

**GRANDMA TRADING  
AND  
AGENCIES LIMITED**

**Annual Report  
2012 - 2013**

# GRANDMA TRADING AND AGENCIES LIMITED

Annual Report 2012 – 2013

|  |  |
|--|--|
| <b>Board of Directors</b>                | Mr. Bharat Jain<br>(w.e.f. 10 <sup>th</sup> June 2013)<br>Mr. K.K. Mansingka<br>(Upto 10 <sup>th</sup> June, 2013)<br>Mr. Mahavir Jain - Managing Director<br>Mr. Suryakant Rasal<br>Mr. Prabhakar Belnekar<br>(Upto 10 <sup>th</sup> June, 2013)<br>Mr. Fulchand Jain<br>(w.e.f. 10 <sup>th</sup> June, 2013) |
| <b>Bankers</b>                           | ING Vysya Bank Limited   |
| <b>Auditors</b>                          | Gupta Saharia & Co.<br>(Chartered Accountant)  |
| <b>Registered Office</b>                 | Office No.5, 66 Nanavati Mansion,<br>26 Abdul Rehman Street,<br>Pydhonie, Mumbai – 400003  |
| <b>Share Register and Transfer Agent</b> | Purva Sharegistry (India) Pvt. Limited<br>Unit no. 9, Shiv Shakti Ind. Estate<br>J .R. Boricha Marg,<br>Opp. Kasturba Hospital Lane<br>Lower Parel (E), Mumbai - 400 011   |

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# GRANDMA TRADING AND AGENCIES LIMITED

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## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF GRANDMA TRADING AND AGENCIES LIMITED WILL BE HELD AT AURA HALL, B - 6, BRINDAVAN APARTMENTS, JUNCTION OF LINK ROAD AND YOGI NAGAR ROAD, YOGI NAGAR, BORIVALI (W), MUMBAI – 400 091 ON MONDAY, 30<sup>TH</sup>, DAY OF SEPTEMBER, 2013 AT 2:00P.M. TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

1. To consider and adopt Balance Sheet as at 31<sup>st</sup> March, 2013 & Profit & Loss Account for the year ended on that date and the Reports' of the Board of Directors & Auditors thereon.
2. To appoint a director in place of Mr. Suryakant Rasal, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**RESOLVED THAT** M/s. Gupta Saharia & Co., Chartered Accountants, Mumbai (Firm Reg. no. 103446W), be and are hereby appointed as the statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration as may be decided by the Board of Directors”.

### **SPECIAL BUSINESS**

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

**“RESOLVED THAT** Mr. Bharat Jain, who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956, and who holds office as such upto the date of this Annual General Meeting and in respect of whom notice in writing under Section 257 of the Companies Act, 1956, has been received from a member signifying his intention proposing Mr. Bharat Jain as a candidate for the office of Director, be and is hereby appointed as a Director of the Company and that his period of office shall be liable to determination by retirement of Directors by rotation.”

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

**“RESOLVED THAT** Mr. Fulchand Jain, who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956, and who holds office as such upto the date of this Annual General Meeting and in respect of whom notice in writing under Section 257 of the Companies Act, 1956, has been received from a member signifying his intention proposing Mr. Fulchand Jain as a candidate for the office of

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Director, be and is hereby appointed as a Director of the Company and that his period of office shall be liable to determination by retirement of Directors by rotation.”

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

Place: Mumbai  
Date:14.08.2013

Sd/-  
**Mahavir Jain**  
**Managing Director**

## **GRANDMA TRADING AND AGENCIES LIMITED**

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### **NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The details under Clause 49 of the Listing Agreement with Stock Exchanges in respect of Directors proposed to be appointed / re-appointed at the Annual General Meeting, is annexed hereto.
3. For convenience of Members, an Attendance Slip is annexed to the Proxy Form. Members are requested to affix their signature at the space provided and hand over the Attendance Slip at the place of Meeting. The Proxy of a Member should mark on the Attendance Slip as a Proxy.
4. The Register of Members and the Shares Transfer Books of the Company will be closed from Thursday, 26<sup>th</sup> September, 2013 to Monday, 30<sup>th</sup> September, 2013 (both days inclusive).
5. The members are requested to:
  - (a) Intimate to the Company changes, if any, in their Registered Address, Bank Account Number / details etc. at an early date;
  - (b) Quote ledger folio numbers / DP ID and Client ID in all their correspondences;
  - (c) Approach the Company for consolidation of folios, if shareholdings are under multiple folios;
  - (d) Bring their copies of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
  - (e) Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the registered office address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.

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### **ANNEXURE TO THE NOTICE**

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

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

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

Mr. Bharat B Jain was appointed as Additional Director of the Company with effect from 10<sup>th</sup> June, 2013 by the Board of Directors pursuant to the provisions of Section 260 of the Companies Act, 1956, and he holds office up to the date of the ensuing Annual General Meeting. Mr. Bharat Jain is engaged in and has rich experience in the business of trading of Ferrous and Non- Ferrous Metal for around 2 decades and is a first generation entrepreneur with his business interest in metal and real estate.

Pursuant to Section 257 of the Companies Act, 1956, the Company has received a notice in writing from a Member alongwith a deposit of Rs.500 (Rupees Five Hundred only) signifying his intention to propose the candidature of Mr. Jain for the office of Director. Mr. Jain is not disqualified from being appointed as a Director under Section 274(1)(g) of the Companies Act, 1956.

The Directors, therefore, recommend the Resolution to be passed as an Ordinary Resolution by the Members.

None of the Directors of the Company except Mr. Jain is in any way concerned or interested in this Resolution.

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

Mr. Fulchand Jain was appointed as Additional Director of the Company with effect from 10<sup>th</sup> June, 2013 by the Board of Directors (Non-Executive Independent) pursuant to the provisions of Section 260 of the Companies Act, 1956, and he holds office up to the date of the Next Annual General Meeting. Mr. Jain is having experience in the business of trading of Ferrous and Non-Ferrous Metal.

Pursuant to Section 257 of the Companies Act, 1956, the Company has received a notice in writing from a Member alongwith a deposit of Rs.500 (Rupees Five Hundred only) signifying his intention to propose the candidature of Mr. Jain for the office of Director. Mr. Jain is not disqualified from being appointed as a Director under Section 274(1)(g) of the Companies Act, 1956.

The Directors, therefore, recommend the Resolution to be passed as an Ordinary Resolution by the Members.

None of the Directors of the Company except Mr. Jain is in any way concerned or interested in this Resolution.

By Order of the Board

For **Grandma Trading and Agencies Limited**

Place: Mumbai  
Date:14.08.2013

Sd/-  
**Mahavir Jain**  
Managing Director

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

| Name of the Director  | Mr. Suryakant Rasal            | Mr. Bharat Jain  | Mr. Fulchand Jain                        |
|---|--------------------------------|--|--|
| Director Identification Number  | 05124215                       | 00274276   | 05278523                                 |
| Date of Birth   | 27.06.1965                     | 09.07.1976   | 10.12.1961                               |
| Nationality   | Indian                         | Indian   | Indian                                   |
| Relationship with other Directors Interse   | No                             | No   | No                                       |
| Date of Appointment   | 14.11.2011                     | 10.06.2013   | 10.06.2013                               |
| Expertise in specific functional area   | Accounts, Finance and Taxation | Dealing in Ferrous and Non Ferrous metal and real estate | Dealing in Ferrous and Non Ferrous metal |
| Qualification   | B. Com                         | HSC  | HSC                                      |
| No. of Equity Shares held in the Company  | Nil                            | 10,27,700 (7.87%)  | Nil                                      |
| Directorship in other Indian Public Limited Companies as on 31.03.2013                            | Nil                            | Nil  | Nil                                      |
| Chairmanship / Membership of Committees in other Indian Public Limited Companies as on 31.03.2013 | Nil                            | Nil  | Nil                                      |

# GRANDMA TRADING AND AGENCIES LIMITED

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## DIRECTORS REPORT

**Dear Shareholders,**

Your Directors have pleasure in presenting the Annual Report and Audited Statements of Accounts for the financial year ended on 31<sup>st</sup> March 2013.

