

GRANDMA TRADING & AGENCIES LIMITED

Regd. Office: Flat No. 202, 12-2-417, Sharadanagar, Mehdiapatnam,
Hyderabad, Telangana 500067, India

CIN: L99999TG1981PLC100740; Website: www.grandmatrading.com; EmailID: grandmatrading@gmail.com

GTAL/SE/2022-23
December 17, 2022

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

Scrip ID: GRANDMA
Scrip Code: 504369

Sub.: Notice of Postal Ballot

Dear Sir,

Pursuant to Regulation 30 of Listing Regulations and other applicable provisions of Listing Regulations, Please find enclosed the Notice of Postal Ballot of the Company dated 13th December, 2022, together with the Explanatory Statement which is being sent to the Members of the Company through e-mail seeking approval for the following Resolutions stated as under:

| Item No. | Agenda Item(s) |
|----------|---|
| 1. | Appointment of Mr. Vivek Pandya (DIN: 09396601) as an Independent Director |
| 2. | Appointment of Mr. Manoj Mishra (DIN: 03070781) as an Independent Director |
| 3. | Appointment of Mrs. Sadhana Jain (DIN: 09818543) as an Independent Director |
| 4. | Approval for Shifting of Registered Office of the Company |

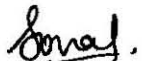
Members of the Company holding shares, as on the cut-off date, i.e. Friday, 09th December, 2022, shall cast their vote through the remote e-voting system. The remote e-voting period commences on Monday, 19th December, 2022 (9.00 a.m. IST) and ends on Tuesday, 17th January, 2023 (5.00 p.m. IST).

The Notice of Postal Ballot with explanatory statement and instruction for e-voting is also available on the website of the Company www.grandmatrading.com and CDSL at www.evotingindia.com.

The results of voting by means of Postal Ballot through remote e-voting shall be declared on or before Thursday, 19th January, 2023 and the same will be communicated to the Stock Exchanges and will be uploaded on the website of the Company at www.grandmatrading.com.

You are kindly requested to take note of the above.

Thanking you,
Yours Faithfully,
For Grandma Trading & Agencies Limited


Sonal Nakum
Company Secretary and Compliance Officer



Encl: 4/a

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given pursuant to the provisions of Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide General Circulars No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022 (collectively the 'MCA Circulars'), that the Resolutions as set out hereunder are proposed for approval by the Members of the Company as Special Resolutions by means of Postal Ballot by voting through electronic means ('remote e-voting').

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons/rationale pertaining to the said Resolution is annexed to this Postal Ballot Notice for your consideration ('Notice').

In terms of the requirements specified in the MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Saturday, 09th December, 2022 ('cut-off date'). The communication of assent / dissent of the Members will take place through the remote e-voting system only.

In compliance with the provisions of the Act read with the Rules framed thereunder and the Listing Regulations, the Company is providing remote e-voting facility to the Members of the Company and for this purpose, the Company has engaged the services of Central Securities Depository Limited ('CDSL') for the purpose of providing e-voting facility to all its Members. The instructions for remote e-voting are provided in this Notice. The Notice can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.

The Members are requested to carefully read the remote e-voting instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the said instructions. The remote e-voting period shall commence at 9.00 a. m. (IST) on Monday, 19th December, 2022 and shall end at 5.00 p.m. (IST) on Tuesday, 17th January, 2023. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module

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shall be disabled by CDSL upon expiry of the aforesaid period.

SPECIAL BUSINESS

1. Appointment of Mr. Vivek Pandya (DIN: 09396601) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”) for the time being in force (including any statutory modification(s) or re-enactment thereof), Mr. Vivek Pandya (DIN: 09396601) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 11th November, 2022 in terms of Section 161 of the Act and Articles of Association of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, if any, read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the time being in force (including any statutory modification(s) or re-enactment thereof), the appointment of Mr. Vivek Pandya (DIN: 09396601) as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years from November 11, 2022 to November 10, 2027 be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to take such steps and do and perform all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this resolution.”

