

G D TRADING AND AGENCIES LIMITED

(CIN: L51900MH1980PLC022672)

02-05-2024

To,
BSE Limited
P. J. Towers, Dalal Street,
Mumbai- 400 001

BSE Code: 504346

SUB: G D TRADING AND AGENCIES LIMITED : SCRUTINIZER'S REPORT AND VOTING RESULTS OF EXTRA ORDINARY GENERAL MEETING AND SCRUTINIZER'S REPORT

Dear Sir/Madam,

We wish to inform that the Extra Ordinary General Meeting ('EGM') of the G D TRADING AND LIMITED ('Company') was held on April 29, 2024 at 1:00 P.M. (IST) through Video Conferencing and other Audio-Visual Means to transact the business as stated in the Notice convening the Extra Ordinary General Meeting.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') We enclosed herewith the consolidated outcome of voting along with Scrutinizer report held through remote e-Voting and e-Voting conducted at the EGM of the Company. The Company had appointed CS Amarendra Mohapatra, Practising Company Secretary (Membership No. FCS 26257 CP No. 14901) from M/s Amarendra Mohapatra & Associates, as the Scrutinizer for remote e-Voting and e-Voting conducted at the EGM. As per the Scrutinizer's Report, all Resolutions as set out in the Notice of EGM have been duly approved by the Members with requisite majority.

We request you to take the above information on record.

Thanking you,

Yours faithfully

For G D TRADING & AGENCIES LIMITED



Ramesh Mishra
Director
DIN: 00206671



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

EMAIL ID: GDTAL2000@GMAIL.COM PH: 22-66314181, 66314182, WEBSITE: WWW.GDTAL.COM



C.S. Amarendra Mohapatra
M. Com, L.L.M., A.C.S.

***Amarendra Mohapatra & Associates**
Practicing Company Secretaries*
PH: +91 9004886465 & +917873117777

Combined Scrutinizer's Report on Remote e-Voting & e-Voting conducted at the EGM of
G D TRADING AND AGENCIES LIMITED held on Monday, April 29, 2024

To
The Chairman,
G D TRADING AND AGENCIES LIMITED
CIN: L51900MH1980PLC022672
Regd. Office: No. - 129-B, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Mumbai, Maharashtra, India, 400072

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-Voting process and e-Voting by your Members during the Extra Ordinary General Meeting of your Company held on Monday, the 29th day of April, 2024 at 1.00 P.M (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

We are pleased to submit the Scrutinizers Report, which is comprehensive and self explanatory in all respects.

For M/s. Amarendra Mohapatra & Associates

CS. Amarendra Mohapatra
Practicing Company Secretary
Membership No: A26257
COP No: 14901
UDIN: A026257F000288563



Peer Certificate No: 1880/2022
Valid upto: 30/04/2027

Date: 02/05/2024
Place: Bhubaneswar

*** House No.56/1, MIG-II, Phase-I, Chandrasekharapur Housing Board**
Colony CS. Pur, Bhubaneswar, Odisha- 751016.
Mumbai Office: 129B, Ansa Industrial Estate, Saki Vihar Road, Sakinaka,
Andheri East, Mumbai - 400072
E-Mail: Associateconsultancy@gmail.com & Csamarendra@gmail.com*



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CONSOLIDATED SCRUTINIZER'S REPORT

To
The Chairman,
G D TRADING AND AGENCIES LIMITED
CIN: L51900MH1980PLC022672
Regd. Office: No. - 129-B, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Mumbai, Maharashtra, India, 400072

Sub: Consolidated Scrutinizer's Report on Remote e-Voting & e-Voting conducted at the EGM of G D TRADING AND AGENCIES LIMITED held on Monday, April 29, 2024 at 01:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Dear Sir,

We, M/s Amarendra Mohapatra & Associates, Practicing Company Secretaries firm, was appointed as Scrutinizer by the Board of Directors of G D Trading And Agencies Limited ('the Company') at their Meeting held on April 29, 2024, for conducting remote e-Voting process as well as to scrutinize the e-Voting conducted at the EGM (remote e-Voting and e-Voting at the EGM collectively referred to as 'e-Voting') in a fair and transparent manner to transact the businesses, as set forth in the Notice of the Meeting dated April 06, 2024.

In compliance with Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India and in accordance with the General Circular Nos. 14/2020, 17/2020, 20/2020, 2/2021, 19/2021, 21/2021 and 2/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively, issued by the Ministry of Corporate Affairs ('MCA') and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 & SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively issued by Securities and Exchange Board of India ("SEBI") (collectively referred to as "Circulars"), the Company had provided facility for remote e-Voting to all Members of the Company, to enable them to cast their votes electronically.

House No.56/T, MIG-II, Phase-I, Chandrasekharpur Housing Board
Colony CS. Pur, Bhubaneswar, Odisha- 751016.

