

**GRANDMA TRADING  
AND  
AGENCIES LIMITED**

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**44<sup>TH</sup> ANNUAL REPORT  
2024-25**

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## COMPANY INFORMATION

<b>Board of Directors</b>	Mr. Abhishek Ashar - Whole Time Director & CFO
	Mr. Avdhesh Chaurasiya - Non-Executive Director
	Mr. Vivek Pandya - Independent Director
	Ms. Sadhana Jain - Independent Director
	Mr. Manoj Kumar Mishra - Independent Director
<b>Registered Office</b>	Office no. 117, First Floor, Hubtown Solaris, NS Phadke Marg, Andheri (E) Mumbai-400069, Maharashtra, India
<b>Statutory Auditors</b>	Singhvi and Sancheti (Chartered Accountant)
<b>Bankers</b>	Kotak Bank Limited
<b>Registrar &amp; Share Transfer Agent</b>	Purva Sharegistry (India) Pvt. Limited Unit no. 9, Shiv Shakti Ind. Estate, J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai - 400 011, Maharashtra

<b>Index</b>	<b>Page No.</b>
Notice	1-22
Directors' Report	23-39
Report on Corporate Governance	40-52
Management Discussion and Analysis Report	53
Auditor's Report	54-62
Financial Statements	63-76

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 44<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF GRANDMA TRADING AND AGENCIES LIMITED (‘THE COMPANY’) WILL BE HELD ON THURSDAY, 18<sup>TH</sup> SEPTEMBER, 2025 AT 12.30 P.M. IST AT THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”), TO TRANSACT THE FOLLOWING BUSINESS:**

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**ORDINARY BUSINESS:****1. TO RECEIVE, CONSIDER AND ADOPT AUDITED STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025:**

To consider and if thought fit, to pass the following resolution with or without modification, as an **Ordinary Resolution:**

“RESOLVED THAT the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the Boards’ Report and Auditors’ Report as circulated to the member and laid before the meeting, be and are received, considered and adopted.”

**2. APPOINTMENT OF MR. ABHISHEK ASHAR (DIN:08565712) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION:**

To appoint a Director in place of Mr. Abhishek Ashar (DIN:08565712) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.

**SPECIAL BUSINESS:****3. APPOINTMENT OF M/S. JAIN RAHUL & ASSOCIATES, COMPANY SECRETARIES IN PRACTICE AS SECRETARIAL AUDITORS OF THE COMPANY:**

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 Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and upon recommendation of the Audit Committee and Board of Directors of the Company (‘Board’), the consent of the Members of the Company be and is hereby accorded to appoint M/s. Jain Rahul & Associates, Practicing Company Secretaries (COP No. 15504), as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years commencing from financial year 2025-26 to financial year 2029-30, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor, from time to time.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and are hereby severally authorised to discuss, negotiate and finalise the terms of appointment including scope of work, remuneration, terms of audit, audit intervals, etc., and to sign and do all such acts,

matters, deeds and things necessary or desirable in connection with or incidental to give effect to this resolution and submit the same with the Stock Exchanges and Registrar of Companies.”

**4. RE-APPOINTMENT OF MR. ABHISHEK ASHAR (DIN:08565712) AS WHOLE TIME DIRECTOR & CFO:**

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(s) thereof, consent of the members be and is hereby accorded for the re-appointment of Mr. Abhishek Ashar (DIN:08565712) as a Whole-Time Director of the Company and designated as Whole Time Director & CFO, for a period of 5 years with effect from 1<sup>st</sup> July, 2025 to 30<sup>th</sup> June,2030 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.”

