

# G. D. TRADING AND AGENCIES LIMITED

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Regd Office: Indian Mercantile Chambers, 3<sup>rd</sup> Floor, 14-R, Kamani Marg, Ballard Estate,  
Mumbai- 400001

Ph: 22-66314181, 66314182, Email Id: [gdtal2000@gmail.com](mailto:gdtal2000@gmail.com)

Website: [www.gdtal.com](http://www.gdtal.com)

CIN: L51900MH1980PLC022672

Date: 7<sup>th</sup> September, 2019

To,  
The Corporate Relations Department  
Bombay Stock Exchange Limited  
PJ Tower, Dalal Street, Fort  
Mumbai - 400001.

Scrip Code: 504346

Sub: Submission of Annual Report under Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

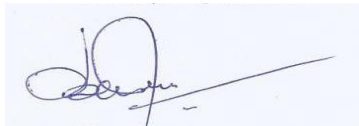
Dear Sir/Madam,

Please find enclosed herewith Notice of 39<sup>th</sup> Annual General Meeting and copy of Annual Report as per Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the year ended 31<sup>st</sup> March, 2019 for your necessary records.

Kindly take note of the same and oblige.

Thanking You

For G D Trading & Agencies Limited,



**Bharat Somani**  
Director  
DIN: 00286793  
Encl: As Above

**G. D. TRADING AND AGENCIES LIMITED**

**39<sup>TH</sup> ANNUAL REPORT**

**2018 - 2019**

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**CORPORATE INFORMATION:**

**G. D. Trading and Agencies Limited**

**CIN: L51900MH1980PLC022672**

**BOARD OF DIRECTORS:-**

<b>Mr. Bharat Somani (DIN: 00286793)</b>	<b>Executive Director (w.e.f. 04.04.2019)</b>
<b>Mr. Vinod Mimani (DIN: 00053976)</b>	<b>Non- Executive Director (Independent Director)</b>
<b>Mr. Sanjay Somani (DIN: 00629858)</b>	<b>Non- Executive Director (Independent Director)</b>
<b>Ms. Shilpa Parab (DIN: 08338221)</b>	<b>Non- Executive Director (Independent Director) (w.e.f 14.02.2019)</b>

**AUDITORS**

**M/s. A. Biyani & Co.**  
**Chartered Accountants**  
Unit No.411,  
Akuri Road,  
Gundecha Industrial Complex.,  
Next to Big Bazar,  
Opp W.E. Highway, Kandivali (E)  
Mumbai- 400101

**REGISTERED OFFICE**

Indian Mercantile Chambers, 3<sup>rd</sup> Floor,  
14-R, Kamani Marg,  
Ballard Estate, Mumbai- 400 001  
Website: [www.gdtal.com](http://www.gdtal.com)  
Email: [gdtal2000@gmail.com](mailto:gdtal2000@gmail.com)

**BANKERS**

**Bank of Baroda**  
Ballard Estate Branch  
Ballard Estate  
Mumbai- 400001

NOTICE IS HEREBY GIVEN THAT THE THIRTY NINTH ANNUAL GENERAL MEETING OF G. D. TRADING AND AGENCIES LIMITED WILL BE HELD ON SATURDAY, 28<sup>TH</sup> SEPTEMBER, 2019 AT 2.00 P.M AT INDIAN MERCANTILE CHAMBERS, 3RD FLOOR, 14-R, KAMANI MARG, BALLARD ESTATE, MUMBAI - 400001 TO TRANSACT THE FOLLOWING BUSINESS:

**ORDINARY BUSINESS:**

1.To receive, consider & adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2019 and Profit & Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

2.To re-appoint **Mr. Bharat Somani (DIN: 00286793)** as a Director of the Company, who retires by rotation and being eligible to offer himself for re-appointment.

**SPECIAL BUSINESS:**

**3. Appointment of Ms. Shilpa Parab (DIN: 08338221) as a Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force. Mrs. Shilpa Sagar Parab (DIN: 08338221) who was appointed as additional director on 14<sup>th</sup> February, 2019 and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years.”

**4. Appointment of Mr. Bharat Somani (DIN: 00286793) as Director:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**.

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (‘the Act’), the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof] and such other approvals, permissions and sanctions as may be required, consent of the Company be and is hereby accorded to the appointment and terms of remuneration of Mr. Bharat Somani (DIN: 00286793) as a Director (Executive) of the Company for a period of 5 years commencing from 1 April, 2019 upto 31<sup>st</sup> March, 2024, upon the terms and conditions as set out in the Explanatory Statement annexed to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) with liberty to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include the Committee of the Board) to alter and vary the terms and conditions of the said appointment and remuneration in such manner as may be agreed to between the Board and Mr. Bharat Somani.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution."

**For and on behalf of the Board**

**For G.D. Trading and Agencies Limited**

**Place: Mumbai**

**Date: 14th August, 2019**

**Registered Office:**

Indian Mercantile Chambers,  
3<sup>rd</sup> Floor, 14-R, Kamani Marg, Ballard Estate,  
Mumbai- 400001

**Sd/-**

**Bharat Somani**

**Director**

**DIN: 00286793**

## **IMPORTANT NOTES: -**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.**

2. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than **Forty-Eight Hours** before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Pursuant to the provision of Section 91 of Companies Act 2013, the register of members and share transfer books will remain closed from **24<sup>th</sup> September, 2019 to 28<sup>th</sup> September, 2019** (both days inclusive)

4. Additional information in respect of Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice.

5. Members desirous of obtaining any information as regards accounts and operations of the Company are requested to address their queries to the Registered Office of the Company in writing at least seven days in advance before the date of the Meeting, to enable the Company to keep the necessary information ready.

6. Members are requested to bring their copy of Annual Report to the Meeting.

7. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.

## **VOTING THROUGH ELECTRONIC MEANS**

### **PROCESS FOR MEMBERS OPTING FOR E-VOTING**

#### **Voting through electronic means**

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Listing Regulations, the

Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on **25<sup>th</sup> September, 2019 (9:00 am) and ends on 27<sup>th</sup> September, 2019 (5:00 pm)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **21<sup>st</sup> September, 2019**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. **In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :**

(i) Open email and open PDF file viz; “AGM.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password.



It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "G D Trading and Agencies Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [sgevoting@gmail.com](mailto:sgevoting@gmail.com) or [gdta12000@gmail.com](mailto:gdta12000@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :**

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

<u><b>EVEN (Remote e-voting Event Number)</b></u>	<u><b>USER ID</b></u>	<u><b>PASSWORD/PIN</b></u>
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **21<sup>st</sup> September, 2019**.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **21<sup>st</sup> September, 2019**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Issuer/ RTA](#).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Suhas Ganpule, Proprietor of M/s. SG & Associates, Practicing Company Secretaries (Membership No. 12122) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall

make, not later than three days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.gdtal.com](http://www.gdtal.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013**

**ITEM NO.3**

As per the provisions of Section 149 of the Companies Act, 2013, Mrs. Shilpa Sagar Parab (DIN: 08338221) is eligible to be appointed as an Independent Director of the Company. The Company has received request in writing from a member of the company proposing her candidature for appointment as Director (Independent) of the Company.

Also, the Company has received a declaration from Mrs. Shilpa Sagar Parab (DIN: 08338221) that she meets with the criteria of Independence as prescribed under Section 149 (6) of Companies Act, 2013. Mrs. Shilpa Sagar Parab (DIN: 08338221) possesses diversified skills, experience and knowledge, inter alia, in the field of accountancy. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mrs. Shilpa Sagar Parab (DIN: 08338221) be appointed as an Independent Director for a period of 5 years from the date of Annual General Meeting.

Other than Mrs. Shilpa Parab none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board of Directors of your Company recommends the Resolutions for your approval.

**ITEM NO. 4**

Mr. Bharat Somani (DIN: 00286793) was appointed as the Additional Director of the Company. The Company has received request in writing from the member of the Company proposing his candidature for appointment as Director (Executive) of the Company.

Pursuant to the applicable provisions of the Companies Act, 2013 and rules made thereunder, the tenure of the Director needs to be fixed. The Nomination and Remuneration committee had recommended the appointment of Mr. Bharat Somani as Director (Executive) of Company for a period of 5 years and the same is approved by the Board of Directors in its meeting held on 14.08.2019.

The Board of Directors recommends the above resolution for your approval.

None of the other Directors of the Company other than Mr. Bharat Somani are, in any way, concerned or interested in this resolution.

**For and on behalf of the Board**

**For G.D. Trading and Agencies Limited**

**Place: Mumbai**

**Date: 14th August, 2019**

**Registered Office:**

Indian Mercantile Chambers,  
3<sup>rd</sup> Floor, 14-R, Kamani Marg, Ballard Estate,  
Mumbai- 400001

**Sd/-**

**Bharat Somani**

**Director**

**DIN: 00286793**

**BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING:**

Name	<b>Mr. Bharat Somani</b>	<b>Mrs. Shilpa Sagar Parab</b>
Age	57	42
Date of Appointment	04/04/2019	28.01.2019
Qualifications	B.Com.	B.Com.
Expertise in specific functional areas	Overall management	Accountancy
Directorship of other Companies	<ol style="list-style-type: none"> <li>1. Soma Papers And Industries Limited</li> <li>2. Raajita Audio Video Company Private Limited</li> <li>3. Mascot Constructions Private Limited</li> <li>4. Vecron Industries Limited (Transfer from Maharashtra)</li> <li>5. Ceres Company private Limited</li> <li>6. S R S Trading And Agencies Pvt Ltd</li> <li>7. Jaychandra Leasing &amp; Investments Ltd</li> <li>8. Rajshree Trade &amp; Development Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Deccan Bearings Ltd</li> <li>2. Garware Synthetics Limited</li> <li>3. Jaychandra Leasing &amp; Investments Ltd</li> </ol>
Chairman / Member of the Committees of the board of the Companies on which he/she is a Director	02	03
Shareholding of the Director in G.D. Trading and Agencies Limited	0	0

**For and on behalf of the Board  
For G.D. Trading and Agencies Limited**

**Sd/-**

**Bharat Somani**

**Director**

**DIN: 00286793**

**Place: Mumbai**

**Date: 14<sup>th</sup> August, 2019**

**Registered Office:**

Indian Mercantile Chambers,  
3<sup>rd</sup> Floor, 14-R, Kamani Marg,  
Ballard Estate,  
Mumbai-400001

## **DIRECTORS REPORT**

To,  
The Members,  
**G.D TRADING AND AGENCIES LIMITED**

Your Directors have pleasure in presenting their Thirty Ninth Annual Report on the business and operations of the Company and the accounts for the Financial Year ended **March 31, 2019**.

