

# GRANDMA TRADING & AGENCIES LIMITED

Regd. Office: Flat No. 202, 12-2-417, Sharadanagar, Mehdiapatnam,  
Hyderabad, Telangana 500067, India;  
CIN: L99999TG1981PLC100740; Website: [www.grandmatrading.com](http://www.grandmatrading.com)

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GTAL/BSE/2019-20

Date: 06/08/2022

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 financial year 2018-19

Ref: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015

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With reference to the captioned subject, pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the copy of Annual Report including Notice convening the 38<sup>th</sup> Annual General Meeting of the members of the Company.

This is for your information and records.

Thanking you,

Yours faithfully,  
For Grandma Trading and Agencies Limited



Sonal Nakum  
Company Secretary & Compliance Officer



**GRANDMA TRADING  
AND  
AGENCIES LIMITED**

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**38<sup>TH</sup> ANNUAL REPORT  
2018 - 2019**

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## COMPANY INFORMATION

<b>Board of Directors</b>	Mr. Khagesh Kachhwal
	Mr. Prashanth Reddy
	Ms. Vanaja Kumari Dokiparthi
<b>Registered Office</b>	501, 5 <sup>th</sup> Floor, VV's Vintage Boulevard, Rajbhavan Road, Somajiguda, Hyderabad 500082, Telangana
<b>Statutory Auditors</b>	Gupta Saharia & Co. (Chartered Accountant)
<b>Bankers</b>	State Bank of India Axis Bank Limited
<b>Registrar &amp; Share Transfer Agent</b>	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 & AGENCIES LTD.

Regd. Office: 501, 5<sup>th</sup> Floor, VV's Vintage Boulevard, Rajbhavan Rd, Somajiguda, Hyderabad 500082. Tel. No. 040 4014 8192; CIN: L99999TG1981PLC100740;

Website: [www.grandmatradingagencies.com](http://www.grandmatradingagencies.com)

## NOTICE

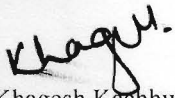
NOTICE IS HEREBY GIVEN THAT THE 38<sup>TH</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GRANDMA TRADING AND AGENCIES LIMITED ('THE COMPANY') WILL BE HELD ON MONDAY, 30<sup>TH</sup> SEPTEMBER 2019, AT 12:00 NOON AT ITS REGISTERED OFFICE AT 501, 5<sup>TH</sup> FLOOR, VV'S VINTAGE BOULEVARD, RAJBHAVAN RD, SOMAJIGUDA, HYDERABAD - 500082 TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2019 and the reports of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Khagesh Kachhwal (DIN: 01771474) who retires by rotation and being eligible, offers himself for reappointment.
3. To approve the Re-appointment of 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, 142 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 Re-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 Fortieth Annual General Meeting 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

  
Khagesh Kachhwal  
Director  
DIN: 01771474

Place: Hyderabad  
Date: 14.08.2019



**NOTES:**

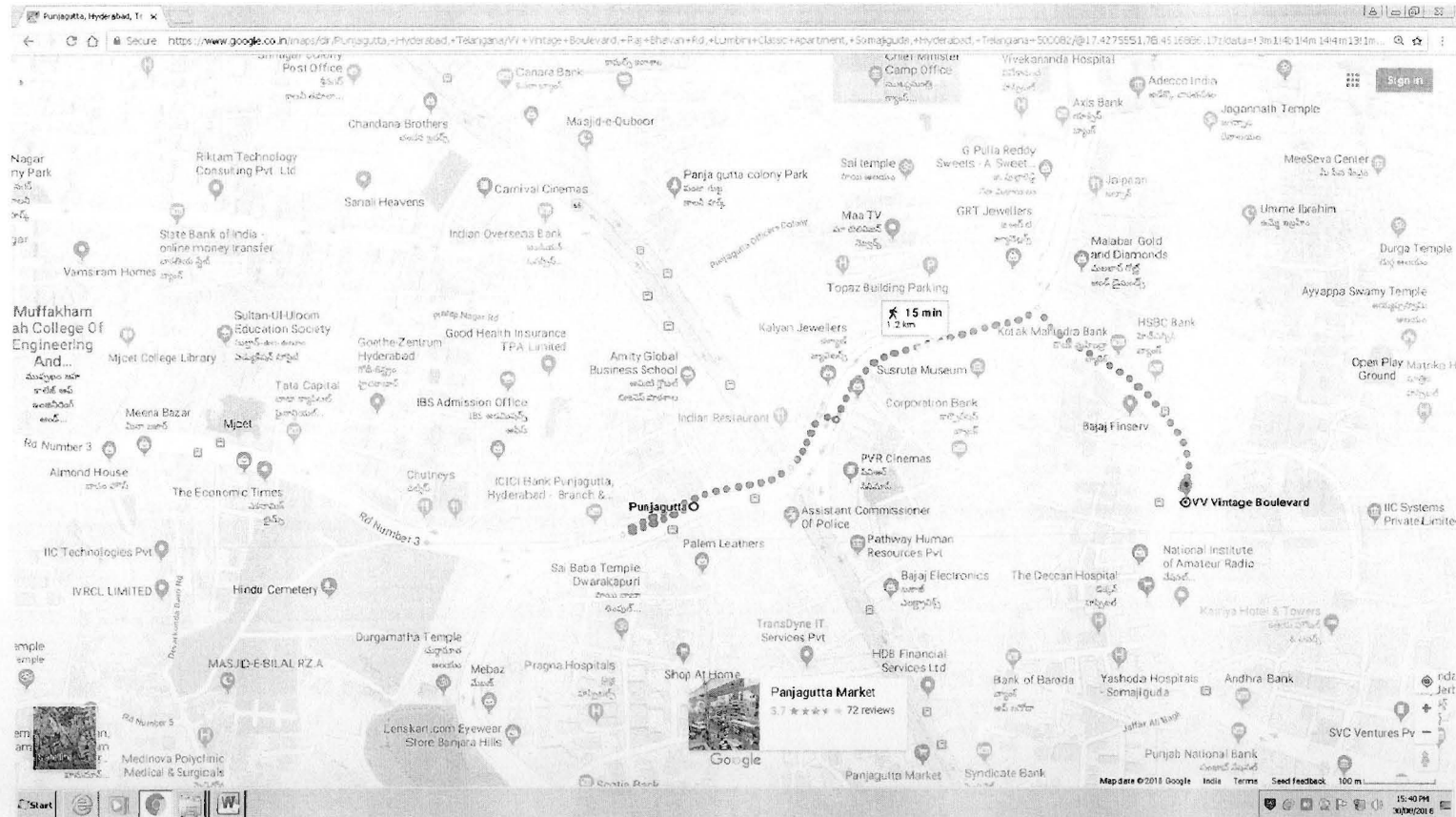
1. The details pursuant to regulation 36(3) of SEBI (LODR) Regulations 2015 in respect of Director proposed to be reappointed at the Annual General Meeting, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / 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.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 24, 2019 to Sunday, September 30, 2019 (both days inclusive).
4. Members/proxies should fill the attendance slip for attending the meeting.
5. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
6. Corporate members are requested to send a duly certified copy of the resolution authorizing their representatives to attend and vote at the meeting.
7. In view of poor financial conditions the Company has not offered the facility of e-voting as mandated under Section 108 of the Companies Act and the Regulation 44 of SEBI (LODR) Regulations, 2015 and the voting will take place at the Annual General Meeting.
8. As an austerity measure, copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.