**5. APPROVAL FOR REDUCTION OF SHARE CAPITAL:**

To Consider and if thought fit, to pass, with or without modification(S), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 66 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with the relevant rules made thereunder, applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with Article 55 of the Articles of Association of the Company, and subject to the confirmation of the Hon’ble National Company Law Tribunal (“**NCLT**”) and such other approvals, permissions, consents, and sanctions as may be required from the stock exchange(s) and / or other appropriate authorities as may be required, the consent of the members of the Company be and is hereby accorded for the reduction of the issued, subscribed and paid-up equity share capital of the Company from Rs.13,06,00,000/- (Rupees Thirteen Crores Six Lakhs only) divided into 13,06,00,000 equity shares of Rs.1/- (Rupee One only) each fully paid-up to Rs.1,30,60,000/- (Rupees One Crore Thirty Lakhs Sixty Thousand only) divided into 1,30,60,000 equity shares of Rs.1/- (Rupee One only) each fully paid-up, by writing-off the accumulated losses of Rs.11,75,40,000/- (Rupees Eleven Crores Seventy-Five Lakhs Forty Thousand only) as set out under the draft Scheme of Reduction of Capital, placed before the shareholders for approval.

**RESOLVED FURTHER THAT** the draft Scheme of Reduction of Capital as approved by the Board and placed before the meeting, be and is hereby approved by the members and the same be submitted to the Hon’ble National Company Law Tribunal (“**NCLT**”) and other relevant authorities for their approval and sanction.

**RESOLVED FURTHER THAT** every shareholder of the Company, whose name appears on the Register of Members as on Record Date, shall receive 1 equity share of Rs.1 each in lieu of every 10 equity shares of Rs.1 held earlier in the Company, and any fraction shares will be rounded off to

nearest higher integer and increase in the number of shares will be forgone by Mr. Bharat Bansilal Jain, Promoter of the Company to keep the Paid-up Capital intact to Rs.1,30,60,000/-.

**RESOLVED FURTHER THAT** it is noted that the proposed Scheme qualifies for exemption under Regulation 37(6)(b) of the SEBI (LODR) Regulations, 2015, being a scheme providing for writing off accumulated losses against the share capital of a listed company.

**RESOLVED FURTHER THAT** the Board of directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for the purpose of giving effect to this resolution, including but not limited to the following:

1. Finalizing, signing, and filing the necessary applications, petitions, affidavits, declarations, pleadings and documents with the NCLT, BSE Limited, Registrar of Companies (ROC), and any other authority;
2. Making applications to and obtaining necessary no-objections or approvals, listing approvals, if any from stock exchange(s), depositories (NSDL, CDSL), and other regulatory authorities;
3. Making disclosures, filings, and submissions with the relevant statutory authorities;
4. Engaging advocates, professionals, and counsels, and issuing necessary public notices or advertisements as may be required;
5. Implement, modify, amend, alter or accept any modifications or amendments to the Scheme as may be ordered or directed by any authority including NCLT;
6. Affixing the Common Seal of the Company, wherever necessary, in connection with the reduction;
7. Authorizing any other officer(s) or representative(s) of the Company to act on behalf of the Company in matters related to the implementation of the Scheme;
8. To fix Book closure / Record date to give effect to the Reduction of capital;
9. make necessary application to the depositories, Registrar and share transfer agent and to issue new share certificates in accordance with the rules applicable.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to delegate such powers as they may deem fit to any officer or representative of the Company for the purpose of giving effect to this resolution, and such delegation shall remain valid unless revoked by further resolution of the Company."

