



GRANDMA TRADING & AGENCIES LTD.

Regd. Office: 3B, Plot No. 15, HACP Colony, Karkhana, Secunderabad - 500 009, Telangana
Tel. No. 040 4014 8192; CIN: L99999TG1981PLC100740; Website: www.grandmatrading.com

GTAL/BSE/2017-18

Date: September,30,2017

**The Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001**

**Scrip ID: GRANDMA
Scrip Code: 504369**

Sub.:- Submission of Annual Report for the F.Y. 2016-17 pursuant to Regulation 34 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

Dear Sir,

With reference to the captioned subject, please find copy of Annual Report containing Statutory Auditors and Directors Report along with Balance Sheet and Profit and Loss Account of the Company for the financial year ended 31.03.2017 as adopted by the Shareholders at the Annual General Meeting held on 30.09.2017.

The above is for your kind information and record. You are requested to acknowledge the receipt.

Thanking you,
Yours faithfully,
For Grandma Trading and Agencies Limited

Pragyan Ojha
Managing Director



Encl. as above.



**GRANDMA TRADING
AND
AGENCIES LIMITED**

**36TH
ANNUAL REPORT
2016 - 2017**

COMPANY INFORMATION

Board of Directors	Mr. Pragyan Dutt Ojha	Managing Director
	Mr. Vishal Patel	Director
	Mr. Suryakant Rasal	Independent Director
	Mr. Prashanth Reddy	Independent Director
	Mr. Naveen Reddy	Independent Director
	Ms. Vanaja Kumari Dokiparthi	Independent Director
Registered Office	3B, Plot No. 15, HACP Colony, Karkhana, Secunderabad – 500 009, Telangana	
Statutory Auditors	Gupta Saharia & Co. (Chartered Accountant)	
Secretarial Auditor	Rahul Jain & Associates (Company Secretaries)	
Bankers	Kotak Mahindra Bank Limited Bank of Baroda State Bank of India	
Registrar & Share Transfer Agent	Purva Sharegistry (India) Pvt. Limited Unit no. 9, Shiv Shakti Ind. Estate, J .R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai - 400 011	

GRANDMA TRADING AND AGENCIES LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 36TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GRANDMA TRADING AND AGENCIES LIMITED ('THE COMPANY') WILL BE HELD ON SATURDAY, 30TH SEPTEMBER 2017, AT 11:00 A.M. AT ITS REGISTERED OFFICE AT 3B, PLOT NO. 15, HACP COLONY, KARKHANA, SECUNDERABAD – 500 009, TELANGANA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2017 and the reports of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Vishal Patel (DIN: 07485182) who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or reenactment thereof, for the time being in force), the appointment of M/s. Gupta Saharia & Co., Chartered Accountants (Firm Reg. No. 103446W) as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting be and is hereby ratified, at such remuneration as may be fixed by the Board of Directors of the Company.”

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

Place : Secunderabad
Date : 21-08-2017

Sd/-
Pragyan Ojha
Managing Director
DIN : 02774883

GRANDMA TRADING AND AGENCIES LIMITED

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 / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxies to be effective should be deposited at the registered office of the Company not less than forty eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights.
2. The details pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 ('Listing Regulation') in respect of Director proposed to be appointed or reappointed at the Annual General Meeting, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday 29th September, 2017 to Saturday, 30th September, 2017 (both days inclusive).
4. All members are requested to intimate changes, if any, in their registered address, immediately to the Registrar and Share Transfer Agents or to their depository participants in case shares are held in depository form.
5. Corporate members are requested to send a duly certified copy of the resolution authorizing their representatives to attend and vote at the meeting.
6. The business set out in the Notice will be transacted *inter alia* through remote electronic voting system and the Company is providing facility *inter alia* for remote e-voting by electronic means and also voting facility at the Annual General Meeting. The communication relating to remote e-voting which *inter alia* would contain details about User ID and password is sent along with the Annual Report. Instructions and other information relating to e-voting are as follows:
 - Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (LODR) Regulations 2015, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed in the AGM by electronic means.
 - The members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
 - The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility.
 - The Board of Directors of the Company has appointed CA K. Ramarao (Membership No.206039) as Scrutinizer to scrutinize the voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
7. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on Wednesday, 27th September, 2017 at 9.00 a.m. till Friday, 29th September, 2017 at 5.00 p.m. During this period shareholders' of Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, 23rd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.

GRANDMA TRADING AND AGENCIES LIMITED

- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • <i>Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</i> • <i>In case the sequence number is less than 8 digits enter the applicable number of 0 s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</i>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth in (dd/mm/yy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for **GRANDMA TRADING AND AGENCIES LIMITED** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

GRANDMA TRADING AND AGENCIES LIMITED

- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app **m-Voting** available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- a. The Scrutinizer shall immediately after the AGM shall unlock the ballot box for the votes cast at the AGM and verify the same and also unblock the votes under remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and make a combined Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
 - b. The Results shall be declared within 48 hours of the AGM. The Results declared along with the Scrutinizer’s Report shall be available for inspection and also placed on the website of the Company within prescribed period, as also at the website of www.evotingindia.com and intimate to the Stock Exchanges.

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

Place : Secunderabad
Date : 21-08-2017

Sd/-
Pragyan Ojha
Managing Director
DIN : 02774883

GRANDMA TRADING AND AGENCIES LIMITED

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

Name of Director	Mr. Vishal Patel
Director Identification Number	07485182
Date of Birth	24.04.1985
Date of Appointment	30.05.2016
Expertise in specific functional area	Trading activities and Accounts
No. of Equity Shares held in the Company	Nil
Directorship in other Listed Companies as on 31.3.2017	Nil
Chairmanship / Membership of Committees in other listed Companies as on 31.3.2017	Nil

DIRECTOR'S REPORT

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

Your Directors have pleasure in presenting the 36th Annual Report and the audited financial statements of the Company for the year ended 31st March 2017.

1. FINANCIAL HIGHLIGHTS:

The financial performance of the Company for the financial year ended 31st March, 2017 is summarized below:

(Rs. in Lacs)

Particulars	For the financial year ended	
	March 31, 2017	March 31, 2016
Total Income including other income	406.03	82.69
Total Expense	400.10	59.93
Profit / Loss before tax	5.93	22.76
Provision for Income Tax	2.02	7.24
Net Profit / Loss After Tax	3.91	15.51

2. STATUS OF COMPANY'S AFFAIRS:

During the financial year your Company has achieved revenue of Rs.406.03 Lakh as compared to Rs.82.69 Lakh in corresponding previous year and profit after tax for the year is Rs. 3.91 Lakh as compared to profit of Rs.15.51 Lakh during the previous year, the profit after tax is decreased as compared to the previous year on account of low margins.

Your Company is striving hard and making efforts to utilize the resources available to the best advantageous position and to put in the new business avenues.

3. DIVIDEND:

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

4. AMOUNT TRANSFERRED TO RESERVES:

During the financial year ended 31st March 2017, your Company has not transferred any amount to reserves.

5. SHARE CAPITAL AND CHANGES THEREIN:

The paid-up Equity Share Capital of the Company as on 31st March, 2017 is Rs.13,06,00,000 divided into 13,06,00,000 of Rs.1/- per Equity shares and there are no changes in the Capital Structure of the Company.

6. EXTRACT OF ANNUAL RETURN:

Pursuant to the provisions of Section 134(3) (a) of the Companies Act, 2013, extract of Annual Return for the financial year ended 31st March, 2017 made under the provisions of Section 92(3) of the Act is attached as **Annexure - A** which forms part of this report.