**Details of Director seeking appointment / reappointment at the forthcoming Annual General Meeting (Pursuant to Listing Obligation and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges):**

Name of Director	Mr. Khagesh Kachhwal
Director Identification Number	01771474
Date of Birth	25.01.1982
Date of Appointment	03.10.2017
Expertise in specific functional area	Finance & Marketing
No. of Equity Shares held in the Company	Nil
Directorship in other Listed Companies as on 31.03.2019	Nil
Chairmanship / Membership of Committees in other listed Companies as on 31.03.2019	Nil

### ROUTE MAP Registered Office

501, 5<sup>th</sup> Floor, VV's Vintage Boulevard, Rajbhavan Rd, Somajiguda, Hyderabad - 500082





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## DIRECTORS' REPORT

To the Members,  
Grandma Trading & Agencies Limited

Your Directors have pleasure in presenting the 38<sup>th</sup> Annual Report and the audited financial statements of the Company for the year ended 31<sup>st</sup> March 2019.

### 1. FINANCIAL HEIGHLIGHTS:

The financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2019 is summarized below:

Particulars	(Rs. in Lakh)	
	For the financial year ended	
	March 31, 2019	March 31, 2018
Total Income including other income	15.54	13.06
Total Expense	9.59	8.52
Profit/ Loss before tax	5.95	4.54
Provision for Income Tax	1.69	1.17
Net Profit/ Loss After Tax	4.26	3.37

### 2. STATUS OF COMPANY'S AFFAIRS:

- During the financial year the total revenue of the Company is Rs.15.54 Lakh as compare to Rs.13.06 Lakh in corresponding previous year and profit after tax for the year is Rs. 4.26 Lakh as compared to profit of Rs.3.37 Lakh during the previous year, the profit after tax is increased as compared to the previous year.
- 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 31<sup>st</sup> March 2019, 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 31<sup>st</sup> March, 2019 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 31<sup>st</sup> March, 2019 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 4 (Four) times during the financial year 2018-2019 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 31<sup>st</sup> March, 2019, 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:**

At the end of the year the Company's board comprises of 4 (Four) Directors consisting of 1 (One) Executive Director; 2 (Two) Non - Executive Independent Directors and 1 (one) is Non-Executive Non Independent.

The Members in the last Annual General Meeting held on September 29, 2018 had regularize the appointment of Mr. Khagesh Kachhwal as Director w.e.f. October 03, 2018. In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Khagesh Kachhwal, Director is liable to retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Further Mr. Pragyan Ojha who is disqualified from being appointed as Director of the Company cease to be Director of the Company w.e.f. 30.05.2019.

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.

**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 31<sup>st</sup> March, 2019 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 31<sup>st</sup> March, 2019 and of the profit of the Company for the Year ended on 31<sup>st</sup> March, 2019;
- 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 31<sup>st</sup> March, 2019 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:**

There are no such reportable details as 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.

**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 B.

**18. STATUTORY AUDITOR AND THEIR REPORT:**

There is no audit qualification or observation on the financial statements of Company, by the statutory auditors for the year under review. M/s. Gupta Saharia & Co., Chartered Accountants, (Firm Registration No. 103446W) the Statutory Auditors of the Company, were appointed at 33<sup>rd</sup> Annual General Meeting until the conclusion of 38<sup>th</sup> Annual General Meeting of Company (subject to ratification of appointment by the members at every AGM) in terms of the provisions of Section 139 of the Companies Act, 2013.

Since the term of Statutory Auditors of the Company i.e. M/s. Gupta Saharia & Co., Chartered Accountants has expiring in this AGM and as per recommendation of Audit Committee the Board of Directors had approved the re-appointment of M/s. Gupta Saharia & Co., Chartered Accountants in its



Board meeting as per section 139 of the Companies Act, 2013 upto the conclusion of 40<sup>th</sup> Annual General Meeting.

Accordingly, the resolution for re-appointment of M/s. Gupta Saharia & Co., Chartered Accountants as Statutory Auditors has been set forth for approval of Shareholder in Annual General Meeting.

The Company has received confirmation from M/s. Gupta Saharia & Co., to the effect that they fulfill the eligibility criteria as prescribed under Section 139 and 141 of the Companies Act, 2013. Your Directors recommends the re-appointment as the Statutory Auditors at the ensuing 38<sup>th</sup> Annual General Meeting.

**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 2018-19. The Company has provided reasonable assistance and facilities to the Secretarial Auditors for conducting their audit. The report of Secretarial Auditor for the FY 2018-19 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 presently compliances are being done under the supervision of the Managing Director of the Company with the help of professionals and guidance of Board. Due to administrative and financial difficulties, the Company is not able to make certain stock exchange compliances and management is trying to achieve the same.

**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 is no risk exist 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 Regulations') 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.

Place: Hyderabad  
Date: 30.05.2019

For and on behalf of the Board

  
Khagesh Kachhwal  
Chairman  
DIN: 01771474





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ANNEXURE - A

## FORM NO. MGT-9

Extract of Annual Return as on Financial Year ended on 31st March, 2019  
[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 <sup>th</sup> 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 Registered office and contact details	501, 5 <sup>th</sup> Floor, VV's Vintage Boulevard, Rajbhavan Rd, Somajiguda, Hyderabad - 500082, TG Email: <a href="mailto:grandmatrading@gmail.com">grandmatrading@gmail.com</a>
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent	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	0.00%
2.	Other Credit Granting	6492	100.00%

### 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.

IV. SHAREHOLDING PATTERN(Equity Share Capital Break up as percentage of Total Equity)

(i) CATEGORY-WISE SHARE HOLDING:

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2018)				No. of Shares held at the end of the year (31.03.2019)				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS:</b>									
<b>1) Indian</b>									
Individual / HUF	1,07,54,240	0	1,07,54,240	8.23	1,07,54,240	0	1,07,54,240	8.23	0
Sub-total A(1)	1,07,54,240	0	1,07,54,240	8.23	1,07,54,240	0	1,07,54,240	8.23	0
<b>2) Foreign</b>									
	0	0	0	0	0	0	0	0	0
Sub-total A(2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A) = A(1) + A(2)	1,07,54,240	0	1,07,54,240	8.23	1,07,54,240	0	1,07,54,240	8.23	0
<b>B. PUBLIC SHAREHOLDING:</b>									
<b>1) Institutions</b>									
	0	0	0	0	0	0	0	0	0
Sub-total B(1)	0	0	0	0	0	0	0	0	0
<b>2) Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i. Indian	6,54,85,550	0	6,54,85,550	50.14	6,53,79,688	0	6,53,79,688	50.06	(0.08)
<b>b) Individuals</b>									
i. Individual Shareholders holding nominal share capital upto Rs. 1 Lac	27,06,063	21,170	27,27,233	2.09	27,67,605	21,170	27,88,775	2.13	0.05
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 Lac	3,29,48,323	0	3,29,48,323	25.23	3,29,48,321	0	3,29,48,321	25.23	0.00
<b>c) Others Specify</b>									
Clearing Members	45,34,504	0	45,34,504	3.47	44,43,352	0	44,43,352	3.40	(0.07)
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	1,32,25,150	0	1,32,25,150	10.13	1,33,60,624	0	1,33,60,624	10.23	0.10
Sub-total B(2)	11,98,24,590	21,170	11,98,45,760	91.77	11,98,24,590	21,170	11,98,45,760	91.77	0
Total Public Shareholding (B)=B(1)+B(2)	11,98,24,590	21,170	11,98,45,760	91.77	11,98,24,590	21,170	11,98,45,760	91.77	0.00
<b>C. Shares held by Custodian for GDRs &amp; ADRs (NIL)</b>									
Grand Total (A+B+C)	13,05,78,930	21,170	13,06,00,000	100	13,05,78,830	21,170	13,06,00,000	100.00	

\*The break-up of the Public shareholders is not available.

## (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 shareholding 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	3,96,160	0.30	-	3,96,160	0.30	-	-
3.	A. Srinivas	81,080	0.06	-	81,080	0.06	-	-
	<b>Total</b>	<b>1,07,52,490</b>	<b>8.23</b>	<b>-</b>	<b>1,07,52,490</b>	<b>8.23</b>	<b>-</b>	<b>-</b>

## (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.	<b>P. Srinivasa Rao</b>				
	At the beginning of the year	3,96,160	0.30%	3,96,160	0.30%
	Changes during the year	0	0	3,96,160	0.30%
	At the end of the year	-	-	3,96,160	0.30%
2.	<b>A. Srinivas</b>				
	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.	<b>Bharat Jain</b>				
	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%

## (iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

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.	<b>SEGMENT AGENCIES PRIVATE LIMITED</b>				
	At the beginning of the year	64,83,231	4.96%	64,83,231	4.96%
	Changes During the Year	0.00	0.00%	64,83,231	4.96%
	At the end of the year	64,83,231	4.96%	64,83,231	4.96%
2.	<b>DEVCHAND M. SHAH HUF</b>				
	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%	37,50,134	2.87%

<b>3.</b>	<b>SHRIRAM CREDIT COMPANY LIMITED</b>				
	At the beginning of the year	34,55,543	2.65%	34,55,543	2.65%
	Changes during the year (Sale)	(429)	0.00%	34,55,543	2.65%
	At the end of the year	34,55,114	2.65%	34,55,543	2.65%
<b>4.</b>	<b>PRABHUDAS LILLADHER PRIVATE LIMITED</b>				
	At the beginning of the year	31,71,699	2.43%	31,71,699	2.43%
	Changes during the year	0.00	0.00%	31,71,699	2.43%
	At the end of the year	31,71,699	2.43%	31,71,699	2.43%
<b>5.</b>	<b>DILIP L. PORWAL HUF</b>				
	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%	28,43,980	2.18%
<b>6.</b>	<b>INDIRA DILIP PORWAL</b>				
	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%	28,27,780	2.16%
<b>7.</b>	<b>ASE CAPITAL MARKETS LIMITED</b>				
	At the beginning of the year	25,37,865	1.94%	25,37,865	1.94%
	Changes during the year (Sale)	(427)	0.00%	25,37,438	1.94%
	At the end of the year	25,37,438	1.94%	25,37,438	1.94%
<b>8.</b>	<b>KOMAL SWAPNIL SONI</b>				
	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%	25,00,000	1.91%
<b>9.</b>	<b>SWAPNIL ASHOK KUMAR SONI</b>				
	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%	25,00,000	1.91%
<b>10.</b>	<b>WONDER VINCOM PRIVATE LIMITED</b>				
	At the beginning of the year	24,03,729	1.84%	24,04,729	1.84%
	Changes during the year	0	0.00%	24,03,729	1.84%
	At the end of the year	24,03,729	1.84%	24,03,729	1.84%
<b>11.</b>	<b>NEETA JATIN JHAVERI</b>				
	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%	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 31<sup>ST</sup> MARCH, 2019**

**V. INDEBTEDNESS:** Indebtedness of the Company including interest outstanding /accrued but not due for payment:

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i. Principal Amount	-	-	-	-
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the Financial Year</b>				
Additions	-	1,15,944	-	1,15,944
Reductions	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i. Principal Amount	-	1,15,944	-	1,15,944
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>1,15,944</b>	-	<b>1,15,944</b>

**VI. REMUNERATION OF DIRECTORS AND KEYMANAGERIAL PERSONNEL:**

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

Sr. No.	Particulars of Remuneration	Name of 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. Prashanth Reddy	Ms. Vanaja Dokiparthi	
2.	Independent Directors			
	• Fee for attending board / committee meetings	0	0	0
	TOTAL (1)	0	0	0
3.	Other Non - Executive Directors	Mr. Khagesh Kachhwal		-
	• Fee for attending board committee meetings	0		0
	Total (2)	0		0
	Total(B)=(1+2)	0		0
	Total Managerial Remuneration	0	0	0
	Overall Ceiling as per the Act	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.

\_\_\*\*\_\_

## 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. Khagesh Kachhwal	0:1
		Mr. Prashanth Reddy	0:1
		Ms. Vanaja Dokiparthi	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. Khagesh Kachhwal	NA
		Mr. Prashanth Reddy	NA
		Ms. Vanaja Dokiparthi	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	





# GRANDMA TRADING & AGENCIES LTD.

Regd. Office: 501, 5<sup>th</sup> Floor, VV's Vintage Boulevard, Rajbhavan Rd, Somajiguda, Hyderabad 500082. Tel. No. 040 4014 8192; CIN: L99999TG1981PLC100740; Website: [www.grandmatradingagencies.com](http://www.grandmatradingagencies.com)

## ANNEXURE - C 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.

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# Jain Rahul & Associates

## Company Secretaries

Ref

Date.....

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 Personnel) Rules, 2014]  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019

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 (herein after 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 31<sup>st</sup> March, 2019 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 31<sup>st</sup> March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (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'): -
  - 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;

*Rahul Jain*



# Jain Rahul & Associates

## Company Secretaries

C.S. Rahul Jain  
B.Com., A.C.S.

- | Ref  | Date.....   |
|------|---|
| 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.   |   |
| (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 under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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 164 of the Companies Act, 2013 Mr. Pragyan Dutta Ojha (DIN: 02774883) who has been debarred / disqualified by Ministry of Corporate Affairs for non-filing of financial statements or annual returns for continuous period of three financial years by other Companies in which he is a Director.

- 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 to 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 regulation 6 of 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.