Mumbai Office: 129B, Ansa Industrial Estate, Saki Vihar Road, Sakinaka
Andheri East, Mumbai - 400072

E-Mail: Associateconsultancy@Gmail.Com & Csamarendra@Gmail.Com*



The Company had engaged Bigshare Services Private Limited, as the Electronic Voting Service Provider ('EVSP') who had made necessary arrangements to facilitate e-Voting by Members of the Company on their website at <https://ivote.bigshareonline.com>.

The Company had sent the Notice including all requisite information required to cast the vote, in electronic form only to all its members who have registered their e-mail addresses with the Company/ Depository Participants/ Registrar & Transfer Agents. The communication of the assent or dissent of the Members was sought through the e-Voting system only.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereof including Circulars and Listing Regulations relating to the items being placed for approval of the Members through remote e-Voting and e-Voting at the EGM. Our responsibilities as Scrutinizer is restricted to scrutinize that the e-Voting process is conducted in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast 'For' or 'Against' the Resolutions stated in the Notice and also mentioned herein below, based on the reports generated from the e-Voting system provided by the EVSP.

Item No.	Resolution	Type of Resolution
Special Business		
1.	Adoption of Articles of Association as per the provisions of the Companies Act, 2013	Special
2.	Adoption of Memorandum of Association as per provisions of the Companies Act, 2013	Special
3.	To make Loans or Investment(s) or provide security and guarantee in excess of the prescribed limits under Section 186 of the Companies Act, 2013.	Special
4.	Approval of loans, investments, guarantee or security under section 185 of Companies Act, 2013	Special
5.	To Regularize/ appoint Mr. Ramesh Chandra Mishra (DIN: 00206671) as Director of the Company	Ordinary
6.	To Regularize/appoint Mr. Avinash Tiwari (DIN: 05336563) as an Independent Director of the Company.	Special
7.	To Regularize/appoint Mrs. Sanghamitra Sarangi (DIN: 08536750) as an Independent Director of the Company	Special
8.	To Regularize/appoint Mr. Nitin Arvind Oza (DIN: 03198502) as an Independent Director of the Company.	Special
9.	To consider and approve the increase in Borrowing limit and creation of Security on the assets of the Company under Section 180 of the Companies Act, 2013	Special



In connection with the above referred matters, we hereby submit my report as under:

1. The Company had completed the dispatch of the Notice of the EGM on Saturday, April 06, 2024 by electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar & Transfer Agent of the Company or the Depositories on April 05, 2024 ('Internal Cut-off date').
2. The Company had published an advertisement on Monday, April 08, 2024 regarding completion of dispatch of EGM Notice including all requisite information required to cast the vote, to eligible Members in English Daily "Active Time" and in Regional Daily "Pratahkal" editions respectively;
3. In compliance with provision of the Act and applicable circulars issued from time to time, the Members of the Company holding shares as on April 22, 2024 ('Cut- off Date') had an option to vote through the e-Voting facility. The Company had also provided option for e-Voting to those Members, who held shares in Physical form;

The Company had offered e-Voting facility to its Members for casting their votes electronically. The e-Voting process commenced on Friday, April 26, 2024 at 9:00 a.m and ended on Sunday, April 28, 2024 at 5:00 p.m.;

4. At the EGM of the Company held through VC/OAVM means, on Monday, April 29, 2024, after considering all the items of business, the facility to vote electronically was provided to facilitate those Members who were attending the Meeting through VC/OAVM but could not participate in the remote e-Voting to record their votes.
5. The remote e-Voting has been unblocked on Monday, April 29, 2024, after 03:00 P.M. in our presence and in the presence of two witnesses' (who are not in the employment of the Company);
6. After unblocking the votes cast, the total votes cast both through remote E-voting Process and by e-Voting the EGM, were consolidated and has been considered for the purpose of this report.

The result of the remote e-Voting together with that of the voting conducted at the EGM by way of electronic means are as under:

SPECIAL BUSINESS

Item No. 1 (As Special Resolution):

Adoption of Articles of Association as per the provisions of the Companies Act, 2013:

	No. of Shares	No. of votes	% of Votes	No. of votes in	No. of votes	% of votes	% of Votes against on
Public							



	held	polled	polled on outstanding shares	favour	against	in favour on votes polled	votes polled
Promoter & Promoter Group	74500	0	0	0	0	0	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - others	25500	1080	4.24	1080	0	100	0
Total	100000	1080	1.08	1080	0	100	0

As the number of vote cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No. 1 as set forth in the EGM Notice dated April 06, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e., Monday, 29TH April 2024.

Item No. 2 (As Special Resolution):

Adoption of Memorandum of Association as per provisions of the Companies Act, 2013:

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	74500	0	0	0	0	0	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - others	25500	1080	4.24	1080	0	100	0
Total	100000	1080	1.08	1080	0	100	0

As the number of vote cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No. 2 as set forth in the EGM Notice dated April 06, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e., Monday, 29TH April 2024.