7. NUMBER OF MEETINGS OF THE BOARD:

The Board of Directors of your Company meets at regular intervals during the year to discuss on the business and other matters of the Company. The Board met 6 (six) times during the financial year 2016–2017 and the details about the same are included in the report on Corporate Governance, which forms part of this Annual Report.

8. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION:

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

9. SUBSIDIARY COMPANY :

As on 31st March, 2017, the Company does not have any Subsidiary or Associate Company.

10. FIXED DEPOSITS:

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

11. PARTICULARS OF LOANS AND INVESTMENTS BY THE COMPANY:

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

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Company’s board comprises of 6 (Six) Directors consisting of 1 (One) Executive Director; 4 (Four) Non – Executive Independent Directors and 1 (one) is Non-Executive Non Independent as on the Date of Report.

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

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company’s Articles of Association, Mr. Vishal Patel, Director retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

During the year *inter alia* Mr. Bharat Jain; Mr. P. Srinivasa Rao, Director has resigned from the Board and members place on record the contribution made by them during their tenure with the Company.

13. DIRECTORS’ RESPONSIBILITY STATEMENT:

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

- a) in the preparation of the annual accounts, for the financial year 31st March, 2017 the applicable accounting standards had been followed alongwith proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and of the profit of the Company for the Year ended on 31st March, 2017;

- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared annual accounts for the financial year ended 31st March, 2017 on a going concern basis;
- e) the directors had laid down internal financial controls to be followed by the Company and that such internal controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliances with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

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

15. PARTICULARS OF EMPLOYEES:

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

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

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

17. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION:

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

18. STATUTORY AUDITOR AND THEIR REPORT:

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

M/s. Gupta Saharia & Co., Chartered Accountants, Mumbai (Firm Registration No. 103446W) the Statutory Auditors of the Company were appointed at Annual General Meeting held on 29th September, 2014 upto sixth consecutive AGM, the Board of Directors recommend to the Shareholders to ratify their appointment at the ensuing AGM for the financial year 2017 - 18.

19. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT:

Pursuant to Section 204 of the Companies Act, 2013 and rules made under, the Company has appointed M/s Jain Rahul and Associates Practicing Company Secretaries (C.P. No. 15504), Mumbai as its Secretarial Auditors to conduct the Secretarial Audit of the Company for the Financial Year 2016-17. The Company has provided reasonable assistance and facilities to the

Secretarial Auditors for conducting their audit. The report of Secretarial Auditor for the FY 2016-17 is annexed to this report as **Annexure D**.

The management explanation to the observation of the Secretarial Auditor: The Company is in process of looking out for Chief Financial Officer and Company Secretary; however present compliances are being done under the supervision of the Managing Director of the Company with the help of professionals and guidance of Board.

20. RISK MANAGEMENT:

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

21. CORPORATE SOCIAL RESONSIBILITY:

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

22. ANNUAL EVALUATION OF PERFORMANCE OF THE BOARD:

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

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

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

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

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

24. AUDIT COMMITTEE:

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

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

25. VIGIL MECHANISM:

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

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

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

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

27. ACKNOWLEDGMENTS:

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

For and on behalf of the Company

Sd/-

Pragyan Ojha
Managing Director
DIN: 02774883

Sd/-

Vishal Patel
Director
DIN: 07485182

Place : Secunderabad
Date : 30-05-2017

GRANDMA TRADING AND AGENCIES LIMITED**ANNEXURE - A****FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on Financial Year ended on 31ST March, 2017**

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

I. REGISTRATION AND OTHER DETAILS:

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main Products / Services	NIC Code of the Product/ Service	% to total turnover of the company**
1.	Wholesale Trade	461	92.52%
2.	Other Credit Granting	6492	7.48%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

GRANDMA TRADING AND AGENCIES LIMITED

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

i) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year (Rs. 1/-)				No. of Shares held at the end of the year (Rs. 1/-)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
Individual / HUF	1,07,52,490	0	1,07,52,490	8.23	1,07,52,490	0	1,07,52,490	8.23	0
Sub-total A(1)	1,07,52,490	0	1,07,52,490	8.23	1,07,52,490	0	1,07,52,490	8.23	0
2) Foreign									
Sub-total A(2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter(A) = A(1) + A(2)	1,07,52,490	0	1,07,52,490	8.23	1,07,52,490	0	1,07,52,490	8.23	0
B. PUBLIC SHAREHOLDING:									
1) Institutions									
Sub-total B(1)	0	0	0	0	0	0	0	0	0
2) Non-Institutions									
a) Bodies Corp.									
i. Indian	7,22,56,735	0	7,22,56,735	55.33	6,56,80,193	0	6,56,80,193	50.29	-5.04
b) Individuals									
i. Individual Shareholders holding nominal share capital upto Rs. 1 Lac	10,24,893	21,070	10,45,963	0.80	15,73,642	21,170	15,94,812	1.22	0.42
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 Lac	2,91,68,724	0	2,91,68,724	22.33	3,23,26,955	0	3,23,26,955	24.75	2.42
c) Others Specify									
Clearing Members	26,50,740	0	26,50,740	2.03	68,73,010	0	68,73,010	5.26	3.23
Non Resident Indians (REPAT & NON REPAT)	9,25,000	0	9,25,000	0.71	9,25,000	0	9,25,000	0.71	0
HUF	1,38,00,348	0	1,38,00,348	10.57	1,24,47,540	0	1,24,47,540	9.53	-1.04
Sub-total B(2)	11,98,26,440	21,070	11,98,47,510	91.77	11,98,26,340	21,170	11,98,47,510	91.77	0
Total Public Shareholding (B)=B(1)+B(2)	11,98,26,440	21,070	11,98,47,510	91.77	11,98,26,340	21,170	11,98,47,510	91.77	0.00
C. Shares held by Custodian for GDRs & ADRs (NIL)									
Grand Total (A+B+C)	13,05,78,930	21,070	13,06,00,000	100	13,05,78,830	21,170	13,06,00,000	100.00	

GRANDMA TRADING AND AGENCIES LIMITED

(ii) SHAREHOLDING OF PROMOTERS

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

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	P. Srinivasa Rao				
	At the beginning of the year	3,94,410	0.30%	3,94,410	0.30%
	Changes during the year	0	0	3,94,410	0.30%
	At the end of the year	-	-	3,94,410	0.30%
2.	A. Srinivas				
	At the beginning of the year	81,080	0.06%	81,080	0.06%
	Changes during the year	0	0	81,080	0.06%
	At the end of the year	-	-	81,080	0.06%
3.	Bharat Jain				
	At the beginning of the year	10,277,000	7.87%	10,277,000	7.87%
	Changes during the year	0	0	10,277,000	7.87%
	At the end of the year	-	-	10,277,000	7.87%