Place: Mumbai  
Date: 14-08-2025



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

*Sonal*

Sonal Nakum  
Company Secretary and Compliance Officer  
M. No. A66793

## NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated 19<sup>th</sup> September, 2024 (collectively hereinafter referred to as '**MCA Circulars**') and Master Circular No. SEBI /HO /CFD /PoD2 /CIR /P/ 2023/120 dated July 11, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/P/ CIR/ 2024/ 133 dated 3 October 2024 issued by Securities Exchange Board of India, in relation to 'Relaxation from compliance with certain provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('**SEBI LODR Regulations**') (collectively hereinafter referred to as '**SEBI Circulars**') has permitted the convening of Annual General Meeting ('**AGM**') to be held on or before September 30, 2025, through Video Conferencing ('**VC**') / Other Audio Visual Means ('**OAVM**') without the physical presence of the Shareholders at a common venue. In Compliance with the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for AGM will be registered office of the Company.
2. The relevant details of Directors as mentioned under item nos. 2 and 4 of above as required by Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('**ICSI**') is annexed to this Notice
3. The Explanatory Statement pursuant to the provisions of Section 102 of The Companies Act, 2013 ('**the Act**') read with The Companies (Management and Administration) Rules, 2014 and additional information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, stating all material facts and the reason / rationale under item nos. 3, 4 & 5 of above, is annexed to this Notice.
4. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
5. The members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and cast their votes through e-voting. Institutional / Corporate Shareholders (i.e. other than HUF, NRI etc.) intending to attend the meetings through their authorized representatives are requested to send a scanned copy (PDF / JPG Format) of certified true copy of the Board Resolution to the Company authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through e-voting, to the Scrutinizer through e-mail at [shreyanscs@gmail.com](mailto:shreyanscs@gmail.com) with a copy marked to [evoting@purvashare.com](mailto:evoting@purvashare.com) and to the Company at [grandmatrading@gmail.com](mailto:grandmatrading@gmail.com).
6. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors,

Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

7. In terms of the said MCA and the SEBI Circulars the Notice of AGM along with Annual Report for the Financial Year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice along with the Annual Report for the Financial Year 2024-25 has been uploaded on the website of the Company [www.grandmatrading.co.in](http://www.grandmatrading.co.in) . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) .
8. Shareholders who have not registered their e-mail address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may also provide their email address and mobile number to the Company's Registrar and Share Transfer Agent, Purva Share Registry India Private Limited on [support@purvashare.com](mailto:support@purvashare.com).
9. Alternatively, member may send an e-mail request at the email id [support@purvashare.com](mailto:support@purvashare.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
10. Since the AGM will be held through VC / OAVM, route map is not annexed to the Notice.
11. Members can join the AGM through VC / OAVM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein. The facility for participation at the AGM through VC / OAVM will be made available for 1,000 members on first come, first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Compensation & Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
12. The business set out in the Notice will be transacted *inter-alia* through remote e-voting facility being provided by the Company through the e-voting platform of <https://evoting.purvashare.com/> in accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The communication relating to remote e-voting containing details about User ID and password, instructions and other information relating to e-voting are given in this Notice. The Cut-off Date for Members to exercise their right to vote on Resolutions proposed to be passed in the meeting by electronic means is Thursday, September 11, 2025.
13. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names as per Register of Members of the Company will be entitled to vote.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN details to their DPs. Members holding shares in physical form are requested to submit their PAN details to the Company / Purva.

15. Members are requested to promptly intimate any change in their name, postal address, email address, contact numbers, PAN, nominations, mandates, bank details, etc. to their DPs for equity shares held in dematerialized form and to Purva Sharegistry India Private Limited, the Registrar and Share Transfer Agent.
16. In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialized form with effect from 1<sup>st</sup> April, 2019. In view of the above and to eliminate the risks associated with physical shares, Members are advised to dematerialise shares held by them in physical form.
17. Members desirous of having any information regarding Accounts of the Company are requested to e-mail their queries to [grandmatrading@gmail.com](mailto:grandmatrading@gmail.com) with 'Query on Accounts' in the subject line, at least 7 days before the date of the meeting, so that requisite information is made available at the meeting.
- 18. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on **Monday, 15<sup>th</sup> September, 2025 at 9.00 a.m. IST and ends on Wednesday, 17<sup>th</sup> September, 2025 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 **Thursday, 11<sup>rd</sup> September, 2025**, may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL / NSDL / KARVY / LINKINTIME / PURVA, so that the user can visit the e-Voting service providers' website directly</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 redirected to e-Voting service provider website for casting your</li> </ol>

vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select "Register Online for IDeAS "Portal or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.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 held 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 or joining virtual meeting & voting during the meeting
- 4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



- 5) For OTP based login you can click on <https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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 or joining virtual meeting & voting during the meeting.

