

# Grandma Trading and Agencies Limited

**Regd. Off.:** Office No. 5, 66 Nanavati Mansion, Abdul Rehman Street, 26, Pydhonie, Mumbai - 400003, Maharashtra  
**Corp. Off.:** Plot No. 5, 2<sup>nd</sup> Floor, 2B – M. S. Nilayam, HACP Colony, Karkhana, Secunderabad – 500 009, Telangana  
**Tel:** 022: 2344 4445; **Email:** grandmatrading@gmail.com; **CIN:** L99999MH1981PLC023767

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## NOTICE OF POSTAL BALLOT [Pursuant to Section 110 of the Companies Act, 2013]

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules made under Companies (Management and Administration) Rules, 2014, to transact the business mentioned in the Resolutions appended to these notice to be passed by way of Postal Ballot / E-voting. The relevant Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration. The Board of Directors has appointed Mr. Shreyans Kumar Jain, Practising Company Secretary as the Scrutinizer to scrutinize the Postal Ballot and e-voting process in a fair and transparent manner.

You are requested to read the instructions printed in the accompanying Postal Ballot Form and return the same along with assent (**FOR**) or dissent (**AGAINST**) in appropriate place, in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer before the close of working hours 15.06.2015 at 5.30 pm.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions to the Notice. Reference to Postal Ballot(s) in this Notice include vote received electronically.

Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman of your Company. The combined results of the e-voting and Postal Ballot will be announced by the Chairman of the Company on 16.06.2015 at the Registered Office of the Company. The declaration / announcement of the results by the Chairman as stated above shall be treated as declaration of results at a meeting of the members as per the provisions of the Companies Act, 2013 and applicable Rules thereunder. After the above declaration, the results will be intimated to the stock exchanges, where the Company’s shares are listed and will be displayed at the Company’s website viz., [www.grandmatrading.com](http://www.grandmatrading.com).

### **PROPOSED RESOLUTION:**

#### **ITEM NO. 1 - APPROVAL UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** in supersession of the resolutions passed and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of Company be and is hereby accorded to the Board of

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Directors of the Company for borrowing from time to time any sum or sums of money (apart from temporary loans obtained or to be obtained from the bankers of the Company in the ordinary course of business) which may exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the maximum amount of the moneys so borrowed by the Board shall not at any time exceed the limit of Rs.150 Crores (Rupees One Hundred and Fifty Crores).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to take from time to time all decisions and such steps as may be necessary and to do all such acts, deeds and things as deem fit, necessary or appropriate."

## **ITEM NO. 2 – APPROVAL UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** in supersession of the resolution(s) passed and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors for creation of mortgage and/or charge by the Board of Directors, of all the immovable and movable properties of the Company wherever situated, present and future of every nature and kind whatsoever and the undertaking of the Company together with the power to take over the business or undertaking of the Company and conferring power to enter upon and take possession of the assets of the Company in certain events, to or in favour of Banks, Financial Institutions or other Bodies Corporate (collectively referred to as "the Lenders") to secure the borrowings aggregating to Rs.150 Crores (Rupees One Hundred Fifty Lacs Only) in terms of Section 180 (1)(c) of the Companies Act, 2013 together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption, guarantee commission, costs, charges, expenses and other monies including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange of foreign currencies involved payable by the Company to the Lenders under their respective Loan Agreements / Subscription Agreement entered into/to be entered into by the Company in respect of the said borrowings.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to execute all such deeds, documents, instruments and writings, as may be necessary for creating the aforesaid hypothecations / mortgages / and / or charges and to do all such acts, deeds and things as may be necessary, desirable or expedient to give effect to the above resolution."

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## ITEM NO. 3 - APPROVAL FOR SHIFTING OF REGISTERED OFFICE FROM THE STATE OF MAHARASHTRA TO THE STATE OF TELANGANA AND ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 12 and 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and subject to approval of the Central Government and subject to such other permission(s), sanction(s) or approval(s) as may be required, the consent of the members is be and hereby accorded for shifting of Registered office of the Company from the State of Maharashtra to the State of Telangana.

**RESOLVED FURTHER THAT** clause II of the Memorandum of Association of the Company be substituted with the following new clause:

II. The registered office of the Company will be situated in the State of Telangana.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised, severally, to sign and file the necessary petition, application(s), documents and all other annexure and to execute any affidavit/declaration approving /verifying the application and to take such other steps as may be necessary in this regard including to agree to such conditions as may be imposed by the Central Government and other authorities, if any and to settle any question that may arise in this regard.

