

G D TRADING AND AGENCIES LIMITED

(CIN: L51900MH1980PLC022672)

23-04-2024

To,
Department of Corporate Relations,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

BSE CODE: 504346

SUBJECT: BOARD MEETING OUTCOME (23rd April 2024) considering Regulation 30 of SEBI (LODR) Regulations, 2015 and SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13.07.2023.

Dear Sir/Madam,

In pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that Board Meeting of the Company was held today i.e. on **Tuesday, 23rd April, 2024 at 03.00 P.M.** at the registered office of the Company i.e. B- 129, Ansa Industrial Estate, Andheri East, Mumbai, 400072, (after considering the relevant committee's approval/ recommendations), the Board discussed about the future business plan as the open offer given by the Promoter Ms. Ira Mishra was concluded on 4th April, 2024.

The Board decided to expand its business expansion and decided to enter into the businesses of semiconductor manufacturing and Trading.

To augment the businesses in this arena, the Board members attended the presentation of Mr. Rajendra Chodankar in respect of semiconductor business and the future.

The Board invited Mr. Rajendra Chodankar to associate with the company and restructuring of the capital of the company. He accorded his consent for the same.

After due deliberation the Board passed the following recommendations for the approval of the members:

1. Alteration in object clause of Memorandum of Association: brief new object to the clause III (A) and which read as:

To carry on in India or elsewhere the business to manufacture, design, develop, formulate, buy, sell, import, export or otherwise to deal in computers and a wide variety of other electronic products, personal computers, storage devices, and computer peripherals, audio and video equipment, semiconductors and other

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electronics components, and wired and wireless communications devices and designing and building of advance digital chips.

2. The Board in the last financial year carried the business activities in the trading activities of electronic equipment's partly with semiconductor.
3. The Board considering the businesses of the last financial year in the filed Semiconductor proposed to change the name of the company to reflect the object properly with name. This Change of Name is subject to approval of Central Government, Registrar of Companies, & Stock Exchanges i.e., the BSE Limited on which the securities are Listed and subject to approval of Shareholders of the Company in the ensuing General Meeting and subject to approval of any other authority as may be required. The Board has authorized Mr. Ramesh Chandra Mishra (DIN: 00206671) to make the necessary application under Companies Act, 2013 for change the name of the Company.
4. The Board Appointed Mr. Rajendra Chodankar (DIN: 00665008) as an Additional (non-executive) Director with effect from today;
5. The Board informed to Mr. Rajendra Chodankar that at present the company has un-secured Loan of Rs 8 Cr in the Books of the company from Promoters and other Body Corporates. Mr. Rajendra Chodankar volunteered to repay the Loan of others in the company as existing as on date and requested the company to convert up to Rs 6 Cr of the Loan into equity shares as per Chapter V of the SEBI ICDR, 2018 read with Section 62 of the Companies Act, 2013. Even he advances Rs. 1.5 cr. today to the company which will be converted into equity subject to necessary approval from members. He assured the company to give Loan of at least Rs. 6 Cr. on or before 31st May 2024.
6. The Board discussed to redeem the existing preference shares of Rs. 50 Lacs out of any future issue of shares as per section 55 of the Companies Act, 2013.
7. The Board discussed about the future plan of the company and for the purpose of Business expansion, working capital, repayment of Loan and General Corporate purposes needs fresh funds.

The Company (on a private placement/preferential basis) approached various investors and finalised a list of potential investors to participate in the proposed fund raising by way of fresh issue of 1,35,25,000 equity shares of Rs. 10/- each

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with an issue price of Rs. 12/- each as 1,35,25,000 equity shares of Rs. 10/- each with an issue price of Rs. 12/- each as per Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. This issue includes the proposed conversion Loan of up to Rs 6 Cr of Mr. Rajendra Chodankar into equity shares Disclosure Requirements) Regulations, 2018. This issue includes the proposed conversion Loan of up to Rs. 6 Cr. of Mr. Rajendra Chodankar into equity shares.

