

# 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/SE/2022-23  
September 07, 2022

To,  
**Department of Corporate Services,  
BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

**Scrip ID: GRANDMA  
Scrip Code: 504369**

**Sub.: Submission of Notice of the 41<sup>st</sup> Annual General Meeting (AGM) to be held on  
September 30, 2022**

**Ref: Regulation 30 of Securities and Exchange Board of India (Listing Obligation and  
Disclosure Requirements) Regulations, 2015**

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Dear Sir,

This is with reference to notice of 41<sup>st</sup> Annual General Meeting of the Company, which is scheduled to be held on Friday, 30<sup>th</sup> September, 2022 at 09.30 A.M. A copy of the notice of the Annual General Meeting is being sent to all the shareholders whose e-mail addresses are registered with the Company.

You are kindly requested to take note of the above.

Thanking you,

Yours Faithfully,  
For **Grandma Trading & Agencies Ltd.**

SONAL MANSUKHLAL  
NAKUM

Digitally signed by SONAL  
MANSUKHLAL NAKUM  
Date: 2022.09.07 10:44:08  
+05'30'

**Sonal Nakum  
Company Secretary and Compliance Officer**

**Encl: a/a**

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 41<sup>ST</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GRANDMA TRADING AND AGENCIES LIMITED ('THE COMPANY') WILL BE HELD ON FRIDAY, 30<sup>TH</sup> SEPTEMBER, 2022 AT 09:30 A.M. AT FLAT NO. 202, 12-2-417, SHARADANAGAR, MEHDIPATNAM, HYDERABAD, TELANGANA 500067, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

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**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2022 and the reports of Board of Directors and the Auditors thereon.

2. **APPOINTMENT OF A DIRECTOR IN PLACE OF ONE RETIRING BY ROTATION**

To appoint a Director in place of Mr. Abhishek Ashar (DIN: 01712633) who retires by rotation and being eligible, offers himself for reappointment.

**SPECIAL BUSINESS:**

3. **APPOINTMENT OF MR. ABHISHEK DEEPAKBHAI ASHAR (DIN: 08565712) AS WHOLE TIME DIRECTOR:**

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 196, 197, 203 and any other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Act, including any statutory modification(s) or re-enactment thereof, consent of the members be and is hereby accorded to the appointment of Mr. Abhishek Deepakbhai Ashar (DIN: 08565712) as a Whole-time Director of the Company, for a period of 3 years with effect from 1<sup>st</sup> July, 2022 to 30<sup>th</sup> June, 2025 on the remuneration as may be approved by the Board of Directors subject to a maximum remuneration of ₹ 6,00,000/- (Rupees Six lakh only) per annum and on such terms and conditions as set out in the explanatory statement attached hereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution."

4. **APPOINTMENT OF MR. AYYALASOMAYAJULA SRINIVAS (DIN: 05271604) AS A DIRECTOR:**

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 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 for the time being in force (including any statutory modification(s) or re-enactment thereof), Mr. Ayyalasomayajula Srinivas (DIN: 05271604) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 25<sup>th</sup> August, 2022, and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Act and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution.”

**5. APPROVAL FOR INCREASE IN THE BORROWING POWERS 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 the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, approval of members be and is hereby accorded to borrow any sum or sums of money from time to time, for the purpose of the Company on such terms and conditions and with or without security as the Board of Directors may in its discretion think fit, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s Banker in the ordinary course of Business) may exceed the aggregate paid up share capital of the Company and its free reserves provided however that the total borrowings outstanding at any one time including the monies already borrowed shall not exceed a sum of Rs.10,00,00,000 (Rupees Ten Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Directors be and is hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such acts, deeds, matters, things, including filing necessary forms with Registrar of Companies, as it may, in its absolute discretion deem necessary, proper or requisite.”

By order of the Board  
For Grandma Trading and Agencies Limited

Sd/-  
Sonal Nakum  
Company Secretary and Compliance Officer  
M. No. A66793

Place: Mumbai  
Date: 25/08/2022

**NOTES:**

1. 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.
2. The Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the Items No. 3, 4 and 5 and the Special Business given in the Notice of the Annual General Meeting (AGM), the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Clause 1.2.5 of the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment / re-appointment as a Director at this AGM is furnished as Annexure - A to the Notice
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 26, 2022 to Friday, September 30, 2022 (both days inclusive).
4. Members / proxies should fill the attendance slip for attending the meeting.
5. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting.
6. All members are requested to intimate changes, if any, in their registered address, immediately to the Registrar & Transfer Agents, Purva Sharegistry (India) Private Limited or to their depository participants in case shares are held in depository form.
7. 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.
8. The Securities and Exchange Board of India (SEBI) vide has mandated the submission of Permanent Account Number (PAN) and other KYC details by every participant in securities market. Members are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and other details to the Company / RTA.
9. Corporate members are requested to send a duly certified copy of the resolution authorizing their representatives to attend and vote at the meeting.

