

# G D TRADING AND AGENCIES LIMITED

(CIN: L51900MH1980PLC022672)

Date: 03/05/2024

To  
The General Manager,  
Listing Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400 001

**BSE CODE: 504346**

**SUBJECT: NOTICE OF EXTRA- ORDINARY GENERAL MEETING (“EGM”)**

As required under Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we submit herewith the Notice convening the Extra Ordinary General Meeting scheduled to be held on **Monday, 27<sup>th</sup> May 2024 at 03:00 P.M.** (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) in accordance with the circular issued by Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”).

In compliance with above mentioned circulars, the Notice of Extra-Ordinary General Meeting will be sent in electronic mode to Members whose email IDs are registered with the Company or the Depository Participant(s).

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, the Company is providing the facility to Members to exercise their right to vote by electronic means on Resolutions proposed to be passed at EGM. The Company has engaged RTA Bigshare Services Private Limited for providing facility for voting through remote e-Voting, for participation in the EGM and e-Voting during the EGM.

**Key information:**

Cut-off Date	Monday, 20 <sup>th</sup> May, 2024
Day, Date and time of commencement of remote e-Voting	24 <sup>th</sup> May, 2024, Friday at 9:00 am (IST)
Day, Date and time of end of remote e-Voting	26 <sup>th</sup> May, 2024, Sunday at 5:00 pm (IST)
Extra Ordinary General Meeting	27 <sup>th</sup> May, 2024, Monday at 03:00 pm

1. The copy of the Notice of EGM is also available on the Website of the Company at [www.gdtal.com](http://www.gdtal.com) and on the website of the Stock Exchange i.e., BSE limited at [www.bseindia.com](http://www.bseindia.com) and on the RTA website <https://ivote.bigshareonline.com>.

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Kindly acknowledge and take on record the same.

Thanking you,

**For G D TRADING & AGENCIES LIMITED,**

**RAMESH  
CHANDRA  
MISHRA**

Digitally signed by  
RAMESH CHANDRA  
MISHRA  
Date: 2024.05.03  
13:49:28 +05'30'

**Ramesh Mishra**

**Director**

**DIN: 00206671**

# G D TRADING AND AGENCIES LIMITED

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**NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF G D TRADING AND AGENCIES LIMITED WILL BE HELD ON MONDAY, 27<sup>TH</sup> DAY OF MAY, 2024 AT 03.00 P.M (IST) THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS(ES):**

**SPECIAL BUSINESSES:**

**1. TO REGULARISE- THE APPOINTMENT OF MR. RAJENDRA CHODANKAR (DIN: 00665008) AS DIRECTOR OF THE COMPANY;**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 161, and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) Mr. Rajendra Chodankar (DIN: 00665008), who was appointed as an Additional Director (Non-Executive - Non-Independent) of the Company with effect from April 23, 2024 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company and who holds office up to the date of next AGM, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, signifying his intention to propose the candidature of Mr. Rajendra Chodankar for the office of Director, be and is hereby appointed as Director of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

**2. TO CONSIDER THE CONVERSION OF LOAN INTO SUBSCRIPTION OF EQUITY SHARES OF THE COMPANY;**

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

**"RESOLVED THAT** pursuant to section 39,42 and 62(3) and other applicable provisions of the Companies Act, 2013, as amended (the "Companies Act 2013") and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company, consent of the shareholders be and is hereby accorded to take Loan from Mr. Rajendra Chodankar (DIN: 00665008), Director of the Company up to Rs. 8 Crore including loan already advanced of Rs. 1.5 Crore with an Interest @ 8.00% per annum and payable on half yearly basis or such rest as may be decided by Board."

**FURTHER RESOLVED THAT** the members accorded their consent to utilize the Loan amount of Rs. 6 Crore out of the total Loan amount of Rs. 8 Crore of Mr. Rajendra Chodankar, Director of the company in one or multiple tranches to repay the following existing creditors on or before 31<sup>st</sup> August 2024:

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Particulars	Unsecured Loans as on 30 <sup>th</sup> April, 2024
<b>G D Trading &amp; Agencies Ltd</b>	
<b>Loans From Companies</b>	<b>77621137.50</b>
<i>BSR Finance Constructions</i>	<i>9000000.00</i>
<i>Ceres Company Pvt Ltd</i>	<i>34121137.50</i>
<i>Ira Aarna Online Paint</i>	<i>2500000.00</i>
<i>Ira Aarna Securities Pvt. Ltd.</i>	<i>4300000.00</i>
<i>Macro Dealcomm Pvt. Ltd</i>	<i>6500000.00</i>
<i>Minaxi Suppliers Pvt. Ltd.</i>	<i>15700000.00</i>
<i>Rover Finance Limited</i>	<i>5500000.00</i>
<b>Loans from Directors</b>	<b>1488235.98</b>
<i>Ramesh Mishra</i>	<i>1,00,000.00</i>
<i>Shekhar Somani</i>	<i>1388235.98</i>
<b>Grand Total</b>	<b>79109373.48</b>

**“FURTHER RESOLVED THAT** the members be and is hereby accorded their consent as per section 39, 42 and 62 of the Companies Act, 2013 and rules framed thereunder to utilized up to Rs. 6 Crore out of total Loan amount of Rs. 8 Crore of Mr. Rajendra Chodankar, Director of the Company in any future issue of shares / Convertible Warrants into equity shares at such price and conditions as per Chapter V of the SEBI (ICDR) Regulations, 2018 read with section 62 of the Companies Act, 2013 and rules framed thereunder and the term and condition of the Loan as under:

The Broad T&C of the Loan as follows:

Sr. No	Loan of Mr. Rajendra Chodankar, Director of the company	Descriptions
1	As on 30 <sup>th</sup> April, 2024 the Loan and Advances taken/availed by the Borrower Company which at Present outstanding	Rs.150,00,000/-
2	Maximum Loan by the Lender (Mr. Rajendra Chodankar, Director of the company ) in one or multiple tranches can give	Upto Rs 8 Cr by 31 <sup>st</sup> August 2024 out of which Upto Rs 6Cr (in one or multiple tranches) can be Adjusted against any subscription of future issue of shares.
3	This loan and advances may be used for future allotment of any shares/Convertible warrants	At the option of the Lender to the extent of Rs.6,00,00,000/- in one or multiple trances for subscription of equity shares out of any Loan and advances given by the Director in due course plus any loan and advances to be given up to 31 <sup>st</sup> August 2024.
4	interest on the Above Loan	In case the Loan is not converted into equity shares or utilized for future issue of any shares 8 % per annum payable once in year.