### **FINANCIAL RESULTS:**

| Particulars   | (Rs. in Lakhs) |           |
|---|----------------|-----------|
|   | 2012-13        | 2011 - 12 |
| Sales and Other Income                              | 135.84         | 28.70     |
| Profit before Depreciation and Tax                  | 91.94          | 12.33     |
| Depreciation  | 0.00           | 0.00      |
| Profit before Tax                                   | 91.94          | 12.33     |
| Provision for Tax                                   | 29.50          | 3.81      |
| Provision for Deferred Tax                          | 0.00           | 0.00      |
| Prior Year Tax Adjustment                           | 0.06           | 0.31      |
| Profit After Tax                                    | 62.37          | 8.21      |
| <b>Add:</b> Loss brought forward from previous year | (49.39)        | (57.60)   |
| Balance Carried to Balance Sheet                    | 12.98          | (49.39)   |

During the year your Company has received income of Rs.135.84 lakhs as compared to 28.70 lakhs in previous year and has generated net profit after tax of Rs.62.37 lakhs as compared to profit of Rs.8.21 lakhs during the previous year.

### **DIVIDEND:**

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

### **CHANGE IN MANAGEMENT OF THE COMPANY:**

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

### **BOARD OF DIRECTORS AND CHANGE IN MANAGEMENT:**

#### **a. Composition of Board of Directors:**

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



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### **b. Changes in the Board of Directors:**

Mr. K. K. Mansingka and Mr. Prabhakar Balenkar the Directors of the Company have resigned from the Board w.e.f. 10.06.2013 and Mr. Bharat B. Jain (Non-Executive Promoter Category) and Mr. Fulchand Jain (Non-Executive – Independent) was appointed as Additional Director of the Company consequent to the change in management control of the Company w.e.f. 10.06.2013.

### **c. Retirement by Rotation:**

In accordance with the requirements of the Companies Act, 1956, and provisions of Articles of Association of the Company, Mr. Suryakant Rasal retires by rotation and being eligible, offer themselves for reappointment

### **FIXED DEPOSITS:**

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

### **AUDITORS:**

The auditor of the Company M/s. Gupta Saharia & Co. holds office until the conclusion of the ensuing Annual General Meeting and is recommended for re-appointment. The Company has received certificate from the Auditors to the effect that their appointment, if made would be within the prescribed limits under section 224 (1-B) of The Companies Act, 1956.

### **DIRECTOR'S RESPONSIBILITY STATEMENT :**

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

- a) that in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2013, the applicable accounting standards have been followed and there has been no material departure;
- b) That the directors have selected such accounting policies and applied them consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the company at the end of financial year and of profit of the Company for the year under review;
- c) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) that the annual accounts have been prepared on a going concern basis.

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### **CORPORATE GOVERNANCE**

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

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

### **PARTICULARS OF EMPLOYEES:**

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

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

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

### **ACKNOWLEDGEMENT**

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

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

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

Place: Mumbai  
Date: 14.08.2013

Sd/-  
**Mahavir Jain**  
Managing Director

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## MANAGEMENT DISCUSSION AND ANALYSIS

### General:

Presented below is a discussion of the activities, results of operations and financial condition of Grandma Trading and Agencies Ltd. (the "Company") for the year ended 31<sup>st</sup> March, 2013 ("Fiscal 2013") compared to the preceding year ended 31<sup>st</sup> March, 2012 ("Fiscal 2012"). The management discussion and analysis ("MD&A") was prepared using information available as of (date on which the Reports were Prepared) and should be read in conjunction with the Company's audited financial statements for the year ended 31<sup>st</sup> March, 2013 and notes thereto.

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

### Industry Overview:

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

### Business Overview:

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

### Internal Control Systems:

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

### Human Resources:

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

### Cautionary Statement:

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

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

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## REPORT ON CORPORATE GOVERNANCE FOR THE F.Y. 2012 - 13

### 1. COMPANY'S PHILOSOPHY:

Good corporate governance is a synonym for sound management, transparency and disclosure, encompassing good corporate practices, procedures, standards and implicit rules which propel a Company to take sound decisions, thus maximizing long-term stakeholder value without compromising on integrity, social obligations and regulatory compliances. The Company believes that profitability must go hand in hand with a sense of responsibility towards all stakeholders.

The Company's philosophy on Corporate Governance finds its roots in the rich legacy of ethical governance practices. The Company will continue to focus its energies and resources in creating and safeguarding of shareholders' wealth and, at the same time, protect the interests of all its stakeholders.

### 2. BOARD OF DIRECTORS:

#### 2.1 Composition:

The Board of Directors as on date viz: 14<sup>th</sup> August, 2013 comprises of Four Directors, of which two are Non-Executive Independent who brings in a wide range of skills and experience to the Board. The Chairman is Non-Executive and the number of Independent Directors is two. The composition of the Board is in conformity with Clause 49 of the Listing Agreement.

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

During the year seven Board Meetings were held and the gap between two meetings did not exceed four months. The dates were: 12<sup>th</sup> May, 2012; 13<sup>th</sup> August, 2012; 21<sup>st</sup> September, 2012; 16<sup>th</sup> October, 2012; 22<sup>nd</sup> October, 2012; 16<sup>th</sup> January, 2013; 18<sup>th</sup> February, 2013. Further none of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49), across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

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

#### 2.2 Composition of Board and attendance record:

| Name of Director   | Category of Directorship      | Attendance at  |          | No. of other Directorships and other Committee Memberships / Chairmanship |                          |                          |
|--|-------------------------------|----------------|----------|---|--------------------------|--------------------------|
|  |                               | Board Meetings | Last AGM | Other Directorships #   | Committee Memberships ## | Committee Chairmans hips |
| Mr. Bharat B. Jain<br>(w.e.f. 10.06.2013)                                  | Non-Executive                 | N.A.           | N.A.     | Nil   | -                        | -                        |
| Shri Krishna K. Mansingka<br>(Upto 10.06.2013)                             | Non-Executive                 | 7              | No       | 2   | -                        | -                        |
| Mr .Mahavir Jain   | Executive                     | 7              | Yes      | Nil   | -                        | -                        |
| Mr. Suryakant Rasal  | Non-Executive,<br>Independent | 7              | No       | Nil   | -                        | -                        |
| Mr. Fulchand Jain<br>(Appointed w.e.f. 10.06.2013)                         | Non-Executive,<br>Independent | N.A.           | No       | Nil   | -                        | -                        |
| Mr. Prabhakar Belnekar<br>(Appointed w.e.f. 16.10.2012<br>upto 10.06.2013) | Non-Executive,<br>Independent | 4              | N.A.     | Nil   | -                        | -                        |

# Alternate Directorships and directorships in private companies, foreign companies and Section 25 Companies are excluded.  
## Represents Memberships / Chairmanships of Audit Committee and Shareholders' / Investors' Grievance Committee.