2. Appointment of Mr. Manoj Mishra (DIN: 03070781) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”) for the time being in force (including any statutory modification(s) or re-enactment thereof), Mr. Manoj Mishra (DIN: 03070781) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 11th November, 2022 in terms of Section 161 of the Act and Articles of Association of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, if any, read with the Securities and Exchange Board of

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India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the time being in force (including any statutory modification(s) or re-enactment thereof), the appointment of Mr. Manoj Mishra (DIN: 03070781) as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years from November 11, 2022 to November 10, 2027 be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to take such steps and do and perform all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this resolution.”

3. Appointment of Mrs. Sadhana Jain (DIN: 09818543) as an Independent Director

To consider and, if thought fit, to pass the following Resolution(s) as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”) for the time being in force (including any statutory modification(s) or re-enactment thereof), Mrs. Sadhana Jain (DIN: 09818543) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 13th December, 2022 in terms of Section 161 of the Act and Articles of Association of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, if any, read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the time being in force (including any statutory modification(s) or re-enactment thereof), the appointment of Mrs. Sadhana Jain (DIN: 09818543) as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 consecutive years from December 13, 2022 to December 12, 2027 be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to take such steps and do and perform all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this resolution.”

4. Approval for Shifting of Registered Office of the Company

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT subject to the provisions of Section 13(4) and other applicable provisions if any, of the Companies Act, 2013 read alongwith Companies (Incorporation) Rules, 2014 and subject to the approval of the Central Government or the Regional Director, South Eastern Region or any other

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authorities as may be prescribed from time to time and subject to such permission, sanction or approval as may be required under the provisions of the Act / Rules or under any other laws for the time being in force or any statutory modification or amendment made thereof, consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from the State of Telangana to the State of Maharashtra.

RESOLVED FURTHER THAT pursuant to the provisions of 13(4) and other applicable provisions if any, of the Companies Act, 2013 and confirmation of the Regional Director, South Eastern Region or any other authorities as may be required, the Memorandum of Association of the Company be and is hereby amended by substitution of the existing Clause II with the following new Clause II:

II. The Registered Office of the Company will be situated in the State of Maharashtra, within the jurisdiction of Registrar of Companies Mumbai, Maharashtra.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised jointly and severally to sign the applications, petitions, affidavits and such other documents as may be necessary in relation to the said application / petition for seeking confirmation of the Regional Director Eastern Region or any other authorities as may be required, to issue notices to the general public, creditors and also to serve a copy on the Chief Secretary, Government of West Bengal as well as the concerned Registrar of Companies and to appoint Professional(s) to represent the Company before the Central Government, the Regional Director, South Eastern Region or any other authorities as may be required and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution”.

By order of the Board of Directors
Grandma Trading and Agencies Limited
Sd/-
Sonal Nakum
Company Secretary
Membership No: A66793

Mumbai
13th December, 2022

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the proposed resolution given in this Notice, 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 as a Director is furnished as an Annexure to the Notice.

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2. Ministry of Corporate Affairs, Government of India ('MCA') in terms of the General Circulars No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and Circular No. 20/2021 dated 8th December, 2021 has permitted sending of the Postal Ballot through electronic mode only to those Members whose e-mail addresses were registered with the Company / Depositories as well as communication of assent / dissent by the Members through the remote e-voting system only.

MCA by Circular No. 3/2022 dated 5th May, 2022 has extended the above exemption till 31st December, 2022 and accordingly, in compliance with the applicable provisions of the Act and the said Circulars:

The Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories; and the physical copy of the Postal Ballot Notice and pre-paid business reply envelope is dispensed with for this Postal Ballot.

The communication of assent / dissent of the Members will only take place through the remote e-voting system.

Members may note that the Notice has been uploaded on the website of the Company at www.grandmatrading.com.

The Notice can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.