ADDRESS: 129-B, ANSA INDUSTRIAL ESTATE, SAKI VIHAR ROAD, SAKI NAKA, MUMBAI 400072

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5	Utilization of the Loan and Advances	The Loan was taken by the company to repay the outstanding Loans as mentioned herein above be considered as part of the object of any future issue.
6	No of Shares	this proposed Loan to be utilized for any future subscriptions of equity in compliance with Chapter V of the as per SEBI (ICDR) Regulation, 2018 in one or multiple tranches in the capital of the Borrower company.
7	Proposed issue price per shares	Not Less than to Face value i.e., Rs. 10/- or such price as calculated as per SEBI (ICDR) Regulation, 2018.
8	Compliance	The Borrower will ensure the compliance of all applicable regulations of SEBI (ICDR) Regulation, 2018 in one or multiple tranches in the capital of the Borrower company and section 39, 42 & 62 of the Companies Act, 2013 and rules framed there under.
9	Board Resolution	The Borrower will give certified copy of the Board resolution evidencing approval of this Loan .

**“FURTHER RESOLVED THAT** the members accorded their consent to utilize/convert the Loan(s) /Advances advanced as on 30<sup>th</sup> April, 2024 and to be advanced up to 31<sup>st</sup> August 2024 to the Company on various dates and aggregating to Rs. 6 Crore out of total Loan amount of Rs. 8 Crore as on 31<sup>st</sup> August, 2024 by Mr. Rajendra Chodankar, Director of the Company and the said existing Loan or any other future Loans to be utilized towards any future subscription in one or multiple tranches for any shares or securities which includes the convertible warrants into equity shares, at such price and condition(s) as decided by the Board and in accordance with SEBI Act, 1992 and rules and Regulation framed thereunder including chapter V of The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), and subsequent amendments thereto, including but not restricted to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and rules framed thereunder:

Sr. No	Name of Person	Loan outstanding and Loan to be payable by 31 <sup>st</sup> August 2024	Loan to be (up to) adjusted towards the subscription of equity shares upto (Rs.)
1.	Mr. Rajendra Chodankar	Rs. 1,50,00,000/- (Outstanding as on 30 <sup>th</sup> April, 2024)	(a) Rs. 1,50,00,000/- (Outstanding as on 30 <sup>th</sup> April, 2024); and

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		Rs. 6,50,00,000/- (Payable in one or multiple Tranches on or before 31 <sup>st</sup> August 2024)	(b) Rs. 4,50,00,000/- to be payable on or before 31 <sup>st</sup> August 2024
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**“RESOLVED FURTHER THAT** pursuant to 62 and other applicable provisions of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014 and the Memorandum & Articles of Association of the Company and any other applicable laws / rules / regulation, the company shall not be required to open a separate Bank Account and comply the applicable provisions of section 39 & 42 of the Companies Act, 2013 and rules framed thereunder in connection with the conversion of the above loan of the Director, in one or multiple tranches, towards future subscription of any securities including equity shares and convertible warrants into equity shares.”

**“RESOLVED FURTHER THAT** pursuant to Section 42 & 62 and other applicable provisions of the Companies Act, 2013, as amended (the “Companies Act 2013”) and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company, consent of the Company be and is hereby accorded and also taken on record for the utilization of the loans aggregating up to Rs. 6,00,00,000/- (which includes loans outstanding as on 30<sup>th</sup> April, 2024 of Rs. 1,50,00,000/-) given by the Mr. Rajendra Chodankar, Director to the Company and as mentioned in the Explanatory statement to this notice be and is hereby treated / considered as the utilization of fund towards the subscription proceeds of any future issue of share capital of the Company.”

**“AND RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board/ OR any Committee of the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the redemption proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit for this purpose, including without limitation, appointment of consultants, solicitors, merchant bankers, or any other agencies as may be required.”

### **3. TO ALTER THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee or one or more Directors), the consent of the members of the Company be and is hereby accorded for alteration of the Main Objects Clause of the Memorandum of Association (“MOA”) of the Company and the existing Clause 3. (a) of the MOA of the Company be altered by replacing the following new clause 3. (a) and accordingly, all the number in the clauses will be renumbered, if any, to the extent applicable:

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3. (a) The Objects to be pursued by the Company on its Incorporation are;

“To manufacture, process, trade and market, designing and building of any form of advanced digital chips by/with the use of semiconductors for any industrial, commercial or use in common for all types and sort of equipment used for any sphere of life and technology and manufacture, process, trade and market semiconductors (including assembling) in any dimension, size, bandwidth and any part thereof or any connected row material and research and the development of semi-conductors for commercial exploration. To carry on in India or elsewhere the business to manufacture, design, develop, formulate, buy, sell, import, export or otherwise to deal in computers and a wide variety of other electronic products, personal computers, storage devices, and computer peripherals, audio and video equipment, semiconductors and other electronics components, and wired and wireless communications devices with or without use of semiconductors.”

**“AND RESOLVED FURTHER THAT** the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) and KMP of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other Officer of the Company.”