- In terms of provisions of regulation 14 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the listed entity shall pay fees for the year to the Stock Exchange on or before 30<sup>th</sup> April and the Company has failed to pay the same.

Office No. 3, 1st Floor, Patel Bhawan, Opp. Sangam Vatika, CPS School Road, New Bhopalpur  
Udaipur-313001 (Raj.)

M.: 9314858454 Email : rahulsanghvi09@gmail.com



# Jain Rahul & Associates

## Company Secretaries

C.S. Rahul Jain  
B.Com., A.C.S.

Ref

- In terms of regulation 46 of Listing Regulations, 2015 the listed entity shall have functional website containing the basic information about the Company, however Company does not have functional website. Date.....
- In terms of regulation 31(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the listed entity shall submit to the Stock Exchange a statement showing holding of securities and shareholding pattern separately for each class of securities on a quarterly basis, within twenty one days from the end of each quarter, however the Company has filed the Shareholding Pattern of March 2018 by delaying 152 days and of June 2018 by delaying 61 days.
- In terms of regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Listed entity shall publish Notices; Financial Results etc in the newspaper, However the Company is failed to comply with this.
- In terms of SEBI circular no. IMD/FPIC/CIR/P/2018/61 dated April 5, 2018 regarding monitoring of foreign investment limits in listed companies by depositories. The company has to appoint any one depository as the designated depository, However the Company has not comply with the said SEBI Circular.

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

Rahul Jain  
(Proprietor)

ACS No. 41518

C.P. No. 15504

Place: Udaipur

Date: 30.05.2019

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

C.S. Rahul Jain  
B.Com., A.C.S.

Ref

Date.....

## Annexure 1: to the Secretarial Audit Report for the year 31<sup>st</sup> March, 2019

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

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

Place: Udaipur  
Date: 30.05.2019

Office No. 3, 1st Floor, Patel Bhawan, Opp. Sangam Vatika, CPS School Road, New Bhupalpura  
Udaipur-313001 (Raj.)

M.: 9314858454 Email : rahulsanghvi09@gmail.com



# GRANDMA TRADING & AGENCIES LTD.

Regd. Office: 501, 5<sup>th</sup> Floor, VV's Vintage Boulevard, Rajbhavan Rd, Somajiguda, Hyderabad 500082. Tel. No. 040 4014 8192; CIN: L99999TG1981PLC100740; Website: [www.grandmatradingagencies.com](http://www.grandmatradingagencies.com)

## ANNEXURE - E

### REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2019:

The Directors present the Company's Report on Corporate Governance for the year ended 31<sup>st</sup> March, 2019.

#### 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 4 (Four) Directors consisting of 3 (Three) 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 Director are 2 and 1 Managing Director. The Composition of Board is in conformity with Regulation 17 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 2018-19 four Board Meetings were held and the gap between two meetings did not exceed one hundred twenty days. Dates of the meetings were 30.05.2018; 14.08.2018; 14.11.2018 and 14.02.2019.

The details of composition of the Board, the attendance record of the Directors at the Board Meetings held during the financial year ended 31<sup>st</sup> March, 2019 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 Directorship and other Committee Memberships / Chairmanships#
		Board Meeting	AGM	
Mr. Pragyan Ojha	Executive	4	Yes	-
Mr. Prashanth Reddy	Non-Executive Independent	4	Yes	-
Ms. Vanjana Kumari	Non-Executive	4	Yes	(3) - 1



Dokiparthi	Independent			
Mr. Khagesh Kachhwal	Non - Executive	4	Yes	-

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

### 3. AUDIT COMMITTEE:

The Audit Committee comprises of three Directors and Mr. Prashanth Reddy 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 2017 - 18 are given herein below;

Sr. No.	Name of the Director	Position	Meeting attended
1.	Mr. Prashanth Reddy	Chairman	3
2.	Ms. Vanaja Kumari Dokiparthi	Member	4
3.	Mr. Pragyan Ojha	Member	2

#### 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. Khagesh Kumar Kachhwal 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 2018 - 19 and attendance are given below;

Name of Directors	Meeting held	No of Meeting attended
Mr. Khagesh Kumar Kachhwal	2	2
Ms. Vanaja Kumari Dokiparthi	2	2
Mr. Prashanth Reddy	2	1

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;
- 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 formulatc 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;
- Recommending to the Board, all remuneration, in whatever form, payable to senior management;
- 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 31<sup>st</sup> March, 2019 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. Khagesh Kachhwal as Chairman (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 Meeting attended
Mr. Khagesh Kachhwal	1	1
Mr. Pragyana Ojha	1	1

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

**Address:** 501, 5th Floor, VV's Vintage Boulevard, Rajbhavan Road, Somajiguda, Hyderabad - 500082;  
**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
2018	29.09.2018	12.00 Noon	501, 5th Floor, VV's Vintage Boulevard, Rajbhavan Rd, Somajiguda, Hyderabad - 500082	--
2017	30.09.2017	11.00 AM	3B, Plot No. 15, HACP Colony, Karkhana, Secunderabad - 500009, TG	--
2016	30.09.2016	11.00 AM	3B, Plot No. 15, HACP Colony, Karkhana, Secunderabad - 500009, TG	--

- b) The Company has not passed any Special Resolutions through Postal Ballot during the year 2018 - 19.

#### 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 except for delay filing of certain compliance.
- 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](http://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.

## 9. GENERAL SHAREHOLDERS INFORMATION:

### a. Annual General Meeting

Date and Time	: 30 <sup>th</sup> September, 2019 at 12:00 Noon
Venue	: 501, 5 <sup>th</sup> Floor, VV's Vintage Boulevard, Rajbhavan Road, Somajiguda, Hyderabad - 500082,
Dates of Book Closure	: 29 <sup>th</sup> September, 2019 to 30 <sup>th</sup> September, 2019

### b. Financial Calendar 2019 - 2020 (tentative):

Q1 Financial Results	: August, 2019
Q2 Financial Results	: November, 2019
Q3 Financial Results	: February, 2020
Annual Results for the year ended 31.03.2020	: May, 2020
Annual General Meeting for the year 2020	: Around September, 2020

### 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 not paid Annual Listing Fees as applicable, to the BSE for the financial year 2017-2018 and 2018-19.