GRANDMA TRADING AND AGENCIES LIMITED

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

Sr. No.	For each of the Top 10 Shareholders	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
1.	SEGMENT AGENCIES PRIVATE LIMITED				
	At the beginning of the year	63,49,576	4.86%	63,49,576	4.86%
	Market Purchase on 08.07.16	1,33,655	0.10%	64,83,231	4.96%
	At the end of the year	-	-	64,83,231	4.96%
2.	Devchand M. Shah HUF				
	At the beginning of the year	37,50,134	2.87%	37,50,134	2.87%
	Changes During the Year	0.00	0.00%	0.00	0.00%
	At the end of the year	-	-	37,50,134	2.87%
3.	PRABHUDAS LILLADHER PRIVATE LIMITED				
	At the beginning of the year	0.00	0.00%	0.00%	0.00%
	Market Purchase on 30.09.16	5,75,800	0.44%	5,75,800	0.44%
	Market Purchase on 07.10.16	12,68,255	0.97%	18,44,055	1.41%
	Market Purchase on 21.10.16	3,26,000	0.25%	21,70,055	1.66%
	Market Purchase on 04.11.16	2,92,800	0.22%	24,62,855	1.89%
	Market Purchase on 11.11.16	224,000	0.17%	26,86,855	2.06%
	Market Purchase on 16.12.16	180,000	0.14%	28,66,855	2.20%
	Market Purchase on 13.01.17	19,000	0.01%	28,85,855	2.21%
	Market Purchase on 17.02.17	60,000	0.05%	29,45,855	2.26%
	Market Purchase on 10.03.17	8,000	0.00%	29,53,855	2.26%
	Market Purchase on 31.03.17	1,00,000	0.08%	30,53,855	2.34%
	At the end of the year	-	-	30,53,855	2.34%
4.	DILIP L. PORWAL HUF				
	At the beginning of the year	28,43,980	2.18%	28,43,980	2.18%
	Changes during the year	0.00	0.00%	28,43,980	2.18%
	At the end of the year	-	-	28,43,980	2.18%
5.	INDIRA DILIP PORWAL				
	At the beginning of the year	28,27,780	2.16%	28,27,780	2.16%
	Changes during the year	0.00%	0.00%	0.00%	0.00%
	At the end of the year	-	-	28,27,780	2.16%
6.	KOMAL SWAPNIL SONI				
	At the beginning of the year	25,00,000	1.91%	25,00,000	1.91%
	Changes during the year	0	0.00%	0	0.00%
	At the end of the year	-	-	25,00,000	1.91%
7.	SWAPNIL ASHOK KUMAR SONI				
	At the beginning of the year	25,00,000	1.91%	25,00,000	1.91%
	Changes during the year	0	0.00%	25,00,000	1.91%
	At the end of the year	-	-	25,00,000	1.91%
8.	SHRIRAM CREDIT COMPANY LIMITED				
	At the beginning of the year	7,56,954	0.60%	7,56,954	0.60%
	Market Purchase on 20.06.16	6,67,100	0.51%	14,24,054	1.09%
	Market Sale on 30.06.16	(30,000)	0.02%	13,94,054	1.07%
	Market Purchase on 02.09.16	13,25,000	1.01%	27,19,054	2.08%
	Market Purchase on 23.09.16	1,08,000	0.08%	28,27,054	2.16%
	At the end of the year	-	-	28,27,054	2.16%

GRANDMA TRADING AND AGENCIES LIMITED

Sr. No.	For each of the Top 10 Shareholders	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
9.	WONDER VINCOM PRIVATE LIMITED				
	At the beginning of the year	75,07,092	5.75%	75,07,092	5.75%
	Market Sale on 15.07.16	(1,000)	0.00%	75,06,092	0.00%
	Market Sale on 22.07.16	(1,300)	0.00%	75,04,792	5.75%
	Market Sale on 12.08.16	(63)	0.00%	75,04,729	5.75%
	Market Sale on 26.08.16	(51,00,000)	3.91%	24,04,729	1.84%
	At the end of the year	-	-	24,04,729	1.84%
10.	NEETA JATIN JHAVERI				
	At the beginning of the year	24,01,406	1.84%	24,01,406	1.84%
	Changes during the year	0	0.00%	24,01,406	1.84%
	At the end of the year	-	-	24,01,406	1.84%

(v) **SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:- NONE OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL HOLDS SHARES OF THE COMPANY AS ON 31ST MARCH, 2017**

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of Managing Director	Total Amount (In Rupees)
		Mr. Pragyan Ojha	
		Managing Director	
1.	Gross Salary	NIL	NIL

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Naveen Reddy	Mr. Prashanth Reddy	Mr. Suryakant Rasal	Ms. Vanaja Dokiparthi	
2.	Independent Directors					
	• Fee for attending board committee meetings	0	0	0	0	0
	Total (1)	0	0	0	0	
4.	Other Non-Executive Directors	Mr. Vishal Patel				
	• Fee for attending board committee meetings	0				
	Total (2)	0				
	Total (B)=(1+2)	0				
	Total Managerial Remuneration	0	0	0	0	0
	Overall Ceiling as per the Act	0	0	0	0	0

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

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

GRANDMA TRADING AND AGENCIES LIMITED

ANNEXURE - B

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

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

NOMINATION AND REMUNERATION POLICY OF GRANDMA TRADING AND AGENCIES LIMITED

Policy Title	Nomination and Remuneration Policy
Authorised by	Board of Directors

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

1. OBJECTIVE

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

2. DEFINITIONS

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

3. COMPOSITION

- The Committee shall consist of a minimum three non-executive directors, majority of them being independent.
- Minimum two (2) members shall constitute a quorum for the Committee meeting.
- Membership of the Committee shall be disclosed in the Annual Report.
- Term of the Committee shall be continued unless terminated by the Board of Directors.
- Chairperson of the Committee shall be an Independent Director.
- Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

- In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

4. ROLE OF COMMITTEE

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

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

JAIN RAHUL & ASSOCIATES

Company Secretaries

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 of Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

To,
The Members,
Grandma Trading and Agencies Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GRANDMA TRADING AND AGENCIES LIMITED (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, 2017 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, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not Applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

JAIN RAHUL & ASSOCIATES

Company Secretaries

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

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with Stock Exchange;

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

- In terms of the provisions of Section 203 of the Companies Act, 2013 read with rule 8 of the Companies (Appointment & Remuneration) Rules, 2014 the Company yet fill the vacancy caused for Chief financial Officer and is yet to appoint Whole Time Key Managerial Personnel as specified in clause (ii) of sub-section (1) of the said Section, namely the Company Secretary.

- In terms of provisions of SEBI Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company secretary of the company should be appointed as Compliance officer, however company yet to appoint Company secretary.

JAIN RAHUL & ASSOCIATES

Company Secretaries

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 in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

For **Jain Rahul & Associates**
Company Secretaries

Sd/-

Rahul Jain

(Proprietor)

ACS No. 41518

C.P. No. 15504

Place: Mumbai
Date: 30.05.2017

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

JAIN RAHUL & ASSOCIATES

Company Secretaries

Annexure 1: to the Secretarial Audit Report for the year 31st March, 2017

To

The Members,
Grandma Trading and Agencies Limited

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

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

For **Jain Rahul & Associates**
Company Secretaries

Sd/-
Rahul Jain
(Proprietor)
ACS No. 41518
C.P. No. 15504

Place: Mumbai
Date: 30.05.2017

ANNEXURE E

REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2017

The Directors present the Company's Report on Corporate Governance for the year ended 31st March, 2017.

1. COMPANY'S PHILOSOPHY:

The Company's philosophy entails transparency and accountability, effective control and management, investor friendly attitude towards shareholders and other stakeholders with ethical behavior in all its dealings.

2. BOARD OF DIRECTORS:

Composition

The Company's board comprises of 6 (Six) Directors consisting of 5 (Five) Non – Executive Directors and 1 (one) is Executive Director. The Chairman of the Company is Executive Non Independent Director of Company. The Number of Independent Directors are 4 and 1 Managing Director. The Composition of Board is in conformity with Regulation 16 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 ('Listing Regulations') and Companies Act, 2013.

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

During the financial year 2016-17 six Board Meetings were held and the gap between two meetings did not exceed one hundred twenty days. Dates of the meetings were 02.05.2016; 30.05.2016; 07.07.2016; 13.08.2016; 14.11.2016 and 14.02.2017.