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

**Date: 11.05.2015  
Place: Mumbai**

**Sd/-  
Bharat Jain  
Director  
DIN: 00274276**

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## Notes:

- I. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposed Resolutions at item nos. 1 to 3 is annexed hereto.
- II. The Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on Friday, May 8, 2015.
- III. In compliance of the provisions of Section 108, 110 of the Companies Act, 2013 and the rules of the Companies (Management and Administration) Rules, 2014, and clause 35B of the Listing Agreement, the Company is pleased to provide its Members the facility to exercise their right to vote on the postal ballot through the Electronic Voting (e-voting) Services provided by Central Depository Services Limited (CDSL). E-voting is available from 16.05.2015 to 15.06.2015. Members are requested to refer to instructions for e-voting, appended to this Notice.
- IV. As per Section 110 of the Act, read with Rules of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Shareholders through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot alongwith physical Form through courier / post. Member who have received Postal Ballot Notice by email and who wish to vote through physical Form may do so by requesting Company or downloading the Form from the Company's website [www.grandmatrading.com](http://www.grandmatrading.com).
- V. Members can opt for only one mode of voting i.e. either by Ballot or through e-voting. In case you are opting for voting by Ballot then please do not cast your vote by e-voting and *vice - versa*. In case members cast their votes both by Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Ballot shall be considered invalid.
- VI. Members who have not registered their e-mail ID are requested to register the same with the Company's Registrar and Transfer Agent / Depositories in order to receive the Company's Annual Report and other communications electronically.
- VII. **PROCESS FOR SHAREHOLDERS OPTING FOR E-VOTING:**
  - a) **In case of members receiving Postal Ballot Form by e-mail:**
    - (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
    - (ii) Click on "Shareholders" tab.

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

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

- (vii) After entering these details appropriately, click on "SUBMIT" tab.

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- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <GRANDMA TRADING AND AGENCIES LIMITED> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non individual Shareholders and Custodians :
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate and Custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**b) In case of members receiving the physical copy of the Postal Ballot Form:**

- a. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- b. The voting period begins on 16.05.2015 at 9.30 am and ends on 15.06.2015 at 5.30 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on date 8.05.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholders, the shareholders shall not be allowed to change it subsequently.
- c. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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## Explanatory Statements Pursuant to Section 102 of the Companies Act, 2013

The following Explanatory Statement sets out all the material facts relating to the items specified in Notice of Postal Ballot as above.

### Item No. 1 and 2:

The Board of Directors of the Company at its meeting held on April 10, 2015 has approved to venture into and take up business activities pertaining to deal in all kinds of agricultural, horticultural and farm produce and products including seeds, fruits and preparation of any nature or description etc. for which the Company will utilise its own internal resources and has also approached the Banks and Financial Institution for credit facilities etc.

In terms of provisions of clause (c) of sub-section (1) of Section 180 of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the members, borrow by way of loans, advances, deposits, guarantee or otherwise any sum of money, along with any money already borrowed, exceeding the aggregate of its paid-up share capital and free reserves i.e. reserves not set apart for specific purpose and further to make borrowings the company is required to mortgage and / or create charge in favour of Lenders or to otherwise dispose off any of the property of the company in terms of clause (a) of sub-section (1) of Section 180 of the Companies Act, 2013 also required to take approval of members.

Therefore, the Board of Directors of the Company seek your approval by Special Resolution to borrow by way of loan or otherwise, a sum upto Rs. 150 Crores (Rupees One Hundred Fifty Crores Only) from Banks, Financial Institutions or otherwise and to create charge in favour of lenders upto the limit of aforesaid amount.

The Board therefore recommends the Resolutions as set out at item no. 1 and 2 of this Notice for the approval of the members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 1 and 2 of the Notice.

### Item No.3

Presently the Registered office of the Company is situated in the state of Maharashtra.

The Board of Directors of the Company at its meeting held on April 10, 2015 has considered and approved shifting of Registered office from the State of Maharashtra to the State of Telangana after taking into consideration the following factors;



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- the Company's business activities pertaining to agricultural, horticultural and farm produce and products including seeds, fruits and related preparation is carried out and situated in the state of Telangana.
- Several critical projects planned to be implemented with a view to achieve long term sustainability of the Company's operation are also proposed to set up in the state of Telangana.
- The Company would be in a position to carry on its business more economically and efficiently by shifting its registered office to the state of Telangana.
- Apart from achieving the saving in costs, shifting of registered office would enable the Company effective and efficient management control and supervision.

In terms of the provisions of Section 12 and 13 of the Companies Act, 2013, shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association necessitate the approval of Members and approval from the Central Government.

The Board recommends the Resolution as set out at Item No. 3 for approval of the members by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution.

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

**Date:** 11.05.2015

**Place:** Mumbai

**Sd/-  
Bharat Jain  
Director  
DIN: 00274276**