3. Corporate Members are entitled to appoint authorized representatives to vote on their behalf on the resolution proposed in this Notice. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their Board or governing body's Resolution / Authorisation, authorising their representative to vote through remote e-voting, to the Scrutinizer through e-mail at shreyanscs@gmail.com with a copy marked to CDSL at www.evotingindia.com.
4. All the documents referred to in the accompanying Postal Ballot Notice and Statement may be accessed for inspection upon log-in to www.evotingindia.com. The said documents will also be available for inspection by Members at the Registered Office of the Company between 11 a. m. and 1 p. m. on all working days of the Company from the date of dispatch of this Postal Ballot Notice till 17th January, 2023 (*last date of remote e-voting*).

Information and Other Instructions Relating to Remote E-Voting:

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5. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and the MCA Circulars, Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by CDSL, on the resolution set forth in this Postal Ballot Notice. The instructions for remote e-voting are given below.
6. In order to increase the efficiency of the voting process and pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts / websites of Depositories / DPs thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-Voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.
7. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in this Postal Ballot Notice.
8. The remote e-voting facility will be available during the following period: Commencement of remote e-voting: 9.00 a. m. (IST) on Monday, 19th December, 2022; End of remote e-voting: 5.00 p.m. (IST) on Tuesday, 17th January, 2023. The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.
9. The Board of Directors of the Company has appointed Mr. Shreyans Jain, Proprietor of Shreyans Jain & Co., Company Secretaries (Membership Number: FCS 8519), as the Scrutiniser to scrutinise the Postal Ballot Process and the remote e-voting in a fair and transparent manner and he has communicated his willingness to be appointed.
10. The Scrutiniser, after scrutinising the votes cast through remote e-voting will, not later than two working days of the conclusion of the remote e-voting, make a Scrutiniser's Report and submit the same to the Chairman or the Company Secretary who is authorized in this behalf. The results declared along with the Scrutiniser's Report shall be placed on the website of the Company at the link www.grandmatrading.com and on the website of CDSL at www.evotingindia.com The results shall be communicated to the Stock Exchanges simultaneously.
11. Subject to receipt of the requisite number of votes, the Resolution shall be deemed to have been passed on the last date of remote e-voting i.e. Tuesday, 17th January, 2023.

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12. The cut-off date for Members to whom this Postal Ballot Notice is being sent and the Members who are eligible to exercise their right to vote on Resolution proposed to be passed through the Postal Ballot by remote e-voting is Friday, 09th December, 2022.
13. It is however clarified that Members of the Company as on cut-off date (including Members who may have not received this communication due to non-registration of their e-mail address with the Company / RTA / Depositories) shall be entitled to vote in respect of the Special Resolution, in accordance with the process specified in this Postal Ballot Notice.
14. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
15. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
16. The detailed process and manner for remote e-voting are explained herein below:
 - (l) **E-Voting procedure for Individual Shareholders holding securities in Demat:**
 - (a) **Method of log-in for individual Shareholders holding the securities in demat mode directly from the website of Depositories:**

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. |

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| | |
|---|---|
| | <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |

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Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

(b) Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

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3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

| For Physical shareholders and other than individual shareholders holding shares in Demat | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

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

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

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- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

GRANDMA TRADING & AGENCIES LIMITED

Regd. Office: Flat No. 202, 12-2-417, Sharadanagar, Mehdiapatnam,
Hyderabad, Telangana 500067, India

CIN: L99999TG1981PLC100740; Website: www.grandmatrading.com; Email ID: grandmatrading@gmail.com

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; grandmatrading@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

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Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard – 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Appointment of Mr. Vivek Pandya (DIN: 09396601) as an Independent Director

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its meeting held on 11th November, 2022, appointed Mr. Vivek Pandya (DIN: 09396601) as an Additional Director of the Company with effect from 11th November, 2022 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and Articles of Association of the Company.

Mr. Vivek Pandya, aged 26 years, a post graduate in Commerce and having more than 4 years of experience and expertise in administration and management in Finance, Taxation and Accounts.