The details of composition of the Board, the attendance record of the Directors at the Board Meetings held during the financial year ended 31st March, 2017 and at the previous Annual General Meeting (AGM), and the details of their other Directorships, and Committee Chairmanship and Membership are given below:

Name of Directors	Category of Directorship	Attendance at		No. of other Directorships and other Committee Memberships / Chairmanships#
		Board Meetings	Last AGM	
Mr. P. Srinivasa Rao (Resigned - 03.10.2016)	Executive	4	Yes	-
Mr. Pragyan Ojha (Appointed - 30.5.2016)	Executive	5	No	-
Mr. Vishal Patel (Appointed - 30.5.2016)	Non-Executive	5	Yes	-
Mr. Prashanth Reddy (Appointed - 30.5.2016)	Non-Executive Independent	5	Yes	-
Mr. Naveen Reddy (Appointed - 30.5.2016)	Non-Executive Independent	5	Yes	-
Mr. Suryakant Rasal	Non-Executive Independent	6	No	-
Ms. Vanjana Kumari Dokiparthi	Non-Executive Independent	6	Yes	(3) - 1
Mr. Bharat B Jain (Resigned - 01.07.2016)	Non - Executive	2	NA	-

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

GRANDMA TRADING AND AGENCIES LIMITED

3. AUDIT COMMITTEE:

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

The Committee's composition meets with the requirements of Section 177 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations. The Members possess adequate knowledge of Accounts, Audit, and Finance etc. Details pertaining to meetings held and attended during the year 2016 - 17 are given herein below;

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

Terms of reference:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure correct, sufficient and credible financial information;
- Recommending for appointment, remuneration and term of appointment of auditors;
- Approval of payment to Statutory auditors for any other services rendered by them;
- To review the financial statements before submission to Board;
- To review the weakness in internal controls, if any reported by Statutory Auditors, etc;
- In addition, the powers and role of the Audit Committee are as laid down under SEBI (LODR), Regulation, 2015 entered with the Stock Exchanges and the Companies Act, 2013.

4. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee comprises of 3 (Three) Directors. Mr. Suryakant Rasal is the Chairman of the Committee. The Composition of Remuneration and Nomination Committee is pursuant to the provisions of section 178 of the Companies Act, 2013 and Regulation 19 (1) of the Listing Regulation and details of meetings held in the year 2016 - 17 and attendance are given below;

Name of Directors	Meetings Held	No. of Meetings Attended
Mr. Suryakant Rasal	2	2
Ms. Vanaja Kumari Dokiparthi	2	2
Mr. Vishal Patel	2	2

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

- To carry out evaluation of every Director's performance;
- To identify persons who are qualified to become Directors and who may be Appointed in Senior management in accordance with the criteria laid down and to recommend to the Board their Appointment and/or Removal;

GRANDMA TRADING AND AGENCIES LIMITED

- To formulate the criteria for determining qualifications, positive attributes and Independence of a Director and recommend to the Board a policy relating to the Remuneration for the Directors, Key Managerial Personnel and other Employees;
- To formulate the criteria for evaluation of Independent Directors and the Board;
- To carry out any other functions as may from time to time and / or enforced by any Statutory modifications, as may be applicable;
- To carry such other functions as may from time to time be required by any Statutory, contractual or other regulatory requirements to be attended to by such Committee.

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

The details of the Shares held by the Directors as on 31st March, 2017 is given in the Extract of the Annual Return MGT - 9 forming part of this report.

5. STAKEHOLDER'S GRIEVANCE COMMITTEE:

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

Name of Directors	Meeting held	No. of Meetings attended
Mr. Suryakant Rasal	2	2
Mr. Vishal Patel	2	2

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

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

6. SHAREHOLDERS INFORMATION:

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

AGM	Date	Time	Venue	Details of Special Resolution passed
2016	30.09.2016	11.00 AM	3B, Plot No. 15, HACP Colony, Karkhana, Secunderabad - 500009, TG	Approval under section 27 for utilization of proceeds of preferential issue
2015	26.09.2015	11.00 AM	3B, Plot No. 15, HACP Colony, Karkhana, Secunderabad - 500009, TG	-
2014	29.09.2014	4.30 P.M	Office No.5, 66 Nanavati Mansion, 26 Abdul Rehman Street, Pydhonie, Mumbai – 400 003, Maharashtra.	-

b) The Company has not passed any Special Resolutions through Postal Ballot during the year 2016 – 17.

GRANDMA TRADING AND AGENCIES LIMITED

7. DISCLOSURES:

- 7.1 There were no materially significant related party transactions i.e. transaction of the Company of material nature with its Promoters, Directors or the Management or their relatives etc. that would conflict with the interests of the Company.
- 7.2 No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years. During the previous year w.e.f. 30.03.2016, BSE Ltd had suspended the trading in equity shares of the Company vide its Notice dtd. 4th March, 2016 No. 20160304 which was revoked later by the order of the Securities appellate Tribunal and desired documents were submitted to BSE Limited.
- 7.3 The Whistle Blower Policy (WBP) adopted by the Company in terms with 4 (2) (d) (iv) of (Securities and Exchange Board India, LODR, Regulation, 2015) during year. The Company affirms that no employee has been denied access to the Audit Committee.
- 7.4 All mandatory requirements as per SEBI (LODR) Regulation, 2015 have been complied with by the Company.
- 7.5 The Company follows Accounting Standards issued by The Institute of Chartered Accountants of India and there are no statutory audit qualifications in this regard.
- 7.6 In terms of the Regulation 17 (8) as per Listing Regulation, 2015 CEO / CFO's certification to the Board of Directors in the prescribed format is placed before the Board and is forming part of this report.

8. MEANS OF COMMUNICATION:

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

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

1. GENERAL SHAREHOLDERS INFORMATION:

a. Annual General Meeting

Date and Time	:	Saturday, September 30, 2017 at 11.00am
Venue	:	3B, Plot No. 15, HACP Colony, Karkhana, Secunderabad – 500 009, Telangana
Dates of Book Closure	:	Friday, 29 th September, 2017 to Saturday, 30 th September, 2017

b. Financial Calendar 2017 - 2018 (tentative):

Q1 Financial Results	:	August, 2017
Q2 Financial Results	:	November, 2017
Q3 Financial Results	:	February, 2018
Annual Results for the year ended 31.03.2018	:	May, 2018

GRANDMA TRADING AND AGENCIES LIMITED

Annual General Meeting for the year 2018 : Around September, 2018

c. Listing on Stock Exchanges :

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

The Company has paid Annual Listing Fees as applicable, to the BSE for the financial year 2017 – 2018.