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### 3. AUDIT COMMITTEE:

The Audit Committee met four times during the year on 12<sup>th</sup> May, 2012; 13<sup>th</sup> August, 2012; 22<sup>nd</sup> October, 2012; 16<sup>th</sup> January, 2013; and the Audit Committee has optimum composition of Non-Executive Independent Directors and composition as on date was as under;

| Name of Directors              | Category                   |
|--------------------------------|----------------------------|
| Mr. Suryakant Rasal – Chairman | Independent; Non Executive |
| Mr. Fulchand Jain              | Independent; Non Executive |
| Mr. Mahavir Jain               | Executive                  |

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

The broad terms and reference of Audit Committee are to review the financial statements before submission to Board, to review reports of the Auditors and Internal Audit department and to review the weaknesses in internal controls, if any, reported by Internal and Statutory Auditors etc. In addition, the powers and role of the Audit Committee are as laid down under Clause 49 II C & D of the Listing Agreement entered with the Stock Exchanges and Section 292A of the Companies Act, 1956.

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

### 4. REMUNERATION COMMITTEE:

The Remuneration Committee consists of three Directors and during the year the committee met once on 14<sup>th</sup> February, 2013 Mr. Suryakant Rasal is the Chairman of Remuneration Committee. The Constitution of the Committee is as given below:

- i. Mr. Suryakant Rasal
- ii. Mr. Fulchand Jain
- iii. Mr. Bharat Jain

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

- 1) To determine on behalf of the Board and on behalf of the Shareholders the Company's policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment.
- 2) Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

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

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### DETAILS OF SHARES HELD:

The shares held by the Directors of the Company as on 31<sup>st</sup> March 2013 is given below:

| Name of Director            | No. of Shares held (Rs.10/-) |
|-----------------------------|------------------------------|
| Mr. Krishna Kumar Mansingka | 3,000                        |
| Mr. Bharat Bansilal Jain    | 7,00,000                     |

### 5. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE:

The Shareholders / Investors Grievance Committee comprise of following three Directors and the Shareholders / Investors Grievance Committee met twice during the financial year. The details of the meeting attended by the Directors are as given below:

| Name of Directors      | Category                   | No. of Meetings Attended |
|------------------------|----------------------------|--------------------------|
| Mr. Suryakant Rasal    | Independent; Non Executive | 2                        |
| Mr. Mahavir Jain       | Executive                  | 2                        |
| Mr. Prabhakar Belnekar | Independent; Non Executive | 1                        |

The terms of reference of the committee are *inter alia* as follows:

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

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

**Address:** Office No.5, 66 Nanavati Mansion, 26 Abdul Rehman Street, Pydhonie,  
Mumbai – 400003 ; Phone: 022 - 66311134  
Email: [grandmatrading@gmail.com](mailto:grandmatrading@gmail.com)

### 6. ANNUAL GENERAL MEETINGS:

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

| AGM / EGM | Date       | Time     | Venue  |
|-----------|------------|----------|--|
| AGM       | 21.09.2012 | 03:00 pm | Office No. 12, 2 <sup>nd</sup> Floor, New Vora Building, 59, Nakoda Street, Mumbai – 400 003 |
| EGM       | 12.12.2011 | 02.30 pm | Office No. 12, 2 <sup>nd</sup> Floor, New Vora Building, 59, Nakoda Street, Mumbai – 400 003 |
| AGM       | 30.09.2011 | 11.00 am | 212, 2 <sup>nd</sup> Floor, Marine Chambers, New Marine Lines, Churchgate, Mumbai – 400 020  |
| AGM       | 30.09.2010 | 11.30 am | 11, Mansingka Chambers, 258, Kalbadevi Road, Mumbai – 400 002                                |

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

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

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

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

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

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

### 7. DISCLOSURES:

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

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### **8. MEANS OF COMMUNICATION:**

- a). The quarterly un-audited financial results are published in leading English and Vernacular newspapers. The half yearly report is not sent separately to the Shareholders. Annual Reports are sent to the shareholders at their registered address with the company.
- b). The Management Discussion and Analysis Report, in compliance with the requirements of Clause 49 of the Listing Agreement is annexed to the Directors' Report and forms part of this Annual Report being sent to all the members of the Company. All matters pertaining to industry structure and developments, opportunities and threats, segment / product wise performance, outlook, risks and concerns, internal control and systems, etc. are discussed to the extent applicable in the said report.

### **9. GENERAL SHAREHOLDERS INFORMATION:**

**a. Annual General Meeting**

|                       |   |
|-----------------------|---|
| Date and Time         | : 30 <sup>th</sup> September, 2013 at 3.00 pm   |
| Venue                 | : Aura Hall, B - 6, Brindavan Apartments, Junction of Link Road and Yogi Nagar Road, Yogi Nagar, Borivali (W), Mumbai – 400 091 |
| Dates of Book Closure | : Thursday, 26 <sup>th</sup> September, 2013 to Monday, 30 <sup>th</sup> September, 2013 (both days inclusive)                  |

**b. Financial Calendar 2013-14 (Tentative):**

|  |                     |
|--|---------------------|
| First quarterly results                          | : August, 2013      |
| Second quarterly results                         | : November, 2013    |
| Third quarterly results                          | : February, 2014    |
| Annual results for the year ending on 31.03.2014 | : May, 2014         |
| Annual General Meeting for the year 2014         | : around July, 2014 |

**c. Listing on Stock Exchanges:**

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

The Company has paid Annual Listing Fees as applicable, to the BSE for the financial year 2013-2014.

Script Code Equity : 504369

ISIN:- EQUITY : INE927M01011



## GRANDMA TRADING AND AGENCIES LIMITED

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### d. Market Price Data:

The monthly high / low market price of the shares during the year 2012-13 at the BSE Limited are as under:

| Month          | BSE LIMITED (BSE)       |                        |
|----------------|-------------------------|------------------------|
|                | High (in Rs. per share) | Low (in Rs. per share) |
| April 2012     | 15.00                   | 15.00                  |
| May 2012       | 15.75                   | 15.75                  |
| June 2012      | -                       | -                      |
| July 2012      | 19.05                   | 16.50                  |
| August 2012    | -                       | -                      |
| September 2012 | 20.00                   | 20.00                  |
| October 2012   | -                       | -                      |
| November 2012  | -                       | -                      |
| December 2012  | -                       | -                      |
| January 2013   | 24.30                   | 21.00                  |
| February 2013  | 35.70                   | 25.50                  |
| March 2013     | 55.15                   | 37.45                  |

### e. Registrar & Share Transfer Agents:

Purva Sharegistry (India) Pvt. Ltd.  
 Unit: Grandma Trading & Agencies Limited  
 Unit no. 9, Shiv Shakti Ind. Estate,  
 J .R. Boricha marg, Opp. Kasturba Hospital Lane,  
 Lower Parel (E), Mumbai - 400 011  
 Tel: 91-22-2301 6761 / 8261 ; Fax : 91-22-2301 2517  
 E-mail: busicmp@vsnl.com; Website: [www.purvashare.com](http://www.purvashare.com)