The Board of Directors at its meeting held on 11th November, 2022, as per the recommendations of the NRC also appointed Mr. Vivek Pandya as an Independent Director, not liable to retire by rotation, for a period of 5 consecutive years from December 13, 2022 to December 12, 2027, subject to the approval by the Members of the Company. Mr. Pandya has given a declaration to the Board that he meets the criteria of independence as provided in the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Mr. Pandya has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Pandya has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Mr. Pandya is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Pandya has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Pandya is a person of integrity and his appointment as an Independent Director of the Company would be in the interest of the Company taking into consideration Mr. Pandya's knowledge, background and expertise. Mr. Pandya also fulfills the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and the sector it operates in. In the opinion of the Board, Mr. Vivek Pandya fulfils the specified conditions for appointment as an Independent Director and is independent of the management.

As per Sections 149 and 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per the Listing Regulations, an Independent Director can be appointed subject to approval of the Members by way of a special resolution to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Vivek Pandya as a

GRANDMA TRADING & AGENCIES LIMITED

Regd. Office: Flat No. 202, 12-2-417, Sharadanagar, Mehdiapatnam,
Hyderabad, Telangana 500067, India

CIN: L99999TG1981PLC100740; Website: www.grandmatrading.com; Email ID: grandmatrading@gmail.com

Director and an Independent Director of the Company.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Members at the Registered Office of the Company between 11 a. m. and 1 p. m. on all working days of the Company from the date of dispatch of this Postal Ballot Notice till Tuesday, 17th January, 2023 and the same is also available on the website of the Company at the link www.grandmatrading.com.

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 Postal Ballot Notice.

The Board of Directors recommends the resolution set forth in item no. 1 for the approval of the Members by way of a Special Resolution in the best interest of the Company.

Except Mr. Vivek Pandya and her relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 1 of the Notice except to the extent of their shareholding in the Company, if any.

2. Appointment of Mr. Manoj Mishra (DIN: 03070781) as an Independent Director

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its meeting held on 11th November, 2022, appointed Mr. Manoj Mishra (DIN: 03070781) as an Additional Director of the Company with effect from 11th November, 2022 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and Article 116 of the Articles of Association of the Company.

Mr. Manoj Mishra, aged 46 years, has experience and expertise in the field of administration and his qualification is Metric. He has an experience of about 25 years in these areas.

The Board of Directors at its meeting held on 11th November, 2022, as per the recommendations of the NRC also appointed Mr. Manoj Mishra as an Independent Director, not liable to retire by rotation, for a period of 5 consecutive years from December 13, 2022 to December 12, 2027, subject to the approval by the Members of the Company. Mr. Mishra has given a declaration to the Board that he meets the criteria of independence as provided in the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Mr. Mishra has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Mishra has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Mr. Mishra is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Mishra has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

GRANDMA TRADING & AGENCIES LIMITED

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CIN: L99999TG1981PLC100740; Website: www.grandmatrading.com; Email ID: grandmatrading@gmail.com

In the opinion of the Board, Mr. Mishra is a person of integrity and his appointment as an Independent Director of the Company would be in the interest of the Company taking into consideration Mr. Mishra's knowledge, background and expertise. Mr. Mishra also fulfills the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and the sector it operates in. In the opinion of the Board, Mr. Manoj Mishra fulfills the specified conditions for appointment as an Independent Director and is independent of the management.

As per Sections 149 and 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per the Listing Regulations, an Independent Director can be appointed subject to approval of the Members by way of a special resolution to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Manoj Mishra as a Director and an Independent Director of the Company.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Members at the Registered Office of the Company between 11 a. m. and 1 p. m. on all working days of the Company from the date of dispatch of this Postal Ballot Notice till Tuesday, 17th January, 2023 and the same is also available on the website of the Company at the link www.grandmatrading.com.

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 Postal Ballot Notice.

The Board of Directors recommends the resolution set forth in item no. 2 for the approval of the Members by way of a Special Resolution in the best interest of the Company.

Except Mr. Manoj Mishra and her relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 2 of the Notice except to the extent of their shareholding in the Company, if any.