**4. TO APPROVE CHANGE OF NAME OF THE COMPANY FROM “G D TRADING AND AGENCIES LIMITED” TO “RRP SEMICONDUCTOR LIMITED”:**

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

**“RESOLVED THAT** pursuant to section 4, 13 and 14 of the Companies Act, 2013, the Companies (Incorporation) Rules, 2014 and other applicable provisions and rules, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), regulations 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approvals of the central government, regulatory authorities, the existing name of the Company be changed from “ **G D TRADING AND AGENCIES LIMITED TO RRP SEMICONDUCTOR LIMITED**” to properly reflect the main business activities of the Company .

**“RESOLVED FURTHER THAT** the name “G D TRADING AND AGENCIES LIMITED ” wherever appearing in the Memorandum and Articles of Association and other documents etc. shall be substituted by the new name **“RRP SEMICONDUCTOR LIMITED”**.

**“RESOLVED FURTHER THAT** the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) and KMP of the Company, be and are hereby severally authorised on behalf of the Board for making application for change of name, filing of necessary forms with the Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges, make the necessary application to the Central Government for the approval of the aforesaid name and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the shareholders of the Company.”

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**“AND RESOLVED FURTHER THAT** any Directors or Company Secretary be and are hereby severally authorized to certify a copy of this resolution and furnish to all such authorities as may be necessary.”

## 5. TO SHIFTING OF REGISTERED OFFICE OF THE COMPANY:

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

**“RESOLVED THAT** pursuant to the provisions of Section 12(5) and other applicable provisions, if any, of the Companies Act, 2013, registered office address of the Company be and is hereby changed from “129-B, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Mumbai, Maharashtra, India, 400072 to **new address** “ A396/397, TTC Industrial Area, Mahape, Navi Mumbai, Thane 400710” with effect from 27<sup>th</sup> May, 2024.”

**“RESOLVED FURTHER THAT** all Directors of the Company be and are hereby severally authorized to communicate and intimate regarding change of Registered Office of the Company to various stakeholders like Bankers, Suppliers, and Customers, etc. and get the registered address changed on various other business and statutory registration like PAN, TAN, GST, etc.”

**AND RESOLVED FURTHER THAT** all Directors of the Company be and are hereby severally authorized to sign and file necessary forms including Form MGT-14 and INC-22 with the Registrar of Companies and to take all such steps, deeds and actions as may be necessary in this regard.”

## 6. PREFERENTIAL ISSUE AND ALLOTMENT OF 1,35,25,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH TO NON-PROMOTER(S)/ PERSON BELONGS TO PROMOTER GROUP OF THE COMPANY:

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

**“RESOLVED THAT** pursuant to provisions of Section Sections 23(1)(b), 39, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made there under, including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions of Chapter-V of the preferential issue as contained in the Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018 as amended (The “SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India (“RBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including from BSE Limited but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”, which term includes a duly constituted and authorized committee), approval of the members of the Company through this Extra Ordinary General Meeting be and is hereby accorded to the Board to create, issue, offer and allot 1,35,25,000 (One Crore Thirty-Five Lakh Twenty-Five Thousand) Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten only) per Equity Share at an issue price of Rs. 12/- (Rupees Twelve Only) each including a premium of Rs. 2/- (Rupees Two Only) per share,

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aggregating to Rs. 16,23,00,000/- (Rupees Sixteen Crore Twenty-Three Lakh Only), the price determined in accordance with Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, on a preferential basis to the non-promoters in one or multiple tranches and on such terms and conditions and in such manner, as the Board may think fit and proper and in its absolute discretion.”

“**RESOLVED FURTHER THAT** the members be and is hereby approved and take on record the valuation report of Mr. Jay Shah - IBBI Registered Valuer having Registration No. IBBI/RV/07/2022/14720, dated 23/04/2024 as per Regulation 165/166A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the issue price is Rs. 12/- per equity share.”

“**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Regulation 161 the “Relevant Date” for the purpose of calculating the floor price for the issue of 1,35,25,000 (One Crore Thirty-Five Lakh Twenty-Five Thousand Only) equity shares would 26<sup>th</sup> April, 2024 which would be the date falling 30 days prior to date of EGM and the floor price as calculated as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is of Rs. 12/- (Rupees Twelve Only).”

“**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 1,35,25,000 (One Crore Thirty-Five Lakh Twenty-Five Thousand Only) Equity Shares of face value of Re. 10/- each (“Equity Shares”), fully paid up, be issued for cash, at a price 12/- per share (including premium of Rs. 2/- each) as recomputed under the said Regulation to the person belongs to non-promoter group.

“**RESOLVED FURTHER THAT** the members be and are hereby approved the issue and allotment of 1,35,25,000 (One Crore Thirty-Five Lakh Twenty-Five Thousand Only) equity shares of face value of Re. 10/- each (“Equity Shares”), fully paid up, for cash, at a price 12/- per share (including premium of Rs. 2/-) to the following allottees:

Sr. No.	Name	Proposed Shares	At Price (Rs.) per share	Total Amount (Rs.)
1.	Sumita Mishra **	100,000	12/-	1,200,000
2.	Rajendra Kamalakant Chodankar***	10,150,000	12/-	121,800,000
3.	Vivek Gaur	30,000	12/-	360,000
4.	Prachi Jain	70,000	12/-	840,000
5.	Jyoti Potdar	10,000	12/-	120,000
6.	Pooja Rohtagi	25,000	12/-	300,000
7.	Ankur Bansal	85,000	12/-	1,020,000
8.	Sachin Shetty	400,000	12/-	4,800,000