### f. Distribution of Shareholding:

The distribution of shareholding as on 31<sup>st</sup> March, 2013 is given below:

| Sr. No | No of Equity Shares | No. of Shareholders | No. of Shares      | % of Total shares |
|--------|---------------------|---------------------|--------------------|-------------------|
| 1.     | 1 - 5,000           | 58                  | 8,320              | 0.06              |
| 2.     | 5,001 - 10,000      | 15                  | 11,680             | 0.09              |
| 3.     | 10,001 - 20,000     | 16                  | 22,200             | 0.17              |
| 4.     | 20,001 - 30,000     | 10                  | 28,300             | 0.22              |
| 5.     | 30,001 - 1,00,000   | 1                   | 3,200              | 0.02              |
| 6.     | 1,00,001 & Above    | 46                  | 1,29,86,300        | 99.44             |
|        | <b>TOTAL</b>        | <b>146</b>          | <b>1,30,60,000</b> | <b>100.00</b>     |

## GRANDMA TRADING AND AGENCIES LIMITED

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### g. Dematerialisation of Shares and Liquidity:

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

| Particulars of Shares      | Equity Shares of Rs.10 each |               |
|----------------------------|-----------------------------|---------------|
|                            | Number                      | % of total    |
| <b>Dematerialised form</b> |                             |               |
| NSDL                       | 51,65,200                   | 39.55         |
| CDSL                       | 78,06,243                   | 59.77         |
| <b>Sub Total</b>           | <b>1,29,71,443</b>          | <b>99.32</b>  |
| Physical form              | 88,557                      | 0.68          |
| <b>Total</b>               | <b>1,30,60,000</b>          | <b>100.00</b> |

**h. Registered Office:** Office No.5, 66 Nanavati Mansion, 26 Abdul Rehman Street, Pydhonie, Mumbai – 400003, Maharashtra  
Phone: 022 – 66311134 ; Email: [grandmatrading@gmail.com](mailto:grandmatrading@gmail.com)

Designated exclusive e-mail id for Investor servicing: [grandmatrading@gmail.com](mailto:grandmatrading@gmail.com)

The website of the Company is [www.grandmatrading.com](http://www.grandmatrading.com)

## 10. CORPORATE ETHICS

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

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

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

### b. Declaration affirming compliance of Code of Conduct:

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

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

## **GRANDMA TRADING AND AGENCIES LIMITED**

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### **c. Code of Conduct for Prevention of Insider Trading:**

The Company has adopted the Code of Conduct for Prevention of Insider Trading for its Management and Directors. The Code lays down guidelines and procedures to be followed and disclosures to be made by directors, top level executives and staff whilst dealing in shares. The

Managing Director has been appointed as the Compliance Officer and is responsible for adherence to the Code.

### **d. Compliance Certificate by Auditors:**

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

AS PROVIDED UNDER CLAUSE 49 OF THE LISTING AGREEMENT, THE BOARD MEMBERS HAVE AFFIRMED COMPLIANCE WITH THE CODE OF CONDUCT FOR THE YEAR ENDED 31.03.2013.

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

Place: Mumbai  
Date:14.08.2013

Sd/-  
**Mahavir Jain**  
Managing Director

# **GRANDMA TRADING AND AGENCIES LIMITED**

Annual Report 2012 – 2013

## **Gupta Saharia & Co.**

Chartered Accountants

### **AUDITORS' REPORT**

#### **TO THE MEMBERS OF GRANDMA TRADING AND AGENCIES LIMITED**

##### **Report on the Financial Statements**

We have audited the attached Balance Sheet of GRANDAMA TRADING AND AGENCIES LIMITED as at 31<sup>st</sup> March, 2013 and also the Profit and Loss Account of the Company for the year ended on that date annexed thereto and Cash Flow Statement for the year ended on that date and a summary of significant accounting policies and other explanatory information.

##### **Managements Responsibility for the Financial Statements**

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

##### **Auditors' Responsibility**

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

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

## **GRANDMA TRADING AND AGENCIES LIMITED**

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used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

### **Opinion**

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

- i) in the case of Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2013;
- ii) in the case of Profit and Loss Account, of the Profit of the Company for the year ended on that date; and
- iii) in the case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

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

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

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion, proper books of accounts as required by law have been kept by the Company, so far as it appears from our examination of those books;
- c) The Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d) In our opinion, the Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the mandatory accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.

## **GRANDMA TRADING AND AGENCIES LIMITED**

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- e) On the basis of the written representations received from the directors, as on 31<sup>st</sup> March, 2013 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31<sup>st</sup> March, 2013 from being appointed as director in terms of clause (g) of sub-section 1 of Section 274 of the Companies Act, 1956.
- f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For M/s Gupta Saharia & Co.  
Chartered Accountants

Sd/-  
(S.S. Rathi)

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

Place: Mumbai  
Date : 30/05/2013

## **GRANDMA TRADING AND AGENCIES LIMITED**

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### **Annexure (Referred to in 3<sup>rd</sup> paragraph of our report of even date)**

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

1. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. However there were no fixed assets held during the year.
2. (a) The procedures of verification followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.  
(b) The Company is maintaining proper records of Inventory.
3. In respect of Loans, secured or unsecured, granted or taken by the Company to / from Companies, Firm or the other parties covered in the register maintained under section 301 of the Companies Act, 1956, according to the information or explanation given to us:
  - (a) The Company has not taken loans secured or unsecured from the Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
  - (b) The Company has not given any loan secured or unsecured to Companies, from or the other parties covered in the register maintained under section 301 of the Companies Act, 1956 or the Companies under the same management within the meaning of Section 370(1-B) of the Companies Act, 1956.
  - (c) The other terms and conditions of these unsecured loans are not prima facie prejudicial to the interest of the Company.
  - (d) There is no amount overdue during the year.
4. In our Opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and nature of its business with regards to the purchase of shares, fixed asset and with regards to the sale of shares / fixed assets.
5. According to the information and explanation given to us, the transaction that need to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been so entered. However there are no such transactions that are required to be entered into in the 301 Register.
6. The Company has not accepted any deposit from the public within the meaning of Section 58A and 58AA of Companies Act, 1956 and rules framed there under companies (Acceptance of Deposits) Rules, 1975
7. In our opinion, the Company's internal audit system is commensurate with its size and the nature of its business.
8. The Central Government has not prescribed the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 for the Company.

## GRANDMA TRADING AND AGENCIES LIMITED

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9. (a) According to the information and explanation given to us and the records of the Company examined by us, in our opinion the Company is generally regular in depositing the undisputed statutory dues including Service Tax, Stamp Duty, Income Tax, and other applicable material statutory dues as applicable with appropriate authorities of India.

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

- (b) According to the Information and explanation given to us, no undisputed amounts payable in respect of Income tax as at 31<sup>st</sup> March, 2013 for a period of more than six months from the date they become payable.

(c) According to the Information and explanation given to us and records of the Company examined by us, the dues of Income tax as at 31<sup>st</sup> March 2013 which have not been deposited on account of dispute are Nil.