Script Code Equity : 504369

ISIN:- EQUITY : INE927M01029

**d. Market Price Data:**

The monthly high / low market price of the shares during the year 2018-19 at the BSE Limited is as under:

Month	BSE Limited (BSE)	
	High (in Rs. per share)	Low (in Rs. per share)
April 2018	4.20	3.82
May 2018	3.75	3.54
June 2018	3.47	3.29
July 2018	3.23	3.05
August 2018	2.99	2.74
September 2018	2.69	2.45
October 2018	2.41	2.29
November 2018	2.25	2.21
December 2018	2.21	2.17
January 2019	2.17	2.17
February 2019	2.17	2.17
March 2019	2.17	2.17

**e. Registrar & Share Transfer Agents:**

Purva Sharegistry (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: support@purvashare.com; Website: [www.purvashare.com](http://www.purvashare.com)

**f. Distribution of Shareholding:** The distribution of shareholding as on 31<sup>st</sup> March, 2019 is given below:

Sr. No.	No of Equity Shares	No. of Shareholders	No. of Shares	% of Total shares
1.	Upto 5,000	1520	10,44,938	0.80
2.	5,001 - 10,000	56	4,43,274	0.34
3.	10,001 - 20,000	43	6,84,174	0.52
4.	20,001 - 30,000	24	6,28,132	0.48
5.	30,001 - 40,000	12	4,25,860	0.33
6.	40,001 - 50,000	12	5,71,977	0.44
7.	50,001 - 1,00,000	43	31,10,103	2.38
8.	1,00,001 & Above	143	12,36,91,542	94.71
	<b>TOTAL</b>	<b>1853</b>	<b>130,600,000</b>	<b>100.00</b>

**g. Dematerialisation of Shares and Liquidity:** The distribution of shareholding as on 31<sup>st</sup> March, 2019 is given below:

Particulars of Shares	Equity Shares of Rs.1/- each	
	Number	% of total
Dematerialised form		

NSDL	4,45,23,292	34.09%
CDSL	8,60,55,538	65.89%
<b>Sub Total</b>	<b>130,578,830</b>	<b>99.98%</b>
Physical form	21,170	0.02
<b>Total</b>	<b>130,600,000</b>	<b>100.00</b>

**h. Registered Office:** 501, 5<sup>th</sup> Floor, VV's Vintage Boulevard, Rajbhavan Rd, Somajiguda, Hyderabad 500082, Telangana **Email:** [grandmatrading@gmail.com](mailto:grandmatrading@gmail.com)

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

The website of the Company is [www.grandmatradingagencies.com](http://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) (Amendments) Regulations, 2018, 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.

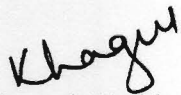
**d. Compliance Certificate by Auditors:** The Company has obtained a certificate from the Statutory Auditors regarding compliance of conditions of corporate governance as stipulated in SEBI (LODR) Regulation, 2015 which is annexed herewith.

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### 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 31.03.2019.

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

  
Khagesh Kachhwal  
Chairman  
DIN: 01771474

Place: Hyderabad  
Date: 30.05.2019

**DECLARATION BY THE MD / CFO –**  
Pursuant to Regulation 17 (8) as per SEBI (LODR) Regulation, 2015

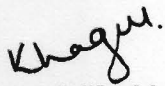
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The Board of Directors  
Grandma Trading and Agencies Limited

Dear Sirs,

I, Khagesh Kachhwal, Director of Grandma Trading and Agencies Limited hereby certify to the Board that:

- A.** I have reviewed Financial Statements and the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2019 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.** I 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.** I 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.

  
**Khagesh Kachhwal**  
Chairman  
DIN: 01771474



**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 31<sup>st</sup> March, 2019, as stipulated in the relevant provisions 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



(S.S. Rathli)  
Partner

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

Place: Mumbai  
Date: 30/05/2019



# GRANDMA TRADING & AGENCIES LTD.

Regd. Office: 501, 5<sup>th</sup> Floor, VV's Vintage Boulevard, Rajbhavan Rd, Somajiguda, Hyderabad 500082. Tel. No. 040 4014 8192; CIN: L99999TG1981PLC100740;  
Website: [www.grandmatradingagencies.com](http://www.grandmatradingagencies.com)

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## MANAGEMENT DISCUSSION AND ANALYSIS

**General:** Presented below is a discussion of the activities, results of operations and financial condition of Grandma Trading and Agencies Ltd. (the "Company") for the year ended 31<sup>st</sup> March, 2019. The management discussion and analysis ("MD&A") was prepared using information available as of (date on which the Reports were prepared) and should be read in conjunction with the Company's audited financial statements for the year ended 31<sup>st</sup> March, 2019 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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**INDEPENDENT AUDITOR'S REPORT**

To the Members of **Grandma Trading and Agencies Limited**

Report on the Audit of the Financial Statements

**Opinion**

We have audited the financial statements of **Grandma Trading and Agencies Limited** ("the **Company**"), which comprise the balance sheet as at 31<sup>st</sup> March 2019 and the statement of profit and loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 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 March 31, 2019, and its profit, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained are sufficient and appropriate to provide a basis for our opinion.

**Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion there on, and we do not provide a separate opinion on those matters.

In our opinion and according to the information and explanation given to us, there were no key audit matters which required to be reported.

**"Information Other than the Financial Statements and Auditor's Report Thereon"**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the management discussion and analysis, Board Report including Annexure to Boards Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We conclude that there is no material misstatement of other information.

#### **Responsibilities of Management Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate 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.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has



adequate internal financial controls system in place and the operating effectiveness of such controls

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. **However, future events or conditions may cause the Company to cease to continue as a going concern.**
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

1. 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, the Statement of Changes in Equity 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, 2019 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2019 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 the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. 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:
- 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 during the year ended March 31, 2019.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure "A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For M/s Gupta Saharia & Co.  
Chartered Accountants



A handwritten signature in black ink, appearing to read "S.S. Rathi".

(S.S. Rathi)  
Partner

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

Place: Mumbai  
Date: 30<sup>th</sup> May, 2019

## ANNEXURE-'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of the independent auditors' report of even date on the financial statements of the Company for the year ended 31<sup>st</sup> March, 2019)

- 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 31<sup>st</sup> March 2019.

Details of dues of Tax Deducted at Source have not been deposited as on March 31, 2019 are given below:

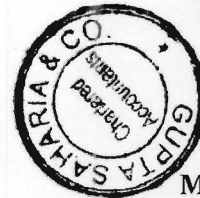
Name of the Statute	Nature of the Dues	Amount (in Rs.)	Period to which amount relates
Income Tax Act, 1961	Tax Deducted at Source	16,680	2017-18 and 2018-19

- 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.
- 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.

Place: Mumbai  
Date: 30<sup>th</sup> May, 2019

For M/s Gupta Saharia & Co.  
Chartered Accountants



*(Signature)*

(S.S. Rathi)  
Partner

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

## **ANNEXURE-'B' TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of the independent auditors' report of even date on the standalone financial statements of the Company for the year ended 31st March, 2019)

### **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 31<sup>st</sup> March, 2019 in conjunction with our audit of the Ind AS 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.

#### **Auditors' 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 Ind AS financial statements, whether due to fraud or error.

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 Ind AS 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 31<sup>st</sup> March, 2019, 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**



A handwritten signature in black ink, appearing to read "S.S. Rathi".