### **FINANCIAL RESULTS:**

**(In Rupees)**

<b>Particulars</b>	<b>For the year ended 31<sup>st</sup> March, 2019</b>	<b>For the year ended 31<sup>st</sup> March, 2018</b>
Net Profit/ (Net Loss) Before Providing for Depreciation and Tax	(1,78,017)	(4,54,889)
Less: Depreciation	-	--
Profit after Providing for Depreciation and before tax	(1,78,017)	(4,54,889)
Exceptional Items	(7,72,08,332)	-
Add / (Less) Provision for: A) Deferred Tax B) Income Tax	-	--
Profit/(Loss) after Taxation	(7,73,86,349)	(4,54,889)
Add: Balance brought forward from previous year	-	-
Add: Excess Provision for Tax for Earlier	NIL	NIL
Balance Carried to Balance Sheet	(8,09,49,405)	(35,63,055)

### **OPERATIONAL REVIEW:**

The Company has generated an Income of Rs1.99 lakhs for the Financial Year 2018-2019, whereas the income in previous year 2017-2018 was NIL.

The Company has incurred Loss for the current Financial Year of Rs.1.78 Lakhs before Exceptional Items and Rs.773.86 Lakhs after Exceptional Items due to recognition of impairment in the value of the investment in Shree Vindhya Paper Mills Limited as required



under Ind-AS 109 Accounting Standard as compared to loss for the year 2017-2018 of Rs. 4.55Lacs.

**DIVIDEND:**

In view of accumulated losses, your Directors do not recommend any Dividend for the Financial Year ended on 31<sup>st</sup> March, 2019.

**DEPOSITS:**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

**DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:**

The Company does not have any Subsidiary, Joint Venture or Associate Company as per the provisions of Companies Act, 2013.

**SHARE CAPITAL:**

The Authorized Share Capital of the Company is Rs. 75,00,000 (Rupees Seventy Five Lakhs Only) divided into Equity share capital of Rs. 25,00,000 (Rupees Twenty Five lakhs only) and 11% Preference share capital of Rs. 50,00,000 (Rupees Fifty Lakhs Only).

The paid up capital of the Company is Rs. 60, 00,000 (Rupees Sixty lakhs only) including 1, 00,000 Equity shares of Rs. 10/- each aggregating to Rs. 10, 00,000 (Rupees Ten Lakhs) and 11%, 50,000 Preference share of Rs. 100/- each aggregating to Rs. 50, 00,000 (Rupees Fifty Lakhs).

During the year, there was no change in Share capital of the Company.

**MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There are no Material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date by or of this report like settlement of tax liabilities, operation of patent rights, depression in market value of investments, institution of cases against the company, sale or purchase of capital assets or destruction of any assets etc.

### **VOLUNTARY CANCELLATION OF RBI REGISTRATION CERTIFICATE FOR NBFC LICENCE:**

As mentioned last year, the Company had applied to the Reserve Bank of India for cancellation of NBFC Registration. The Company received Order dated August 6, 2018 cancelling Certificate of Registration as NBFC.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There are no significant and material orders passed by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The Company has given loans or guarantees as specified in Note to accounts of the Financial Statements as covered under the provisions of section 186 of the Companies Act, 2013.

The details of the investments made by company are given in the note no. 2 to the financial statements which is annexed to this Annual Report.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

### **CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:**

The information required under the provisions of Companies Act, 2013 and Rules made there under relating to the technology absorption and Research & Development are not applicable to the Company, since the Company is not engaged in any manufacturing activity. But the Company has taken necessary steps to conserve energy wherever possible.

#### **FOREIGN EXCHANGE EARNINGS AND OUT-GO:**

During the Financial Year 2018-2019, under review there were no Foreign Exchange Earnings or Outflows.

#### **CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

As the Company does not fall under the Class of Companies as prescribed under Section 135 of Companies Act, 2013 and Rules made thereunder, therefore the provisions related to Corporate Social Responsibility is not applicable to the Company.

Therefore, Company is not liable to contribute towards Corporate Social Responsibility.

#### **EMPLOYEES RELATIONS:**

During the year under review, your company enjoyed cordial relationship with employees at all levels.

#### **DIRECTORS:**

##### **A) Changes in Directors and Key Managerial Personnel:**

##### **I. Cessation:/Disqualification:**

Mrs. Kavita Pawar vacated her from Office from Directorship of the Company w.e.f. 14<sup>th</sup> February, 2019.

Mr. Shekhar Somani, Director of the Company vacated his office from Directorship w.e.f. 04<sup>th</sup> April, 2019.

##### **II. Retirement by Rotation:**

Pursuant to the provisions of the Companies Act, 2013 and Articles of Association of the Company, **Mr. Bharat Somani (DIN: 00286793)** Director of the Company, retires by rotation at this Annual General Meeting, and being eligible to offer himself for re-appointment.

##### **III. Appointment:**

**Ms. Shilpa Parab (DIN: 08338221)** has been appointed as an Additional Director of the Company w.e.f. 14<sup>th</sup> February, 2019 on the Board of Director during the Year 2018-19.

**Mr. Bharat Somani (DIN: 00286793)** was appointed as an Additional Director of the Company on 04<sup>th</sup> April, 2019.

**B) Declaration by an Independent Director(s) and Re- appointment:**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013.

An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

**C) Formal Annual Evaluation:**

In terms of the provisions of the Act, the Board has carried out annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee (NRC).

**D) Remuneration Policy:**

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirements under Section 134(3) (c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- I. In the preparation of the accounts for the financial year ended 31<sup>st</sup> March, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- II. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;

III. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

IV. The Directors had laid down internal financial controls to be followed by Company and that such internal financial controls are adequate and were operating effectively.

V. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

#### **MEETINGS OF THE BOARD:**

The Board of Directors met 06 (Six) times during the Financial Year 2018-19 on the below mentioned dates:

<b>Sr. No.</b>	<b>Date of Board Meeting</b>
1.	29.05.2018
2.	14.08.2018
3.	15.09.2018
4.	14.11.2018
5.	16.01.2019
6.	14.02.2019

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto shall be disclosed in the Form AOC - 2 Annexed herewith as “**Annexure B**” to this Report.

#### **STATUTORY AUDITORS:**

**M/s. A. Biyani & Co., Chartered Accountants (FRN. 140489W)** were appointed as statutory auditor of the Company at the Annual General Meeting held on 29 September 2018 for the term of 5 years till the conclusion of Annual General Meeting to be held in year 2023.

#### **MANAGEMENT DISCUSSION & ANALYSIS REPORT:**

The Management Discussion & Analysis Report on the operations of the Company, as required under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

with the Stock Exchange is provided as separate section and forms a part of this Annual Report.

#### **EXTRACT OF THE ANNUAL RETURN:**

The Extract of Annual Return is attached to this Report as per Section 134 of Companies Act, 2013 as **MGT-9** Annexed herewith as “**Annexure A**” to this Report.

#### **CORPORATE GOVERNANCE REPORT:**

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. The Company has also implemented several best Corporate Governance Practices as prevalent globally.

The Report on Corporate Governance as stipulated under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is not applicable to the Company as it not covered under the prescribed limit as specified under the Regulation.

#### **AUDIT COMMITTEE:**

The Company has a qualified and independent Audit Committee which has been formed in pursuance of Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Section 177 of the Companies Act, 2013.

The Primary objective of the committee is to monitor and provide effective supervision of the management’s financial reporting process to ensure accurate and timely disclosures, with the highest level of transparency, integrity and quality of financial reporting.

#### **Terms of Reference:**

1. Approving and implementing the audit procedures and techniques.
2. Reviewing audit reports of both statutory and internal auditors with auditors and management.
3. Reviewing financial reporting systems, internal control systems and control procedures.
4. Ensuring compliance with regulatory guidelines.
5. The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
6. Review and monitor the auditor’s independence and performance, and effectiveness of audit process;
7. Examination of the financial statement and the auditors’ report thereon;

8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Monitoring the end use of funds raised through public offers and related matters.
13. Establishment and monitoring of the Vigil Mechanism/ Whistle Blower Policy.

Any other duties/terms of reference for the Audit Committee which are incidental/necessary for the fulfillment of the above mentioned terms of reference would be deemed to be under the purview of the Audit Committee.

- Details of the composition and attendance of Members of the Audit Committee during the year 2018-19 are as follows:

Four Audit Committee Meetings were held during the year as follows:

29.05.2018, 14.08.2018, 14.11.2018, 14.02.2019.

Sr. No.	Name of Director	Designation	Category	No. of Meetings	
				Held	Attended
1.	Mr. Sanjay Somani	Chairman	Non- Executive Director/Independent	4	4
2.	Mr. Vinod Mimani	Member	Non Executive Director/Independent	4	1
3.	Mr. Shekhar Somani (Upto 04.04.2019)	Member	Executive/Non-Independent	4	4
4.	Mr. Bharat Somani (w.e.f. 04.04.2019)	Member	Executive/ Non Independent	4	0

#### **NOMINATION AND REMUNERATION COMMITTEE:**

The purpose of this committee of the Board of Directors ('the Board') shall be to discharge the Board's responsibilities related to nomination and remuneration of the Company's Executive/Non-Executive Directors.

The Committee has the overall responsibility of approving and evaluating the nomination and remuneration plans, policies and programs for executive /non-executive directors.

The broad terms of reference of the Nomination and Remuneration Committee are as under:

- 1) The Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every directors performance.
- 2) The Committee shall formulate the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board, policy relating to the remuneration for the directors, key managerial personnel and other employees.
- 3) Devise a policy on Board Diversity.
- 4) Formulate criteria for evaluation of Independent Directors and the Board.

Two Nomination and Remuneration Committee meetings were held during the year on 14.08.2018, 14.11.2018 and 14.02.2019.

Composition of Nomination and Remuneration Committee is as under:

<b>Name of Director</b>	<b>Executive/ Executive</b>	<b>Non- Member/ Chairman</b>
Mr. Sanjay Somani	Non- Executive	Chairman
Mr. Vinod Mimani	Non- Executive	Member
Mrs. Kavita Pawar	Non-Executive	Member

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Committee has the mandate to review and redress shareholder grievances including complaints related to non-receipt of securities/share certificates, non-receipt of balance sheet, non-receipt of declared dividends etc.