**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on "Shareholder/Member" module.
- 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) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• 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.</li> <li>• 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 as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (ii) Click on the "NOTICE FILE LINK" if you wish to view the Notice.
- (iii) 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.
- (iv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (v) **Facility for Non - Individual Shareholders and Custodians - Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@purvashare.com](mailto:evoting@purvashare.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.
- 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 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](mailto:grandmatrading@gmail.com) if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **1 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [grandmatrading@gmail.com](mailto:grandmatrading@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **1 days prior to meeting**

mentioning their name, demat account number/folio number, email id, mobile number at [grandmatrading@gmail.com](mailto:grandmatrading@gmail.com) . These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM / EGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM / AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**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 [grandmatrading@gmail.com](mailto:grandmatrading@gmail.com) / [evoting@purvashare.com](mailto:evoting@purvashare.com).
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 attending AGM & e-Voting from the Purva e-Voting System, you can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-35220056.

19. The relevant documents referred to in the Notice and Explanatory Statement will be available for inspection electronically without any fees by the Members from the date of circulation of this Notice up to the date of the AGM i.e. upto Thursday 18<sup>th</sup>, 2025. Members seeking inspection of such documents can send a request to the Company at [www.grandmatrading.co.in](http://www.grandmatrading.co.in).
20. 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.

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.grandmatrading.co.in](http://www.grandmatrading.co.in) ; [evoting@purvashare.com](mailto:evoting@purvashare.com) i.e. service provider within prescribed period and submitted to the Stock Exchange.



Place: Mumbai  
Date: 14/08/2025

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

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

Sonal Nakum  
Company Secretary and Compliance Officer  
M. No. A66793

## ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT,  
2013 FORMING PART OF THE NOTICE**ITEM NO. 3: APPOINTMENT OF M/S. JAIN RAHUL & ASSOCIATES, PRACTICING COMPANY SECRETARIES IN PRACTICE AS SECRETARIAL AUDITORS OF THE COMPANY.**

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on Thursday, May 29, 2025 have recommended and approved the appointment of M/s. Jain Rahul & Associates; Company, Peer Reviewed Firm of Company Secretaries in Practice, as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years from April 01, 2025 to March 31, 2030 on the following terms and conditions:

**Remuneration Payable:**

It is proposed that M/s. Rahul Jain & Associates, Practicing Company Secretaries, be appointed to conduct the Secretarial Audit for the financial year ending March 31, 2026, at a remuneration to be mutually agreed upon between the Board of Directors and the Secretarial Auditors. The Board is also authorized to revise the remuneration, if deemed necessary, during the tenure, based on the recommendations of the Audit Committee.

The proposed remuneration is determined taking into account the firm's knowledge, expertise, relevant industry experience, and the time and efforts expected to be involved in carrying out the audit, and is aligned with prevailing industry benchmarks.

Fees for additional services, such as certifications and other professional work permitted under applicable laws, shall be separate from the secretarial audit fee and will be determined by the Board in consultation with the Secretarial Auditors, based on the recommendations of the Audit Committee.

**Basis of recommendations:**

The Audit Committee and the Board of Directors, while recommending the appointment of M/s. Jain Rahul & Associates; Company as the Secretarial Auditor of the Company, have taken into consideration, among other things, eligibility criteria and qualification prescribed under the Act and Rules made thereunder and SEBI LODR Regulations and experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

**Disclosure and Confirmation:**

M/s. Jain Rahul & Associates; Company holds a valid certificate of peer review issued by the Institute of Company Secretaries of India and have given their consent to act as Secretarial Auditor of the Company and confirmed that their appointment, if made, would be in accordance with the provisions of the Sections 204 and other relevant provisions the Act and Regulation 24A of SEBI Listing Regulations, 2015.

Brief profile of Auditors:

**Jain Rahul & Associates, Practicing Company Secretaries** is set up by CS Rahul Jain, who is member of the ICSI and has around 9 years of experience and provide services in area of Corporate Laws, Taxation (Direct & Indirect), Financial consultancy Services, Due Diligence, Compliance Management Services etc.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors recommends the resolution for approval of the Members of the Company, as set out at Item No. 3 of the Notice as Ordinary Resolution.