The Board after due deliberation, subject to the approval of members, approved fresh issue of 1,35,25,000 (One Crore Thirty Five Lakh Twenty Five Thousand) at an issue price of Rs. 12/- each (which includes a premium of Rs. 2/- each) aggregating Rs. 16,23,00,000/- (Rupees Sixteen Crore Twenty Three Lacs Only) to the following subscribers which includes the conversion of loan up to Rs. 6 Cr. as per Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018:

Sr. No.	Name of Proposed Allottees
1	Rajendra Kamalakant Chodankar
2	Sumita Mishra
3	Vivek Gaur
4	Prachi Jain
5	Jyoti Potdar
6	Pooja Rohtagi
7	Ankur Bansal
8	Sachin Shetty
9	Leena Shetty
10	Tinu Sharma
11	Chirag Sachapara
12	Rajesh Tripathi
13	Atul B Chauhan
14	Savir Power And Automation Private Limited
15	Bhaven Vasanji Gala
16	Satyajit Mishra
17	Rahul Sikaria
18	Avani Keniya
19	Sachapara Krupali Gaurav
20	Vaibhav Kitlekar
21	Nitin Kesirwal
22	Rizwana Abdul Razak Nagarkar
23	Jyotiranjana Pradhan
24	Manish Kumar
25	Sarika Shet
26	Ashish Kumar Sharma
27	Mahadev Karbhari Bangar

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28	Gurudatta Bhatt
29	Trilochan Sharma
30	Somisetty Malathi Latha
31	Manoj Gupta

disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 read with circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 to the stock exchange is given in attached **Annexure I**.

The Board constituted a committee headed by the Independent Director Mr. Avinash Tiwari and Ms. Sanghamitra Sarangi to suitably correct the holding patterns and disclosures as mandated and required while sending to the members the Notice of the forth coming General Meeting for the approval of the members of the said proposed preferential issue of shares as per Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

8. Presently the authorised capital of the company is of Rs. 75,00,000/- consisting of 2,50,000 equity shares of face value of Rs.10/- each and 50,000 preference shares of Rs. 100/- each and the paid-up capital of the company is of Rs. 60,00,000/- consist of 1,00,000 equity Shares of Rs. 10/- and 50,000 preference shares of Rs. 100/- each.

To Accommodate the fresh issue of proposed preferential allotment, the Company require adequate capital. Hence the Board proposed to increase the authorized capital of the company from Rs. 75,00,000/- consisting of 2,50,000 equity shares of face value of Rs.10/- each and 50,000 preference shares of Rs. 100/- each to Rs. 30,00,00,000/- consisting of 2,95,00,000 equity shares of face value of Rs.10/- each and 50,000 preference shares of Rs. 100/- each, after seeking necessary approvals as required as per section 61 & 13 of the Companies Act, 2013.

9. The Board also noted that Mr. Rajendra Chodankar even tough appointed as Director and MD of the Company but because of his subscription of shares up to 74.50% of the enhanced capital required to come out with an open offer as per regulation 3 & 4 of the SEBI SAST 2011. Till the completion of the Open Offer he will not participate in any Board or connected meetings and will not involve in any day to day activities of the company as MD.

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10. Borrowing of money from Director/ proposed Directors by way of loan with an option to convert the Loan into equity shares which includes Rs 8 Cr proposed loan of Mr. Rajendra Chodankar to the company.

The Meeting of the Board of Directors commenced at **03:00 P.M.** and concluded at **08:40 P.M.**

This is for your kind information and record.

Thanking you,

For G D TRADING AND AGENCIES LIMITED

RAMESH
CHANDRA MISHRA

Digitally signed by RAMESH
CHANDRA MISHRA
Date: 2024.04.23 20:41:26
+05'30'

Ramesh Mishra

Director

Din: 00206671

Dated this April 23, 2024 at Mumbai.

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“Annexure-I”

Details under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 read along with SEBI Circular CIR/CFD/CMD/4/2015, dated September 09, 2015 read with circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Sr. no	Particulars	Details
1)	Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	Equity Shares
2)	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Preferential Allotment
3)	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Upto 1,35,25,000 (One Crore Thirty Five Lakh Twenty Five Thousand)
4)	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s): i. Names of the investors; ii. Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors; iii. In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	As mentioned in above outcome at serial No. 7. Not Applicable Not Applicable
5)	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

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“Annexure-II”

