 2.6 | | | | |
| i. Tangible assets | | | | | |
| ii. Intangible assets | | | | | |
| iii. Capital work-in-progress | | | | | |
| iv. Intangible assets under development | | | | | |
| b. Non-Current Investments | 2.7 | 77,208,332 | | 77,208,332 | |
| c. Long term loans and advances | 2.8 | 3,184,750 | 80,393,082 | 3,184,750 | 80,393,082 |
| II. Current Assets | | | | | |
| a. Inventories | 2.9 | 120,082 | | 147,976 | |
| b. Trade Receivables | 2.10 | | | | |
| c. Cash & cash equivalents | 2.11 | 363 | 120,445 | 19,156 | 167,132 |
| TOTAL | | | <u>80,513,527</u> | <u>80,560,214</u> | |

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

For and on behalf of the Board of Directors

Sd/-

J.K.Lahoti
Proprietor

Sd/-

Shekhar Somani
Director

DIN: 01912848
Mumbai :30th May 2015

Sd/-

Sanjay Somani
Director

DIN: 00629858

Membership No. : 16655
Firm's Registration No.: 105508W
Mumbai :30th May 2015

G.D. TRADING & AGENCIES LIMITED

Statement of Profit and Loss
for the year ended 31ST MARCH 2015

| Currency : INR | Notes | For the year ended on 31ST MARCH 2015 | For the year ended on 31st March, 2014 |
|---|-------|--|---|
| I. Revenue from Operations | 2.12 | - | - |
| II. Other Income | 2.13 | 201,280 | 126,926 |
| III. TOTAL REVENUE (I + II) | | 201,280 | 126,926 |
| IV. EXPENSES | | | |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Financial costs | 2.14 | 27,894 | (23,917) |
| Depreciation and amortization expense | 2.15 | 2,797 | 1,349 |
| Other expenses | 2.6 | - | - |
| TOTAL EXPENSES | 2.16 | 180,076 | 146,982 |
| V. Profit before exceptional and extraordinary items and tax (III - IV) | | (9,487) | 2,512 |
| VI. Exceptional Items | | - | - |
| VII. Profit before extraordinary items and tax (V - VI) | | (9,487) | 2,512 |
| VIII. Extraordinary Items | | - | - |
| IX. PROFIT / (LOSS) BEFORE TAX (VII - VIII) | | (9,487) | 2,512 |
| X. PROVISION FOR TAXATION | | | |
| Current Tax (MAT) | | - | - |
| Deferred Tax | | - | - |
| Taxes for Earlier years | | - | - |
| MAT Credit | | - | - |
| XI. Profit/(Loss) from the period from continuing operations (IX - X) | | (9,487) | 2,512 |
| 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) | | (9,487) | 2,512 |
| XVI. EARNINGS PER SHARE | 2.17 | | |
| Equity shares of par value Rs. 10/- each | | | |
| Basic Earning Per Share | | (0.09) | 0.03 |
| Dilutive Earning Per Share | | (0.09) | 0.03 |

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

Sd/-
J.K.Lahoti
Proprietor

Membership No. : 16655
Firm's Registration No. : 105508W
Mumbai : 30th May 2015

For and on behalf of the Board of Directors

Sd/- Sd/-
Shekhar Somani Sanjay Somani
Director Director
DIN: 01912848 DIN: 00629858
Mumbai : 30th May 2015

G.D. TRADING & AGENCIES LIMITED

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2015 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 financial statements are prepared under historical cost convention on an accrual basis, and comply with the accounting standards notified by the Central Government of India under section 133 of the Companies Act, 2013 read with rule 7 of Companies (Account) Rules 2014, other pronouncements of Institute of Chartered Accountants of India, the provisions of Companies Act, 2013.