The committee reviews shareholders complaints and resolution thereof. The Committee expresses satisfaction with the Company's performance in dealing with investor grievances and its share transfer system.

Four Stakeholders Relationship Committee meetings were held during the year on 29.05.2018, 14.08.2018, 14.11.2018, 14.02.2019.

Composition of Stakeholders Relationship Committee is as under:



Name of Director	Executive/ Executive	Non- Member/ Chairman
Mr. Vinod Mimani	Non- Executive	Chairman
Mr. Sanjay Somani	Non- Executive	Member
Mr. Shekhar Somani	Executive	Member
Mr. Bharat Somani	Executive	Member

**MANAGERIAL REMUNERATION:**

A) The Disclosure pursuant to Rule 5 (1) of the Companies (Appointment of Managerial Personnel) 2014 is as follows:

Sr. No.	Name of the Director	Amount of remuneration to Directors	Percentage increase in the remuneration	Ratio of remuneration of each Director/ to median remuneration of employees
1	Mr. Shekhar Nandkumar Somani (Upto 04.04.2019)	NIL		
2	Mr. Sanjay Somani			
3	Mr. Vinod Mimani			
4	Mrs. Kavita Sandeep Pawar (Upto 14.02.2019)			

The Independent Directors do not receive any remuneration or sitting fees.

2. There was no remuneration paid to Key managerial Personnel or Director.

B) None of the employee of the Company was in receipt of the remuneration (throughout the financial year or part thereof) as per Rule 5(2) of the Companies (Appointment of Managerial Personnel) 2014.

C) The Company does not have any Holding or Subsidiary Company and none of the Directors of the Company are the Managing Director or Whole Time Director in the Associate Company.

**DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:**

The Company has a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company has a Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The Whistle Blower Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

**BUSINESS RISK MANAGEMENT:**

The Company believes that risk should be managed and monitored on a continuous basis. As a result, the Company has designed a dynamic risk management framework to allow managing risks effectively and efficiently, enabling both short term and long term strategic and business objectives to be met.

**SECRETARIAL AUDIT:**

The provision of section 204 read with section 134(3) of the companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Company has appointed M/s SG & Associates, Practicing Company Secretary, as the Secretarial Auditor of the Company for the year 2018-2019.

The Secretarial Audit report is annexed herewith as "**Annexure C**".

**Secretarial Audit Observations-**

*i) The Company has not appointed Internal Auditor of the Company pursuant to Section 138 of Companies Act, 2013.*

*ii) The Company has appointed Company Secretary for the year under review and resigned on 27<sup>th</sup> May, 2019 and till date the Company has not appointed Company Secretary of the Company.*

*iii) Mrs. Kavita Pawar and Mr. Shekhar Somani have resigned pursuant to statutory requirements under the Companies Act, 2013 and Rules made thereunder.*

*iv) The Share Holding of Promoter and Promoter Group is not held in dematerialized form as on date and the Company has taken effective actions in the matter with the promoters and promoter's groups as well as other shareholders through RTA.*

*v) The Company has not appointed Managing Director/ Whole Time Director/ CEO pursuant to Section 203 of Companies Act, 2013 and Rules made thereunder as required by the Company during the year and Mr. Shekhar Somani was appointed as CEO of the Company on 14<sup>th</sup> August, 2019.*

*vi) The Company has not filed its Form INC-22A i.e. Active Form on MCA portal and the status of the Company is "Active Non Complaint" and the status of its Director is "Director of Active Non-Complaint Company".*

**Director's clarification on the Observations to Secretarial Audit Report:**

i) The company is under the process for appointment of Internal Auditor of the Company.

ii) The Company Secretary of the Company resigned on 27<sup>th</sup> May, 2019 and then the company is in search of suitable candidature for the post of Company Secretary.

iii) The Company has filed DIR-12 for Vacation of office of Mrs. Kavita Pawar and Mr. Shekhar Somani from Directorship of the Company.

iv) The Company is under the process of getting its Shares dematerialized as per the SEBI notification.

v) The Company shall appoint Company Secretary and then the Company shall file Active Form i.e. INC-22A for the Company.

**CODE OF CONDUCT:**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as “code of business conduct” which forms an Appendix to the Code. The Code has been posted on the Company’s website. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

#### **PREVENTION OF INSIDER TRADING:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company’s shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code.

#### **PARTICULARS OF EMPLOYEES:**

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees’ particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

#### **ACKNOWLEDGEMENTS:**

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous cooperation and assistance.

**For and on behalf of the Board of Directors**

**G D Trading and Agencies Limited**

**Place: Mumbai**

**Date: 14th August, 2019**

**Sd/-  
Sanjay Somani  
Director  
DIN: 00629858**

**Sd/-  
Bharat Somani  
Director  
DIN: 00286793**

**"Annexure A"**

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

**As on the Financial Year ended on 31<sup>st</sup> March, 2019**

**Of**

**G D Trading and Agencies Limited**

*[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]*

**I. REGISTRATION AND OTHER DETAILS:**

	CIN:	<b>L51900MH1980PLC022672</b>		
i)	Registration Date [DDMMYY]	<b>28/05/1980</b>		
ii)	<b>Category of the Company</b> [Pl. tick]	1. Public Company	<input checked="" type="checkbox"/>	
		2. Private Company	<input type="checkbox"/>	
iii)	<b>Sub Category of the Company</b> [ Please tick whichever are applicable]	1. Government Company	<input type="checkbox"/>	
		2. Small Company	<input type="checkbox"/>	
		3. One Person Company	<input type="checkbox"/>	
		4. Subsidiary of Foreign Company	<input type="checkbox"/>	
		5. NBFC	<input type="checkbox"/>	
		6. Guarantee Company	<input type="checkbox"/>	
		7. Limited by shares	<input checked="" type="checkbox"/>	
		8. Unlimited Company	<input type="checkbox"/>	
		9. Company having share capital	<input type="checkbox"/>	
		10. Company not having share	<input type="checkbox"/>	
		11. Company Registered under	<input type="checkbox"/>	

iv)	Whether shares listed on recognized Stock Exchange(s)	<b>YES</b>		
	If yes, details of stock exchanges where shares are listed	SN	Stock Exchange Name	Code
		1	Bombay Stock Exchange	504346
v)	AGM details-	<b>28<sup>th</sup> September, 2019</b>		
	Whether extension of AGM was granted - Yes / No. ( If yes, provide reference number , date of approval letter and the period upto which extension granted)	<b>NO</b>		
	If Annual General Meeting was not held, specify the reasons for not holding the same	<b>N.A.</b>		
Vi)	<b>NAME AND REGISTERED OFFICE ADDRESS OF COMPANY:</b>			
	Company Name	<b>G D Trading and Agencies Limited</b>		
	Address	Indian Mercantile Chambers, 03 <sup>rd</sup> Flr 14-R Kamani, Marg Ballard Estate.		
	Town / City	Mumbai		
	State	Maharashtra		
	Pin Code:	400001		
	Country Name :	India		
	Country Code	IN		
	Telephone (With STD Code Area Number)	022-66314181,		
	Fax Number :	--		
	Email Address	<a href="mailto:gdtal2000@gmail.com">gdtal2000@gmail.com</a>		
	Website	<a href="http://www.gdtal.com">www.gdtal.com</a>		
	Name of the Police Station having jurisdiction where the registered	M. R. A. Marg Police Station		

	office is situated	
	Address for correspondence, if different from address of registered office:	Same as above.
Vii)	<b>Name and Address of Registrar &amp; Transfer Agents (RTA):- Full address and contact details to be given.</b>	
	Registrar & Transfer Agents ( RTA)	<b>Bigshare Services Private Limited</b>
	Address	1 <sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East),
	Town / City	Mumbai
	State	Maharashtra
	Pin Code:	400 059
	Telephone (With STD Area Code Number)	022 62638200
	Fax Number :	022- 62638299
	Email Address	<a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> <a href="mailto:info@bigshareonline.com">info@bigshareonline.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)**

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Investment and Trading in Shares and securities.	64990	--

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES [No. of Companies for which information is being filled]**



Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE
NOT APPLICABLE			

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### i) Share Capital

##### a) Authorized Capital-

Class of Shares	No. of shares	Nominal Value per share (Rs.)	Total Nominal value of shares [Rs.]
<b>Equity Share :-</b>			
At the beginning of the year	2,50,000	10	25,00,000
Changes during the year (Increase)	N.A.	N.A.	N.A.
Changes during the year (Decrease)	N.A.	N.A.	N.A.
At the end of the year	2,50,000	10	25,00,000
<b>Preference Share :-</b>			
At the beginning of the year	50,000	100	50,00,000
Changes during the year (Increase)	N.A.	N.A.	N.A.
Changes during the year (Decrease)	N.A.	N.A.	N.A.
At the end of the year	50,000	100	50,00,000
<b>Unclassified Shares:</b>			
At the beginning of the year	N.A.	N.A.	N.A.
Changes during the year (Increase)	N.A.	N.A.	N.A.

Changes during the year (Decrease)	N.A.	N.A.	N.A.
At the end of the year	N.A.	N.A.	N.A.
<b>Total Authorized Capital at the beginning of the year</b>			
<b>a. Equity</b>	2,50,000	10	25,00,000
<b>b. Preference Shares</b>	50,000	100	50,00,000
<b>Total Authorised Capital at the end of the year</b>	3,00,000		7,50,00,000

**b) Issued Subscribed and Paid-up Capital:**

<b>Class of Shares</b>	<b>No. of shares</b>	<b>Nominal Value per share (Rs.)</b>	<b>Total Nominal value of shares [Rs.]</b>
<b>Equity Share :-</b>			
At the beginning of the year	1,00,000	10	10,00,000
Changes during the year (Increase)	N.A.	N.A.	N.A.
Changes during the year (Decrease)	N.A.	N.A.	N.A.
At the end of the year	1,00,000	10	10,00,000
<b>Preference Share :-</b>			
At the beginning of the year	50,000	100	50,00,000
Changes during the year (Increase)	N.A.	N.A.	N.A.
Changes during the year (Decrease)	N.A.	N.A.	N.A.
At the end of the year	50,000	100	50,00,000

Total Issued Share Capital at the beginning of the year	1,50,000		60,00,000
Changes during the year (Increase)	N.A.	N.A.	N.A.
Changes during the year (Decrease)	N.A.	N.A.	N.A.
Total Issued Share Capital at the end of the year	<b>1,50,000</b>		<b>60,00,000</b>

c) (i) Details of stock split / consolidation during the year (for each class of shares):-

Class of shares	Before split / consolidation	After split / Consolidation
Number of shares	<b>NOT APPLICABLE</b>	
Face value per share		

ii) Debentures:

Type of Debentures	No. of Debentures	Nominal Value per Debentures (Rs.)	Total Nominal value of Debentures [Rs.]
<b>Non-convertible ( for each type):-</b>			
At the beginning of the year	<b>NOT APPLICABLE</b>		
Changes during the year (Increase/Redemption)			
At the end of the year			
<b>Partly-convertible ( for each type)</b>			
At the beginning of the year	<b>NOT APPLICABLE</b>		
Changes during the year			

(Increase/Redemption)
At the end of the year
<b>Fully-convertible ( for each type)</b>
At the beginning of the year
Changes during the year (Increase/Converted)
At the end of the year
<b>Total Amount of Debentures</b>
At the beginning of the year
Changes during the year (Increase/Redemption/Converted)
At the end of the year

**iii) Other Securities-**

Type of Securities	No. of Securities	Nominal Value of each Unit (Rs.)	Total Nominal Value (Rs.)	Paid up Value of each Unit (Rs.)	Total Paid up Value (Rs.)
Not Applicable					

**iv) Securities Premium Account-**

Class of Securities on which premium received	No. of Securities	Premium unit [Rs.]	per	Total Premium [Rs.]