**ITEM NO. 4: RE-APPOINTMENT OF MR. ABHISHEK ASHAR (DIN:08565712) AS WHOLE TIME DIRECTOR:**

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, 2025, approved the re-appointment of Mr. Abhishek Ashar as a Whole-time Director for a period of 5 years with effect from 1<sup>st</sup> July, 2025 to 30<sup>th</sup> June, 2030, subject to the approval of the Members of the Company.

Mr. Abhishek 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 Ashar has conveyed his consent to act as a Director of the Company and has made the necessary disclosures and declarations. Mr. Abhishek 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 Ashar, as approved by the Board of Directors upon recommendation of the Nomination & Remuneration Committee, are as under:

Remuneration of Mr. Abhishek 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. 4 for approval by the Members by way of Ordinary Resolution.

Except Mr. Abhishek Ashar 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: APPROVAL OF SCHEME FOR REDUCTION OF SHARE CAPITAL OF THE COMPANY.****A. ACCUMULATED LOSSES:**

As on 31.3.2025 the accumulated losses of the company are as follows;

Particulars	Pre reduction (As on March 31, 2025)	Proposed reduction	Post reduction
Share Capital Account	13,06,00,000	11,75,40,000	1,30,60,000
Retained Earnings i.e. Accumulated Losses	(12,99,04,022)	11,75,40,000	(1,23,64,022)

**B. REDUCTION OF CAPITAL PROPOSAL:**

The Board proposes to reduce the share capital of the company by Rs.11,75,40,000/- which amount to 90 % reduction of capital of the Company.

1.setoff Rs.13,06,00,000/- (Rupees Thirteen Crores Six Lakhs only) fully paid up capital of the Company against the available total accumulated Loss of Rs.11,75,40,000/- (Rupees Eleven Crore Seventy-Five Lakhs Forty Thousand Only) ;

2. Accordingly, the Subscribed and Fully Paid-up Share Capital of the Company shall stand reduced from Rs.13,06,00,000/- (Rupees Thirteen Crores Six Lakhs only) consisting of 13,06,00,000 fully paid up Equity Shares of Rs.1/- (Rupees One Only), to Rs. 1,30,60,000/- (Rupees One Crore Thirty Lakhs Sixty Thousand only).

3. Post reduction of capital of the Company, the subscribed and paid of capital of the company will be of Rs. 1,30,60,000/- (Rupees One Crore Thirty Lakhs Sixty Thousand only) divided into 1,30,60,000 (Rupees One Crore Thirty Lakhs Sixty Thousand only) Equity Shares of Rs. 1/- (Rupees One only) each.

The Company shall also make all applications / petitions under Section 66 of the Companies Act, 2013, NATIONAL COMPANY LAW TRIBUNAL (PROCEDURE FOR REDUCTION OF SHARE CAPITAL OF COMPANY) RULES, 2016) and other applicable provisions of the Act to the NCLT of Judicature at Mumbai Maharashtra for sanctioning of this Reduction of Capital of the Company under the Provisions of Companies Act, 2013 and rules framed there under and obtain all approvals as may be required under law.

**C. RATIONALE AND PURPOSE OF THE REDUCTION:**

- a. The Company's financial statement currently reflects Accumulated Losses (debit balance of Profit & Loss Account) to the tune of Rs.12,99,04,022/- (Rupees Twelve Crores Ninety Nine Lakhs Four Thousand Twenty Two Only) based on Audited Standalone Financial statements for the year ended March 31, 2025. The present issued, subscribed and paid- up share capital of the Company is Rs.13,06,00,000/- (Rupees Thirteen Crores Six Lakhs only) comprising of 13,06,00,000 equity shares of Re.1/- each. Accumulated Losses have substantially wiped off the value represented by the Share

Capital. This has given to the need for readjustment of share capital account in its books of accounts.