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 2015 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 which ever 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

Sd/-

J.K.Lahoti
Proprietor

Membership No. : 16655
Firm's Registration No. : 105508W
Mumbai :30th May 2015

For and on behalf of the Board of Directors

Sd/-

Shekhar Somani
Director
DIN: 01912848
Mumbai :30th May 2015

Sd/-

Sanjay Somani
Director
DIN:

NOTE 2 : NOTES TO ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2015

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

NOTE 2.1 : SHARE CAPITAL

| Share Capital * | As at 31ST MARCH 2015 | | As at 31st March, 2014 | |
|---|-----------------------|-----------|------------------------|-----------|
| | Number | Rs. | Number | Rs. |
| Authorised Capital | | | | |
| 11% 50000 Preference of Rs.100 each. (Previous Year 50000 Preference of Rs.100 each.) | 5,000,000 | | 5,000,000 | |
| 250000 Equity Shares of Rs.10 each. (Previous Year 250000 Equity of Rs.10 each.) | 2,500,000 | | 2,500,000 | |
| | | 7,500,000 | | 7,500,000 |
| Issued & Subscribed and Fully Paid-up Capital/Partly Paid-up | | | | |
| 11% 50000 Preference of Rs.100 each. (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 (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 2015 | | As at 31st March, 2014 | |
|---|-----------------------|-----------|------------------------|-----------|
| | 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 |
| Murti 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 2015 | | As at 31st March, 2014 | |
|---------------------|-----------------------|--------------|------------------------|--------------|
| | 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 Rula | 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 2015</u> | | <u>As at 31st March, 2014</u> | |
|---|------------------------------|----------|-------------------------------|----------|
| | Quoted | Unquoted | Quoted | Unquoted |
| A) Trade Investments (Refer A below) | | | | |
| (a) Investment in Equity instruments of other entities | | | | |
| Shree Vindhya Paper Mills 1553174 Equity shares of Rs.10 | 77,208,332 | - | 77,208,332 | - |
| Total (A) | 77,208,332 | - | 77,208,332 | - |
| B) Other Investments (Refer B below) | | | | |
| (a) Investments in Government or Trust Less : W/off | - | - | - | - |
| Total (B) | - | - | - | - |
| Grand Total (A + B) | 77,208,332 | - | 77,208,332 | - |
| Less : Provision for dimunition in the value of Investments | - | - | - | - |
| Total | 77,208,332 | - | 77,208,332 | - |

NOTE 2.2 : RESERVES & SURPLUS

| Reserves & Surplus | As at 31ST MARCH 2015 | As at 31st March, 2014 |
|--|-----------------------|------------------------|
| a. Profit & Loss account | | |
| Opening balance | (2,711,898) | (2,714,410) |
| (+) Net Profit/(Net Loss) For the current year | (9,487) | 2,512 |
| (+) Transfer from Reserves | . | . |
| (+) Income Tax Refund | . | . |
| (-) Proposed Dividends | . | . |
| (-) Interim Dividends | . | . |
| (-) Transfer to Reserves | . | . |
| Closing Balance | (2,721,385) | (2,711,898) |
| Total | (2,721,385) | (2,711,898) |

NOTE 2.3 : LONG TERM BORROWINGS

| Long Term Borrowings | As at 31ST MARCH 2015 | As at 31st March, 2014 |
|---|-----------------------|------------------------|
| <u>Unsecured</u> | | |
| (a) Inter Corporate Loans | 57,938,221 | 57,959,421 |
| (b) Loans From Directors | 19,267,636 | 19,097,636 |
| (c) Advances from related parties for FCD | . | . |
| (d) Other Advances for FCD | . | . |
| | 77,205,857 | 77,057,057 |
| In case of continuing default as on the balance sheet date in | | |
| 1. Period of default | . | . |
| 2. Amount | . | . |
| Total | 77,205,857 | 77,057,057 |

NOTE 2.4 : TRADE PAYABLES

| Trade Payables | As at 31ST MARCH 2015 | As at 31st March, 2014 |
|--------------------|-----------------------|------------------------|
| (a) Trade Payables | . | . |
| (b) Others | . | . |
| Total | . | . |

NOTE 2.5 : OTHER CURRENT LIABILITIES

| Other Current Liabilities | As at 31ST MARCH 2015 | As at 31st March, 2014 |
|---------------------------|-----------------------|------------------------|
| (a) Audit Fees Payable | 24,000 | 12,000 |
| (b) Other Liabilities | 5,055 | 203,055 |
| Total | 29,055 | 215,055 |