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

d. Market Price Data:

The monthly high / low market price of the shares during the year 2016 - 17 at the BSE Limited is as under:

Month	BSE Limited (BSE)	
	High (in Rs. per share)	Low (in Rs. per share)
April 2016	-	-
May 2016	19.60	18.30
June 2016	18.25	15.65
July 2016	15.55	13.60
August 2016	15.57	13.75
September 2016	15.06	13.42
October 2016	16.80	14.00
November 2016	18.00	16.50
December 2016	17.75	13.00
January 2017	12.74	09.49
February 2017	09.31	07.60
March 2017	07.45	07.00

e. Registrar & Share Transfer Agents:

Purva Shareregistry (India) Private Limited

Unit: Grandma Trading & Agencies Limited

Unit no. 9, Shiv Shakti Ind. Estate, J .R. Boricha marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai - 400 011; Tel: 91-22 - 2301 6761 / 8261; Fax : 91-22 - 2301 2517
E-mail: busicmp@vsnl.com; Website: www.purvashare.com

f. Distribution of Shareholding: The distribution of shareholding as on 31st March, 2017 is given below:

Sr. No.	No of Equity Shares	No. of Shareholders	No. of Shares	% of Total shares
1.	Upto 5,000	483	2,84,991	0.22
2.	5,001 - 10,000	37	2,94,936	0.23
3.	10,001 - 20,000	39	6,50,768	0.50
4.	20,001 - 30,000	24	6,20,626	0.48
5.	30,001 - 40,000	9	3,24,400	0.25
6.	40,001 - 50,000	12	5,67,980	0.43
7.	50,001 - 1,00,000	52	38,04,530	2.91
8.	1,00,001 and above	150	12,40,51,769	94.99
	Total	806	13,06,00,000	100.00

GRANDMA TRADING AND AGENCIES LIMITED

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

Particulars of shares	Equity Shares of Rs. 1/- each	
	Number	% of Total
Dematerialised form		
NSDL	4,85,48,130	37.17%
CDSL	8,20,30,600	62.81%
Sub Total	130,578,830	99.98%
Physical Form	21,070	0.02
Total	130,600,000	100.00

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

- h. Registered Office:** Office No. 3B, Plot No. 15, HACP Colony, Karkhana, Secunderabad – 500 009, Telangana **Email:** grandmatrading@gmail.com

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

The website of the Company is www.grandmatradingagencies.com

- 10. CORPORATE ETHICS:** The Company adheres to the highest standards of business ethics, compliance with statutory and legal requirements and commitment to transparency in business dealings. A Code of Conduct for Board Members and a Code of Conduct for Prevention of Insider Trading has been adopted pursuant Regulation 7(2) - SEBI (Prohibition of Insider Trading) Regulations, 2015. & the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended), respectively:

- a. Code of Conduct for Board Members and Senior Management:** The Board of Directors of the Company has adopted the Code of Conduct for its members and Senior Management.

- b. Declaration affirming compliance of Code of Conduct:** The Company has received confirmations from the Directors regarding compliance of the Code of Conduct during the year under review.

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

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

- d. Compliance Certificate by Auditors:** The Company has obtained a certificate from the Statutory Auditors regarding compliance of conditions of corporate governance as stipulated in SEBI (LODR) Regulation, 2015 which is annexed herewith.

GRANDMA TRADING AND AGENCIES LIMITED

DECLARATION FOR CODE OF CONDUCT

AS PROVIDED UNDER, REGULATION 17 OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION, 2015 THE BOARD MEMBERS HAVE AFFIRMED COMPLIANCE WITH THE CODE OF CONDUCT FOR THE YEAR ENDED 31.03.2017.

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

Place : Secunderabad
Date : 30th May, 2017

Sd/-
Pragyan Ojha
Managing Director
DIN : 02774883

DECLARATION BY THE MD / CFO

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

The Board of Directors
Grandma Trading and Agencies Limited

Dear Sirs,

We, Pragyan Ojha, Managing Director and Vishal Patel, Director of Grandma Trading and Agencies Limited hereby certify to the Board that:

- A.** We have reviewed Financial Statements and the Cash Flow Statement for the year ended 31st March, 2017 and to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- B.** To the best of our knowledge and belief no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct;
- C.** We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of the internal control systems of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and have taken steps to rectify the same, wherever found;
- D.** We have indicated to the Auditors and the Audit Committee;
 - i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies, if any, have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For and on behalf of the Company

Sd/-
Pragyan Ojha
Managing Director
DIN: 02774883

Sd/-
Vishal Patel
Director
DIN: 07485182

GRANDMA TRADING AND AGENCIES LIMITED

AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE:

We have examined the compliance of the conditions of Corporate Governance by GRANDMA TRADING AND AGENCIES LIMITED for the year ended 31st March, 2017, as stipulated in Clause 49 of the Listing Agreement of the said Company with the BSE Limited and the relevant provisions of Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation').

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

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

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

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

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

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

ANNEXURE-F

MANAGEMENT DISCUSSION AND ANALYSIS

General:

Presented below is a discussion of the activities, results of operations and financial condition of Grandma Trading and Agencies Ltd. (the "Company") for the year ended 31st March, 2017. The management discussion and analysis ("MD&A") was prepared using information available as of (date on which the Reports were prepared) and should be read in conjunction with the Company's audited financial statements for the year ended 31st March, 2017 and notes thereto.

These Audited Financial Statements are prepared in accordance with Accounting Standards. The Financial Statements include the accounts of the Company all monetary amounts referred to herein are in Indian Rupees (Rs.) unless otherwise stated.

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

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

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

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

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

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

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GUPTA SAHARIA & CO.
Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

To the Members of Grandma Trading and Agencies Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Grandma Trading and Agencies Limited ("the Company")**, which comprises of Balance Sheet as at 31st March, 2017, the statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in **Sub-Section (5) of Section 134** of the **Companies Act, 2013 ("the Act")** with respect to the preparation of these financial statements to give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the accounting principles generally accepted in India, including Accounting Standards prescribed in Section 133 of the Act, read with **Rule 7 of the Companies (Accounts) Rule, 2014**. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making a judgement and estimates that are reasonable and prudent; and the design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

We have taken into account the provisions of the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the act and the Rules made there under.

We have conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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Chartered Accountants

of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a Director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

GRANDMA TRADING AND AGENCIES LIMITED

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The Company has provided requisite disclosures in the financial statements as to the holdings as well as dealing in Specified Bank Notes during the period from 8th November, 2016 to 31st December, 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with the books of account as maintained and produced to us by the Management.

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

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

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

Place: Mumbai
Date: 30th May, 2017

GUPTA SAHARIA & CO.
Chartered Accountants

ANNEXURE-‘A’ TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of the independent auditor's report of even date on the financial statements of the Company for the year ended 31st March, 2017)

- i. In respect of Fixed Assets, the company does not possess any fixed assets and hence the sub - clause (a), (b) and (c) of clause (i) para 3 of the Companies (Auditor’s Report) Order, 2016 is not applicable.
- ii. As explained to us, inventories have been physically verified by the management at regular intervals during the year. The discrepancies noticed on such physical verification as compared to book records were not material and have been appropriately dealt with in the books of accounts.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause (iii) (a) to (c) of Paragraph 3 of the said Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- v. No deposits have been accepted by the Company within the meaning of directives issued by RBI (Reserve Bank of India) and Sections 73 to 76 or any other relevant provisions of the Act and rules framed there under.
- vi. The maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- vii. a) According to the information given to us and the records of the Company examined by us, the Company is regular in depositing the undisputed statutory dues including provident fund, employee’s state insurance, Income Tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Service Tax, Investor Education and Protection Fund and any other statutory dues as at 31st March 2017.
b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- viii. The Company has not taken any loan either from financial institutions, Banks or from the government and has not issued any debentures, therefore Clause (viii) of the said Order is not applicable to the Company.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provision of Clause 3(ix) of the Order is not applicable to the Company.
- x. Based upon the audit procedures performed and the information given by the management, we report that no fraud by the Company or any fraud on the company by its officers or employees has been noticed or reported during the year.