- b. In order to re-align the relation between capital and assets; and to accurately and fairly reflect the assets and liabilities of the Company in its books of accounts; and for better presentation of the financial position of the Company, the Board of Directors has decided to write off the Accumulated Losses against Share Capital Account in accordance with the provisions of Sections 66 of the Companies Act, 2013, and National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable provisions.
- c. By virtue of article 54 of Articles of Association of the Company, the Company is authorized to reduce its share capital in any manner and in accordance with the provisions of the Act.
- d. In the above context, the Company proposes to write off Accumulated Losses of Rs.11,75,40,000 (Rupees Eleven Crores Seventy-Five Lakhs Forty Thousand Only) reflecting in the audited standalone financial statements of the Company as on March 31, 2025 with the balance appearing in Share Capital Account.
- e. Accordingly, upon coming into effect the Scheme, balance in Accumulated Losses (debit balance of Profit & Loss Account) to the tune of Rs.12,99,04,022/- (Rupees Twelve Crores Ninety Nine Lakhs Four Thousand and Twenty Two Only) based on Audited Standalone Financial statements for the year ended March 31, 2025 reduced to Rs.1,23,64,022/- (Rupees One Crore Twenty Three Lakhs Sixty Four Thousand Twenty Two only) and Share capital Account be reduced from 13,06,00,000/- (Rupees Thirteen Crores Six Lakhs only) to 1,30,60,000/- (Rupees One Crore Thirty Lakhs Sixty Thousand only).
- f. Under the provisions of Section 66 of the Companies Act, 2013 would accordingly be applicable in respect of such reduction.
- g. The reduction envisaged under this Scheme will not result in any change in the shareholding of the Members of the Company and would not in any way have any adverse effect on the Company's ability to honour its commitments or meet its obligations in the ordinary course of business and that the reduction of share capital shall not cause any shareholder to hold in fraction shares, if any caused by the reduction of share capital, the same shall be rounded off to one share and the same would be allotted to the shareholders. Simultaneously, the increase in the number of shares due to rounding off will be forgone by Mr. Bharat Bansilal Jain, Promotor of the Company thus keeping the paid-up Share Capital intact to Rs. 1,30,60,000/- (Rupees One Crore Thirty Lakhs Sixty Thousand only).
- h. Hence, the Board of Directors believe that in order to present a fair position of the affairs of the Company, the most practically and economically efficient option available to the Company would be to utilize the balance lying in the Share Capital to the extent of writing of the Accumulated Losses of the Company, subject to the confirmations /

sanctions of the requisite majority of the Shareholders of the Company and the NCLT and such other appropriate authority, as may be applicable.

**D. OBJECTS/ BENEFITS ARISING OUT OF THE SCHEME:**

- a. Under this Scheme, if approved, the books of the Company would better represent its financial position which would help the Company position itself better in the market and undertake business activities efficiently. This would be value accretive to the Shareholders as well, as their holdings would yield better results.
- b. The adjustment / set off of the balance in Share Capital Account would not have any impact on the shareholding pattern.
- c. The proposed restructuring under the Scheme, if approved, would enable the Company to explore opportunities for the benefit of its Shareholders, including the form of dividend payments, in terms of the applicable laws.
- d. The Scheme, if approved, may enable the Company to explore opportunities that it was unable to take advantage of because of it experiencing Accumulated Losses.
- e. The reduction of Share Capital Account in the manner proposed would enable the Company to have a rational structure which is commensurate with its business and assets.
- f. The Scheme of reduction, after full implementation, will result in making the Company's balance sheet leaner and downsized.
- g. The proposed Scheme would be for the overall benefit of the Company, its creditors, its Shareholders and all other stakeholders.
- h. The reduction of the Paid-up share capital of the Company by way of adjustment/set off of the Accumulated Losses against the amount lying in the Share Capital Account of the Company.
- i. The Scheme, if approved, would provide greater flexibility to the Company in raising funds either from the capital market or from any bank / financial institutions in the form of equity or debt, depending on the business needs of the Company.
- j. The consent of the Shareholders of the Company to this Scheme of reduction of Share Capital of the Company shall be taken through a resolution under the provisions of Section 66 of the Companies Act, 2013 and National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable provisions of the Companies Act, 2013 (to the extent applicable).
- k. The Scheme is merely a reduction in the Share Capital of the Company prepared in terms of Section 66 of the Companies Act, 2013 and National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable provisions of the Companies Act, 2013 (to the extent applicable) and does not envisage transfer, conveyance or vesting of any of the properties and / or liabilities of the Company to any person or entity. Consequently, the order of NCLT approving the