10. In terms of the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 and Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is providing the facility to its members as on cut-off date, being Friday, 23<sup>rd</sup> September, 2022 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Details of the process and manner of remote e-voting along with the User ID and Password are being mentioned herein below.

**11. The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on **Tuesday, 27<sup>th</sup> September, 2022 at 9.00 a.m. IST** and ends on **Wednesday, 29<sup>th</sup> September, 2022 at 5.00 p.m. IST** during this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 23<sup>rd</sup> September, 2022**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members who have cast their vote by e-voting may also attend the meeting but shall not be entitled to cast their vote again. The facility for voting through e-voting voting system shall be also made available during the Meeting.
- (iii) The Company has engaged the services of Central Depository Services Limited ("CDSL") as the agency to provide e-voting facility.
- (iv) Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
- (v) The Board of director of the Company has appointed CS Shreyans Jain, Practicing Company Secretary, as Scrutinizer to scrutinize the e - voting process in a fair and transparent manner and he has communicated his consent to be appointed as Scrutinizer.

**i. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**

**A. Applicable only for Individual members holding securities in Demat form.**

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual members holding securities in Demat mode are allowed to vote through their demat accounts/ websites of Depositories/Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

**I. Individual Members (holding securities in demat mode) login through Depository Login method for Individual members holding securities in demat mode is given below:**

1. Existing user who have opted for Easi / Easiest

- i. URL: <https://web.cdslindia.com/myeasi/home/login> or URL: [www.cdslindia.com](http://www.cdslindia.com)

- ii. Click on New System Myeasi
  - iii. Login with user id and password.
  - iv. Option will be made available to reach eVoting page without any further authentication.
  - v. Click on e-Voting service provider name to cast your vote.
2. User not registered for Easi/Easiest
- i. Option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
  - ii. Proceed with completing the required fields.
3. By visiting the e-Voting website of CDSL
- i. URL: [www.cdslindia.com](http://www.cdslindia.com)
  - ii. Provide demat Account Number and PAN No.
  - iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account

After successful authentication, user will be provided links for the respective ESP where the eVoting is in progress.

- II. Individual Members (holding securities in demat mode) login through their depository participants.

Individual Member can also login using the login credentials of his/her demat account through his/her Depository Participant registered with CDSL for e-Voting facility. Once login, the member will be able to see e-Voting option. Click on e-Voting option the member will be redirected to CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and the member will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.

**Help lines for login issues:**

Members can use the following helplines of CDSL to retrieve User ID/ Password in case they forget User ID and Password:

**Members facing any technical issue- CDSL:**

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 or 22-23058542-43/1800225533.

**B. Applicable for Non-Individual members and members holding shares in physical form**

Non-individual shareholders viz Mutual Funds, Foreign Portfolio Investors, Banks/Financial Institutions, Insurance Companies, Bodies Corporates etc. and shareholders holding physical shares can directly login through [www.cdslindia.com](http://www.cdslindia.com)

for casting votes during the e-voting period. Procedure and Instructions for remote e-voting are as under:

- a. Initial password is provided in the body of the email.
- b. Launch internet browser and type the URL: [www.cdslindia.com](http://www.cdslindia.com) in the address bar.
- c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with [www.cdslindia.com](http://www.cdslindia.com) for e-voting, use your existing User ID and password for casting your votes.
- d. After entering the details appropriately, click on LOGIN.
- e. You will reach the password change menu wherein you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. You need to login again with the new credentials.
- g. On successful login, the system will prompt you to select the EVENT i.e. Planters Polysacks Limited.
- h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- i. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- j. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- k. Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at [shreyanscs@gmail.com](mailto:shreyanscs@gmail.com) with a copy marked to [grandmatrading@gmail.com](mailto:grandmatrading@gmail.com) on or before 5 PM of 29<sup>th</sup> September, 2022.

12. The Scrutinizer shall immediately after the conclusion of AGM verify and count the votes casted at AGM and unblock the votes of e-voting in the presence of at least two (2) witnesses who are not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
13. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company, [www.evotingindia.com](http://www.evotingindia.com) i.e. service provider within prescribed period and submitted to the Stock Exchange.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, January 15, 2021 and May 13, 2022, Notice of the AGM along with Annual Report 2021-22 is being sent only through electronic mode to those Members whose email address are registered with the Company / Depository Participants. Member may note that the Notice of AGM and the Annual Report 2021-22 has been uploaded on the website of the Company. The Notice can also be assessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com)



**ANNEXURE FORMING PART OF THE NOTICE**

(Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013)

This Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

**ITEM NO. 3:**

In view of requirements of provisions of Section 203 of the Companies Act the Board of Directors on the recommendation of the Nomination & Remuneration Committee, at its meeting held on 01<sup>st</sup> July, 2022, approved the appointment of Mr. Abhishek D. Ashar as a Whole-time Director for a period of 3 years with effect from 1<sup>st</sup> July, 2022 to 30<sup>th</sup> June, 2025, subject to the approval of the Members. Mr. Ashar is also designated as Chief Financial Officer of the Company.