Item No. 3 (As Special Resolution):

To make Loans or Investment(s) or provide security and guarantee in excess of the prescribed limits under Section 186 of the Companies Act, 2013 :

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes polled on outstan ding shares	No. of votes in favour	No. of votes again s t	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	74500	0	0	0	0	0	0
Public - Institutiona l Holders	0	0	0	0	0	0	0
Public - others	25500	1080	4.24	1080	0	100	0
Total	100000	1080	1.08	1080	0	100	0

As the number of vote cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No. 3 as set forth in the EGM Notice dated April 06, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e., Monday, 29TH April 2024.

Item No. 4 (As Special Resolution):

Approval of loans, investments, guarantee or security under section 185 of Companies Act, 2013 :

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes polled on outstan ding shares	No. of votes in favour	No. of votes again s t	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	74500	0	0	0	0	0	0
Public - Institutiona l Holders	0	0	0	0	0	0	0
Public - others	25500	1080	4.24	1080	0	100	0
Total	100000	1080	1.08	1080	0	100	0



As the number of vote cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No. 4 as set forth in the EGM Notice dated April 06, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e., Monday, 29TH April 2024.

Item No. 5 (As an Ordinary Resolution):

To Regularize/ appoint Mr. Ramesh Chandra Mishra (DIN: 00206671) as Director of the Company :

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes polled on outstan ding shares	No. of votes in favour	No. of votes again st	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	74500	0	0	0	0	0	0
Public - Institutiona l Holders	0	0	0	0	0	0	0
Public - others	25500	1080	4.24	1080	0	100	0
Total	100000	1080	1.08	1080	0	100	0

As the number of vote cast in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution as per Item No. 5 as set forth in the EGM Notice dated April 06, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e., Monday, 29TH April 2024.

Item No. 6 (As Special Resolution):

To Regularize/appoint Mr. Avinash Tiwari (DIN: 05336563) as an Independent Director of the Company:

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes polled on outstan ding shares	No. of votes in favour	No. of votes again st	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter	74500	0	0	0	0	0	0



Group							
Public - Institutional Holders	0	0	0	0	0	0	0
Public - others	25500	1080	4.24	1080	0	100	0
Total	100000	1080	1.08	1080	0	100	0

As the number of vote cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No. 6 as set forth in the EGM Notice dated April 06, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e., Monday, 29TH April 2024.

Item No. 7 (As Special Resolution):

To Regularize/appoint Mrs. Sanghamitra Sarangi (DIN: 08536750) as an Independent Director of the Company:

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes polled on outstan ding shares	No. of votes in favour	No. of votes again st	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	74500	0	0	0	0	0	0
Public - Institutiona l Holders	0	0	0	0	0	0	0
Public - others	25500	1080	4.24	1080	0	100	0
Total	100000	1080	1.08	1080	0	100	0

As the number of vote cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No. 7 as set forth in the EGM Notice dated April 06, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e., Monday, 29TH April 2024.

Item No. 8 (As Special Resolution):

To Regularize/appoint Mr. Nitin Arvind Oza (DIN: 03198502) as an Independent Director of the Company:

Promoter/ Public	No. of Shares	No. of votes	% of Votes	No. of votes in	No. of votes	% of votes	% of Votes against on
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	held	polled	polled on outstanding shares	favour	against	in favour on votes polled	votes polled
Promoter & Promoter Group	74500	0	0	0	0	0	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - others	25500	1080	4.24	1080	0	100	0
Total	100000	1080	1.08	1080	0	100	0

As the number of vote cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No. 8 as set forth in the EGM Notice dated April 06, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e., Monday, 29TH April 2024.

Item No. 9 (As Special Resolution):

To consider and approve the increase in Borrowing limit and creation of Security on the assets of the Company under Section 180 of the Companies Act, 2013 :

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter & Promoter Group	74500	0	0	0	0	0	0
Public - Institutional Holders	0	0	0	0	0	0	0
Public - others	25500	1080	4.24	1080	0	100	0
Total	100000	1080	1.08	1080	0	100	0

As the number of vote cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No. 9 as set forth in the EGM Notice dated April 06, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e., Monday, 29TH April 2024.



The said result along with the Scrutinizer's report would be intimated to the Stock Exchange where the Company's securities are listed viz. www.bseindia.com, displayed on the website of RTA viz. <https://vote.bigshareonline.com> and the Company's website viz. www.gdtal.com.

Thanking you,

Yours Faithfully

For M/s. Amarendra Mohapatra & Associates

CS. Amarendra Mohapatra
Practicing Company Secretary
Membership No: A26257
COP No: 14901



UDIN: A026257 F000288563

Peer Certificate No: 1880/2022
Valid upto: 30/04/2027

Date: 02/05/2024
Place: Bhubaneswar

The following were the witnesses to the unblocking of the votes on 29th April, 2024:

Sachin Shivgan



Rakesh Pal