scheme would not attract any stamp duty in this regard under the applicable provisions of the Indian Stamp Act, 1899 or the Maharashtra Stamp Act, 1958.

#### E. EFFECTS OF THE SCHEME:

- a. The proposed reduction of Share Capital Account against the Accumulated Losses shall be reflected in the books of accounts of the Company, on the Effective Date, in the following manner:

The pre and post reduction of Share Capital Account of the Company against its Accumulated Losses:

(Amount in Rs.)

Particulars	Pre reduction (As on March 31, 2025)	Proposed reduction	Post reduction
Share Capital Account	13,06,00,000	11,75,40,000	1,30,60,000
Retained Earnings i.e. Accumulated Losses	(12,99,04,022)	11,75,40,000	(1,23,64,022)

- b. Upon Scheme being effective, the amount standing to the credit of the Share Capital Account shall get reduced from Rs. 13,06,00,000 (Rupees Thirteen Crores Six Lakhs Only) to Rs. 1,30,60,000/- (Rupees One Crore Thirty Lakhs Sixty Thousand only).
- c. The Scheme is only for reduction of Share Capital of the Company and it does not envisage transfer or vesting of any properties and /or liabilities to or in favor of the Company.
- d. The proposed reduction of Paid-up Share Capital of the Company by way of writing off the Accumulated losses against the amount lying in the Share Capital Account of the company will be for the benefit of the Company, its creditors, Shareholders and all the concerned stakeholders. Such reduction will not cause any prejudice to the creditors of the Company. The reduction of Share Capital Account would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honor its commitments or pay its debts in the ordinary course of the business.
- e. The Company shall not be required to use the words "AND REDUCED" as part of its corporate name and such use is dispensed with.

#### F. ACCOUNTING TREATMENT:

The Company shall pass appropriate entries as per the applicable accounting policies and accounting standards (specified in section 133 or any other provision of the Act) as regards accounting for the reduction of writing off the Accumulated Losses.

The adjustment / reduction, in the Share capital account of the Company shall be effected as an integral part of the Scheme in accordance with the provisions of Section 66 and other applicable provisions of the Act and the order of the National Company Law Tribunal sanctioning the Scheme shall be deemed to be also the order under Section 66 of the Act for the purpose of confirming the reduction and no further act, deed, or thing as required under the provisions of the Act would be required. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital.

**G. DESIGNATED STOCK EXCHANGE:**

The designated stock exchange for interaction with SEBI in terms of SEBI Circular shall be BSE Limited.

**I. IMPACT OF THE SCHEME ON EMPLOYEES /WORKERS:**

The Scheme shall not have any adverse impact on the employees / Worker of the Company and they would, in fact be generally benefited due to improved financial position of the Company.

**J. IMPACT OF THE SCHEME ON CREDITORS /LENDERS /FINANCIAL INSTITUTIONS /BANKERS:**

The proposed scheme would not in any way adversely affect any of the Company's creditors/ lenders/ financial institutions/ Banks. They would in fact be generally benefitted as the Scheme would help improving the financial position of the Company.

The proposed reduction in share capital in any manner whatsoever does not, alter, vary, or affect the payment of any types of dues or outstanding amounts including all or any of the statutory dues payable or outstanding.

**K. APPLICATION TO THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL:**

This involves reduction of share capital as contemplated by Article 54 of the Articles of Association of the Company. The Company shall make all applications / petitions to the NCLT, Mumbai Bench for sanctioning of this Scheme and obtain all approvals as may be required under Section 66 of the Companies Act, 2013 and National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable provisions of the Companies Act, 2013 (to the extent applicable) are to be sought as a measure of legal compliance, transparency, prudence and extra caution.