Mr. Abhishek D. Ashar possesses requisite knowledge, experience and skill for the position of director. As required under Regulation 36 of the SEBI Listing Regulations, his brief resume is furnished and forms part of this Notice.

Mr. Abhishek D. Ashar has conveyed his consent to act as a Director of the Company and has made the necessary disclosures and declarations. Mr. Abhishek D. Ashar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI).

The present terms and conditions of appointment of Mr. Abhishek D. Ashar, as approved by the Board of Directors upon recommendation of the Nomination & Remuneration Committee, are as under:

Remuneration of Mr. Abhishek D. Ashar will be so fixed by the Board of Directors from time to time after taking into account the recommendations of the Nomination & Remuneration Committee, such that the salary and the aggregate value of all perquisites and allowances shall not exceed the overall ceiling on remuneration approved by the Members in General Meeting. Your Directors have recommended a ceiling on remuneration of ₹ 6,00,000/- (Rupees Six Lakh only) per annum.

Your Directors recommend the Resolution at Item No. 3 for approval by the Members by way of Ordinary Resolution.

Except Mr. Abhishek Asher and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the Resolution set out at Item No. 3 of the Notice.

**ITEM NO. 4:**

In order to broad base the Board on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 25<sup>th</sup> August, 2022, approved the appointment of Mr. Ayyalasomayajula Srinivas as an Additional Director of the Company with effect from 25<sup>th</sup> August, 2022 and he holds office upto the date of this 41<sup>st</sup> Annual General Meeting pursuant to the provisions of Section 161(1) of the Companies Act, 2013.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Ayyalasomayajula Srinivas for the office of Director of the Company. Mr. Ayyalasomayajula Srinivas has conveyed his consent to act as a Director of the Company. Mr. Ayyalasomayajula Srinivas is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority.

Accordingly, it is proposed to appoint Mr. Ayyalasomayajula Srinivas as a Director of the Company, liable to retire by rotation. The approval of the Members is sought for the appointment of Mr. Ayyalasomayajula Srinivas as a Director of the Company.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Notice.

Your Directors recommend the Resolution at Item No. 4 for approval by the Members by way of Ordinary Resolution.

Except Mr. Ayyalasomayajula Srinivas and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the Resolution set out at Item No. 4 of the Notice.

**ITEM NO. 5:**

In terms of the provisions of Section 180(1) (c) of the Companies Act, 2013, the Board of Directors of a company cannot borrow monies (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital and free reserves, except with the consent of the Company in General Meeting by a special resolution.

In view of the increased working capital needs of the Company, the Company anticipated the fund requirement which may substantially grow by approximately Rs.10,00,00,000 which will exceed the limit mentioned under Section 180(1)(c). Therefore, the consent of the Members by way of special resolution is sought under Section 180(1) (c) of the Companies Act, 2013, for increasing the borrowing limit up to the Rs.10,00,00,000 (Rupees Ten Crores only) to cover the further requirement of borrowings.

The Board of Directors of the Company at its Meeting held on 25 August, 2022 has approved the above proposal and recommends the passing of the proposed Special Resolution as contained in the Notice, by Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives may deem to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice except to the extent of their shareholding in the Company, if any.

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

**Sd/-  
Sonal Nakum  
Company Secretary and Compliance Officer  
M. No. A66793**

**Place: Mumbai  
Date: 25/08/2022**

**Annexure - A**

Pursuant to Regulations 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard - 2, the details of the Director proposed to be re-appointed at the ensuing Annual General Meeting are given below:

<b>Name of the Director</b>	<b>Mr. Abhishek Deepakbhai Ashar</b>	<b>Mr. A. Srinivas</b>
DIN	08565712	05271604
Date of Birth & Age	17 <sup>th</sup> November, 1994; 27 years	08 <sup>th</sup> December, 1968; 53 years
Date of 1 <sup>st</sup> Appointment on the Board	12 <sup>th</sup> June, 2020	25 <sup>th</sup> August, 2022
Qualification	-	Chartered Accountant
Experience (including Expertise in Specific Functional Area)/ Brief Resume	Mr. Abhishek having 4 years' experience in celebrity manager, client manager and as a sales manager.	Mr. A. Srinivas is a Graduate from Kolkata University, and has experience and expertise in the field of capital market and knowledge of financial and accounting.
Terms and Conditions of reappointment	As per Explanatory statement	As per Explanatory statement
Directorships held in other listed Companies	NIL	NIL

Memberships / Chairmanships of Committees in other Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL
Inter-se relationship with other Directors and Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of shares held in the Company as on 31 <sup>st</sup> March 2022	NIL	81,080 shares

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

Sd/-  
**Sonal Nakum**  
Company Secretary and Compliance Officer  
M. No. A66793

Place: Mumbai  
Date: 25/08/2022