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9.	Leena Shetty	409,000	12/-	4,908,000
10.	Tinu Sharma	10,000	12/-	120,000
11.	Chirag Sachapara	112,500	12/-	1,350,000
12.	Rajesh Tripathi	30,000	12/-	360,000
13.	Atul B Chauhan	650,000	12/-	7,800,000
14.	Savir Power & Automation Pvt Ltd	500,000	12/-	6,000,000
15.	Bhaven VasANJI Gala	2,500	12/-	30,000
16.	Satyajit Mishra	82,500	12/-	990,000
17.	Rahul Sikaria	10,000	12/-	120,000
18.	Avani Keniya	7,500	12/-	90,000
19.	Sachapara Krupali Gaurav	10,000	12/-	120,000
20.	Vaibhav Kitlekar	1,000	12/-	12,000
21.	Nitin Kasliwal	10,000	12/-	120,000
22.	Rizwana Abdul Razak Nagarkar	550,000	12/-	6,600,000
23.	Jyoti Ranjan Pradhan	5,000	12/-	60,000
24.	Manish Kumar	20,000	12/-	240,000
25.	Sarika Shet	10,000	12/-	120,000
26.	Ashish Kumar Sharma	5,000	12/-	60,000
27.	Mahadev Karbhari Bangar	200,000	12/-	2,400,000
28.	Gurudatta Bhat	10,000	12/-	120,000
29.	Trilochan Sharma	10,000	12/-	120,000
30.	Somisetty Malathi Latha	5,000	12/-	60,000

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31.	Manoj Gupta	5,000	12/-	60,000
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**\*\* RESOLVED FURTHER THAT** the proposed offer and issue up to 100,000 (One Lakh) equity shares of face value of Rs. 10/- each and at a subscription price of 12/- each of the company (aggregating to 0.73% of the proposed enhanced capital) to Mrs. Sumita Mishra related to existing promoter of the company shall continue as part of the existing promoter group of the Company, till the completion of the open offer given by Rajendra Kamalakant Chodankar under regulation 3 & 4 of the SEBI (SAST) Regulations, 2011 for change of management control of Company and acquisition of 74.50% of the proposed enhanced capital of the company.

**\*\*\*RESOLVED FURTHER THAT** the proposed offer and issue up to 1,01,50,000 (One Crore One Lakh Fifty Thousand) equity shares of face value of Rs. 10/- each and at a subscription price of 12/- each of the company (aggregating to 74.50% of the proposed enhanced capital) to Mr. Rajendra Kamalakant Chodankar amounting to change of management of the company and Mr. Rajendra Kamalakant Chodankar's subscription be and is hereby subject to compliance of SEBI (SAST) Regulations, 2011 and till the completion of the open offer under SEBI (SAST) Regulations, 2011 read with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and till such time Rajendra Kamalakant Chodankar continue and classified as part of the non-promoter of the company.

**RESOLVED FURTHER THAT** the existing promoter Ms. Ira Mishra continue as existing promoter of the Company till completion of the open offer under regulation 3 & 4 of the SEBI SAST 2011 read with the SEBI (Issue of Capital and Disclosure Requirements) Regulations given by Mr. Rajendra Kamalakant Chodankar, and thereafter she will be re-classified as non-promoters of the company in accordance with the provisions of Regulation 31A of SEBI (LODR) Regulations, 2015."

**"RESOLVED FURTHER THAT** subject to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws the Board be and is hereby fully authorized to decide and approve terms and conditions of the issue of the above-mentioned equity shares and to vary, modify or alter the terms and conditions including size of the issue as it may deem expedient."

**"RESOLVED FURTHER THAT** in case the preferential issue is of Equity Shares, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the Equity Shares;
- b. The Equity Shares so offered, issued and allotted to the Proposed Allottee, shall be issued by the Company for cash consideration;
- c. The Equity Shares shall be allotted in one or more tranches, on receipt of subscription monies within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;
- d. The Equity Shares shall be allotted by the Company to the Proposed Allottees in de-materialized form within the time prescribed under the applicable laws;
- e. The Equity Shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- f. The pre-preferential allotment holding of the Proposed Allottee and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations; and
- g. The Equity Shares will be listed on BSE Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be."

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# G D TRADING AND AGENCIES LIMITED

(CIN: L51900MH1980PLC022672)

**RESOLVED FURTHER THAT** the members be and is hereby accorded their consent for the proposed offer of subscription of 1,01,50,000 (One Crore One Lakh Fifty Thousand) equity shares of face value of Rs. 10/- each and at a subscription price of Rs. 12/- each amounting to Rs. 12,18,00,000/- (Rupees Twelve Crore Eighteen Lakh Only) to Mr. Rajendra Kamalakant Chodankar details of which as given below:

Sr. No	Name	No of Shares to be subscribed	Descriptions
1	Rajendra Kamalakant Chodankar	1,01,50,000	<b>Total subscription amount Rs. 12,18,00,000/- where:</b> i. Adjustment of Loan (outstanding loans up to 31 <sup>st</sup> May 2024 of Rs 6,00,00,000/-) ii. Balance Rs. 6,18,00,000/- will be subscribed by Cash.

**“RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe the Equity Shares.”

**“RESOLVED FURTHER THAT** in terms of the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the “Relevant Date” shall be 26<sup>th</sup> April, 2024, being the date 30 (thirty) days prior to the date of this Extra-ordinary General Meeting.”

**“RESOLVED FURTHER THAT** subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, the Board or the Committee constituted thereunder, if any, be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Investors, as may deem expedient.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity shares and listing of the equity shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, including to the FIPB, issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

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**“AND RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of Equity Shares, making applications to the stock exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

## **7. REDEMPTION OF 50,000 REDEEMABLE PREFERENCE SHARES OF FACE VALUE OF RS. 100/- EACH**

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

**“RESOLVED THAT** the members be and are hereby accorded their consent for redemption of 50,000 redeemable preference shares out of the issue proceeds of 135,25,000 equity shares of face value of Rs. 10/- each at an issue price of Rs. 12/- each on or before 31<sup>st</sup> March, 2025 or any date as may be decided by the Board.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the redeemable preference shares.