**(S.S. Rathi)  
Partner**

**Membership No.: 073373  
Firm Reg. No. 103446W**

**Place: Mumbai  
Date: 30<sup>th</sup> May, 2019**



**GRANDMA TRADING AND AGENCIES LIMITED**

(CIN: L99999TG1981PLC100740)

**BALANCE SHEET AS AT 31ST MARCH, 2019**

	PARTICULARS	Note No.	As At 31.03.2019	As At 31.03.2018
<b>A</b>	<b>ASSETS</b>			
1	<b>Non-current assets</b>			
	(a) Property, Plant and Equipment		-	-
	(b) Non - Current Financial Assets		-	-
	(c) Deferred tax assets (net)		-	-
	(d) Other non-current assets		-	-
	<b>Total - Non-current assets</b>		-	-
2	<b>Current assets</b>			
	(a) Inventories	2.1	36,543,054	36,543,054
	(b) Financial Assets			
	(i) Current Investments		-	-
	(ii) Current Trade receivables	2.2	39,567,481	39,567,481
	(iii) Cash and cash equivalents	2.3	35,430	34,587
	(v) Loans	2.4	110,056,191	108,664,701
	(c) Current Tax Assets (Net)	2.5	588,275	996,819
	(d) Other current assets		-	-
	<b>Total - Current assets</b>		<b>186,790,432</b>	<b>185,806,643</b>
	<b>TOTAL ASSETS (1 + 2)</b>		<b>186,790,432</b>	<b>185,806,643</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>			
1	<b>Equity</b>			
	(a) Equity Share capital	2.6	130,600,000	130,600,000
	(b) Other Equity	2.7	7,127,971	6,701,758
	<b>Total - Equity</b>		<b>137,727,971</b>	<b>137,301,758</b>
2	<b>LIABILITIES</b>			
I.	<b>Non-current liabilities</b>			
	<b>Total - Non-current liabilities</b>		-	-
II.	<b>Current liabilities</b>			
	(a) Current Financial Liabilities			
	(i) Borrowings	2.8	115,944	-
	(ii) Trade payables	2.9	46,897,851	46,603,001
	(iii) Other financial liabilities (other than those specified in item (c))		-	-
	(b) Other current liabilities	2.10	1,474,254	988,862
	(c) Provisions	2.11	574,412	913,022
	(d) Current Tax Liabilities (Net)		-	-
	<b>Total - Current liabilities</b>		<b>49,062,461</b>	<b>48,504,885</b>
	<b>Total Liabilities</b>		<b>49,062,461</b>	<b>48,504,885</b>
	<b>TOTAL EQUITY AND LIABILITIES (1 + 2)</b>		<b>186,790,432</b>	<b>185,806,643</b>

See accompanying notes forming part of the financial statements as under

Significant Accounting Policies and 1

Notes to Financial Statement 2

The Notes referred to above form and integral part of Statement of Balance Sheet

As per our report of even date

In terms of our report attached.

For M/s Gupta Saharia & Co.

Chartered Accountants

*(S.S. Rathi)*

(S.S. Rathi)

Partner

Membership No.: 73373

Firm Reg. No. 103446W



For and on behalf of the Board of Directors

*Khagun.*

(DIRECTOR)

DIN: 01771974

*Khagun.*

(DIRECTOR)

DIN: 07398924

Place : MUMBAI

Date : 30.05.2019

**GRANDMA TRADING AND AGENCIES LIMITED**

(CIN: L99999TG1981PLC100740)

**Profit and Loss Statement for the year ended 31st March, 2019**

Particulars		Note	For the year ended 31st March, 2019 Rs.	For the year ended 31st March, 2018 Rs.
1	<b>TOTAL INCOME</b>			
	Revenue from operations	2.12	-	-
	Other Income	2.13	1,553,996	1,306,487
	<b>Total Income</b>		<b>1,553,996</b>	<b>1,306,487</b>
2	<b>Expenses</b>			
	(a) Purchases of Stock in Trade	2.14	-	-
	(b) Changes in Inventories of Finished Goods	2.15	-	(0)
	(c) Employee benefits expenses	2.16	450,000	300,000
	(d) Depreciation and amortisation expenses		-	-
	(e) Other Expenses	2.17	509,090	551,927
	<b>Total Expenses</b>		<b>959,090</b>	<b>851,927</b>
3	<b>Total Profit / (Loss) before Exceptional items (1 - 2)</b>		<b>594,906</b>	<b>454,560</b>
	Exceptional items		-	-
4	<b>Net Profit / (Loss) before tax (3 - 4)</b>		<b>594,906</b>	<b>454,560</b>
5	<b>Tax expenses:</b>			
	(a) Provision for Income Tax		154,677	117,049
	(b) Prior years Income Tax		14,016	-
	(c) Deferred Tax		-	-
6	<b>Net Profit/(Loss) for the period (4 - 5)</b>		<b>426,213</b>	<b>337,511</b>
7	<b>Earnings per share (FV of Rs. 2/-):</b>			
	(a) Basic		0.01	0.01
	(b) Diluted		0.01	0.01

See accompanying notes forming part of the financial statements as under

Significant Accounting Policies and

1

Notes to Financial Statement

2

In terms of our report attached.

For M/s Gupta Saharia & Co.

For and on behalf of the Board of Directors

Chartered Accountants

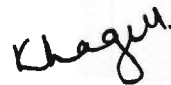


(S.S. Rathi)  
Partner

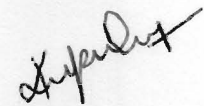
Membership No.: 73373

Firm Reg. No. 103446W





(DIRECTOR)  
DIN: 01771474



(DIRECTOR)  
DIN: 07398924

Place : MUMBAI

Date : 30.05.2019

**GRANDMA TRADING AND AGENCIES LIMITED**

(CIN: L99999TG1981PLC100740)

**Cash Flow Statement for the year ended 31st March, 2019**

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
	Amount Rs.	Amount Rs.
<b>A. Cash flow from Operating Activities</b>		
Net profit before taxation	594,906	454,560
<b>Adjustments for:</b>		
Preliminary expenses written off	0	0
Interest on income tax	0	0
<b>Operating profit before Working Capital changes</b>	<b>594,906</b>	<b>454,560</b>
<b>Changes in Working Capital</b>		
(Increase)/ decrease in Trade and Other Receivables	-982,946	-1,306,487
(Increase)/ decrease in Inventories	0	0
Increase/ (decrease) in Trade and Other Payables	896,186	684,032
Increase/ (decrease) in short term Provisions	-338,610	176,644
<b>Cash generated from operations</b>	<b>169,536</b>	<b>8,749</b>
Income Taxes (paid)/ refund	-168,693	-117,049
<b>Net cash inflow from/(outflow) from Operating Activities</b>	<b>843</b>	<b>-108,300</b>
<b>B. Cash flow from Investing Activities</b>	<b>0</b>	<b>0</b>
<b>Net cash inflow from/(outflow) from Investing Activities</b>	<b>0</b>	<b>0</b>
<b>C. Cash flow from Financing Activities</b>	<b>0</b>	<b>0</b>
<b>Net cash inflow from/(outflow) from Financing Activities</b>	<b>0</b>	<b>0</b>
<b>Net increase/(decrease) in Cash and Cash Equivalents</b>	<b>843</b>	<b>-108,300</b>
Opening Cash and Cash Equivalents	34,587	142,888
Closing Cash and Cash Equivalents	35,430	34,587

In terms of our report attached.

For GUPTA SAHARIA & CO.