3. Appointment of Mrs. Sadhana Jain (DIN: 09818543) as an Independent Director

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its meeting held on 13th December, 2022, appointed Mrs. Sadhana Jain (DIN: 09818543) as an Additional Director of the Company with effect from 13th December, 2022 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and Article 116 of the Articles of Association of the Company.

Mrs. Sadhana Jain, aged 54 years, is Graduate and has experience in general Management and Administration of Business Activities, Event Management. She is involved in various social Activities.

The Board of Directors at its meeting held on 11th November, 2022, as per the recommendations of the NRC also appointed Mrs. Sadhana Jain as an Independent Director, not liable to retire by rotation, for a

GRANDMA TRADING & AGENCIES LIMITED

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Hyderabad, Telangana 500067, India

CIN: L99999TG1981PLC100740; Website: www.grandmatrading.com; Email ID: grandmatrading@gmail.com

period of 5 consecutive years from December 13, 2022 to December 12, 2027, subject to the approval by the Members of the Company. Mrs. Jain has given a declaration to the Board that he meets the criteria of independence as provided in the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Mrs. Jain has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Mrs. Jain has also confirmed that she is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Mrs. Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mrs. Jain has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mrs. Jain is a person of integrity and her appointment as an Independent Director of the Company would be in the interest of the Company taking into consideration Mrs. Jain's knowledge, background and expertise. Mrs. Jain also fulfills the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and the sector it operates in. In the opinion of the Board, Mrs. Jain fulfils the specified conditions for appointment as an Independent Director and is independent of the management.

As per Sections 149 and 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per the Listing Regulations, an Independent Director can be appointed subject to approval of the Members by way of a special resolution to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mrs. Sadhana Jain as a Director and an Independent Director of the Company.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Members at the Registered Office of the Company between 11 a. m. and 1 p. m. on all working days of the Company from the date of dispatch of this Postal Ballot Notice till Tuesday, 17th January, 2023 and the same is also available on the website of the Company at the link www.grandmatrading.com.

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 Postal Ballot Notice.

The Board of Directors recommends the resolution set forth in item no. 3 for the approval of the Members by way of a Special Resolution in the best interest of the Company.

Except Mrs. Sadhana Jain and her relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 3 of the Notice except to the extent of their shareholding in the Company, if any.

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4. Approval for Shifting of Registered Office of the Company:

Presently, Registered Office of the Company is situated in the State of Telangana, Hyderabad. Now the majority of the Directors are based in the state of Maharashtra and now management is based in Maharashtra. The present registered office of the Company being at very distant place, the management has been facing operational difficulties in managing the affairs of the Company. Also, since the registered office is situated in a remote location, it results in delay in receipt of the correspondences from the various authorities, and consequently, delay in actionable, especially which require the execution in a time bound manner. The management is of the view that shifting of registered office of the Company to Mumbai, Maharashtra shall enhance the effective participation of the shareholders in the general meetings of the Company. In view of the above, the Board of Directors of the Company at their meeting held on December 13, 2022 has approved to shift the Registered Office of the Company from the "State of Telangana" to the "state of Maharashtra" considering, inter alia, the following reasons:

- a) To exercise the better administrative and economic control over the Company;
- b) To encourage the shareholders' participation in the general meetings of the Company;
- c) To increase operational and management efficiency;
- d) To integrate business functions, and optimization of administrative expenses.

The shifting of Registered Office will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

In terms of Section 12, 13, 110 and other applicable provisions of the Act, 2013 read with Rules made thereunder, such shifting of Registered Office from one state to another and consequent alteration of the Memorandum of Association ("MOA") requires the approval of the Members of the Company by way of Special Resolution and approval of the Central Government (power delegated to Regional Director).