**AND RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to file the necessary requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the redemption of preferential shares without being required to seek any further consent or approval of the members of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

## **8. TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO RS. 30,00,00,000/- UNDER SECTION 61 OF THE COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. Rs. 75,00,000/- consisting of 2,50,000 equity shares of face value of Rs. 10/- each and 50,000 preference shares of Rs. 100/- each to Rs. 30,00,00,000/- consisting of 2,95,00,000 equity shares of face value of Rs. 10/- each and 50,000 preference shares of Rs. 100/- each, and consequently, the existing Clause 5 of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause 5:

# G D TRADING AND AGENCIES LIMITED

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5. The Authorised Share Capital of the Company is Rs. 30,00,00,000/- consisting of 2,95,00,000 equity shares of face value of Rs. 10/- (Rupees Ten Only) each and 50,000 preference shares of Rs. 100/- (Rupees Hundred Only) each. The Company has power from time to time to increase, or reduce its capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provision for the time being, in force in that behalf.

**“RESOLVED FURTHER THAT** the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other Officer of the Company.”

**Registered Office:**

129-B, Ansa Industrial Estate,  
Saki Vihar Road, Saki Naka,  
Mumbai, Maharashtra, India,  
400072

Date: May 2, 2024  
Place: Mumbai

E-mail: gdtal2000@gmail.com  
Website: www.gdtal.com

**By Order of the Board of Directors  
For G D TRADING AND AGENCIES LIMITED**

**Sd/-  
RAMESH CHANDRA MISHRA  
Additional Director  
DIN: 00206671**

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## **NOTES:**

- 1.The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') with respect to Item No. 1 to 8 forms part of this Notice.
- 2.In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to 'Clarification on holding of annual general meeting (EOGM) through video conferencing (VC) or other audio visual means (OAVM) read with General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' (collectively referred to as 'MCA 441 Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – COVID-19 pandemic' ('SEBI Circular') permitted the holding of the EOGM through VC or OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars & SEBI Circular, the Extra-ordinary General Meeting (EOGM) of the Company is being held through VC/OAVM on Monday, the 27<sup>th</sup> April, 2024 at 03:00 p.m. The deemed venue for the EOGM will be at 129-B, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Mumbai, Mumbai, Mumbai, Maharashtra, India, 400072.
- 3.Since the Extra-ordinary General Meeting (EOGM) will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the EOGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of EOGM.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EOGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The remote e-voting commences on Friday, 24<sup>th</sup> May, 2024 at 9:00 a.m. (IST) and end on Sunday, 26<sup>th</sup> May, 2024 at 5:00 p.m. IST. The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., Monday, 20<sup>th</sup> May, 2024.
6. Any person who is not a member post cut-off date should treat this notice for information purposes only.
7. 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 EOGM.
8. Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the cut-off date, i.e., Monday, 20<sup>th</sup> May, 2024, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or to the Registrar and Share Transfer Agent

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(RTA) [info@bigshareonline.com](mailto:info@bigshareonline.com) or [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com). However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

9. Mr. Amarendra Mohapatra, Practicing Company Secretaries (C.P. No.14901) vide Board Resolution dated 23<sup>rd</sup> April, 2024 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
10. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.
11. The Results shall be declared after the EOGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. [www.gdtal.com](http://www.gdtal.com) and on the website of CDSL within 2 (Two) working days of passing of the resolution(s) at the EOGM of the Company and the same will also be communicated to the Stock Exchanges.
12. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EOGM along is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice will also be available on the Company's website [www.gdtal.com](http://www.gdtal.com), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at <https://helpdesk.evoting@cdslindia.com> and at [www.bigshareonline.com](http://www.bigshareonline.com) & <https://ivote.bigshareonline.com>. The Company will also be publishing an advertisement in newspaper containing the details about the EOGM i.e. the conduct of EOGM through VC/ OAVM, date and time of EOGM, availability of notice of EOGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 and January 15, 2021, the Notice of the EOGM and the Instructions for e-Voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants. Members may also note that the Notice convening the EOGM are also available on the Company's website [www.gdtal.com](http://www.gdtal.com), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL (agency for providing the Remote e-Voting facility) <https://helpdesk.evoting@cdslindia.com> and at [www.bigshareonline.com](http://www.bigshareonline.com) & <https://ivote.bigshareonline.com> (RTA is the provider of VC and e-voting at EOGM).
15. The Members can join the EOGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC / OAVM will be made available for 2000 members on first come first served basis.
16. Members attending the EOGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. The Members who have cast their vote by remote e-voting prior to the EOGM may also attend/ participate in the EOGM through VC / OAVM but shall not be entitled to cast their vote again.

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18. The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of EOGM by the members based on the request being sent on [www.gdtal.com](http://www.gdtal.com) .
19. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
20. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
21. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EOGM.
22. Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
23. Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.
24. All communications/ queries in this respect should be addressed to our RTA, [info@bigshareonline.com](mailto:info@bigshareonline.com) or [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) .
25. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.

## **THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on 24th May, 2024, Friday at 9:00 a.m. and ends on 26th May, 2024, Sunday at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, 20<sup>th</sup> May, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able</li></ol>

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	<p>to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

## **2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

**Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.  
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

**Voting method for shareholders on i-Vote E-voting portal:**

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- After successful login, **Bigshare E-voting system** page will appear.
- Click on **“VIEW EVENT DETAILS (CURRENT)”** under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **“VOTE NOW”** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **“IN FAVOUR”**, **“NOT IN FAVOUR”** or **“ABSTAIN”** and click on **“SUBMIT VOTE”**. A confirmation box will be displayed. Click **“OK”** to confirm, else **“CANCEL”** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on investor portal.