**L. MODIFICATIONS / AMENDMENTS TO THE SCHEME:**

The Company, by its Board or such other committee/ person or persons, as the Board may authorize, may make, or affect or assent to any modification or amendment of the Scheme which the Hon'ble National Company Law Tribunal, Mumbai Bench, the SEBI, the Stock Exchange and/or any other authorities under law may deem fit to direct or impose or which may otherwise be considered necessary or desirable by the Board for settling any question or doubt or difficulty that may arise for implementing and/ or carrying out the Scheme or otherwise howsoever arising out of or under or by virtue of the Scheme and/ or any matter concerned or connected herewith, as may be considered by the Board to be in the best interest of the Company and its Shareholders including the withdrawal of the Scheme, and do all such acts, deeds and things as may be necessary, desirable or expedient for giving effect to the Scheme.

**M. DATE OF TAKING EFFECT:**

The Scheme set out herein in its present form or with any modification(s) hereto approved or imposed or directed by the Hon'ble National Company Law Tribunal, Mumbai Bench, shall be effective from the Effective Date.

The Board sought the approval of members for resolution No. 5 by way of a special resolution and ordinary resolution including authoring the Board to give effect to the resolution post approval from the NCLT (National Company Law Tribunal) and other Statutory and Regulators including Stock Exchange & SEBI. The Company is only listed at BSE. The Board recommends the reduction of capital.

The Directors are interested to extent of their shareholding just like any other shareholder. Members can take inspection at the Registered office of the Company between 11.00 a.m. to 06.00 p.m. and at free of cost can obtain copy of the following Documents till the end of the meeting of the members scheduled to be held on Thursday, 18<sup>th</sup> September, 2025:

S.No.	Descriptions
1.	Certified true copy of the resolution passed by the Board of Directors of the company on 29.05.2025 approving the scheme.
2.	Certified copy of the draft Scheme of Reduction of Capital proposed to be filed before the NCLT.
3.	Report from the Audit Committee dated 29.05.2025 recommending the draft scheme taking into consideration, inter alia, the valuation report.
4.	Shareholding pattern of the Company- pre and post Reduction of Capital as per the format provided under Regulation 31 of the LODR Regulations,2015.
5.	Audited financials of the Company for the last 3 financial years
6.	Capital Built up and Built of the Accumulated Losses
7.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc.
8.	Detailed Compliance Report duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards.
10.	Memorandum & Article of Association of the Company

**Details of Director seeking appointment / re-appointment at the 44<sup>th</sup> Annual General Meeting (Pursuant to Regulation 36(3) (Listing Obligation and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges) and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.**

Particulars Required	Details
Name of the Director	Mr. Abhishek Ashar
Category / Designation	Whole Time Director & CFO
Director Identification Number (DIN)	08565712
Date of First Appointment	12 <sup>th</sup> June, 2020
Date of Birth and Nationality	17 <sup>th</sup> November, 1994 and Indian
Shareholding in the Company including shareholding as a beneficial owner as on date of this Notice	Nil
Terms and Condition of Appointment and <del>Re-appointment</del>	As per Explanatory statement
Details of Remuneration sought to be paid <del>and remuneration last drawn</del>	NIL
Relationship with other Directors, Manager and other key Managerial Personnel <i>Interse</i>	NIL
Number of Meeting of the Board attended during the year 2025-26	5
Brief Profile, Experience, and Expertise in specific functional areas	He is having experience in celebrity manager, client manager and as a sales manager.
Qualification	Hotel Management from YCMOU and having experience in celebrity manager, client manager and as a sales manager.
Directorships held in other companies including listed companies (^) and excluding foreign companies as of the date of this Notice.	1. OASIS NUTRACEUTICALS LIMITED
Name of listed entities from which the person has resigned in the past three years	Nil
Memberships / Chairmanships of committees of other companies including listed companies (^) and excluding foreign companies as of the date of this Notice	Nil
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable

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