10. According to the information and explanations given to us, the Company has no accumulated losses at the end of the financial and it has not incurred cash losses in the current year however the company had accumulated losses during the immediately preceding financial year.
11. Based on our audit procedures and as per the information and explanations given by the management. The Company does not have any borrowings from Banks, financial institution or by way of debentures.
12. The Company has not granted any Loans and Advances on the basis of Security by way of Pledge of share, debentures and other securities.
13. In our opinion and according to the information and explanations given to us, the provisions of any special aspect of chit fund, nidhi / mutual fund / societies are not applicable to the Company.
14. Company is dealing or trading in shares, securities, debentures and other investments.
15. In our opinion, and according to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from Banks / Financial Institutions during the year.
16. The Company has not taken any term loan during the current year.
17. According to the information and explanation given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short terms basis have been used for long term investments. No long term funds have been used to finance short term assets.
18. The Company has not made any preferential allotment of Shares to Parties and Companies covered in the Register maintained under Sec. 301 of the Act during the year.
19. The Company has not issued any Debentures during the year.



**GRANDMA TRADING AND AGENCIES LIMITED**

Annual Report 2012 – 2013

20. The Company has not raised any money by Public Issue during the year.
21. According to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the course of our Audit.

For M/s Gupta Saharia & Co.  
Chartered Accountants

Sd/-  
(S.S. Rathi)

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

Place: Mumbai  
Date : 30/05/2013

# GRANDMA TRADING AND AGENCIES LIMITED

Annual Report 2012 – 2013

## Balance Sheet as at 31 March, 2013

| Particulars |   | Note No. | As at 31 March, 2013 | As at 31 March, 2012 |
|-------------|---|----------|----------------------|----------------------|
|             |   |          | Rs                   | Rs                   |
| <b>A</b>    | <b>EQUITY AND LIABILITIES</b>                                   |          |                      |                      |
| <b>1</b>    | <b>Shareholders' funds</b>                                      |          |                      |                      |
|             | (a) Share capital   | 2.1      | 130,600,000          | 130,600,000          |
|             | (b) Reserves and surplus  | 2.2      | 1,298,202            | (4,938,734)          |
| <b>2</b>    | <b>Non-current liabilities</b>                                  |          |                      |                      |
|             |   |          | -                    | -                    |
| <b>3</b>    | <b>Current liabilities</b>                                      |          |                      |                      |
|             | (a) Trade payables  | 2.3      | 2,134,039            | 2,144,523            |
|             | (b) Other Current Liabilities                                   | 2.4      | 59,972               | 406,472              |
|             | (c) Short-term provisions                                       | 2.5      | 2,950,445            | 381,071              |
|             | <b>TOTAL</b>  |          | <b>137,042,658</b>   | <b>128,593,332</b>   |
| <b>B</b>    | <b>ASSETS</b>   |          |                      |                      |
| <b>1</b>    | <b>Non-current assets</b>                                       |          |                      |                      |
|             | (a) Fixed assets  |          | -                    | -                    |
|             | (b) Other non-current assets                                    | 2.6      | 778,380              | 1,037,840            |
| <b>2</b>    | <b>Current assets</b>   |          |                      |                      |
|             | (a) Inventories   | 2.7      | -                    | 79,656               |
|             | (b) Trade receivables   | 2.8      | 1,978,673            | 1,976,516            |
|             | (c) Cash and cash equivalents                                   | 2.9      | 3,533,828            | 1,950,841            |
|             | (d) Short-term loans and advances                               | 2.10     | 129,466,337          | 123,261,516          |
|             | (e) Other Current Assets  | 2.11     | 1,285,440            | 286,963              |
|             | <b>TOTAL</b>  |          | <b>137,042,658</b>   | <b>128,593,332</b>   |
|             | See accompanying notes forming part of the financial statements |          | -                    | -                    |

In terms of our report attached.  
**For GUPTA SAHARIA & CO.**  
Chartered Accountants

For and on behalf of the Board of Directors

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

Sd/-  
Mahavir Jain  
Managing Director

Sd/-  
Suryakant Rasal  
Director

Place : Mumbai  
Date : 30/05/2013

# GRANDMA TRADING AND AGENCIES LIMITED

Annual Report 2012 – 2013

## Statement of Profit and Loss for the year ended 31 March, 2013

| Particulars |   | Note No. | For the year ended<br>31 March, 2013 | For the year ended<br>31 March, 2012 |
|-------------|---|----------|--------------------------------------|--------------------------------------|
|             |   |          | Rs                                   | Rs                                   |
| <b>A</b>    | <b>CONTINUING OPERATIONS</b>  |          |                                      |                                      |
| <b>1</b>    | Revenue from operations   | 2.12     | 722,924                              | 0                                    |
| <b>2</b>    | Other income  | 2.13     | 12,861,505                           | 2,869,626                            |
| <b>3</b>    | <b>Total revenue (1+2)</b>  |          | <b>13,584,429</b>                    | <b>2,869,626</b>                     |
| <b>4</b>    | <b>Expenses</b>   |          |                                      |                                      |
|             | (a) Purchases of stock-in-trade   | 2.14     | 2,351,337                            | 0.00                                 |
|             | (b) Changes in inventories of finished goods, work-in-progress and stock-in-trade | 2.15     | 79,656                               | 0.00                                 |
|             | (c) Employee benefits expense   | 2.16     | 1,140,000                            | 641,000                              |
|             | (d) Finance costs   |          | 0                                    | 0                                    |
|             | (e) Depreciation and amortisation expense   |          | 0                                    | 0                                    |
|             | (f) Other expenses  | 2.17     | 819,924                              | 995,390                              |
|             | <b>Total expenses</b>   |          | <b>4,390,917</b>                     | <b>1,636,390</b>                     |
| <b>5</b>    | <b>Profit before exceptional and extraordinary items and tax (3 - 4)</b>          |          | <b>9,193,513</b>                     | <b>1,233,236</b>                     |
| <b>6</b>    | Exceptional items   |          | 0                                    | 0                                    |
| <b>7</b>    | <b>Profit before extraordinary items and tax (5 ± 6)</b>                          |          | <b>9,193,513</b>                     | <b>1,233,236</b>                     |
| <b>8</b>    | Extraordinary items   |          | 0                                    | 0                                    |
| <b>9</b>    | <b>Profit before tax (7 ± 8)</b>  |          | <b>9,193,513</b>                     | <b>1,233,236</b>                     |
| <b>10</b>   | <b>Tax expense:</b>   |          |                                      |                                      |
|             | (a) Current tax expense for current year  |          | 2,950,445                            | 381,071                              |
|             | (b) Current tax expense relating to prior years                                   |          | 6,132                                | 30,784                               |
|             |   |          | <b>2,956,577</b>                     | <b>411,855</b>                       |
| <b>11</b>   | <b>Profit for the year (9 ± 10)</b>   |          | <b>6,236,936</b>                     | <b>821,381</b>                       |
| <b>12</b>   | <b>Earnings per share (of ₹ 10/- each):</b>                                       |          |                                      |                                      |
|             | (a) Basic   |          | 0.48                                 | 0.06                                 |
|             | (b) Diluted   |          | 0.48                                 | 0.06                                 |
|             | <b>See accompanying notes forming part of the financial statements</b>            |          |                                      |                                      |

In terms of our report attached.  
For GUPTA SAHARIA & CO.  
Chartered Accountants