**Premium on Equity [specify for each type ]**

At the beginning of the year

Changes during the year

1. Increase

i. Public Issue

ii. Private Placement / Preferential

iii. ESOS

iv. Conversion - Pref. shares / Debentures

v. Conversion into equity

**NOT APPLICABLE**

vi. GDR / ADR

vii. Others please specify.....

2. Decrease

i) Utilization for issue of bonus shares

ii) .....

iii) .....

At the end of the year

**Premium on Other Securities**

At the beginning of the year

Changes during the year

1) Increase -Fresh issue

2) Decrease-Premium on redemption

At end of the year
<b>Total securities premium at the Beginning of the year</b>
Change during the year
Increase
Decrease
<b>Total securities premium at the end of the year</b>

#### V. Turnover and Net Worth of the Company (as defined in the Act)

(i) Turnover:

- Turnover at the end of the financial year: **Rs. 1.99 Lakhs**

(ii) Net worth of the Company:

- Net worth at the end of the financial year: **Rs. (-)749.49 Lakhs**  
(Rupees Seven Crores Forty Nine Lakhs and Forty Nine Thousand Only)

#### VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter's</b>									

<b>(1) Indian</b>									
a) Individual/ HUF	--	50080	50080	50.08	--	50080	50080	50.08	0%
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	--	24420	24420	24.42	--	24420	24420	24.42	0%
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any other	--	--	--	--	--	--	--	--	--
<b>Total shareholding of Promoter (A)</b>	--	74500	74500	74.50	--	74500	74500	74.50	--
<b>B. Public Shareholding</b>									
1. Institutions	--	--	--	--	--	--	--	--	--
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--				--				
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
<b>Sub-total (B)(1):-</b>	--	--	--	--	--	--	--	--	--
<b>2. Non- Institutions</b>									
a) Bodies Corp.	--	--	--	--	--	--	--	--	--
i) Indian	--	--	--	--	--	--	--	--	--
ii) Overseas	--	--	--	--	--	--	--	--	--

b) Individuals	--	--	--	--	--	--	--	--	--
i) Individual shareholders holding nominal share capital upto Rs. 2 lakhs	--	25500	25500	25.50	--	25500	25500	25.50	--
ii) Individual shareholders holding nominal share capital in excess of Rs 2 Lakhs	--	--	--	--	--	--	--	--	--
c) Others (specify)	--	--	--	--	--	--	--	--	--
Non Resident Indians	--	--	--	--	--	--	--	--	--
Overseas Corporate Bodies	--	--	--	--	--	--	--	--	--
Foreign Nationals	--	--	--	--	--	--	--	--	--
Clearing Members	--	--	--	--	--	--	--	--	--
Trusts	--	--	--	--	--	--	--	--	--
Foreign Bodies - D R	--	--	--	--	--	--	--	--	--
<b>Sub-total (B)(2):-</b>	--	25,500	25,500	25.50	--	25,500	25,500	25.50	--
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	--	25,500	25,500	25.50	--	25,500	25,500	25.50	--
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	--	--	--	--	--	--	--	--	--



<b>Grand Total</b> <b>(A+B+C)</b>	--	1,00,000	1,00,000	100%	--	1,00,000	1,00,000	100%	--
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### B) Shareholding of Promoter-

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01 <sup>st</sup> April, 2018)			Share holding at the end of the year (31 <sup>st</sup> March, 2019)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Shekhar Somani (FH and NG of Nitya Somani)	37,070	37.07	0.00	44080	44.08	0.00	
2	Ceres Company Pvt. Ltd.	24,420	24.42	0.00	24,420	24.42	0.00	--
3	Shekhar Somani	7,010	7.01	0.00	7,010	7.01	0.00	--
4	Rekha Ruia	6,000	6.00	0.00	6,000	6.00	0.00	--
	<b>TOTAL</b>	<b>74,500</b>	<b>74.50</b>	<b>0.00</b>	<b>74,500</b>	<b>74.50</b>	<b>0.00</b>	<b>0.00</b>

### C) Change in Promoters' Shareholding: No Change

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	<b>NOT APPLICABLE</b>			
	Date wise Increase / Decrease in Promoters Share holding during the year				

specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	
At the end of the year	

**D) Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Shri Shreegopal Asawa	3300	3.30	3300	3.30
2	Shri Murlidhar Asawa	1350	1.35	1350	1.35
3	Shri R. D. Soni	1000	1.00	1000	1.00
4	Shri Udayan Kishan Vyas	950	0.95	950	0.95
5	Shri Mukundlal Asawa	900	0.90	900	0.90
6	Smt. Geetadevi karwa	900	0.90	900	0.90
7	Shri Ashok Gehlot	800	0.80	800	0.80
8	Shri J. K. Lahoti	700	0.70	700	0.70
9	Shri Gopal Somani	600	0.60	600	0.60
10	Smt. Geeta Menon	500	0.50	500	0.50

**E) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>Shekhar Somani</b>					
	At the beginning of the year	44,080	44.08	44,080	44.08
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--
	At the end of the year	44,080	44.08	44,080	44.08

**F) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	--	76678774		76678774

ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	--	76678774	--	76678774
<b>Change in Indebtedness during the financial year</b>				
* Addition	--	8,63,500/-		8,63,500/-
* Reduction	--	61,000/-		61,000/-
<b>Net Change</b>	--	<b>8,02,500/-</b>		<b>8,02,500/-</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	--	77481274		77481274
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	--	77481274	--	77481274

## REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A) Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	<b>NOT APPLICABLE</b>	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary		

	under section 17(3) Income-tax Act, 1961	
2.	Stock Option	
3.	Sweat Equity	
4.	Commission - as % of profit - others, specify...	
5.	Others, please specify	
	Total (A)	
	Ceiling as per the Act	

**B) Remuneration to other Directors: (Amount in Rs.)**

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
1.	Independent Directors Fee for attending board / committee meetings	<b>NOT APPLICABLE</b>	
	Commission		
	Others, please specify		
	<b>Total (1)</b>		
2.	Other Non-Executive Directors		
	Commission		
	Others, please specify		
	<b>Total (2)</b>		
	<b>Total (B)=(1+2)</b>		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

**REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD(Rs. In Lakhs)**

Sl. No	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
--------	-----------------------------	------------------------	--------------

1.	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NOT APPLICABLE
2.	Stock Option	
3.	Sweat Equity	
4.	Commission - as % of profit - others, specify...	
5.	Others, please specify	
	Total (C)	

**I. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Not Applicable**

**For and on behalf of the Board of Directors**

**G D Trading and Agencies Limited**

**Place: Mumbai  
Date: 14<sup>th</sup> August, 2019**

**Sd/-  
Sanjay Somani  
Director  
DIN: 00629858**

**Sd/-  
Bharat Somani  
Director  
DIN: 00286793**

**“Annexure B”**

**FORM NO. AOC -2**

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.)*

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm’s length basis.

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	NA
b)	Nature of contracts/arrangements/transaction	NA
c)	Duration of the contracts/arrangements/transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
e)	Justification for entering into such contracts or arrangements or transactions’	NA
f)	Date of approval by the Board	NA
g)	Amount paid as advances, if any	NA
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

2. Details of contracts or arrangements or transactions at Arm’s length basis:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>	
1	Name(s) of the Related Party	Ceres Co. Pvt. Ltd.	Shekhar Somani
2	Nature of Relationship	Enterprise where KMP exercises Significant Influence	CEO/CFO

3	Nature of Contracts/arrangements/trans actions	1. Loan Taken Rs.61,500/- 2. Loan Repaid Nil	1. Loan Taken Rs.8,02,000/- 2. Loan Repaid Rs.61,000/-
4	Duration of Contracts/arrangements/trans actions	01/04/2018 to 31/03/2019	01/04/2018 to 31/03/2019
5	Salient Terms of the Contracts/arrangements/trans actions	N.A	N.A
6	Date of Approval by the Board of Directors		
7	Amount incurred during the year		

**For and on behalf of the Board of Directors**

**G D Trading and Agencies Limited**

**Place: Mumbai  
Date: 14<sup>th</sup> August, 2019**

**Sd/-  
Sanjay Somani  
Director  
DIN: 00629858**

**Sd/-  
Bharat Somani  
Director  
DIN: 00286793**



**“Annexure C”**

**Form No. MR-3  
Secretarial Audit Report**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]*

**Secretarial Audit Report**  
For the Financial Year ended 31<sup>st</sup> March, 2019

**To,  
The Members,  
G D TRADING AND AGENCIES LIMITED,**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by G D Trading and Agencies Limited (hereinafter called the Company).

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2019 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2019 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

IV. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;- **Not Applicable.**
- e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- f. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015.