*Rathi*  
(S.S. Rathi)  
Partner  
M. No. 073373



*Khargu*  
(DIRECTOR)  
DIN: 01771474

*Krupali*  
(DIRECTOR)  
DIN: 07398924

Place: MUMBAI  
Date: 30.05.2019

## **NOTE No. 1**

### **SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

#### **1. CORPORATE INFORMATION:**

Grandma Trading and Agencies Limited ("Company") is a Public Limited Company incorporated under the provisions of the Companies Act, 1956 on 28-01-1981. The Registered Office of the Company is situated at 501, 5th Floor, VV's Vintage Boulevard, Rajbhavan Road, Somajiguda, Hyderabad - 500082, Telangana. The equity shares of the Company are exclusively listed on the BSE Limited.

#### **2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS:**

The financial statements are prepared in accordance with and in compliance, in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read along with Companies (Indian Accounting Standards) Rules, as amended and other relevant provisions of the Act. The presentation of the Financial Statements is based on Ind AS Schedule III of the Companies Act, 2013.

#### **3. USE OF ESTIMATES:**

In preparing these Standalone financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Accounting estimates could change from period to period. Actual results may differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis and appropriate changes are made as management becomes aware of changes in circumstances surrounding the estimates. Revisions to accounting estimates are reflected in the period in which such changes are made and if material, their effects are disclosed in the financial statements.

#### **4. PROPERTY, PLANT AND EQUIPEMENT:**

Property, plant and equipment 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.

Depreciation on Property, plant and equipment 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 GST which is recoverable from the buyer.

**NOTE No. 1**

**SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

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.

**NOTE No. 1**

**SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

- 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 Inventories**

Particulars	As at 31 March, 2019	As at 31 March, 2018
	Rs.	Rs.
<b>INVENTORIES</b>		
Shares	54	54
Stock -in- Trade	36,543,000	36,543,000
	<b>36,543,054</b>	<b>36,543,054</b>

**Note 2.2 Trade receivables**

Particulars	As at 31 March, 2019	As at 31 March, 2018
	Rs.	Rs.
<b>TRADE RECEIVABLES</b>		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	39,567,481	39,567,481
Less: Provision for doubtful trade receivables	-	-
<b>Total</b>	<b>39,567,481</b>	<b>39,567,481</b>

**Note 2.3 Cash and cash equivalents**

Particulars	As at 31 March, 2019	As at 31 March, 2018
	Rs.	Rs.
<b>Cash and Cash Equivalents</b>		
(a) Cash In hand	5,277	7,369
(b) Balance with Banks		
In Current Accounts	30,153	27,218
	<b>35,430</b>	<b>34,587</b>

**Note 2.4 Short-term loans and advances**

Particulars	As at 31 March, 2019	As at 31 March, 2018
	Rs.	Rs.
<b>Loans &amp; Advances</b>		
(Unsecured & considered good)		
Inter-corporate deposits	110,056,191	108,664,701
	<b>110,056,191</b>	<b>108,664,701</b>

**Note 2.5 Other Current Assets**

Particulars	As at 31 March, 2019	As at 31 March, 2018
	Rs.	Rs.
<b>CURRENT ASSETS (NET)</b>		
TDS For A.Y. 2019 - 2020	155,399	-
TDS For A.Y. 2018 - 2019	130,649	130,649
TDS For A.Y. 2017 - 2018	302,227	302,227
TDS For A.Y. 2016 - 2017	-	563,943
	<b>588,275</b>	<b>996,819</b>

**GRANDMA TRADING AND AGENCIES LIMITED**

Notes forming part of the financial statements

**Note 2.6 Share capital**

Particulars	As at 31 March, 2019		As at 31 March, 2018	
	Number of shares	Rs.	Number of shares	Rs.
<b>Authorised Capital</b>				
Equity shares of Re 1/- each with voting rights	160,000,000	160,000,000	160,000,000	160,000,000
<b>Issued, Subscribed and Paid up Capital</b>				
Equity shares of Re 1/- each with voting rights	130,600,000	130,600,000	130,600,000	130,600,000
<b>Total</b>	<b>130,600,000</b>	<b>130,600,000</b>	<b>130,600,000</b>	<b>130,600,000</b>

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

Particulars	Opening Balance	Addition	Opening Balance	Addition
<b>Equity shares with voting rights</b>				
<b>Year ended 31 March, 2019</b>				
- Number of shares	130,600,000	-	130,600,000	-
- Amount (₹)	130,600,000	-	130,600,000	-
<b>Year ended 31 March, 2018</b>				
- Number of shares	130,600,000	-	130,600,000	-
- Amount (₹)	130,600,000	-	130,600,000	-

**(ii) 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.

- In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amount, in proportion to the shareholding. However, no such preferential amount exist currently.

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

Class of shares / Name of shareholder	As at 31 March, 2019		As at 31 March, 2018	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity shares with voting rights</b>				
Mr. Bharat Jain	10,277,000	7.87%	10,277,000	7.87%

Note. 2.7 Other Equity

Particulars	Reserves and Surplus		Items of other	Total
	General reserve	Retained earnings	Actuarial Gain/ (Loss)	
Balance at April 1, 2018	6,701,758		-	6,701,758
Profit for the year	426,213		-	426,213
Other comprehensive income for the year, net of income tax		-	-	
Balance at March 31, 2019	7,127,971	-	-	7,127,971

Particulars	Reserves and Surplus		Items of other comprehensive income	Total
	General reserve	Retained earnings	Actuarial Gain/ (Loss)	
Balance at April 1, 2017	6,364,247		-	6,364,247
Profit for the year	337,511		-	337,511
Other comprehensive income for the year, net of income tax		-	-	
Balance at March 31, 2018	6,701,758	-	-	6,701,758

**Note 2.8 Borrowing**

Particulars	As at 31 March, 2019	As at 31 March, 2018
	Rs.	Rs.
<b>Current - Unsecured Loans</b>		
From Others	60,000	-
From Directors	55,944	-
	<b>115,944</b>	<b>-</b>

**Note 2.9 Trade Payable**

Particulars	As at 31 March, 2019	As at 31 March, 2018
	Rs.	Rs.
<b>Current Trade Payable</b>		
total outstanding dues of Micro and small enterprise	-	-
total outstanding dues of creditors other than Micro and small enterprise	46,897,851	46,603,001
	<b>46,897,851</b>	<b>46,603,001</b>

**Note 2.10 Other Current Liabilities**

Particulars	As at 31 March, 2019	As at 31 March, 2018
	Rs.	Rs.
<b>OTHER CURRENT LIABILITIES</b>		
Audit Fees Payable	80,200	56,600
Professional fees payable	42,760	42,760
Employee Benefits	900,000	450,000
Filing Fee Payable	24,018	17,406
Advertising fees payable	10,596	10,596
TDS payable	16,680	11,500
Other Payable	400,000	400,000
	<b>1,474,254</b>	<b>988,862</b>