NOTE 2.8 : LONG-TERM LOANS & ADVANCES

| <u>Long-term Loans & Advances</u> | As at 31ST MARCH 2015 | As at 31st March, 2014 |
|--|-----------------------|------------------------|
| a. Loans and advances to related parties (refer note) | | |
| Deposit- UnSecured, considered good | . | . |
| Loans & Advances -Unsecured, considered good | . | . |
| Doubtful | . | . |
| Less: Provision for doubtful loans and advances | . | . |
| b. Other loans and advances | | |
| Secured, considered good | 3,184,750 | 3,184,750 |
| Unsecured, considered good | . | . |
| Doubtful | . | . |
| Less: Provision for doubtful | . | . |
| Total | 3,184,750 | 3,184,750 |

NOTE 2.9 : INVENTORIES

| <u>Inventories</u> | As at 31ST MARCH 2015 | As at 31st March, 2014 |
|--------------------------|-----------------------|------------------------|
| Stock in trade of Shares | 120,082 | 147,976 |
| | 120,082 | 147,976 |
| Total | 120,082 | 147,976 |

NOTE 2.11 : CASH & CASH EQUIVALENTS

| <u>Cash & Cash Equivalents</u> | As at 31ST MARCH 2015 | As at 31st March, 2014 |
|------------------------------------|-----------------------|------------------------|
| a. Balances with banks | 363 | 990 |
| b. Cash on hand | | 18,166 |
| Total | 363 | 19,156 |

NOTE 2.12 : GROSS REVENUE FROM OPERATIONS

| <u>Particulars</u> | As at 31ST MARCH 2015 | As at 31st March, 2014 |
|--------------------|-----------------------|------------------------|
| Finance Company | | |
| Interest | | |
| Sales of shares | | |
| Total | | |

NOTE 2.13 : OTHER INCOME

| <u>Other Income</u> | As at 31ST MARCH 2015 | As at 31st March, 2014 |
|--------------------------|-----------------------|------------------------|
| (a) Dividend Income | 3,280 | 3,176 |
| (b) Sundry Balance w/off | 198,000 | 123,750 |
| (d) Miscellaneous Income | | |
| Total | 201,280 | 126,926 |

NOTE 2.14 : CHANGES IN INVENTORIES

| <u>Particulars</u> | As at 31ST MARCH 2015 | As at 31st March, 2014 |
|------------------------------------|-----------------------|------------------------|
| (a) At the end of the period | | |
| (i) Shares | 120,082 | 147,976 |
| (b) At the beginning of the period | | |
| (i) Shares | 147,976 | 124,059 |
| Total | 27,894 | (23,917) |

NOTE 2.15 : FINANCE COST

| Particulars | As at 31ST MARCH 2015 | As at 31st March, 2014 |
|--------------|-----------------------|------------------------|
| Bank Charges | 2,797 | 1,349 |
| Total | 2,797 | 1,349 |

NOTE 2.16 : OTHER EXPENSES

| Other Expenses | As at 31ST MARCH 2015 | As at 31st March, 2014 |
|---|-----------------------|------------------------|
| A. Administrative and General Expenses | | |
| Auditors Remuneration | 9,000 | 9,000 |
| Audit Fees | 3,000 | 3,000 |
| Certification Work | 112,360 | 16,854 |
| Listing Fees | 32,345 | 32,286 |
| Professional & Consultancy Charges | - | 3,073 |
| Advertisement & Publicity | 6,900 | 7,100 |
| Web Site Charges | 6,741 | 6,741 |
| Depository Charges | 9,730 | 3,678 |
| Miscellaneous Expenses | - | 65,250 |
| Liaisoning fees and other charges | 180,076 | 146,982 |
| Total | 180,076 | 146,982 |

NOTE 2.17 : EARNINGS PER SHARE :-

| Particulars | As at 31ST MARCH 2015 | As at 31st March, 2014 |
|--|-----------------------|------------------------|
| (In accordance with Accounting Standard 20 -Earnings Per Share) | | |
| Net Profit After Tax (A) | (9,487) | 2,512 |
| 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.) | (0.09) | 0.03 |
| Dilutive Earning Per Share (A/(B+C)) (Rs.) | (0.09) | 0.03 |