V. Other laws applicable to the Company as per the representations made by the Company. We have also examined compliance with the applicable clauses of the following:

- (i) The Factories Act, 1948.
- (iv) The Employees' State Insurance Act, 1948
- (v) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952.
- (vi) The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975,

We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards by The Institute of Company Secretaries of India.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc., mentioned above, except:

- i) The Company has not appointed Internal Auditor of the Company pursuant to Section 138 of Companies Act, 2013.*

*ii) The Company has appointed Company Secretary for the year under review and resigned on 27<sup>th</sup> May, 2019 and till date the Company has not appointed Company Secretary of the Company.*

*vii) Mrs. Kavita Pawar and Mr. Shekhar Somani have resigned pursuant to statutory requirements under the Companies Act, 2013 and Rules made thereunder.*

*viii) The Share Holding of Promoter and Promoter Group is not held in dematerialized form as on date and the Company has taken effective actions in the matter with the promoters and promoter's groups as well as other shareholders through RTA.*

*ix) The Company has not appointed Managing Director/ Whole Time Director/ CEO pursuant to Section 203 of Companies Act, 2013 and Rules made thereunder as required by the Company and accordingly Mr. Shekhar Somani was appointed as CEO on 14<sup>th</sup> August, 2019.*

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions were carried out unanimously by the members of the Board and Committees and the same were duly recorded in the minutes of the meeting of the Board of Directors and Committees of the Company.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:

- i. Public / Rights / Preferential issue of shares / debentures / sweat equity.

- ii. Buy-Back of securities.
- iii. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- iv. Merger / amalgamation / reconstruction etc.
- v. Foreign technical collaborations

This Report is to be read with our letter of even date which is annexed as Annexure and forms an integral part of this Report.

**For SG and Associates,**

**Practicing Company Secretaries**

**Sd/-  
Suhas  
Ganpule,  
Proprietor,**

**Membership No: 12122  
C. P No: 5722**

**Date: 14<sup>th</sup> August, 2019  
Place: Mumbai**

### **Annexure A to MR-3**

To,  
The Members,  
**G D Trading and Agencies Limited**  
Mumbai

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For SG & Associates  
Practicing Company Secretary**

**Sd/-  
(Suhas S. Ganpule)  
Proprietor  
Membership No. 12122  
CP No. 5722**

**Date: 14<sup>th</sup> August, 2019  
Place: Mumbai**

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **INDUSTRY STRUCTURE AND DEVELOPMENT:**

Although the monsoon arrived late, its intensity largely made up for the initial deficient rainfall and bodes well for the economy in general. However, the sudden collapse of certain large financial corporate resulted in a trust and liquidity crisis and although there were a series of cuts in the repo rates by the RBI due to benign inflation, there was no improvement in the economic situation, both macro and micro.

Further financial sector reforms were carried out through the Insolvency and Bankruptcy Code to redress the delays in resolution due to interpretation and litigation and to make it more effective.

### **OPPORTUNITIES AND THREATS:**

The Company is operating in an environment, which is becoming more and more competitive and the margins in this continue to be under pressure. The Company feels this business is high growth area. The long term prospects for Indian economy remains bright owing to the growth of internal consumption driven by the country's demographic dividend, rapid urbanization, growth of manufacturing and infrastructure development.

In the short term, with revival of business confidence coupled with positive actions on reforms, infrastructure and inclusive growth by the government. The overall business sentiments in the country have turned positive after the election of a stable government at the centre; however it is imperative to translate these sentiments into actions to create real gains for the economy. All programs must be implemented with desired speed to continue attracting capital investments and drive growth. Your Company continues to achieve this by both investing in core technology areas and by combining the knowledge.

### **OUTLOOK:**

While economy recovery is expected in 2019, and if some of the forecasts hold true, India will become the fastest growing large economy of the world in the coming years. Government initiatives such as 'Make in India' coupled with the new governance regime will boost confidence of global investors and act as a catalyst for overall growth of the industry. The growth momentum in India is expected to be driven by focused spending on development projects in the form of increased public spending on infrastructure development. This will become the engine for driving several sectors of economy and lead increased industrial activity. A continuously moderating inflation and a growth driving monetary policy coupled with improved purchasing power of an increasing middle class will further aid revival of domestic demand in turn leading to growth. Falling rural incomes and volatility in domestic monetary and fiscal conditions due to global changes may

adversely impact the growth. Your company's ability to work closely with customers will enable it to counter threats from competition as well as strengthen the ability to create value proposition for customers. Further, the foreign source and several of them making India their sourcing hubs, overall growth prospects of the industry looks better.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The company has a proper and adequate system of internal control to ensure that all the assets are safeguarded, protected against loss from unauthorized use or disposition and those transactions are authorised, recorded and reported correctly. The internal audit reports are reviewed for corrective actions wherever required. The views of statutory auditors are also considered to ascertain the adequacy of internal control system.

**DEVELOPMENT IN HUMAN RESOURCES:**

Human resources are a valuable assets and the company seek to attract and retain the best talent available. Systematic training, development, continuance of productivity and employee satisfaction is some of the highlights of human resource development activities during the year. Employee relations continued to be cordial. The company strives to develop the most superior workforce so that it can accomplish along with the individual employees, their work goals & services to its customers & stakeholder. Our fundamental belief in immense power of the human potential and team work. A transformational force that stimulates enterprise accelerates our constant pursuit of excellence and empowers our people to release their full potential. The company also believes human resources as the supporting pillars for the organization's success. Your director acknowledges and thanks employees for their continued contribution.

**For and on behalf of the Board  
For G.D. Trading and Agencies Limited**

**Place: Mumbai  
Date: 14<sup>th</sup> August, 2019**

**Sd/-  
Bharat Somani  
Director  
DIN: 00286793**

### Managing Director's Certification

We, to the best of our knowledge and belief, certify that-

a. We have reviewed financial statements and the cash flow statements for the year ended 31<sup>st</sup> March, 2019 and that to the best of our knowledge and belief;

i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d. We have disclosed, based on our evaluation wherever applicable, to the Auditors and the Audit Committee that;

i. There were no material deficiencies in internal controls over financial reporting during the year;

ii. All the significant changes in accounting policies during the year, if any, have been disclosed in the notes to the financial statements; and

iii. There were no instances of significant fraud of which we are aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Place: Mumbai**  
**Date: 14<sup>th</sup> August, 2019**

**Sd/-**  
**Shekhar Somani**  
**CEO**



## CODE OF CONDUCT DECLARATION

### DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

I hereby confirm that-

The Company has obtained from all members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the Financial Year 31st March, 2019

**Place: Mumbai**

**Date: 14<sup>th</sup> August, 2019**

**Sd/-  
Shekhar Somani  
CEO**

## **Independent Auditor's Report**

**To the Members of M/s. G D Trading and Agencies Limited**

### **Report on the Standalone IND AS Financial Statements**

#### **Opinion**

We have audited the accompanying standalone financial statements of **G D Trading And Agencies Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019 and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year ended.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Material Uncertainty Relating to Going Concern**

We draw attention to in the financial statements (Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2019), which indicates that the Company incurred a net loss of Rs. 1, 78, 017.06/- and Impairment of Investment Loss Rs. 7, 72, 08, 332.06/- during the year ended 31<sup>st</sup> March, 2019 and, as of that date, the Company Total Liabilities exceeded its Total

assets as on 31<sup>st</sup> March, 2019. As per Financial Statement these events or conditions, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

<b>The key Audit Matter</b>	<b>How was the matters addressed in our Audit</b>
Company Long Term Investment in unquoted Equity Instrument valued at cost and assets value Rs. 772.08 Lakhs. As per IND AS -109 Investment tested for Impairment and its consider for impairment and management take decision and full amount of investment consider for impairment and amount of investment charge in under Exceptional Items under Profit and Loss Account.	Our audit procedures included assessment of the design and implementation of controls, testing of Impairment of Investment as per IND AS-109, Company has to take external decision and valuation before impairment but Company management take decision and consider for impairment due to no future economic benefits and no cash flow to be generate by assets over the future and charge in P&L.
All financial and other Assets and Liability valued at cost by Company	Our audit procedures with regard to valuation of assets and liability as per IND AS Accounting Standard we found that cost represents the best estimate of fair value of assets and liability.

### **Other Information**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report, but does not include the financial statements and our auditors' report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based

on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard

### **Responsibilities of management and those charged with governance for the financial statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books [and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
- c) The Balance Sheet, the Statement of Profit and Loss (including comprehensive income), Statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors *except one* is disqualified as on 31<sup>st</sup> March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company or there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company}.
  - iv. The Company has provided requisite disclosures in the standalone IND AS financial statements. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management.

As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government of India, in terms of sub-section (11) of Section 143 of the Act, we give in “Annexure B” hereto, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For A Biyani & Co.  
Chartered Accountants  
Firm Registration No. : 140489W

Sd/-  
Ashutosh Biyani  
Partner  
Membership No. 165017

Place: Mumbai  
Date - 30-05-2019

## **ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF G D TRADING AND AGENCIES LIMITED**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **G D TRADING AND AGENCIES LIMITED** ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone IND AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing issued by the Institute of Chartered Accountants of India and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was



established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to

future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A Biyani & Co.  
Chartered Accountants  
Firm Registration No. : 140489W

Sd/-  
Ashutosh Biyani  
Partner  
Membership No. 165017

Place: Mumbai  
Date - 30-05-2019

## **“Annexure B” to the Independent Auditors’ Report**

(Referred to in our report of even date to the members of **G D TRADING AND AGENCIES LIMITED** as at and for the year ended 31<sup>st</sup> March, 2019).

- i) In respect of its Fixed Assets:
  - a) The Company does not have any fixed assets hence the provision of this clause are not applicable to the company.
  - ii) The Company does not have any inventory hence the provision of this clause are not applicable to the company.
  - iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in register maintained under section 189 of the Act and hence sub-clause (a), (b) and (c) of clause iii of Para 3 of the Order are not applicable.
  - iv) In respect of loans, investment, guarantees and security the Company has complied with provision of section 185 and 186 of the Act.
  - v) The company has not accepted any deposit from public and hence clause (v) of Para 3 of the order is not applicable.
  - vi) According to the information and explanations given to us, Central Government has not prescribed maintenance of cost records under sub-Section (1) of Section 148 of the Act in respect of activities carried on by the Company. Therefore, the provisions of clause (vi) of paragraph 3 of the Order are not applicable to the Company.
- vii)
  - a) The company is regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income Tax, Sales-Tax, Service Tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with appropriate authorities, where applicable. According to the information and explanations given to us, there are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at 31<sup>st</sup> March, 2018 for a period of more than six months from the date they became payable.
  - b) According to the records of the company, there are no dues outstanding of income-tax, sales-tax, service tax, duty of customs, duty of excise and value added tax on account of any dispute.
- viii) The company has not defaulted in repayment of any dues to a financial institution, bank, and government. The company has not borrowed any amount by way of debentures.
- ix) The company has not raised any money by way of public offer or further Public offer (Including debt instruments). Moneys raised by way of Term Loan were applied for the purpose for which the loan was obtained.
- x) On the basis of our examination and according to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers/employees has been noticed or reported during the year.

- xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013
- xii) The company is not a Nidhi Company and accordingly the information and explanations given to us, provisions of Nidhi Rules, 2014 are not applicable to the company.
- xiii) On the basis of our examination and according to the information and explanations given to us, we report that all the transaction with the related parties are in compliance with Section 177 and Section 188 of the Act, and the details have been disclosed in the Financial statements in Note no. 30(E) as required by the applicable accounting standards.
- xiv) The company has not made any preferential allotment/ private placement of share or fully or partly paid convertible debentures during the year and accordingly provisions of clause (xiv) of Para 3 of the Order are not applicable.
- xv) According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly registration has been obtained the same.

For A Biyani & Co.

Chartered Accountants

Firm Registration No. : 140489W

Sd/-

Ashutosh Biyani

Partner

Membership No. 165017

Place: Mumbai

Date - 30-05-2019

**G D TRADING AND AGENCIES LIMITED**  
(CIN : L51900MH1980PLC022672)

**BALANCE SHEET AS AT 31ST MARCH 2019**

Particulars	Notes.	As at 31-03-2019	As at 31-03-2018
<b>ASSETS</b>			
<b>(1) Non-Current Assets</b>			
a) Financial Assets			
(i) Investments	2	-	77,208,332.06
b) Other non-current assets	3	2,455,000.00	2,461,000.00
<b>(2) Current Assets</b>			
a) Financial Assets			
(i) Trade Receivable	4	188,860.00	-
(ii) Cash and Cash Equivalents	5	10,865.94	-
b) Other current assets	6	9,940.00	-
<b>TOTAL ASSETS</b>		<b>2,664,665.94</b>	<b>79,669,332.06</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity Share Capital	7	6,000,000.00	6,000,000.00
b) Other Equity	7	(80,949,404.54)	(3,563,055.42)
<b>Liabilities</b>			
<b>(1) Non-Current Liabilities</b>			
a) Long Term Borrowings	8	77,481,273.48	76,678,773.48
<b>(2) Current Liabilities</b>			
a) Financial Assets			
(i) Trade Payable		-	-
b) Other current liabilities	9	132,797.00	553,614.00
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2,664,665.94</b>	<b>79,669,332.06</b>

The accompanying notes are intergral part of these financial statements

In terms of our report attached

For and on behalf of the Board of Directors

For A Biyani & Co

Chartered Accountants

SD/-

SD/-

SD/-

Ashutosh Biyani

Sanjay Somani

Shekhar Somani

Partner

Director

Director

Membership No-165017

DIN-00629858

DIN-01912848

Firm Regd. No. 140489W

Mumbai,

Date : 30th May, 2019

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019**

<b>Particulars</b>	<b>Notes.</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
<b>I INCOME</b>			
Revenue from Operations	10	198,800.00	
<b>TOTAL INCOME</b>		<b>198,800.00</b>	-
<b>II EXPENSES</b>			
Employee Benefit Expenses	11	133,333.00	-
Finance Cost	12	1,635.06	2,950.19
Other Expenses	13	241,849.00	451,939.00
<b>TOTAL EXPENSES</b>		<b>376,817.06</b>	<b>454,889.19</b>
<b>PROFIT (LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX</b>		(178,017.06)	(454,889.19)
<b>III. EXCEPTIONAL ITEMS</b>			
a) Impairment of Investments	14	(77,208,332.06)	-
<b>TOTAL EXCEPTIONAL ITEMS</b>		(77,208,332.06)	-
<b>PROFIT (LOSS) BEFORE TAX</b>		(77,386,349.12)	(454,889.19)
<b>IV TAX EXPENSE</b>			
(1) Current Tax		-	-
(2) Deferred Tax		-	-
(3) Short Provision for Income Tax of Earlier Year		-	-
<b>TOTAL TAX EXPENSE</b>		-	-
<b>PROFIT (LOSS) FOR THE PERIOD</b>		(77,386,349.12)	(454,889.19)
<b>V OTHER COMPREHENSIVE INCOME</b>			
(i) Items that will not be reclassified to Profit or Loss		-	-
<b>VI TOTAL OTHER COMPREHENSIVE INCOME FOR THE PERIOD (IV+V) (Comprising Profit/Loss and Other Comprehensive Income for the period)</b>		<b>(77,386,349.12)</b>	<b>(454,889.19)</b>
<b>VII EARNINGS PER EQUITY SHARE OF RS 10 EACH (BASIC AND DILUTED)</b>		(77,386,349.12)	(454,889.19)

The accompanying notes are interegral part of these financial statements

In terms of our report attached

For A Biyani & Co

Chartered Accountants

Sd/-

Ashutosh Biyani

Partner

Membership No-165017

Firm Regd. No. 140489W

Mumbai,

Date : 30th May, 2019

For and on behalf of the Board of Directors

Sd/-

Sanjay Somani

Director

DIN-00629858

Sd/-

Shekhar Somani

Director

DIN-01912848

**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2019**

Particulars	Note No.	31.03.2019	31.03.2018
<b>Cash flow from operating activities</b>			
<b>Net Profit before Tax</b>		(77,386,349.12)	(454,889.19)
Discontinued operations		-	-
<b>Profit before income tax including discontinued operations</b>		(77,386,349.12)	(454,889.19)
<b>Adjustments for</b>			
Depreciation and amortisation expense		-	-
Dividend Income		-	-
<b>Operating Profit before Working Capital Changes</b>		(77,386,349.12)	(454,889.19)
(Increase)/decrease in other non current assets		6,000.00	(6,000.00)
Decrease in other current liabilities		(420,817.00)	93,580.00
(Increase)/decrease in other current assets		(9,940.00)	-
(Increase)/decrease in other Trade Receivable		(188,860.00)	-
Increase in Trade Payable		-	-
<b>Cash generated from operations</b>		(613617.00)	87580.00
Income taxes paid		-	-
<b>Net cash inflow from operating activities</b>		(77,999,966.12)	(367309.19)
<b>Cash flows from investing activities</b>			
(Increase)/Decrease in investments		77,208,332.06	-
Dividend Received		-	-
<b>Net cash used in investing activities</b>		77,208,332.06	
<b>Cash flow from financing activities</b>			
(Increase)/Decrease in Long Term Borrowings		802,500.00	366,000.00
<b>Net cash from financing activities</b>		802,500.00	366,000.00
<b>Net increase (decrease) in cash and cash equivalents</b>		10,865.94	(1,309.19)
<b>Cash and cash equivalents at the beginning of the year</b>		-	1,309.00
<b>Cash and cash equivalents at end of the year</b>		<b>10,865.94</b>	<b>(0.18)</b>

In terms of our report attached  
 For A Biyani & Co  
 Chartered Accountants  
 Sd/-  
 Ashutosh Biyani  
 Partner  
 Membership No-165017  
 Firm Regd. No. 140489W  
 Mumbai,  
 Date : 30th May, 2019

For and on behalf of the Board of Directors

Sd/-  
 Sanjay Somani  
 Director  
 DIN-00629858  
 Mumbai,  
 Date : 30th May, 2019

Sd/-  
 Shekhar Somani  
 Director  
 DIN-01912848

**Statement of Changes in Equity for the year ended 31st March 2019**

Particulars	Equity Instruments through Other Comprehensive Income	Reserves and Surplus		
		Securities Premium Reserve	Retained Earnings	TOTAL
Balance as at 1st April, 2018	-	-	(3,563,055.42)	(3,563,055.42)
Profit for the year 2018-19	-	-	(77,386,349.12)	(77,386,349.12)
Other Comprehensive Income for the year 2018-19	-	-	-	-
<b>Balance as at 31st March, 2019</b>	-	-	<b>(80,949,404.54)</b>	<b>(80,949,404.54)</b>



## **G D TRADING AND AGENCIES LIMITED**

### **Accounting policies and explanatory notes to the financial statements**

#### **Note 1 - Accounting Policies under Ind AS**

##### **1. General information:**

G D Trading And Agencies Limited is a Public company incorporated on 28th May, 1980 under Companies Act 1956. The Registered Office of the Company is situated at 5<sup>th</sup> Floor, KapurMahal, Marine Drive, Mumbai- 400020. Its shares are listed on BSE (BSE Limited). The Company is currently engaged in various type of business.

##### **2. Basis of preparation of financial statements:**

- a. These financial statements are the separate financial statements of the Company prepared in accordance with Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto.

##### **b. Basis of Preparation:**

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (IndAS) notified under the Companies (Indian Accounting Standard) Rules, 2015 as amended by the Companies (Indian Accounting Standard) (Amendment) Rules, 2016.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below.

The financial statements correspond to the classification provisions contained in Ind AS 101, "Presentation of Financial Statements". For clarity, various items are aggregated in the statement of profit and loss, balance sheet, statement of changes in equity and statement of cash flows. These items are disaggregated separately in the Notes to the financial statements, where applicable. The financial statements of the Company present separately each material class of similar items and items of a dissimilar nature or function. The financial statements do not provide disclosures where the information resulting from that disclosure is not material. However, the financial statements provide disclosures

of all items required by law even if the information resulting from that disclosure is considered to be not material.

**c. Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

A. An assets treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within 12 months after a reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after a reporting period.

All other assets are classified as non-current.

B. Liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within 12 months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

All other liabilities are classified as non-current.

C. Deferred tax asset and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified 12 months as its operating cycle.

**d. Use of Estimates and judgment**

In the application of accounting policy, the management is required to make judgement, estimates and assumptions about the carrying amount of assets and liabilities, income and expenses, contingent liabilities and the accompanying disclosures that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are

considered to be relevant and are prudent and reasonable. Actual results may differ from those estimates. The estimates and underlying assumptions are reviewed on ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if revision affects only that period or in the period of revision and future periods if the revision affects both current and future periods.