ACQUISITION: Details under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 read along with SEBI Circular CIR/CFD/CMD/4/2015, dated September 09, 2015 read with circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Sr. no	Particulars	Details
1)	name of the target entity, details in brief such as size, turnover etc.;	G D TRADING AND AGENCIES LIMITED
2)	whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	No
3)	industry to which the entity being acquired belongs;	General Trading
4)	objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The Company will carry new businesses of manufacturing and trading assembling of semiconductors
5)	brief details of any governmental or regulatory approvals required for the acquisition;	SEBI
6)	indicative time period for completion of the acquisition;	4 Months approx..
7)	consideration - whether cash consideration or share swap or any other form and details of the same;	Cash and conversion of loan. Subscription of up to 1,01,50,000 Equity shares of Rs. 10/- each at issue Price Rs. 12/- per share.
8)	cost of acquisition and/or the price at which the shares are acquired;	Total cost Rs. 12,18,00,000/- Price per share Rs. 12/-

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9)	percentage of shareholding / control acquired and / or number of shares acquired;	Up to 74.50 % of expanded Capital consisting up to 1,01,50,000 Equity Shares.						
10)	brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>G D TRADING AND AGENCIES LIMITED is incorporated under provision of Companies Act, 1956 on 28/05/1980 having CIN: L51900MH1980PLC022672 and registered office at Unit-B/129, Bldg-B-Ansa Industrial Estate, Andheri East, Mumbai 400072, Mumbai, Mumbai, Maharashtra, India, 400072 engaged in the business of general Trading..</p> <p>Date of Incorporation: 28/05/1980</p> <p>Turnover of last 3 years:</p> <table border="1"><tr><td>FY 2020-21</td><td>Rs. NIL</td></tr><tr><td>FY 2021-22</td><td>Rs. NIL</td></tr><tr><td>FY 2022-23</td><td>Rs. NIL</td></tr></table> <p>Country in which the acquired entity has presence: NA</p> <p>Any other significant information (in brief): The management control of the Company was acquired by Ms. Ira Mishra through Open offer as per SEBI (SAST) Regulations, 2011.</p>	FY 2020-21	Rs. NIL	FY 2021-22	Rs. NIL	FY 2022-23	Rs. NIL
FY 2020-21	Rs. NIL							
FY 2021-22	Rs. NIL							
FY 2022-23	Rs. NIL							

For G D TRADING AND AGENCIES LIMITED

RAMESH
CHANDRA
MISHRA

Digitally signed by
RAMESH CHANDRA
MISHRA
Date: 2024.04.23
20:42:52 +05'30'

Ramesh Mishra

Director

Din: 00206671

Dated this April 23, 2024 at Mumbai.

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“Annexure-III”

Details under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 read along with SEBI Circular CIR/CFD/CMD/4/2015, dated September 09, 2015 read with circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Sr. no	Particulars	Details
1)	Name of Director	Mr. Rajendra Chodankar
2)	Reason for change viz. appointment, Resignation, removal, death or otherwise;	Appointment as an Additional Director (Non Executive Director) of the Company
3)	Date of Appointment, Cessation (as applicable) & term of appointment.	23/04/2024
H	Brief Profile of Director	<p>Mr. Rajendra Chodankar post graduated from Mumbai University. He has 4 decade work exposure.</p> <p>His first job placement was in BARC in the year 1982 as a Scientific assistant and thereafter taking this journey through Toshniwal Bros. He got a 4 year assignment from 1984 to 1988 in a Exxon chemical plant in Saudi Arabia.</p> <p>After a short stint in Gannon Dunkerley, He ventured into his own set up through MASS SPEC TECHNOLOGY PVT LTD and later TECHNOLOGY OPTIONS I PVT LTD wherein they offered customised system.</p> <p>He started RRPS4E INNOVATION Private Limited which was a technology company with design strengths in Electro Optics.</p>
4)	Disclosure of Relationship Between Director	He has no relationship with other Directors of the Company.
5)	Confirmation that there is no other material reasons other than those provided	He has Confirmed that there is no other material reasons other than those provided here.

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6)	Names of the listed entities in which Director holds Directorships, indicating the category of Directorship and Membership of Board Committees before the resignation becoming effective	NIL
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For G D TRADING AND AGENCIES LIMITED,

RAMESH
CHANDRA
MISHRA

Digitally signed by
RAMESH CHANDRA
MISHRA
Date: 2024.04.23
20:43:17 +05'30'

Ramesh Mishra
Director
Din: 00206671

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