Accordingly, approval of the members is sought by way of Postal Ballot through Remote e-voting for shifting of the Registered Office of the Company from the State of Telangana, Hyderabad to the Mumbai, Maharashtra and consequently for altering Clause II of the Memorandum of Association of the Company to reflect that the registered office of the Company be situated in the state of Maharashtra. The existing MOA of the Company as well as the MOA with the proposed amendments will be available for online inspection on all days except for Saturday and Sunday till the last date of Remote e-voting i.e Tuesday, 17th January, 2023. The documents shall also be available for inspection at the Registered Office and a copy of the same shall be available at the Corporate Office of the Company between 11.00 A.M. to 01.00 P.M. on all days except for Saturday and Sunday till the last date of Remote e-voting. Members who wish to inspect the documents are requested to send an e-mail to grandmatrading@gmail.com mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect in this regard.

The Board of Directors recommends the resolution set forth in item no. 4 for the approval of the Members by way of a Special Resolution in the best interest of the Company.

GRANDMA TRADING & AGENCIES LIMITED

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None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 4 of the Notice except to the extent of their shareholding in the Company, if any.

By order of the Board of Directors
Grandma Trading and Agencies Limited
Sd/-
Sonal Nakum
Company Secretary
Membership No: A66793

Mumbai
13th December, 2022

GRANDMA TRADING & AGENCIES LIMITED

Regd. Office: Flat No. 202, 12-2-417, Sharadanagar, Mehdiapatnam,
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Annexure

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 Standards -2, the details of the Director proposed to be appointed through Postal Ballot process are given below:

| Sr. No. | Particulars | Mr. Vivek Pandya | Mr. Manoj Mishra | Mrs. Sadhana Jain |
|---------|--|--|---|--|
| 1. | Category / Designation | Independent Director | Independent Director | Independent Director |
| 2. | Director Identification Number (DIN) | 09396601 | 03070781 | 09818543 |
| 3. | Age | 26 years | 46 years | 54 years |
| 4. | Date of Birth | 23 th July, 1996 | 12 th January, 1976 | 10 th February, 1968 |
| 5. | Original Date of Appointment | 11 th November, 2022 | 11 th November, 2022 | 13 th December, 2022 |
| 6. | Qualifications | post graduate in Commerce and having more than 4 years of experience and expertise in administration and management in Finance, Taxation and Accounts. | Has experience and expertise in the field of administration and his qualification is Metric. He has an experience of about 25 years in these areas. | She is and has experience in General Management and Administration of Business Activities. |
| 7. | Directorship in other Companies along with listed entities from which the person has resigned in the past three years* | 1 | 1 | NIL |
| 8. | Directorship in other Companies | NIL | NIL | NIL |
| 9. | Chairmanship / Membership of Committees in other Companies* | NIL | NIL | NIL |
| 10. | Number of Equity Shares held in the Company | NIL | NIL | NIL |

GRANDMA TRADING & AGENCIES LIMITED

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Hyderabad, Telangana 500067, India

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| | | | | |
|-----|---|--|--|--|
| 11. | Number of Equity Shares held in the Company for any other person on a beneficial basis | NIL | NIL | NIL |
| 12. | Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company | None | None | None |
| 13. | Terms and conditions of appointment or re-appointment | Appointed as an Independent Director not liable to retire by rotation for 5 years with effect from 11 th November, 2022 | Appointed as an Independent Director not liable to retire by rotation for 5 years with effect from 11 th November, 2022 | Appointed as an Independent Director not liable to retire by rotation for 5 years with effect from 13 th December, 2022 |
| 14. | Remuneration last drawn (in FY 2022-23), if applicable | Not Applicable | Not Applicable | Not Applicable |
| 15. | Remuneration proposed to be paid | Sitting Fees and commission in accordance with the provisions of Companies Act, 2013, | Sitting Fees and commission in accordance with the provisions of Companies Act, 2013 | Sitting Fees and commission in accordance with the provisions of Companies Act, 2013 |
| 16. | Number of Meetings of the Board attended during the year 2022-23 | 1 | 1 | NIL |
| 17. | Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Please refer to the Explanatory Statement forming a part of this Notice. | Please refer to the Explanatory Statement forming a part of this Notice. | Please refer to the Explanatory Statement forming a part of this Notice. |

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