

G D TRADING AND AGENCIES LIMITED

(CIN: L51900MH1980PLC022672)

27th May 2024

To,

The Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001
Scrip Code: 512008

Sub: Proceedings of the Extra-Ordinary General Meeting ("EGM")

Dear Sirs,

The summary of the proceedings of Extra-Ordinary General Meeting ("EGM") of the Company, held on Monday, May 27, 2024 through Video Conference ("VC")/Other Audio-Visual Means ("OAVM") at 3.00 P.M. is attached herewith as annexure-A.

Thanking You,

For G D TRADING & AGENCIES LIMITED



Ramesh Mishra
Director
DIN: 00206671



ADDRESS: B-129, ANSA INDUSTRIAL ESTATE, SAKI VIHAR ROAD, ANDHERI EAST, MUMBAI 400072

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ANNEXURE -A

SUMMARY OF PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF G D TRADING AND AGENCIES LIMITED

The Extra Ordinary General Meeting (“EGM”) of the Members of G D Trading and Agencies Limited (the “Company”) was held on 27th May, 2024, Monday through Video Conferencing ('VC') facility. The Company, while conducting the Meeting, adhered to the circulars issued by the Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India ('SEBI'). The said EGM commenced at 3:00 P.M (IST) and concluded at 4.00 P.M (IST).

Mr. Ramesh Chandra Mishra, Director of the Company chaired the Meeting and welcomed the Members of the Company and briefed them on certain points relating to the participation at the Meeting through VC. The Chairman informed that the Company had provided its Members the facility to cast their vote electronically through the Big Share Services Private Limited before the Meeting. The Chairman also informed that the EGM Notice had been sent electronically to those members whose email ids were registered with the Company/RTA or Depository Participants.

The requisite quorum being present, the Chairman called the Meeting to order. The Registers as required under the Companies Act, 2013 were available for inspection. Since there was no physical attendance of Members, the requirement of appointing proxies was not applicable.

The Chairman informed that the facility for remote e-voting commenced at 9:00 A.M. (IST) on Friday, May 24, 2024 and concluded at 5:00 P.M. on Sunday, May 26, 2024. He also informed that voting by electronic means was also available during the EGM to those shareholders who had not already voted by means of remote e voting. He further informed the Shareholders that Mr. Amarendra Mohapatra, a Practicing Company Secretary, was appointed as the scrutinizer to scrutinize the voting through electronic means (i.e. remote e-voting and voting at the meeting by using electronic system) in a fair and transparent manner.

Thereafter, the Notice convening the EGM of the Company was taken as read by the Chairman, with the consent of the Members present. The Chairman then announced that the e-voting facility was open and Members may visit the voting page of RTA e-voting website and cast their vote.

The Chairman then invited the Members to express their views, ask questions and seek clarifications on the operations and financial performance of the Company and on the resolutions set out in the Notice convening the EGM of the Company. The Members were given an opportunity to speak in the order in

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which they had registered their names. The Chairman appropriately responded to the queries/suggestions raised by them.

The following matters were placed before the members for their kind consideration and approval:

Sr. No.	Agenda Item	Type of Resolution
Special Business		
1	To Regularize- The Appointment Of Mr. Rajendra Chodankar (Din: 00665008) As Director Of The Company	Ordinary
2	The Conversion of Loan of Mr. Rajendra Chodankar (Din: 00665008) - Director into Subscription of Equity Shares of the Company up to Rs. 8 Cr in one or multiple tranches.	Special
3	The Altered "The Object Clause of the Memorandum of Association of The Company" by inserting the new business clause relating to manufacturing, assembling and trading of semiconductors and related matters.	Special
4	Approved Change of Name of the Company From "G D Trading and Agencies Limited" To " RRP Semiconductor Limited "	Special
5	The Shifting of Registered Office of The Company from outside the city limits but within the state and under the jurisdiction of same ROC.	Special
6	The Preferential Issue and Allotment upto 1,35,25,000 Equity Shares of Face Value of Rs. 10/- Each to Non-Promoter(S)/ Person Belongs "To Promoter Group of The Company "and an issue price of Rs. 12/- .	Special
7	The Redemption Of 50,000 Redeemable Preference Shares of Face Value of Rs. 100/- Each.	Special
8	Approved the Increase in Authorized Share Capital of the Company up to Rs. 30,00,00,000/- Under Section 61 Of The Companies Act, 2013.	Ordinary

The Chairman clarified that ***in consultation with BSE and as per the in-principle Approval of BSE bearing No. :-LOD/PREF/AB/FIP/308/2024-25 Dated May 23, 2024 the Loan conversion will be readjusted as follows that is*** the proposed offer of subscription of 1,01,50,000 (One Crore One Lakh Fifty Thousand) equity shares of face value of Rs. 10/- each and at a subscription price of Rs. 12/- each amounting to Rs.

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12,18,00,000/- (Rupees Twelve Crore Eighteen Lakh Only) to Mr. Rajendra Kamalakant Chodankar **will be subscribed by adjustment** of Loan (outstanding loans up to 31st May 2024 of Rs 1,50,00,000/-) for 12,50,000 equity shares of face value of Rs 10/- each. Balance Rs. 10,68,00,000/- will be subscribed by Cash for 89,00,000 equity shares of face value of Rs 12/- each. Accordingly resolution No. 6 modified.

The chairman informed the members that there was a typographical error in mentioning amount of "INCORM FROM PRIOR BUSINESS ACTIVITY FROM 01.04.2023 TO 31.03.2024" as NIL instead of Rs. 38 Lakh in the certificate taken from Chartered accountant as part of requirement of regulation 45 (1) of SEBI (LODR) Regulations, 2015 for change of name of Company as attached in notice of EGM. The Company has already taken revised CA certificate. The income of Rs. 38,00,000/- as to trading of electronics / Semiconductor items was came in last quarter ended 31.03.2024. The same informed all members present in EOGM and noted the same. The Company will submit revised certificate of Chartered accountant to BSE Limited for change of name of the Company.

The Chairman informed the Members that the combined results of the remote e-voting before / during the EGM would be announced within the stipulated time frame i.e. on or before 29th May 2024 and the results along with the Scrutinizers Report would be intimated to the stock Exchanges www.bseindia.com in terms of the Listing Regulations and would be placed on the websites of the Company www.gdtal.com and RTA www.bigshareonline.com & <https://ivote.bigshareonline.com> .

The Chairman then thanked the Members for their continued support and for attending and participating in the meeting. He also thanked the Directors for joining the Meeting. The e-voting facility was kept open for the next 30 minutes to enable the Members to cast their vote. Upon completion of the e-voting process the Company Secretary declared the Meeting as concluded.

Thanking You,

For G D TRADING & AGENCIES LIMITED



Ramesh Mishra

Director

DIN: 00206671



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