The few critical estimations and judgments made in applying accounting policies are:

i. Property, Plant and Equipment:

Useful life of Property, Plant and Equipment and Intangible Assets are as specified in Specified in Schedule II to the Companies Act, 2013.

ii. Income Taxes:

Significant judgement is required in determining the amount for income tax expenses. There are many transactions and positions for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome is different from the amount that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

iii. Impairment of Non-financial Assets:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An assets recoverable amount is higher of assets or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other asset or group of assets. Where carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered as impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flow are discounted to their present value using pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

#### ***iv. Impairment of Financial assets***

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

### **3. Summary of Significant Accounting Policies**

#### ***i. Provisions, contingent liabilities, contingent assets:***

Provisions are recognised when the Company has a present or constructive obligation as a result of past events, when it is probable (i.e. more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount can be made. Provisions are reviewed at the end of each financial reporting period and adjusted to reflect the current best estimate. When the Company expects some or all of the provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.

Where effect of the time value of money is material, the provision is the present value of the estimated expenditure required to settle the obligation.

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence of one or more uncertain future events not wholly within the control of the Company. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the financial information. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

A contingent asset is a probable asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Company. The Company does not

recognise contingent assets but discloses their existence where inflows of economic benefits are probable, but not virtually certain.

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

*ii. Share Capital and share premium:*

**Ordinary shares**

Proceeds from issuance of ordinary shares are classified as share capital in equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction net of tax from the proceeds. Par value of the equity share is recorded as share capital and the amount received in excess of the par value is classified as share premium.

**Preference Share**

Proceeds from issuance of preference shares are classified as share capital in equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction net of tax from the proceeds. Par value of the preference share is recorded as share capital and the amount received in excess of the par value is classified as share premium.

*iii. Cash Flows and Cash and Cash Equivalents:*

Statement of cash is prepared in accordance with the indirect method prescribed in the relevant Ind AS. For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, cheques and drafts on hand, deposits held with banks, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. However, bank overdrafts are shown within borrowings in current liabilities in the balance sheet for the purpose of presentation.

*iv. Revenue recognition*

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured regardless of when

the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before the revenue is recognised.

v. **Employee benefits:**

**Short term employee benefits**

All employee benefits payable wholly within 12 months of rendering services are classified as short term employee benefits. Wages, salaries, paid annual leave and sick leave, bonuses and non-monetary benefits are accrued in the year in which the associated services are rendered by employees. For employee leave entitlement the expected cost of short-term employee benefits in the form of compensated absences is recognised in the case of accumulating compensated absences, when the employees render service that increases their entitlement to future compensated absences; and in the case of non-accumulating compensated absences, when the absences occur. A liability for bonuses is recognised where the entity is contractually obliged or where there is constructive obligation based on past practice.

vi. **Income tax**

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to the items recognised directly in equity or in other comprehensive income.

***Current Income Tax:***

Current tax includes provision for Income Tax computed under special provision (i.e. Minimum Alternate Tax) or normal provision of Income Tax Act provisions. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities on the basis of estimated taxable Income. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

***Deferred Tax:***

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and their corresponding tax bases (known as temporary differences). Deferred tax liabilities are recognised for all temporary differences that are expected to increase taxable profit in the future. Deferred tax assets are recognised for all temporary differences that are expected to reduce taxable

profit in the future, and any unused tax losses or unused tax credits. Deferred tax assets are measured at the highest amount that, on the basis of current or estimated future taxable profit, is more likely than not to be recovered. The net carrying amount of deferred tax assets is reviewed at each reporting date and is adjusted to reflect the current assessment of future taxable profits. Any adjustments are recognised in profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the taxable profit (tax loss) of the periods in which it expects the deferred tax asset to be realised or the deferred tax liability to be settled, on the basis of tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred Tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to the income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Company have not recognised Deferred tax Assets due to no expectation of recovery of loss.

**vii. Earnings per Share:**

Basic Earnings per share is computed by dividing the profit from continuing operations and total profits, both attributable to equity share holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per share are computed using the weighted average number of equity and dilutive equivalent shares outstanding during the period, except where the results would be anti-dilutive.

viii. Deferred tax asset and liabilities are classified as non-current assets and liabilities.

**ix. Fair value Measurement:**

Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of asset and liability if market participants would take those into consideration. Fair value for measurement and / or disclosure purposes in these financial statements is determined in such basis except for

transactions in the scope of Ind AS 2, 17 and 36. Normally at initial recognition, the transaction price is the best evidence of fair value.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A Fair value measurement of a non-financial asset takes in to account a market participants ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All financial assets and financial liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (Unadjusted) market prices and active market for identical assets and liabilities

Level 2 - Valuation techniques for which the lowest level inputs that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level inputs that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by the re assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

x. **Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognises a financial asset or financial liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.



#### **a. Financial assets:**

A financial asset inter-alia includes any asset that is cash, equity instrument of another entity and a financial liability or equity instrument of another entity. The Company recognises a financial asset or financial liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

#### **Financial Assets other than investment in subsidiaries**

Financial assets of the Company comprise trade receivables. Cash and cash equivalents, bank balances, investment in equity shares of Companies other than in subsidiaries, investment other than in equity shares, loans / advances to employees / related parties / others, security deposit, claims recoverable etc.

#### **Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in Statement of Profit and Loss. When transaction price is not the measure of fair value and fair value is determined using a valuation method that uses data from observable market, the difference between transaction price and fair value is recognised in Statement of Profit and Loss and in other cases spread over life of the financial instrument using effective interest method.

#### **Subsequent measurement**

For purposes of subsequent measurement financial assets are classified in three categories:

- Financial asset measured at amortised cost
- Financial asset at fair value through OCI
- Financial assets at fair value through profit or loss

#### **Financial assets measured at amortised cost**

Financial assets are measured at amortised cost if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows are solely payments of principal and interest on the principal amount outstanding. These financial assets are amortised using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an

integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss in finance costs.

### **Financial assets at fair value through OCI (FVTOCI)**

Financial assets are measured at fair value through other comprehensive income if the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, an irrevocable election is made (on an instrument-by-instrument basis) to designate investments in equity instruments other than held for trading purpose at FVTOCI. Fair value changes are recognised in the other comprehensive income (OCI). On derecognition of the financial asset other than equity instruments, cumulative gain or loss previously recognised in OCI is reclassified to income statements.

### **Financial assets at fair value through profit or loss (FVTPL)**

Any financial asset that does not meet the criteria for classification as at amortised cost or as financial assets at fair value through other comprehensive income, is classified as financial assets at fair value through profit or loss. Further, financial assets at fair value through profit or loss also include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value profit or loss are fair valued at each reporting date with all the changes recognised in the Statement of profit and loss.

### **De-recognition of financial assets**

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralized borrowing for the proceeds receivables.

### **Impairment of financial assets**

The Company assesses impairment based on expected credit loss (ECL) model on the following:

- Financial assets that are measured at amortised cost.

- Financial assets measured at fair value through other comprehensive income (FVTOCI)

ECL is measured through a loss allowance on a following basis:-

- The 12 month expected credit losses (expected credit losses that result from all possible default events on the financial instruments that are possible within 12 months after the reporting date)
- Full life time expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments)

The company follows 'simplified approach' for recognition of impairment on trade receivables or contract assets resulting from normal business transactions. The application of simplified approach does not require the Company to track changes in credit risk. However, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, from the date of initial recognition.

For recognition of impairment loss on other financial assets, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has increased significantly, lifetime ECL is provided. For assessing increase in credit risk and impairment loss, the Company assesses the credit risk characteristics on instrument-by-instrument basis.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

Impairment loss allowance (or reversal) recognised during the period is recognised as expense/income in the statement of profit and loss.

## **b. Financial liabilities and equity instruments:**

### **Classification as debt or equity**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

### **Financial liabilities**

The Company's financial liabilities include loans and borrowings including book overdraft, trade payable, accrued expenses and other payables.

### **Initial Recognition and measurement**

All financial liabilities at initial recognition are classified as financial liabilities at amortised cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognised in the Statement of Profit and Loss or in the "Expenditure Attributable to Construction" if another standard permits inclusion of such cost in the carrying amount of an asset over the period of the borrowings using the effective rate of interest.

### **Subsequent measurement**

Subsequent measurement of financial liabilities depends upon the classification as described below:-

### **Financial Liabilities classified at Amortised Cost:**

Financial Liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are integral part of the Effective Interest Rate. Interest expense that is not capitalised as part of cost of assets is included as Finance costs in the Statement of Profit and Loss.

### **Financial Liabilities at Fair value through profit and loss (FVTPL)**

FVTPL includes financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities have not been designated upon initial recognition at FVTPL.

### **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged/cancelled/expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

**Offsetting of financial instruments**

Financial assets and liabilities are offset and net amount is reported if there is currently enforceable legal right to offset the recognised amounts and there is intention to settle on a net basis, to realise assets and settle the liabilities simultaneously.

**NOTES TO THE FINANCIAL STATEMENTS AS AT 31-03-2019**

**Note 2**

**Non-Current Investments**

Name of the Body Corporate	Subsidiaries / Associates / Joint Ventures / Structured Entities / Others	No. of Shares and Face Value of Shares				Amount (in Rs)	
		31.03.2019	31.03.2018		31.03.2019	31.03.2018	
		Nos.	Face Value (Rs.)	Nos.			Face Value (Rs.)