**Note 2.11 Short-term provisions**

Particulars	As at 31 March, 2019	As at 31 March, 2018
	Rs.	Rs.
<b>PROVISIONS</b>		
Provision for Taxes A.Y. 2018-19	154,677	-
Provision for Taxes A.Y. 2018-19	117,049	117,049
Provision for Taxes A.Y. 2017-18	183,240	183,240
Provision for Taxes A.Y. 2016-17	-	549,927
RTA charges payable	119,446	62,806
	<b>574,412</b>	<b>913,022</b>

GRANDMA TRADING AND AGENCIES LIMITED  
NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 2.12 Revenue from Operation

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
Revenue from Operation		
Sale of Traded Goods	0	0
Total	0	0

Note 2.13 Other income

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
Interest income		
Interest on Short term loans and advances	1,553,996	1,306,487
Interest on Income Tax	0	0
Total	1,553,996	1,306,487

Note 2.14 Purchase Stock in Trade

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
Purchase of Stock in Trade	0	0
Total	0	0

Note 2.15 Changes in Inventories

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
Inventories at the end of the year	36,543,054	36,543,054
Inventories at the beginning of the year	36,543,054	36,543,054
Net Increase/Decrease	0	0

Note 2.16 Employee benefits expense

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
Salaries and wages	450,000	300,000
Total	450,000	300,000

Note 2.17 Other expenses

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
Advertising Charges	0	8,736
Audit Fees	23,600	23,600
Custody Fees	53,100	119,166
E-voting Charges	5,750	11,800
Filing Fees	7,212	4,221
Listing Fees & Stock Exchange Charges	295,000	287,500
Printing and stationery	21,275	10,000
Professional Fees Paid	0	8,260
Share Transfer and Agent Fees	56,640	56,906
Staff welfare expenses	15,827	0
Travelling and conveyance	12,645	0
Miscellaneous Expenses	18,041	21,738
Total	509,090	551,927

GRANDMA TRADING AND AGENCIES LIMITED  
NOTES FORMING PART OF THE FINANCIAL STATEMENTS

**Note 2.12 Revenue from Operation**

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
<b>Revenue from Operation</b>		
Sale of Traded Goods	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Note 2.13 Other income**

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
<b>Interest income</b>		
Interest on Short term loans and advances	1,553,996	1,306,487
Interest on Income Tax	0	0
<b>Total</b>	<b>1,553,996</b>	<b>1,306,487</b>

**Note 2.14 Purchase Stock in Trade**

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
Purchase of Stock in Trade	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Note 2.15 Changes in Inventories**

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
Inventories at the end of the year	36,543,054	36,543,054
Inventories at the beginning of the year	36,543,054	36,543,054
<b>Net Increase/Decrease</b>	<b>0</b>	<b>0</b>

**Note 2.16 Employee benefits expense**

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
Salaries and wages	450,000	300,000
<b>Total</b>	<b>450,000</b>	<b>300,000</b>

**Note 2.17 Other expenses**

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rs.	Rs.
Advertising Charges	0	8,736
Audit Fees	23,600	23,600
Custody Fees	53,100	119,166
E-voting Charges	5,750	11,800
Filing Fees	7,212	4,221
Listing Fees & Stock Exchange Charges	295,000	287,500
Printing and stationery	21,275	10,000
Professional Fees Paid	0	8,260
Share Transfer and Agent Fees	56,640	56,906
Staff welfare expenses	15,827	0
Travelling and conveyance	12,645	0
Miscellaneous Expenses	18,041	21,738
Bank Charges	2,065	3,518
Interest on TDS	0	45
Postage and courier charges	13,852	0
Telephone Expenses	0	10,700
Website Expenses	0	7,475
Interest on E-voting Charges	2,124	-
<b>Total</b>	<b>509,090</b>	<b>551,927</b>



**GRANDMA TRADING AND AGENCIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS:**

**18. 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.

**19. 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.

**20. 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.

**21. EARNINGS PER SHARE:**

PARTICULARS	2018 - 19	2017 - 18
Net Profit / (Loss) as attributable to Equity Shareholders	426,213	337,511
Number of Equity shares outstanding during the year	130,600,000	130,600,000
Earnings per share Basic and Diluted	0.01	0.01
Nominal Value of an equity share	Re.1/-	Re.1/-

**22. AUDITOR'S REMUNERATION:**

PARTICULARS	2018 - 19	2017 - 18
Statutory Audit Fees	23,600	23,600
<b>Total</b>	<b>23,600</b>	<b>23,600</b>

**23. RELATED PARTIES DISCLOSURE:**

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

- 24.** 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.

- 25.** Details of Companies as required to be given under section 186(4) of the Companies Act, 2013 are forming part of the financial statements.

**26. FOREIGN CURRENCY EXPOSURE:**

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

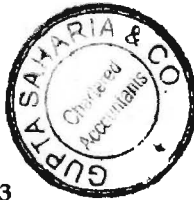
**GRANDMA TRADING AND AGENCIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS:**

27. There was no amount due as on 31st March, 2019 as reported to us from/to Micro, small & Medium Enterprises as per MSMED Act, 2006.
28. There is no amount due and outstanding to be credited to Investors Education & Protection Fund.
29. 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

*S.S. Rath*

S.S. Rath  
Partner  
M. No. : 073373



Place: MUMBAI  
Date: 30.05.2019

For and on behalf of Board of Directors

*Khagur*

DIRECTOR  
DIN: 01771474

*Khagur*

DIRECTOR  
DIN: 07398924



# GRANDMA TRADING & AGENCIES LTD.

**Regd. Office:** 501, 5<sup>th</sup> Floor, VV's Vintage Boulevard, Rajbhavan Rd, Somajiguda, Hyderabad 500082. **Tel. No.** 040 4014 8192; **CIN:** L99999TG1981PLC100740; **Website:** [www.grandmatradingagencies.com](http://www.grandmatradingagencies.com)

## 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]

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: \_\_\_\_\_

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 Monday, 30<sup>th</sup> September 2019 at 12.00 Noon at 501, 5<sup>th</sup> Floor, VV's Vintage Boulevard, Rajbhavan Rd, Somajiguda, Hyderabad TG 500082 and at adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolution	For	Against
<b>ORDINARY BUSINESS</b>			
1.	Adoption of Financial Statements and report thereon for the year ended 31.3.2019		
2.	Re-appointment of Mr. Khagesh Kachhwal, as Director who retire by rotation		
3.	Re-appointment of M/s. Gupta Saharia & Co. as Auditors of the Company for 2 <sup>nd</sup> term		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Affix  
Revenue  
Stamp

.....  
Signature of shareholder

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

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



# GRANDMA TRADING & AGENCIES LTD.

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**Website:** [www.grandmatradingagencies.com](http://www.grandmatradingagencies.com)

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## Attendance Slip

I / We hereby record my/our presence at the 38<sup>th</sup> Annual General Meeting of the Company held on Monday, 30<sup>th</sup> September, 2019 at 12:00 Noon at 501, 5th Floor, VV's Vintage Boulevard, Rajbhavan Rd, Somajiguda, Hyderabad - 500082, 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.