GUPTA SAHARIA & CO.
Chartered Accountants

- xi.** There being no managerial personnel in the Company and therefore no managerial remuneration was required to be paid as per the provision of section of the Companies Act, 2013. Therefore Clause (xi) of the Order is not applicable.
- xii.** In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of the Order are not applicable to the Company.
- xiii.** Based upon the Examination and explanations given by the management there were no related party transactions entered into by the Company.
- xiv.** The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures under section 42 of the Companies Act, 2013 during the year. Accordingly, clause (xiv) of the Order is not applicable to the Company.
- xv.** Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause (xv) of the Order are not applicable to the Company.
- xvi.** The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For M/s Gupta Saharia & Co.
Chartered Accountants

Sd/-
(S.S. Rathi)
Partner

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

Place: Mumbai
Date: 30th May, 2017

GUPTA SAHARIA & CO.
Chartered Accountants

ANNEXURE-‘B’ TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of the independent auditor's report of even date on the standalone financial statements of the Company for the year ended 31st March, 2017)

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

We have audited the internal financial controls over financial reporting of Grandma Trading and Agencies Limited (“the Company”) as of 31st March, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

GUPTA SAHARIA & CO.
Chartered Accountants

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M/s Gupta Saharia & Co.
Chartered Accountants

Sd/-
(S.S. Rathi)
Partner

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

Place: Mumbai
Date: 30th May, 2017

GRANDMA TRADING AND AGENCIES LIMITED

BALANCE SHEET AS AT 31st MARCH 2017

(Amount in Rs.)

Sr. No.	Particulars	Note No.	As at 31st March, 2017	As at 31st March, 2016		
A	EQUITY AND LIABILITIES					
1	Shareholder's funds					
(a)	Share capital	2.1	130,600,000	130,600,000		
(b)	Reserves and surplus	2.2	6,364,247	5,973,015		
2	Share Application Money Pending Allotment		0	0		
3	Non- Current Liabilities		0	0		
4	Current liabilities					
(a)	Trade Payables					
	- total outstanding dues of Micro and small enterprise		0	0		
	- total outstanding dues of creditors other than Micro and small enterprise		46,254,435	0		
(b)	Other Current Liabilities	2.3	631,300	460,400		
(c)	Short-term provisions	2.4	758,474	2,114,778		
	TOTAL		184,608,456	139,148,193		
B	ASSETS					
1	Non-current assets					
(a)	Fixed assets					
	Tangible Assets		0	0		
2	Current assets					
(a)	Inventories	2.5	36,543,054	54		
(b)	Trade receivables	2.6	39,567,481	2,000,000		
(c)	Cash and cash equivalents	2.7	142,888	1,071,586		
(d)	Short-term loans and advances	2.8	107,488,863	133,996,432		
(e)	Other Current Assets	2.9	866,170	2,080,121		
	TOTAL		184,608,456	139,148,193		
	Significant Accounting Policies	1				
	Notes to the financial statements	2				
In terms of our report attached. For M/s. Gupta Saharia & Co. Chartered Accountants FRN : 103446W Sd/- (S.S. Rathi) Partner M. No. : 73373 Place : Secunderabad Date : 30-05-2017			For and on behalf of Board of Directors <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; text-align: center;"> Sd/- Pragyan Ojha Managing Director DIN: 02774883 </td> <td style="width: 50%; text-align: center;"> Sd/- Vishal Patel Director DIN: 07485182 </td> </tr> </table>		Sd/- Pragyan Ojha Managing Director DIN: 02774883	Sd/- Vishal Patel Director DIN: 07485182
Sd/- Pragyan Ojha Managing Director DIN: 02774883	Sd/- Vishal Patel Director DIN: 07485182					

GRANDMA TRADING AND AGENCIES LIMITED

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in Rs.)

Sr. No.	Particulars	Note No.	For the year ended 31st Mach, 2017	For the year ended 31st Mach, 2016
A	CONTINUING OPERATIONS			
1	Revenue from operations	2.10	37,567,479	2,629,737
2	Other income	2.11	3,035,621	5,639,414
3	Total revenue (1+2)		40,603,100	8,269,151
4	Expenses			
(a)	Purchases of stock-in-trade	2.13	75,354,435	1,560,187
(b)	Changes in inventories of finished goods, work-in-progress and stock-in-trade	2.14	-36,543,000	2,249,463
(c)	Employee benefits expense	2.15	250,000	636,000
(d)	Other expenses	2.16	948,656	1,547,431
	Total expenses		40,010,091	5,993,081
5	Profit before exceptional and extraordinary items and tax (3 - 4)		593,009	2,276,069
6	Exceptional items		0	0
7	Profit before extraordinary items and tax (5 + 6)		593,009	2,276,069
8	Extraordinary items		0	0
9	Profit before tax (7 + 8)		593,009	2,276,069
10	Tax expense:			
	Tax expenses for current year		183,240	713,127
	Tax expenses for earlier year		18,537	11,500
11	Profit for the year (9 + 10)		391,232	1,551,442
12	Earnings per share (of Re. 1/- each):			
(a)	Basic		0.00	0.01
(b)	Diluted		0.00	0.01
	Significant Accounting Policies	1		
	Notes to the financial statements	2		

In terms of our report attached.
For M/s. Gupta Saharia & Co.
Chartered Accountants
FRN : 103446W

Sd/-
(S.S. Rathi)
Partner
M. No. : 73373

Place : Secunderabad
Date : 30-05-2017

For and on behalf of Board of Directors

Sd/-
Pragyan Ojha
Managing Director
DIN: 02774883

Sd/-
Vishal Patel
Director
DIN: 07485182

GRANDMA TRADING AND AGENCIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

(Amount in Rs.)

Sr. No.	Particulars	For the year ended 31st Mach, 2017	For the year ended 31st Mach, 2016
A.	Cash flow from Operating Activities		
	Net profit before taxation	593,009	2,276,069
	Adjustments for:		
	Preliminary expenses written off	0	259,460
	Interest on income tax	-5,586	0
	Operating profit before Working Capital changes	587,423	2,535,529
	Changes in Working Capital		
	(Increase)/decrease in Trade and Other Receivables	-9,845,961	-4,567,786
	(Increase)/decrease in Inventories	-36,543,000	2,249,464
	Increase/(decrease) in Trade and Other Payables	46,425,335	355,428
	Increase/(decrease) in short term Provisions	-1,356,304	713,127
	Cash generated from operations	-732,507	1,285,762
	Income Taxes (paid)/ refund	-196,191	-724,627
	Net cash inflow from/(outflow) from Operating Activities	-928,698	561,135
B.	Cash flow from Investing Activities	0	0
	Net cash inflow from/(outflow) from Investing Activities	0	0
C.	Cash flow from Financing Activities	0	0
	Net cash inflow from/(outflow) from Financing Activities	0	0
	Net increase/(decrease) in Cash and Cash Equivalents	-928,698	561,135
	Opening Cash and Cash Equivalents	1,071,586	510,451
	Closing Cash and Cash Equivalents	142,888	1,071,586

In terms of our report attached.

For M/s. Gupta Saharia & Co.

Chartered Accountants

FRN : 103446W

Sd/-

(S.S. Rathi)

Partner

M. No. : 73373

Place : Secunderabad

Date : 30-05-2017

For and on behalf of Board of Directors

Sd/-

**Pragyan Ojha
Managing Director**

DIN: 02774883

Sd/-

**Vishal Patel
Director**

DIN: 07485182

NOTE No. 1

SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED 31ST MARCH, 2017

1. CORPORATE INFORMATION:

Grandma Trading and Agencies Limited is a Company incorporated under the Companies Act, 1956 on 28-01-1981. The equity shares of the Company are exclusively listed on the BSE Limited.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

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

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

3. USE OF ESTIMATES:

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and reported amounts of revenue and expenses for the year. Actual results could differ from these estimates. These estimates are evaluated are based upon management's best knowledge of current events and actions and based on historical experience and on various other assumptions that are believed to be reasonable. Any revision to estimates or difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

4. FIXED ASSETS:

a. TANGIBLE ASSETS:

Fixed assets are accounted for on historical cost basis (inclusive of the cost of installation and other incidental costs till commencement of commercial production) net of recoverable taxes, less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any costs of bringing the asset to its working condition for intended use.