### **3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on **“REGISTER”** under **“CUSTODIAN LOGIN”**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **“User id and password will be sent via email on your registered email id”**.  
**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on **‘LOGIN’** under **‘CUSTODIAN LOGIN’** tab and further Click on **‘Forgot your password?’**
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **‘RESET’**.  
*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

### **Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

### **Investor Mapping:**

- First you need to map the investor with your user ID under **“DOCUMENTS”** option on custodian portal.
  - Click on **“DOCUMENT TYPE”** dropdown option and select document type power of attorney (POA).
  - Click on upload document **“CHOOSE FILE”** and upload power of attorney (POA) or board resolution for respective investor and click on **“UPLOAD”**.  
**Note:** The power of attorney (POA) or board resolution has to be named as the **“InvestorID.pdf”** (Mention Demat account number as Investor ID.)
  - Your investor is now mapped and you can check the file status on display.

### **Investor vote File Upload:**

- To cast your vote select **“VOTE FILE UPLOAD”** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **“UPLOAD”**. Confirmation message will be displayed on the

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screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).

- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

## Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

## 4. Procedure for joining the AGM/EGM through VC/ OAVM:

**For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- The Members may attend the AGM/EGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**The instructions for Members for e-voting on the day of the AGM/EGM are as under:-**

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

## Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.

- a. Investor Grievance Redressal: The Company has designated an e-mail ID [gdtal2000@gmail.com](mailto:gdtal2000@gmail.com) to enable investors to register their complaints, if any.

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## OTHER INSTRUCTIONS:

1. The procedure for attending remote e-voting, E-EOGM & e-Voting on the day of the EOGM is same as the instructions mentioned above.
2. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EOGM.
3. Shareholders are encouraged to join the Meeting through Laptops / I Pads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting i.e. Tuesday, December 19, 2023 mentioning their name, demat account number/folio number, email id, mobile number at [gdtal2000@gmail.com](mailto:gdtal2000@gmail.com) and [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com). The shareholders who do not wish to speak during the EOGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [gdtal2000@gmail.com](mailto:gdtal2000@gmail.com) and [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com). These queries will be replied to by the company suitably by email.
7. As the EGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries - in advance of the EGM, mentioning their name, demat account number / folio number, email id, mobile number at email id [gdtal2000@gmail.com](mailto:gdtal2000@gmail.com) and [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) .
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EOGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EOGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EOGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:**

**Bigshare Services Pvt Ltd,**  
PINNACLE BUSINESS PARK, Office No S6-2,  
6th, Mahakali Caves Rd, next to Ahura Centre,  
Andheri East, Mumbai, Maharashtra 400093.  
Phone : 022 6263 8200.

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ADDRESS: 129-B, ANSA INDUSTRIAL ESTATE, SAKI VIHAR ROAD, SAKI NAKA, MUMBAI 400072

EMAIL ID: GDTAL2000@GMAIL.COM PH: 22-66314181, 66314182, WEBSITE: WWW.GDTAL.COM

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# G D TRADING AND AGENCIES LIMITED

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**Registered Office:**

129-B, Ansa Industrial Estate,  
Saki Vihar Road, Saki Naka,  
Mumbai, Maharashtra, India,  
400072

Date: May 2, 2024

Place: Mumbai

E-mail: gdtal2000@gmail.com

Website: www.gdtal.com

**By Order of the Board of Directors  
For G D TRADING AND AGENCIES LIMITED**

Sd/-

**RAMESH CHANDRA MISHRA**

**Additional Director**

**DIN: 00206671**

# G D TRADING AND AGENCIES LIMITED

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”) AND CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (“SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018”), AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 to 8 of the accompanying Notice dated May 2, 2024.

**ITEM NO. 1: TO REGULARISE APPOINTMENT OF MR. RAJENDRA CHODANKAR (DIN: 00665008) -FROM ADDITIONAL DIRECTOR TO DIRECTOR.**

The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of his eligibility, skills, experience, qualifications, etc. in the business of the Company, decided that he satisfied the fit and proper criteria in terms of the Companies Act, 2013 and recommended to the board his appointment from additional Director to Director (Non-Independent Non-executive) on 23<sup>rd</sup> April, 2024. His appointment comes to an end at the end of forth coming AGM if not regularized.

The Company had received a notice in writing from a member of the Company under section 160 of the Companies Act, 2013 proposing his candidature in the forthcoming EGM.

Mr. Rajendra Chodankar is interested in the resolution set out at Item No. 1 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board hereby proposed to seek members’ approval for appointment of Mr. Rajendra Chodankar as a Director of the Company, under category of Non-Executive Director and non-independent Director.

The Board recommends the proposed resolution as an Ordinary Resolution and set for approval by the members.

**i. Information of appointee, Mr. Rajendra Chodankar / Brief Profile of Mr. Rajendra Chodankar {Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)} and Information required under Section II, Part II of Schedule V of the Companies Act, 2013:**

Description	Details
Name	Mr. Rajendra Chodankar
DIN	00665008
Age	63 years
Qualification	post graduated from Mumbai University.
Experience/ Job Profile /Suitability	Mr. Rajendra Chodankar post graduated from Mumbai University. He has 4 decade work exposure.  His first job placement was in BARC in the year 1982 as a Scientific assistant and thereafter taking this journey through

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	<p>Toshniwal Bros. He got a 4 year assignment from 1984 to 1988 in a Exxon chemical plant in Saudi Arabia.</p> <p>After a short stint in Gannon Dunkerley, He ventured into his own set up through MASS SPEC TECHNOLOGY PVT LTD and _later TECHNOLOGY OPTIONS I PVT LTD wherein they offered customised system.</p> <p>He started RRP S4E Innovation Private Limited which was a technology company with design strengths in Electro Optics.</p>
Terms and Conditions of appointment	Director, liable to retire by rotation
Remuneration Proposed	Sitting Fees.
Remuneration last drawn from the Company	N.A.
Past Remuneration	He has drawn salary from RRP S4E Innovation Private Limited of Rs. 24 Lakh in the previous financial year.
Justification for choosing the appointees as Independent Director	N.A.
Date of first appointment on the board of the Company.	April 23, 2024
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	No relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company
Shareholding in the Company (as on the date of EGM Notice)	NIL The Company propose to allot 1,01,50,000 equity shares of face value of Rs. 10/- each to him on a preferential basis at the forth coming General Meeting.
Directorships of other Board	1. RRP DRONES INNOVATION PRIVATE LIMITED 2. RRP ELECTRONICS LIMITED 3. RRP S4E INNOVATION PRIVATE LIMITED 4. TECHNOLOGY OPTIONS (INDIA) PRIVATE LIMITED
Membership/Chairmanship of Committees of Board of Directors of other companies	NIL
Comparative remuneration profile with respect to industries, size of company, profile of the position and Person.	Presently not applicable
Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel.	He is Director of the Company. He has no other relationship with any other managerial personnel of the Company except as stated above.
Recognition or awards	NIL

