

# GRANDMA TRADING & AGENCIES LIMITED

**Regd. Office:** Office no. 117, First Floor, Hubtown Solaris, NS Phadke Marg, Andheri (E) Mumbai-400069, Maharashtra, India; email: [grandmatrading@gmail.com](mailto:grandmatrading@gmail.com); Ph: 022 – 35138614 / 35138615  
CIN: L99999MH1981PLC409018; Website: [www.grandmatrading.co.in](http://www.grandmatrading.co.in)

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF GRANDMA TRADING AND AGENCIES LIMITED IN ITS MEETING HELD ON THURSDAY, 29<sup>TH</sup> MAY, 2025 AT OFFICE NO. 117, FIRST FLOOR, HUBTOWN SOLARIS, NS PHADKE MARG, ANDHERI (E), MUMBAI-400069, MAHARASHTRA, INDIA**

## **APPROVAL OF SCEHEM FOR REDUCTION OF SHARE CAPITAL OF THE COMPANY**

**“RESOLVED THAT** pursuant to section 66 of the Companies Act, 2013 (“the Act”) read with relevant rules framed thereunder, applicable regulations of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“SEBI LODR Regulations”) including any amendment(s), alteration(s) and modification(s) made thereof for the time being in force, read with Article 55 of the Articles of Association of the Company and subject to approval of Shareholders of the Company by way of a special resolution, National Company Law Tribunal (“NCLT”) and approval from the stock exchange where share of the company are listed including such other approvals, sanctions, permissions as may be required from other authorities, the consent of the board be and is hereby accorded to undertake a reduction of the issue, subscribed and paid-up share capital of the Company from Rs.13,06,00,000/- (Rupees Thirteen Crore Six Lakhs Only) divided into 13,06,00,000 Equity Shares of Rs.1/- (Rupees One Only) each fully paid up to Rs.1,30,06,000/- (Rupees One Crore Thirty Lakhs Six Thousand Only) divided into 1,30,06,000 Equity Shares of Rs.1/- (Rupees One Only) by writing-off against the Accumulated Losses (Debit Balance of Profit & Loss Account) to the tune of Rs.11,75,40,000 (Rupees Eleven Crore Seventy Five Lakhs Forty Thousand only) in a manner as set out in the draft scheme for reduction of capital as placed before the board.

**RESOLVED FURTHER THAT** the draft Scheme for Reduction of Share Capital, as placed before the Board and initialed by the Chairman for the purpose of identification, be and is hereby approved, and the same be submitted for the necessary approvals and sanctions as required under law.

**RESOLVED FURTHER THAT** Board hereby take note that the proposed Scheme qualifies for exemption under Regulation 37(6)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, being a scheme providing for writing off the accumulated losses against the share capital of the Listed Company.

**RESOLVED FURTHER THAT,** Mr. Abhishek Asher, Whole Time Director & CFO, Mr. Vivek Pandya, Non-Executive Independent Director, Mr. Manoj Mishra, Non-Executive Independent Director, Ms. Sadhna Jain, Non-Executive Independent Director, Mr. Avdesh Chaurasiya, Non-Executive Non-Independent Director of the Board of the Company and CS Sonal Nakum, Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deed, matters and things as may be necessary and desirable in connection with or incidental thereto giving effect to the above resolution including but not limited to;

- (i) Settling, finalizing, executing and filing of all necessary documents including the applications, petition, affidavits, pleadings and such other documents as may be required to be filed with the National Company Law Tribunal (“NCLT”) and / or any other authority and such further deeds, documents and writings as may be necessary in this regard;
- (ii) Signing, executing, presenting, making such applications, petitions, affidavits as may be expedient and to seek such approval, no-objection as may be necessary from stock exchange i.e. BSE Limited.
- (iii) Making applications to the relevant authorities or other persons for their approval to the said reduction, as may be required;



- (iv) Making such disclosures, filling forms with the government or regulatory authorities including Registrar of Companies ("ROC") as may be required; and
- (v) Affixing the Common Seal of the Company in accordance with the provisions of Articles of Association of the Company on any document in connection with the above resolution, as may be required; and
- (vi) Settling all questions, difficulties or doubts that may arise in connection with the reduction of capital in their absolute discretion, deem fit.
- (vii) To sign and submit such applications and documents with Central Depository Services Limited and National Securities Depository Limited for implementation of reduction;
- (viii) to engage advocates and if considered necessary, also engage services of counsel(s) declare and file all pleadings, reports and sign and issue public advertisements and notices;
- (ix) To sign all applications, petitions, documents, relating to scheme;
- (x) To do all acts and things as may be considered necessary and expedient in relation thereto.

**RESOLVED FURTHER THAT** Mr. Abhishek Asher, Whole Time Director & CFO, Mr. Vivek Pandya, Non-Executive Independent Director, Mr. Manoj Mishra, Non-Executive Independent Director, Ms. Sadhna Jain, Non-Executive Independent Director, Mr. Avdhesh Chaurasiya, Non-Executive Non-Independent Director of the Board of the Company and CS Sonal Nakum, Company Secretary and Compliance Office of the Company be and is hereby authorized to take all such actions, issue such directions and delegate such powers as may be necessary, proper, or expedient to give effect to this resolution and the proposed Scheme, including making or accepting any modifications, amendments, or alterations to the Scheme as may be required or suggested by any regulatory authority, including the National Company Law Tribunal (NCLT).

**RESOLVED FURTHER THAT** Mr. Abhishek Asher, Whole Time Director & CFO, Mr. Vivek Pandya, Non-Executive Independent Director, Mr. Manoj Mishra, Non-Executive Independent Director, Ms. Sadhna Jain, Non-Executive Independent Director, Mr. Avdhesh Chaurasiya, Non-Executive Non-Independent Director of the Board of the Company and CS Sonal Nakum, Company Secretary and Compliance Office of the Company be and are hereby severally empowered to authorize such persons as it may deem fit to act on behalf of the Company in all matters arising out of or incidental to the implementation of the Scheme, and such authorization shall remain valid unless amended or rescinded by the Company, without requiring any further approval of the Board."

**Certified True Copy  
For GRANDMA TRADING AND AGENCIES LIMITED**

*Sonal.*

**Sonal Nakum  
Company Secretary and Compliance Officer  
Membership No.: A66793**