Expenditure on renovation / modernisation relating to existing fixed assets is added to the cost of such assets where it increases its performance/life significantly.

b. DEPRECIATION:

Depreciation on fixed assets is provided on written down value basis over the useful life of the assets estimated by the management, in the manner prescribed in Schedule II of the Companies Act, 2013.

Depreciation on addition or on sale / discard of an assets is provided on pro-rata basis from / upto the date of addition or on sale / discard.

5. REVENUE RECOGNITION:

Sale Revenue is recognized net of trade discount, on transfer of the significant risks and rewards of ownership of the goods to the buyer and it is reasonable to expect ultimate collection. Sale revenue excludes the sales tax/VAT which is recoverable from the buyer.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend is recognized when the right to receive is established.

6. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

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

- a) there is a present obligation as a result of past events.
- b) there is a probability that there will be an outflow of resources.

- c) the amount of obligation can be reliably estimated.
Contingent Liabilities are not recognized but are disclosed in the notes in case of:
 - a) a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of obligation cannot be made.
 - b) a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not within the control of the company.
- 7. INVESTMENTS:**
Long term Investments are valued at cost. Provision for diminution in value of investment is made to recognize a decline other than temporary.
Current Investments are valued at lower of cost or fair market value.
- 8. INVENTORY VALUATION:**
Stocks of Shares are valued at Cost or Net Realizable Value whichever is lower.
- 9. IMPAIRMENT OF ASSETS:**
- a) At each Balance Sheet date, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indications that an impairment loss may have occurred in accordance with Accounting Standard (AS)-28 "Impairment of Assets".
 - b) After Impairment, depreciation is provided on the revised carrying amount of the assets.
 - c) A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if no impairment loss had been recognized.
- 10. EMPLOYEE BENEFITS**
- a) Liability towards Gratuity is considered as the defined benefit scheme and is recognized on the basis of actuarial valuation on projected unit credit method at balance sheet date.
 - b) Earned Leave which is encashable is considered as long term benefit and is provided on the basis of actuarial valuation on projected unit credit method at balance sheet date.
 - c) The benefits in the form of contribution to Provident Fund and Employee State Insurance are considered as the defined contribution schemes and are recognized on the basis of the amount paid or payable for the period during which services are rendered by the employees.
- 11. 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.
- 12. CASH FLOW STATEMENT:**
Cash flow are reported using the indirect method, whereby profit / loss before extraordinary items and tax is adjusted for the effects of transactions of non – cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.
- 13. CASH & CASH EQUIVALENT:**
Cash and cash equivalent includes cash on hand, and deposits maintained with banks which can be withdrawn by the company at any point of time.
- 14. EARNING PER SHARE:**
The Company reports basic and diluted Earnings Per Share (EPS) in accordance with Accounting Standard 20 on "Earning Per Share". Basic EPS is computed using the weighted average number of equity shares outstanding during the period. Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year end.

GRANDMA TRADING AND AGENCIES LIMITED

Notes forming part of the financial statements

Note 2.1 Share capital

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Number of shares	Amount Rs.	Number of shares	Amount Rs.
(a) Authorised Equity shares of Re. 1/- each with voting rights	160,000,000	160,000,000	160,000,000	160,000,000
(b) Issued Equity shares of Re. 1/- each with voting rights	130,600,000	130,600,000	130,600,000	130,600,000
(c) Subscribed and fully paid up Equity shares of Re. 1/- each with voting rights	130,600,000	130,600,000	130,600,000	130,600,000
Total :	130,600,000	130,600,000	130,600,000	130,600,000

(i) Terms and Rights attached to equity shares:

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

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

Particulars	Opening Balance	Addition	Deduction	Closing Balance
Equity shares with voting rights				
Year ended 31 March, 2017				
- Number of Equity Shares	130,600,000	0	0	130,600,000
- Amount (Rs.)	130,600,000	0	0	130,600,000
Year ended 31 March, 2016				
- Number of Equity Shares	130,600,000	0	0	130,600,000
- Amount (Rs.)	130,600,000	0	0	130,600,000

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

Class of shares / Name of shareholder	As at 31st March, 2017		As at 31st March, 2016	
	Number of shares held (Re. 1/-)	% holding that class of shares	Number of shares (Re. 1/-)	% holding that class of shares
Equity Shares with voting rights				
Mr. Bharat B Jain	10,277,000	7.87%	10,277,000	7.87%
Devchand M Shah HUF	0	0.00%	3,750,134	2.87%
Total :	10,277,000	7.87%	14,027,134	10.74%

Note 2.2 Reserves and surplus

Particulars	As at 31st March 2017 (Amount in Rs.)	As at 31st March 2016 (Amount in Rs.)
Surplus		
Opening balance	5,973,015	4,421,573
Add: Profit / (Loss) for the year	391,232	1,551,442
Less: Deduction during the year	0	0
Closing Balance	6,364,247	5,973,015

GRANDMA TRADING AND AGENCIES LIMITED

Note 2.3 Other Current Liabilities

Particulars	As at 31st March 2017 (Amount in Rs.)	As at 31st March 2016 (Amount in Rs.)
Other Payables		
Audit Fees Payable	33,000	32,900
Professional fees payable	34,500	27,500
Employee Benefits	150,000	0
Filing Fee Payable	13,800	0
Other Payable	400,000	400,000
Total	631,300	460,400

Note 2.4 Short-term provisions

Particulars	As at 31st March 2017 (Amount in Rs.)	As at 31st March 2016 (Amount in Rs.)
Provision - Others:		
Provision for Taxes A.Y. 2017-18	183,240	0
Provision for Taxes A.Y. 2016-17	549,927	713,127
Provision for Taxes A.Y. 2015-16	0	713,502
Provision for Taxes A.Y. 2014-15	0	688,149
RTA charges payable	13,800	0
Advertising fees payable	8,507	0
TDS payable	3,000	0
Total	758,474	2,114,778

Note 2.5 Inventories

Particulars	As at 31st March 2017 (Amount in Rs.)	As at 31st March 2016 (Amount in Rs.)
Shares	54	54
Stock - in - Trade	36,543,000	0
Total	36,543,054	54

Note 2.6 Trade receivables

Particulars	As at 31st March 2017 (Amount in Rs.)	As at 31st March 2016 (Amount in Rs.)
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	2,000,000	0
Less: Provision for doubtful trade receivables	0	0
	2,000,000	0
Other Trade receivables		
Unsecured, considered good	37,567,481	2,000,000
Less: Provision for doubtful trade receivables	0	0
	37,567,481	2,000,000
Total	39,567,481	2,000,000

GRANDMA TRADING AND AGENCIES LIMITED

NOTES TO ANNUAL ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2017

Note 2.7 Cash and cash equivalents

Particulars	As at 31st March 2017 (Amount in Rs.)	As at 31st March 2016 (Amount in Rs.)
(a) Cash on hand	20,414	4,159
(b) Balances with banks - In current accounts	122,474	1,067,427
Total	142,888	1,071,586

Note 2.8 Short-term loans and advances

Particulars	As at 31st March 2017 (Amount in Rs.)	As at 31st March 2016 (Amount in Rs.)
Inter-corporate deposits Unsecured, considered good	107,488,863	133,996,432
Total	107,488,863	133,996,432