For and on behalf of the Board of Directors

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

Sd/-  
Mahavir Jain  
Managing Director

Sd/-  
Suryakant Rasal  
Director

Place : Mumbai  
Date : 30/05/2013

# GRANDMA TRADING AND AGENCIES LIMITED

Annual Report 2012 – 2013

| <b>Cash Flow Statement for the year ended March 31, 2013</b>    |  |                                      |
|---|--|--------------------------------------|
| <b>(Amount in Rs.)</b>  |  |                                      |
| Particulars   | For the year ended<br>March 31, 2013               | For the year ended<br>March 31, 2012 |
| <b>A Cash flow from Operating Activities</b>                    |  |                                      |
| Net profit before taxation                                      | 9,193,513  | 1,233,236                            |
| <b>Adjustments for:</b>   |  |                                      |
| Interest income   | (12,861,505)                                       | (2869626)                            |
| Preliminary expenses written off                                | 259,460  | 259460                               |
| <b>Operating profit before Working Capital changes</b>          | <b>(3,408,532)</b>                                 | <b>(1,376,930)</b>                   |
| <b>Changes in Working Capital</b>                               |  |                                      |
| (Increase)/decrease in Trade and Other Receivables              | (2157)   | 0                                    |
| (Increase)/decrease in Inventories                              | 79656  | 0                                    |
| Increase/(decrease) in Trade and Other Payables                 | 2,212,390  | 623,601                              |
| (Increase)/decrease in short term loans                         | (7,203,298)  | (123,548,479)                        |
| <b>Cash generated from operations</b>                           | <b>(8,321,941)</b>                                 | <b>(124,301,808)</b>                 |
| Income Taxes (paid)/ refund                                     | (2,956,577)  | (411,855)                            |
| <b>Net cash inflow from/(outflow) from Operating Activities</b> | <b>(11,278,518)</b>                                | <b>(124,713,663)</b>                 |
| <b>B. Cash flow from Investing Activities</b>                   |  |                                      |
| Profit on sale of Investments                                   | 0  | 0                                    |
| Interest received   | 12,861,505   | 2,869,626                            |
| <b>Net cash inflow from/(outflow) from Investing Activities</b> | <b>12,861,505</b>                                  | <b>2,869,626</b>                     |
| <b>C. Cash flow from Financing Activities</b>                   |  |                                      |
| Proceeds from issue of shares                                   | 0  | 129,100,000                          |
| Money/(repaid) from/to borrowings                               | 0  | (4,450,000)                          |
| Preliminary Expense   | 0  | (1,297,300)                          |
| <b>Net cash inflow from/(outflow) from Financing Activities</b> | <b>0</b>   | <b>123,352,700</b>                   |
| <b>Net increase/(decrease) in Cash and Cash Equivalents</b>     | <b>1,582,987</b>                                   | <b>1,508,663</b>                     |
| <b>Opening Cash and Cash Equivalents</b>                        | <b>1,950,841</b>                                   | <b>442,178</b>                       |
| <b>Closing Cash and Cash Equivalents</b>                        | <b>3,533,828</b>                                   | <b>1,950,841</b>                     |
| In terms of our report attached.                                |  |                                      |
| <b>For GUPTA SAHARIA &amp; CO.</b>                              | <b>For and on behalf of the Board of Directors</b> |                                      |
| <b>Chartered Accountants</b>                                    |  |                                      |
| Sd/-  | Sd/-   | Sd/-                                 |
| <b>(S. S. Rathi)</b>  | <b>Mahavir Jain</b>                                | <b>Suryakant Rasal</b>               |
| <b>Partner</b>  | <b>Managing Director</b>                           | <b>Director</b>                      |
| <b>M. No.73373</b>  |  |                                      |
| <b>Reg. No. 103446W</b>   |  |                                      |
| <b>Place : Mumbai</b>   |  |                                      |
| <b>Date : 30/05/2013</b>  |  |                                      |

## **GRANDMA TRADING AND AGENCIES LIMITED**

Annual Report 2012 – 2013

### **NOTE - 1**

#### **SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS** **FORMING PART OF THE ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2013**

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

###### **1. GENERAL:**

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

###### **2. FIXED ASSETS:**

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

###### **3. DEPRECIATION:**

Since the Company has no fixed assets no depreciation has been charged for the Financial Year 2012-2013.

###### **4. INVENTORIES:**

Inventories are valued at lower of Cost or Net Realizable Value. However there were no inventories at the end of the year.

###### **5. MISCELLANEOUS EXPENDITURE:**

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

###### **6. SUNDRY DEBTORS AND RECEIVABLES:**

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

###### **7. TAXES ON INCOME:**

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

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

###### **8. EARNING PER SHARE**

The Company reports basic and diluted Earning Per Share (EPS) in accordance with Accounting Standard 20 on "Earning Per Share". Basic and Diluted EPS are Computed by dividing the net profit for the year attributable to equity share holders by the number of equity shares outstanding during the year.

## GRANDMA TRADING AND AGENCIES LIMITED

Annual Report 2012 – 2013

### B) NOTES TO ACCOUNTS:

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

2. There was no amount due as on March 31, 2013 as reported to us from/to Micro, small & Medium Enterprises as per Micro, Small and Medium Enterprises Development Act, 2006.

#### 3. PAYMENT TO DIRECTORS :

During the year no payment were made to the director

#### 4. EARNING PER SHARE (EPS):

Basic and Diluted EPS as per Accounting Standard 20 is Rs.0.48 (Previous year Rs.0.06).

#### 5. AUDITOR'S REMUNERATION:

| AUDITOR'S REMUNERATION | 2012-13          | 2011-2012        |
|------------------------|------------------|------------------|
| Statutory Audit Fees   | 22,472.00        | 22,472.00        |
| <b>Total</b>           | <b>22,472.00</b> | <b>22,472.00</b> |

#### 6. CONTINGENT LIABILITIES: NIL

#### 7. RELATED PARTIES DISCLOSURE:

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

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

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

|                              |     |     |
|------------------------------|-----|-----|
| 9. Foreign Exchange earnings | NIL | NIL |
| Foreign Exchange expenditure | NIL | NIL |

10. As per management's view none of the current employees shall complete their term of service of five years, hence actuarial valuation of gratuity is not done.

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

# GRANDMA TRADING AND AGENCIES LIMITED

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## Note 2.1 Share capital

| Particulars                                    | As at 31 March, 2013 |                    | As at 31 March, 2012 |                    |
|--|----------------------|--------------------|----------------------|--------------------|
|  | Number of shares     | Rs                 | Number of shares     | Rs                 |
| <b>(a) Authorised</b>                          |                      |                    |                      |                    |
| Equity shares of Rs.10 each with voting rights | 16,000,000           | 160,000,000        | 16,000,000           | 160,000,000        |
| <b>(b) Issued</b>                              |                      |                    |                      |                    |
| Equity shares of Rs.10 each with voting rights | 13,060,000           | 130,600,000        | 13,060,000           | 130,600,000        |
| <b>(c) Subscribed and fully paid up</b>        |                      |                    |                      |                    |
| Equity shares of Rs.10 each with voting rights | 13,060,000           | 130,600,000        | 13,060,000           | 130,600,000        |
| <b>Total</b>                                   | <b>13,060,000</b>    | <b>130,600,000</b> | <b>13,060,000</b>    | <b>130,600,000</b> |

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

| Particulars                             | Opening Balance | Fresh issue | Closing Balance |
|---|-----------------|-------------|-----------------|
| <b>Equity shares with voting rights</b> |                 |             |                 |
| <b>Year ended 31 March, 2013</b>        |                 |             |                 |
| - Number of Equity Shares               | 13,060,000      | 0           | 13,060,000      |
| - Amount (Rs.)                          | 130,600,000     | 0           | 130,600,000     |
| <b>Year ended 31 March, 2012</b>        |                 |             |                 |
| - Number of Equity Shares               | 150,000         | 12,910,000  | 13,060,000      |
| - Amount (Rs.)                          | 1,500,000       | 129,100,000 | 130,600,000     |