ADDRESS: 129-B, ANSA INDUSTRIAL ESTATE, SAKI VIHAR ROAD, SAKI NAKA, MUMBAI 400072

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# G D TRADING AND AGENCIES LIMITED

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## **ITEM NO. 2: CONVERSION OF LOAN INTO EQUITY SHARES.**

The Company was earlier in business of dealing, trade, occupation or business as general merchants, concessionaires, exporters, importers and traders in any goods etc. During the course of their businesses they borrowed Loan and Advances from various parties and as on 30<sup>th</sup> April, 2024 the Loan and Advances are as under:

Particulars	Unsecured Loans as on 30 <sup>th</sup> April, 2024
<b>G D Trading &amp; Agencies Ltd</b>	
<b>Loans From Companies</b>	<b>77121137.50</b>
<i>BSR Finance Constructions</i>	<i>9000000.00</i>
<i>Ceres Company Pvt Ltd</i>	<i>34121137.50</i>
<i>Ira Aarna Online Paint</i>	<i>2500000.00</i>
<i>Ira Aarna Securities Pvt. Ltd.</i>	<i>4300000.00</i>
<i>Macro Dealcomm Pvt. Ltd</i>	<i>6500000.00</i>
<i>Minaxi Suppliers Pvt. Ltd.</i>	<i>15700000.00</i>
<i>Rover Finance Limited</i>	<i>5500000.00</i>
<b>Loans from Directors</b>	<b>1488235.98</b>
<i>Ramesh Mishra</i>	<i>1,00,000.00</i>
<i>Shekhar Somani</i>	<i>1388235.98</i>
<b>Grand Total</b>	<b>79109373.48</b>

The Company is in receipt of various legal notice from the creditors. Mr. Rajendra Chodankar is appointed as Director of the company on 23<sup>rd</sup> April, 2024. At the request of the Board, he advanced Rs. 1,50,00,000/- as on 30<sup>th</sup> April, 2024 and assured the company to further extend loan upto Rs. 8 Crore. As per his request the Board agreed to give 8% on the Loan amount interest payable on half yearly basis or such rest as may be decided by Board.”.

The T&C of the Loan as under:

The Broad T&C of the Loan as follows:

Sr. No	Loan of Mr. Rajendra Chodankar, Director of the company	Descriptions
1	As on 30 <sup>th</sup> April, 2024 the Loan and Advances taken/availed by the Borrower Company which at Present outstanding	Rs.150,00,000/-
2	Maximum Loan by the Lender (Mr. Rajendra Chodankar, Director of the company ) in one or multiple tranches can give	Upto Rs 8 Cr by 31 <sup>st</sup> August 2024 out of which Upto Rs 6Cr (in one or multiple tranches) can be Adjusted against any subscription of future issue of shares.
3	This loan and advances may be used for future allotment of any shares/Convertible warrants	At the option of the Lender to the extent of Rs.6,00,00,000/- in one or multiple trances for subscription of equity shares out of any Loan and advances given by the Director in due

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		course plus any loan and advances to be given up to 31 <sup>st</sup> August 2024.
4	interest on the Above Loan	In case the Loan is not converted into equity shares or utilized for future issue of any shares 8 % per annum payable once in year.
5	Utilization of the Loan and Advances	The Loan was taken by the company to repay the outstanding Loans as mentioned herein above be considered as part of the object of any future issue.
6	No of Shares	this proposed Loan to be utilized for any future subscriptions of equity in compliance with Chapter V of the as per SEBI (ICDR) Regulation, 2018 in one or multiple tranches in the capital of the Borrower company.
7	Proposed issue price per shares	Not Less than to Face value i.e., Rs. 10/- or such price as calculated as per SEBI (ICDR) Regulation, 2018.
8	Compliance	The Borrower will ensure the compliance of all applicable regulations of SEBI (ICDR) Regulation, 2018 in one or multiple tranches in the capital of the Borrower company and section 39, 42 & 62 of the Companies Act, 2013 and rules framed there under.
9	Board Resolution	The Borrower will give certified copy of the Board resolution evidencing approval of this Loan .

Mr. Rajendra Chodankar requested the company to convert his Loan present and future Loans standing in his name as on 31<sup>st</sup> May, 2024 into equity shares upto Rs. 6 Crore in one or multiple tranches. The Board has accepted his request and pursuant to section 62 of the Companies Cat, 2013 and rules framed thereunder agreed to convert his loan standing in his name as on 31<sup>st</sup> May, 2024 and upto Rs. 6 Crore (which includes present and future Loans) into equity shares.

The Board recommended the said resolution as a Special Resolution for the consideration of the members at the forth coming meeting of the members.

Mr. Rajendra Chodankar is interested in the resolution set out at Item No. 2 of the Notice. None of the other Directors / Key Managerial Personnel of the Company / promoters their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution

### **ITEM NO. 3: ALTER THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

The Company on a pilot basis in the last financial year carried the trading businesses of semiconductor and electronic parts. During the course of business and after due deliberation with Mr. Rajendra Chodankar decided to enter into the semiconductor businesses. Accordingly, the Board wants to enlarge the object of the company to reflect the new business activities to all the connected stake holders.