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

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:

| Particulars | For the year ended on 31ST MARCH 2015 | For the year ended on 31st March, 2014 |
|----------------------------|--|---|
| Statutory Audit Fees Rs. | 9,000.00 | 9,000.00 |
| For Certification Work Rs. | 3,000.00 | 3,000.00 |
| | | |
| Total | 12,000.00 | 12,000.00 |

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

Sd/-
J.K.Lahoti
Proprietor

Membership No. : 16655
Firm's Registration No. : 105508W
Mumbai - 20th May 2015

For and on behalf of the Board of Directors

Sd/-
Shekhar Somani
Director
DIN: 01912848
Mumbai :30th May 2015

Sd/-
Sanjay Somani
Director
DIN: 00629858

FORM MGT-11

PROXY FORM

CIN : L51900MH1980PLC022672
Name of the Company : G.D. Trading and Agencies Limited
Registered Office : Indian Mercantile Chambers, 3rd Flr, 14-R, Kamani Marg, Ballard Estate, Mumbai- 400001

Name of the member (s) :

Registered address :

E-mail Id :

Folio No :

I/We, being the member (s) of shares of the above named Company, hereby appoint:

1.
Name :
Address :
E-mail Id :
Signature : or failing him

2.
Name :
Address :
E-mail Id :
Signature : or failing him

3.
Name :
Address :
E-mail Id :
Signature : or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the Annual General Meeting, to be held on Wednesday, September 30 at 04.30 P.M at Indian Mercantile Chambers, 3rd Flr, 14-R, Kamani Marg, Ballard Estate, Mumbai- 400001and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

1. Approval of Annual Accounts for Year 2014-2015.
2. To re-appoint Mr. Shekhar Somani who is liable to retire by rotation at this AGM.
3. To appoint M/s. **J.K. Lahoti & Co** as Statutory Auditors of the Company and fix their Remuneration.
4. To appoint Ms. Kavita Pawar as Independent Director of the Company.

Signed this..... day of..... 20....

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

.....cut here.

G.D. TRADING AND AGENCIES LIMITED

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

ATTENDANCE SLIP

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF
THE AUDITORIUM**

N. of Shares: _____

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

Name &

Address: _____

I hereby record my presence at the Annual General Meeting of the Company scheduled to be held on Wednesday, September 30, 2015 at 04.30 P.M at Indian Mercantile Chambers, 3rd Flr, 14-R, Kamani Marg, Ballard Estate, Mumbai- 400001.

Signature of Member/Joint Member/Proxy attending the meeting.

| Electronic Voting Event Number (EVEN) | User ID | Password |
|--|----------------|-----------------|
| | | |

Note: Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General meeting.

G.D. TRADING AND AGENCIES LIMITED

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

CIN: L51900MH1980PLC022672

VOTING BY BALLOT PAPER

Thirty Fifth Annual General Meeting of the Members of G.D. TRADING AND AGENCIES LIMITED to be held on Wednesday, September 30, 2015 at 04.30 P.M at **Indian Mercantile Chambers, 3rd Flr, 14-R, Kamani Marg, Ballard Estate, Mumbai- 400001.**

| | | | |
|----|---|---|--|
| 1. | Name(s) of Shareholder(s) (in block letters) including joint holders, (if any). | : | |
| 2. | Registered Folio No. / DP ID No. / Client ID No. | : | |
| 3. | Address | : | |
| 4. | No. of Equity Shares held | : | |

I/We hereby exercise my/our vote in respect of the following Ordinary/ Special Resolutions to be passed through ballot:

| Agenda Item No. | Description of Resolution | I/We assent to the Resolution (Vote in Favour) | I/We dissent to the resolution (vote against) |
|------------------------|--|---|--|
| | | Place the tick (Place the tick [✓] mark | |
| 1. | Approval of Annual Accounts for Year 2014-2015 | | |
| 2. | To re-appoint Mr. Shekhar Somani who is liable to retire by rotation at this AGM. | | |
| 3. | To appoint M/s. J.K. Lahoti & Co as Statutory Auditors of the Company and fix their Remuneration subject to ratification in every Annual General Meeting of the Company | | |
| 4. | To appoint Ms. Kavita Pawar as Independent Director of the Company. | | |

Place: _____

Date: _____

Signature of the Member: _____