Note 2.9 Other Current Assets

Particulars	As at 31st March 2017 (Amount in Rs.)	As at 31st March 2016 (Amount in Rs.)
Balances with government authorities		
TDS For A.Y. 2017 - 2018	302,227	0
TDS For A.Y. 2016 - 2017	563,943	563,943
TDS For A.Y. 2015 - 2016	0	716,450
TDS For A.Y. 2014 - 2015	0	799,728
Total	866,170	2,080,121

Note 2.10 Revenue from operations

Particulars	For the year ended March 31st, 2017 (Amount in Rs.)	For the year ended March 31st, 2016 (Amount in Rs.)
Sale of traded goods	37,567,479	0
Sale of shares	0	2,629,737
Total	37,567,479	2,629,737

Note 2.11 Other Income

Particulars	For the year ended March 31st, 2017 (Amount in Rs.)	For the year ended March 31st, 2016 (Amount in Rs.)
Interest income on short term loans and Advances	3,022,277	5,639,414
on income tax refund	13,344	0
Total	3,035,621	5,639,414

GRANDMA TRADING AND AGENCIES LIMITED

NOTES TO ANNUAL ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2017

Note 2.12 Purchase of traded goods

Particulars	For the year ended March 31st, 2017 (Amount in Rs.)	For the year ended March 31st, 2016 (Amount in Rs.)
Purchase of Stock - in - trade	75,354,435	0
Purchase of Shares	0	1,560,187
Total	75,354,435	1,560,187

Note 2.13 Changes in inventories

Particulars	For the year ended March 31st, 2017 (Amount in Rs.)	For the year ended March 31st, 2016 (Amount in Rs.)
Inventories at the end of the year	36,543,054	54
Inventories at the beginning of the year	54	2,249,518
Net (increase) / decrease	-36,543,000	2,249,463

Note 2.14 Employee benefits expense

Particulars	For the year ended March 31st, 2017 (Amount in Rs.)	For the year ended March 31st, 2016 (Amount in Rs.)
Salaries and wages	250,000	636,000
Total	250,000	636,000

Note 2.15 Other expenses

Particulars	For the year ended March 31st, 2017 (Amount in Rs.)	For the year ended March 31st, 2016 (Amount in Rs.)
Advertising Charges	15,576	106,664
Audit Fees	23,000	22,900
Custody Fees	137,550	108,668
E-voting Charges	5,750	5,700
Fillings Fees	12,312	38,225
Interest on Income Tax	0	20,380
Listing Fees & Stock Exchange Charges	234,725	224,720
Office Expense	25,880	131,780
Preliminary Expense Written off	0	259,460
Printing and stationery	16,815	94,645
Professional Fees Paid	285,550	1,146
Share Transfer and Agent Fees	55,200	50,763
Staff welfare expenses	7,980	108,110
Travelling and conveyance	83,200	123,660
Miscellaneous Expenses	45,118	250,611
Total	948,656	1,547,431

GRANDMA TRADING AND AGENCIES LIMITED

NOTES TO FINANCIAL STATEMENTS:

16. 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.

17. IN THE OPINION OF THE DIRECTORS:

- a. The Current Assets and Loans & Advances are approximately of the value stated in the financial statement, if realized in the ordinary course of business.
- b. The provision for depreciation and for all known liabilities is adequate and not in excess of the amount reasonably necessary.

18. SEGMENT REPORTING:

The Company is engaged in the trading of the products of same type/class and has no overseas operations/units and as such there is no reportable segment as per Accounting Standard (AS-17) dealing with the segment reporting.

19. EARNINGS PER SHARE:

PARTICULARS	2016 – 17	2015 – 16
Net Profit / (Loss) as attributable to Equity Shareholders	391,232	1,551,442
Number of Equity shares outstanding during the year	130,600,000	130,600,000
Earnings per share Basic and Diluted	0.00	0.01
Nominal Value of an equity share	Re.1/-	Re.1/-

20. AUDITOR'S REMUNERATION :

PARTICULARS	2016 – 17	2015 – 16
Statutory Audit Fees	22,900	22,900
TOTAL	22,900	22,900

21. RELATED PARTIES DISCLOSURE:

During the year there is no Related Party Transaction and therefore no reporting required to be given under AS-18.

22. Reporting under Schedule V of SEBI (LODR), 2015, is not applicable to the company, as the Company does not have subsidiary or Associates as defined under section 186 of the Companies Act, 2013 and no loans and advances are given which is outstanding for a period of more than seven years.
23. Details of Companies as required to be given under section 186(4) of the Companies Act, 2013 are forming part of the financial statements.

GRANDMA TRADING AND AGENCIES LIMITED

24. Details of Specified Bank Notes (SBN) held and transacted during the period from 8 November, 2016 to 30 December, 2016 are as under:

	Amount (Rs.)
Closing cash in hand as on 08.11.2016	20413.90
Add: Permitted Receipts	0
Add: Amount withdrawn from Banks	0
Less: Permitted Payments	0
Less: Amount deposited in Banks	0
Closing cash in hand as on 30.12.2016	20413.90

25. **FOREIGN CURRENCY EXPOSURE:**

Earnings and expenditure in foreign currency during the current and previous financial year – **NIL**

26. There was no amount due as on 31st March, 2017 as reported to us from/to Micro, small & Medium Enterprises as per MSMED Act, 2006.
27. There is no amount due and outstanding to be credited to Investors Education & Protection Fund.
28. The previous year's figures have been regrouped and rearranged wherever necessary to make in compliance with the current financial year.

For M/s. Gupta Saharia & Co.
Chartered Accountants
Firm's Registration No.: 103446W

For and on behalf of Board of Directors

Sd/-
S.S. Rathi
Partner
M. No. : 073373

Sd/-
Pragyan Ojha
Managing Director
DIN: 02774883

Sd/-
Vishal Patel
Director
DIN: 07485182

Place: Mumbai
Date: 30/05/2017

GRANDMA TRADING AND AGENCIES LIMITED

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

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

ATTENDANCE SLIP

I / We hereby record my/our presence at the 36th Annual General Meeting of the Company held on Saturday, 30th September, 2017 at 11:00 AM at B3, Plot No. 15, HACP Colony, Karkhana Secunderabad - 500 009, Telangana.

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

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

No. of shares held:

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

Note:

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

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

Form No. MGT-11 - PROXY FORM

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

GRANDMA TRADING AND AGENCIES LIMITED

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

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

Name of the member(s) :	
Registered Address:	
Email Id :	
Folio No. / Client Id :	
DP ID :	

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

1. Name: _____ Email Id: _____
Address : _____
Signature: _____ or failing him / her
2. Name: _____ Email Id: _____
Address : _____
Signature: _____ or failing him / her
3. Name: _____ Email Id: _____
Address : _____
Signature: _____ or failing him / her

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on Saturday, 30th September 2017 at 11.00 a.m. at B3, Plot No. 15, HACP Colony, Karkhana, Secunderabad - 500 009, Telangana and at adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolutions
ORDINARY BUSINESS	
1	Adoption of Financial Statements and report thereon for the year ended 31.3.2017
2	Re-appointment of Mr. Vishal Patel, as Director who retire by rotation
3	Ratification of appointment of M/s. Gupta Shahría & Co. as Auditors of the Company

Signed this _____ day of _____ 2017

.....
Signature of shareholder

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

Affix
Revenue
Stamp

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

BOOK POST

If undelivered, return to

Grandma Trading and Agencies Limited

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