**Non Current Investments**

**(a) Investments in Equity Instruments**

**(Unquoted and fully paid)-at cost**

(i) Shree Vindhya Paper Mills Ltd	Associate	-	-	1,553,174	10	-	77,208,332.06
						-	77,208,332.06
Aggregate amount of unquoted investments						-	77,208,332.06
						-	77,208,332.06

*Note 1- The Company Investment of Rs.772.08 lakhs in 1553174 Equity shares of Rs.10 each of Shree Vindhya Paper Mills Limited (SVPML), was tested for impairment as per Ind-AS 109-“Financial Instrument” as at 31 March, 2019, Based on the management decision, an amount of Rs.772.08 Lakhs has been provided toward impairment in the value of company’s investment in SVPML, and charged to the Statement of profit and loss for the quarter/ year ended 31 March, 2019 and disclosed as an Exceptional Item and the said impairment has been made as per Ind-AS 109.*

**NOTES TO THE FINANCIAL STATEMENTS AS AT 31-03-2019**

<b>Note 3</b>		
<b>Other Non Current Assets</b>		
<b>Particulars</b>	<b>As at 31.03.2019</b>	<b>As at 31.03.2018</b>
Long Term Loans & Advances	2,455,000	2,461,000
<b>Total</b>	<b>2,455,000</b>	<b>2,461,000</b>
<b>Note 4</b>		
<b>Trade Receivable</b>		
<b>Particulars</b>	<b>As at 31.03.2019</b>	<b>As at 31.03.2018</b>
Secured, considered good	-	-
Less than 180 days		
Unsecured, considered good	188,860.00	-
<b>Total</b>	<b>188,860.00</b>	<b>-</b>
<b>Note 5</b>		
<b>Cash and Cash Equivalents</b>		
<b>Particulars</b>	<b>As at 31.03.2019</b>	<b>As at 31.03.2018</b>
Balances with Banks in current accounts (of the nature of cash and cash equivalents);		
Balance in Bank Account	10,865.94	-
<b>Cash on hand</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>10,865.94</b>	<b>-</b>
<b>Note 6</b>		
<b>Other Current Assets</b>		
<b>Particulars</b>	<b>As at 31.03.2019</b>	<b>As at 31.03.2018</b>
TDS on Commission	9,940	-
<b>Total</b>	<b>9,940</b>	<b>-</b>

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2019**

**Note 7**

A. EQUITY SHARE CAPITAL	31.03.2019		31.03.2018	
	No.	Amount	No.	Amount
Authorised Share Capital	250000	25.00	250000	25.00
Issued Subscribed and Paid-up Share Capital	100000	10.00	100000	10.00
Subscribed Share Capital	100000	10.00	100000	10.00
Fully Paid-up Share Capital	100000	10.00	100000	10.00
Subscribed but not fully paid-up			-	-

**a.) Reconciliation of Shares outstanding at the beginning and at the end of the year**

Balance at the beginning of the year	100,000	1,000,000	100,000	1,000,000
Issued during the year (Refer foot note 2)	-	-		
Balance at the end of the year	<u>100,000</u>	<u>1,000,000</u>	<u>100,000</u>	<u>1,000,000</u>

**b.) Terms/Rights attached to equity shares**

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per equity share. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**c.) Shares in the Company held by each shareholder holding more than five per cent shares**

Name of the Shareholder	31.03.2019		31.03.2018	
	No.	%	No.	%
Shekhar Somani (FH AND NG OF NITYA SOMANI)	37,070	37.07	37,070	37.07
Cares Compnay Private Limited	24,420	24.42	24,420	24.42
Shekhar Somani	7,010	7.01	7,010	7.01
Rekha Ruia	6,000	6.00	6,000	6.00
Others holding less than 5%	25,500	25.50	25,500	25.50
<b>Total</b>	<u>100,000</u>	<u>100</u>	<u>100,000</u>	<u>100</u>

As per the Companies Act, 2013, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the event of liquidation of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders

d) There are no shares reserved for issue under options and contracts / commitments for the sale of shares / disinvestment.

e) There is no dividend paid or proposed during the year and during the previous year.

PREFERENCE SHARE CAPITAL	31.03.2019		31.03.2018	
	No.	Amount	No.	Amount



Authorised Share Capital	50000	50.00	50000	50.00
Issued Subscribed and Paid-up Share Capital	50000	50.00	50000	50.00
Subscribed Share Capital	50000	50.00	50000	50.00
Fully Paid-up Share Capital	50000	50.00	50000	50.00
Subscribed but not fully paid-up	-	-	-	-
<b>a.) Reconciliation of Shares outstanding at the beginning and at the end of the year</b>				
Balance at the beginning of the year	50,000	5,000,000	50,000	5,000,000
Issued during the year (Refer foot note 2)	-	-	-	-
Balance at the end of the year	50,000	5,000,000	50,000	5,000,000
<b>B. OTHER EQUITY</b>	<b>Equity Instruments through Other Comprehensive Income</b>	<b>Changes in Own Credit Risk of Financial Liabilities measured at FVPL</b>	<b>Reserves and Surplus</b>	
			<b>Securities Premium Reserve</b>	<b>Retained Earnings</b>
				<b>TOTAL</b>

Balance as at 1st April, 2018	-	-	-	(3,563,055.42)	(3,563,055.42)
Profit for the year 2018-19			-	(77386349.12)	(77386349.12)
Other Comprehensive Income for the year 2018-19	-	-	-	-	-
<b>Balance as at 31st March, 2019</b>	-	-	-	<b>(80,949,404.54)</b>	<b>(80949404.54)</b>

In terms of our report attached

For A Biyani & Co  
Chartered Accountants  
Sd/-

Ashutosh Biyani  
Partner  
Membership No.165017  
Firm Regd. No. 140489W  
Mumbai,  
Date : 30th May, 2019

For and on behalf of the Board of Directors

Sd/-  
Sanjay Somani  
Director  
DIN-00629858

Sd/-  
Shekhar Somani  
Director  
DIN-01912848

**NOTES TO THE FINANCIAL STATEMENTS AS AT 31-03-2019****Note 8** **Amount (in Rs)****Non-Current Liabilities****a) Long Term Borrowings**

Particulars	As at 31.03.2019	As at 31.03.2018
Loan from Associate Concerns	57,033,137.50	56,971,638
Loan from Directors	20,448,135.98	19,707,136
<b>Total</b>	<b>77,481,273.48</b>	<b>76,678,773</b>

**Note 9****Other Current Liabilities**

Particulars	As at 31.03.2019	As at 31.03.2018
Outstanding Expenses Payable	132,797.00	553,614
<b>Total</b>	<b>132,797.00</b>	<b>553,614</b>

**NOTES TO THE FINANCIAL STATEMENTS AS AT 31-03-2019****Note 10****Amount (in Rs)****Revenue from Operations****Amount (in Rs)**

Particulars	31.03.2019	31.03.2018
<b>Sale of Services</b>		
Commision received	198,800.00	-
<b>Total</b>	<b>198,800.00</b>	<b>-</b>

**Note 11****Amount (in Rs)****Employee Benefit Expenses**

Particulars	31.03.2019	31.03.2018
Salary, Bonus, Ex-Gratia	133,333.00	-
<b>Total</b>	<b>133,333.00</b>	<b>-</b>

**Note 12****Amount (in Rs)****Finance Cost**

Particulars	31.03.2019	31.03.2018
Bank Charges	1,635.06	2,950.19
<b>Total</b>	<b>1,635.06</b>	<b>2,950.19</b>

**Note 13**

**Other Expenses**

Particulars	31.03.2019	31.03.2018
<b>Administrative and General Expenses</b>		
Listing and Depository Fees	114,725.00	300,831.00
Professional & Consultancy Charges	84,356.00	111,350.00
<b>Selling and Distribution Expenses</b>		
Advertisement and Sales promotion	22,768.00	19,758.00
<b>Auditor's Remuneration:</b>		
(i) For audit	20,000.00	20,000.00
<b>Total</b>	<b>241,849.00</b>	<b>451,939.00</b>

**Note 14**

**Exceptional Items**

Particulars	31.03.2019	31.03.2018
Impairment of Investment (Refer Notes of Accounts - Note No 2)	(77,208,332.06)	-
<b>Total</b>	<b>(77,208,332.06)</b>	<b>-</b>

**15 Contingent Liabilities and Capital Commitment**

(i) There is no contingent liabilities as at 31st March, 2018, as at 31st March, 2019.

(ii) **Capital Commitments**

There is no capital commitments as at 31st March, 2018, as at 31st March, 2019.

**16 Earnings Per Share:**

Particulars	31.03.2019	31.03.2018
Net Profit after tax attributable to Equity Shareholders for Basic EPS and Diluted EPS (Rs. In Lacs)	(77,386,349.12)	(454,889.19)

	<b>(77,386,349.12)</b>	<b>(454,889.19)</b>
Weighted Average Number of Equity Shares (Face Value Rs. 10/-)	100,000	100,000
Earning Per Share in Rupees - Basic and diluted	(77,386,349.12)	(454,889.19)
Face Value of per Equity Share (in Rs.)	10.00	10.00

**17 Related Party Disclosure:**

Parties which significantly influence / are influenced by the company (either individually or with others) -

(i)	<u>Key Management Personnel</u>	<u>Designation</u>
a	Mr. Shekhar Nandkumar Somani	Chief Financial Officer and Chief Executive Officer
(ii)	<u>Others</u>	<u>Designation</u>
a	Vinod Mimani	Director
b	Bharat Somani	Director
c	Sanjay Somani	Director
d	Shilpa Sagar Parab	Additional Director

(iii) Associate Concerns:

a Ceres Company Private Limited

Note:- Related party transaction with related parties during the year ended on 31.03.2019

**Transactions With :**

	<b>31.03.2019</b>	<b>31.03.2018</b>
	<b>Rs.</b>	<b>Rs.</b>
<b>1 Associated / Subsidiary Concerns:</b>		
<b>Loans Taken (Including All Credits)</b>		
Ceres Company Private Limited	61,500.00	9,000.00
<b>Balances in Loan Accounts (Credit)</b>		
Ceres Company Private Limited	57,033,137.50	56,971,637.50
<b>2 Key Management Personnel</b>		
<b>Loans Taken (Including All Credits)</b>		
Mr. Shekhar Somani	802,000.00	359,500.00
<b>Loans Repaid (Including all debits)</b>		
Mr. Shekhar Somani	61,000.00	2,500.00
<b>Balances in Loan Accounts (Credit)</b>		
Mr. Shekhar Somani	20,448,135.98	19,707,135.98
<b>3 Investment in Associate Concerns</b>		

Shree Vindhya Paper Mills Ltd

- 77,208,332.06

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### Capital Risk Management

The Company manages its capital to ensure that the Company will be able to maintain an optimal capital structure so as to support its businesses and maximise shareholder value. To achieve this objective, the Company may make adjustments to the capital structure in view of changes in economic conditions, such as adjusting the amount of dividend payment, returning of capital to shareholders or issuing new shares.

Currently, Company have no debt in company and use own capital and reserve and surplus.

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i. Non-current assets- All non-current assets of the company are located in India.

### ii Going Concern-

Financial statements (Statement of Profit and Loss for the year ended 31st March, 2019), which indicates that the Company incurred a net loss of Rs. 1, 78, 017.06/- and Impairment of Investment Loss Rs. 7, 72, 08, 332.06/- during the year ended 31st March, 2019 and, as of that date, the Company Total Liabilities exceeded its Total assets as on 31st March, 2019. Board of Directors represent that Long Term Borrowing from Associate Concern and Director to be consider quasi equity instead of liability and Management have beleive they will continue its operations in future.

### iii Events after the reporting period-

There are no events after the balance sheet date that require disclosure.

### iv. Approval of financial statements

These financial statements were approved by the board of directors and authorized for issue on 30th May, 2019.