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

| Class of shares / Name of shareholder   | As at 31 March, 2013  |                                   | As at 31 March, 2012  |                                   |
|---|-----------------------|-----------------------------------|-----------------------|-----------------------------------|
|   | Number of shares held | % holding in that class of shares | Number of shares held | % holding in that class of shares |
| <b>Equity Shares with voting rights</b> |                       |                                   |                       |                                   |
| Ms. AARTI SINGAL                        | 750,000               | 5.74                              | 750,000               | 5.74                              |
| Mr. SANJAY SINGAL                       | 750,000               | 5.74                              | 750,000               | 5.74                              |
| Mr. ANIKET SINGAL                       | 750,000               | 5.74                              | 750,000               | 5.74                              |
| SUNDERJI M SHAH HUF                     | 700,000               | 5.36                              | 700,000               | 5.35                              |
| DINESH S SHAH HUF                       | 700,000               | 5.36                              | 700,000               | 5.35                              |
| DEVCHAND M SHAH HUF                     | 700,000               | 5.36                              | 700,000               | 5.35                              |
| Mr. BHARAT BANSILAL JAIN                | 700,000               | 5.35                              | 700,000               | 5.35                              |
| <b>Total</b>                            | <b>5,050,000</b>      | <b>38.65</b>                      | <b>5,050,000</b>      | <b>38.62</b>                      |

# GRANDMA TRADING AND AGENCIES LIMITED

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## Note 2.2 Reserves and surplus

| Particulars  | As at 31 March,<br>2013 | As at 31 March,<br>2012 |
|--|-------------------------|-------------------------|
|  | Rs                      | Rs                      |
| <b>Surplus / (Deficit) in Statement of Profit and Loss</b> |                         |                         |
| Opening balance  | (4,938,734)             | (5,760,115)             |
| Add: Profit / (Loss) for the year                          | 6,236,936               | 821,381                 |
| Closing balance  | <b>1,298,202</b>        | <b>(4,938,734)</b>      |
| <b>Total</b>   | <b>1,298,202</b>        | <b>(4,938,734)</b>      |

## Note 2.3 Trade payables

| Particulars            | As at 31 March, 2013 | As at 31 March, 2012 |
|------------------------|----------------------|----------------------|
|                        | Rs.                  | Rs.                  |
| <b>Trade payables:</b> |                      |                      |
| Acceptances            | 2,134,039            | 2,144,523            |
| Other than Acceptances | 0                    | 0                    |
| <b>Total</b>           | <b>2,134,039</b>     | <b>2,144,523</b>     |

## Note 2.4 Current Liabilities

| Particulars                  | As at 31 March, 2013 | As at 31 March, 2012 |
|------------------------------|----------------------|----------------------|
|                              | Rs.                  | Rs.                  |
| Provision for Other Expenses | 59,972               | 406,472              |
| <b>Total</b>                 | <b>59,972</b>        | <b>406,472</b>       |

## Note 2.5 Short-term provisions

| Particulars                  | As at 31 March, 2013 | As at 31 March, 2012 |
|------------------------------|----------------------|----------------------|
|                              | Rs.                  | Rs.                  |
| <b>Provision - Others:</b>   |                      |                      |
| Provision for Other Expenses | 2,950,445            | 381,071              |
| <b>Total</b>                 | <b>2,950,445</b>     | <b>381,071</b>       |

## Note 2.6 Other Non current assets

| Particulars                 | As at 31 March, 2013 | As at 31 March, 2012 |
|-----------------------------|----------------------|----------------------|
|                             | Rs.                  | Rs.                  |
| <b>Unamortised expenses</b> |                      |                      |
| Preliminary Expense         | 778,380              | 1,037,840            |
| <b>Total</b>                | <b>778,380</b>       | <b>1,037,840</b>     |

## Note 2.7 Inventories

(At lower of cost and net realisable value)

| Particulars           | As at 31 March, 2013 | As at 31 March, 2012 |
|-----------------------|----------------------|----------------------|
|                       | Rs                   | Rs                   |
| <b>Finished goods</b> |                      |                      |
| Goods-in-transit      | 0                    | 79,656               |
| <b>Total</b>          | <b>0</b>             | <b>79,656.00</b>     |



# GRANDMA TRADING AND AGENCIES LIMITED

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## Note 2.8 Trade receivables

| Particulars  | As at 31 March, 2013 | As at 31 March, 2012 |
|--|----------------------|----------------------|
|  | Rs                   | Rs                   |
| <b>Trade receivables outstanding for a period exceeding six months from the date they were due for payment</b> |                      |                      |
| Unsecured, considered good   | 1,976,516            | 1,976,516            |
| Less: Provision for doubtful trade receivables   | 0                    | 0                    |
|  | 1,976,516            | 1,976,516            |
| <b>Other Trade receivables</b>   |                      |                      |
| Unsecured, considered good   | 2,157                | 0                    |
| Less: Provision for doubtful trade receivables   | 0                    | 0                    |
|  | 2,157                | 0                    |
| <b>Total</b>   | <b>1,978,673</b>     | <b>1,976,516</b>     |

## Note 2.9 Cash and cash equivalents

| Particulars                    | As at 31 March, 2013 | As at 31 March, 2012 |
|--------------------------------|----------------------|----------------------|
|                                | Rs                   | Rs                   |
| <b>(a) Cash on hand</b>        | 1,267                | 6,219                |
| <b>(b) Balances with banks</b> |                      |                      |
| In current accounts            |                      |                      |
| New ING Vysya Bank             | 3,532,561            | 1,944,622            |
| <b>Total</b>                   | <b>3,533,828</b>     | <b>1,950,841</b>     |

## Note 2.10 Short-term loans and advances

| Particulars                         | As at 31 March, 2013 | As at 31 March, 2012 |
|-------------------------------------|----------------------|----------------------|
|                                     | Rs                   | Rs                   |
| <b>(b) Inter-corporate deposits</b> |                      |                      |
| Unsecured, considered good          | 129,466,337          | 123,261,516          |
| <b>Total</b>                        | <b>129,466,337</b>   | <b>123,261,516</b>   |

## Note 2.11 Other Current Assets

| Particulars                                 | As at 31 March, 2013 | As at 31 March, 2012 |
|---|----------------------|----------------------|
|   | Rs                   | Rs                   |
| <b>Balances with government authorities</b> |                      |                      |
| TDS For A.Y. 2012 - 2013                    | 0                    | 286,963              |
| TDS For A.Y. 2013 - 2014                    | 1,285,440            | 0                    |
| <b>Total</b>                                | <b>1,285,440</b>     | <b>286,963</b>       |

## Note 2.12 Revenue from operations

| Particulars             | For the year ended<br>31 March, 2013 | For the year ended<br>31 March, 2012 |
|-------------------------|--------------------------------------|--------------------------------------|
|                         | Rs                                   | Rs                                   |
| <b>Sale of products</b> |                                      |                                      |
| Sales of Shares         | 637,924                              | 0                                    |
| Sales of Suitings       | 85,000                               | 0                                    |
| <b>Total</b>            | <b>722,924</b>                       | <b>0</b>                             |

## GRANDMA TRADING AND AGENCIES LIMITED

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### Note 2.13 Other Income

| Particulars                    | For the year ended 31<br>March, 2013 | For the year ended 31<br>March, 2012 |
|--------------------------------|--------------------------------------|--------------------------------------|
|                                | Rs                                   | Rs                                   |
| <b>Interest income</b>         |                                      |                                      |
| Interest on loans and advances | 12,861,505                           | 2,869,626                            |
| <b>Total</b>                   | <b>12,861,505</b>                    | <b>2,869,626</b>                     |

### Note 2.14 Purchase of traded goods

| Particulars         | For the year ended 31<br>March, 2013 | For the year ended<br>31 March, 2012 |
|---------------------|--------------------------------------|--------------------------------------|
|                     | Rs                                   | Rs                                   |
| Purchases of Shares | 2,351,337                            | 0                                    |
| <b>Total</b>        | <b>2,351,337</b>                     | <b>0</b>                             |

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

| Particulars                                      | For the year ended 31<br>March, 2013 | For the year ended<br>31 March, 2012 |
|--|--------------------------------------|--------------------------------------|
|  | Rs                                   | Rs                                   |
| <b>Inventories at the end of the year:</b>       |                                      |                                      |
| Finished goods                                   | 0                                    | 79,656                               |
| Work-in-progress                                 | 0                                    | 0                                    |
| Stock-in-trade                                   | 0                                    | 0                                    |
|  | 0                                    | 79,656                               |
| <b>Inventories at the beginning of the year:</b> |                                      |                                      |
| Finished goods                                   | 79,656                               | 79,656                               |
| Work-in-progress                                 | 0                                    | 0                                    |
| Stock-in-trade                                   | 0                                    | 0                                    |
|  | 79,656                               | 79,656                               |
| <b>Net (increase) / decrease</b>                 | <b>79,656</b>                        | <b>0</b>                             |

### Note 2.16 Employee benefits expense

| Particulars        | For the year ended 31<br>March, 2013 | For the year ended 31<br>March, 2012 |
|--------------------|--------------------------------------|--------------------------------------|
|                    | Rs                                   | Rs                                   |
| Salaries and wages | 1,140,000                            | 641,000                              |
| <b>Total</b>       | <b>1,140,000</b>                     | <b>641,000</b>                       |

# GRANDMA TRADING AND AGENCIES LIMITED

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## Note 2.17 Other expenses

| Particulars                          | For the year ended 31<br>March, 2013 | For the year ended 31<br>March, 2012 |
|--------------------------------------|--------------------------------------|--------------------------------------|
|                                      | Rs                                   | Rs                                   |
| <b><u>Communication</u></b>          |                                      |                                      |
| Postage & Courier Charges            | 0                                    | 12,730                               |
| Travelling and conveyance            | 15,630                               | 30,520                               |
| Printing and stationery              | 6,150                                | 22,090                               |
| <b><u>Business Promotion</u></b>     |                                      |                                      |
| Advertising Charges                  | 36,381                               | 23,119                               |
| Accounting Charges                   | 0                                    | 24,500                               |
| <b><u>Legal and professional</u></b> |                                      |                                      |
| a) Roc Fillings Fees                 | 4,650                                | 2,000                                |
| b) Listing Fees                      | 44,944                               | 305,795                              |
| c) Professional Fees                 | 0                                    | 76,500                               |
| <b><u>Payments to auditors</u></b>   |                                      |                                      |
| Statutory Audit                      | 22,472                               | 22,472                               |
| Bank Charges                         | 899                                  | 2,705                                |
| Office Expense                       | 292,442                              | 32,354                               |
| Sundry Expense                       | 393                                  | 22,970                               |
| Share Transfer Agents Fees           | 0                                    | 30,823                               |
| Staff welfare expenses               | 30,880                               | 60,620                               |
| Custody Fees                         | 100,903                              | 66,732                               |
| Website Expenses                     | 4,720                                | 0                                    |
| <b><u>Miscellaneous expenses</u></b> |                                      |                                      |
| Preliminary Expense Written off      | 259,460                              | 259,460                              |
| <b>Total</b>                         | <b>819,924</b>                       | <b>995,390</b>                       |

**For GUPTA SAHARIA & CO**  
**Chartered Accountants**

**On Behalf of the Board of Directors**

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

Sd/-  
**Mahavir Jain**  
**Managing Director**

Sd/-  
**Suryakant Rasal**  
**Director**

**Place: Mumbai**  
**Date: 30/05/2013**

**GRANDMA TRADING AND AGENCIES LIMITED**

Annual Report 2012 – 2013

**GRANDMA TRADING AND AGENCIES LIMITED**

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

**Attendance Slip**

Folio No. / DP.ID & Client ID : \_\_\_\_\_

No. of Shares held : \_\_\_\_\_ (in words) \_\_\_\_\_

I/we hereby record my/our presence at the Annual General Meeting of the Company to be held at Aura Hall, B - 6, Brindavan Apartments, Junction of Link Road and Yogi Nagar Road, Yogi Nagar, Borivali (W), Mumbai – 400 091 on Monday, 30<sup>th</sup> day of September, 2013 at 2:00 p.m. and at any adjournment thereof.

Name & Address of the Shareholder : \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_  
Member's/Proxy's Signature

(To be signed at the time of handing over this slip)

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

**GRANDMA TRADING AND AGENCIES LIMITED**

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

**PROXY FORM**

Folio No. / DP.ID & Client ID : \_\_\_\_\_

No. of Shares held : \_\_\_\_\_ (in words) \_\_\_\_\_

I/We ..... resident of ..... being a Member/Members of the above named Company, hereby appoint .....or failing him..... as my / our Proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, 30<sup>th</sup> day of September, 2013 at 2:00 p.m. and at any adjournment thereof.

.....  
Signature of the member

Affix  
Revenue  
Stamp  
Re.1

**N.B.:** This proxy must be deposited at the Registered Office of the Company Office No. 5, Nanavati Mansion, 26 Abdul Rehman Street, Pydhonie, Mumbai -400003, at least 48 hours before the meeting.

**BOOK POST**

If undelivered, return to :

**GRANDMA TRADING AND AGENCIES LIMITED**

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

# Grandma Trading And Agencies Limited

Regd. Office : Office No. 5, 66, Nanavati Mansion, Abdul Rehman Street, 26, Pydhonie, Mumbai - 400 003.  
Tel. No. : 022 - 66311134 | Fax : 022 - 6651 0835 | Email : grandmatrading@gmail.com

## FORM A

|    |  |  |
|----|--|--|
| 1. | Name of the Company                            | Grandma Trading and Agencies Limited                     |
| 2. | Annual financial statements for the year ended | For the Financial Year ended 31 <sup>st</sup> March 2013 |
| 3. | Type of Audit observation                      | Un-qualified   |
| 4. | Frequency of observation                       | Not Application  |

For Grandma Trading &  
Agencies Limited

For Grandma Trading &  
Agencies Limited

For Gupta Saharia & Co.  
Chartered Accountants  
Firm Reg No. 103446W

*Mahavir*

Mahavir Jain  
Managing Director

*Suryakant*

Suryakant Rasal  
Chairman of Audit  
Committee

*Rathi*

(S.S. Rathi)  
Partner  
M. No. 73373

Place: Mumbai  
Date: 30<sup>th</sup> August, 2013