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# G D TRADING AND AGENCIES LIMITED

(CIN: L51900MH1980PLC022672)

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Also, the Board decided to expand its business expansion and decided to enter into the businesses of semiconductor manufacturing and Trading. The object Clause in MOA of the Company, which is presently restricted in its scope, requires to be altered/changed so as to cover a new activities to enable your Company to consider embarking upon new projects and activities.

The new object of the Company is as stated under:

“To manufacture, process, trade and market, designing and building of any form of advanced digital chips by/with the use of semiconductors for any industrial, commercial or use in common for all types and sort of equipment used for any sphere of life and technology and manufacture, process, trade and market semiconductors (including assembling) in any dimension, size, bandwidth and any part thereof or any connected raw material and research and the development of semi-conductors for commercial exploration. To carry on in India or elsewhere the business to manufacture, design, develop, formulate, buy, sell, import, export or otherwise to deal in computers and a wide variety of other electronic products, personal computers, storage devices, and computer peripherals, audio and video equipment, semiconductors and other electronics components, and wired and wireless communications devices with or without use of semiconductors.”

The Board at its meeting held on April 23, 2024 has approved alteration of main object clause of the MOA of the Company and the Board now seek Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of EOGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution. The Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members.

## **ITEM NO. 4: APPROVE CHANGE OF NAME OF THE COMPANY FROM “G D TRADING AND AGENCIES LIMITED” TO “RRP SEMICONDUCTOR LIMITED”**

Considering the change of object of the Company as stated in resolution No. 3 above and the proposed change of management by Mr. Rajendra Chodankar coupled with statutory requirement given under Regulation 45 of SEBI (LODR) Regulations, 2015, at the Board meeting held on April 23, 2024, proposed change the name of the Company by proposing the new name “**RRP SEMICONDUCTOR LIMITED**”. The Board of Directors is of the opinion that the proposed change name of the company will properly reflect the actual business activities of the Company.

As a result of change in the name, the Clause 1 of the Memorandum of Association is also required to be suitably amended which requires approval of members by way of special Resolution.

Certificate from a practicing chartered accountant stating compliance with conditions provided in sub-regulation (1) of regulation 45 of SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 is as given below:

# G D TRADING AND AGENCIES LIMITED

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## Kalpesh Khatri & Associates

Chartered Accountants

CA Kalpesh H. Khatri  
B.Com, F.C.A.

9819 466388 kalpesh@khaassociates.in

To,

**The Board of Directors,**

**M/s G D TRADING AND AGENCIES LIMITED**

Address: 129-B, Ansa Industrial Estate, Saki Vihar Road,  
Saki Naka, Mumbai 400072.

**Sub.: Certificate complying provision of Regulation 45 (1) of SEBI (LODR) Regulations, 2015 for change of name of M/S G D TRADING AND AGENCIES LIMITED.**

In context of above captioned subject, we KALPESH KHATRI & ASSOCIATES, (FRN 0139570W) Practicing Chartered Accountants, Mumbai have examined the relevant records of the Company and information and documents provided by management of the Company for issue Certificate stating compliance with the conditions specified in proviso of Regulation 45(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of name of the Company from **G D TRADING AND AGENCIES LIMITED** to **RRP SEMICONDUCTOR LIMITED**.

Based on our examination and according to information and explanation given to us and pursuant to the requirement of provision of Regulation 45(1) and (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we do hereby confirm that

- a) time period of at least one year has elapsed from the last name change:

**The Company has not changed its name since at least One year**

- b) at least fifty percent. of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name;

**Not applicable as the Company is changing its entire main object with change of its name.**

- c) the amount invested in the new activity/project is at least fifty percent. of the assets of the listed entity:

**Not applicable as the Company is changing its entire main object with change of its name.**

This Certificate is issued at the request of the Company for submission to Stock Exchange(s), where Equity Shares of the Company is listed.

Detailed bifurcation of income earned by the Company under various activities as per the format given below:

From 01.04.2023 to 31.03.2024 (Please consider last four quarters)	Amount (Rs. In lakhs)
Income from prior business activity –  <b>Prior business Activities</b>  "To carry on in India and/or elsewhere in the world, trade, occupation or business as general merchants, concessionaires, exporters, importers and traders in any goods, commodities, merchandise, produce, things and	NIL

ADDRESS: 129-B, ANSA INDUSTRIAL ESTATE, SAKI VIHAR ROAD, SAKI NAKA, MUMBAI 400072

EMAIL ID: GDTAL2000@GMAIL.COM PH: 22-66314181, 66314182, WEBSITE: WWW.GDTAL.COM

# G D TRADING AND AGENCIES LIMITED

(CIN: L51900MH1980PLC022672)

	<b>Kalpesh Khatri &amp; Associates</b> Chartered Accountants	CA Kalpesh H. Khatri B.Com, F.C.A. 9819 466388 kalpesh@khaassociates.in
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shares on ready or forward basis on its own account or otherwise.”	
“To carry on in India and/or elsewhere in the world the business as agents, brokers, factors, commission agents, adaties, buying and selling agents, distributors, indenting agents, sub-agents, estate agents and to act as manufactures’ representatives.	
<b>Income from new business activity –</b>	Not Applicable as Company has recommended to members for their approval for change of main object in their Extraordinary General Meeting.
“To manufacture, process, trade and market, designing and building of any form of advanced digital chips by/with the use of semiconductors for any industrial, commercial or use in common for all types and sort of equipment used for any sphere of life and technology and manufacture, process, trade and market semiconductors (including assembling) in any dimension, size, bandwidth and any part thereof or any connected row material and research and the development of semi-conductors for commercial exploration. To carry on in India or elsewhere the business to manufacture, design, develop, formulate, buy, sell, import, export or otherwise to deal in computers and a wide variety of other electronic products, personal computers, storage devices, and computer peripherals, audio and video equipment, semiconductors and other electronics components, and wired and wireless communications devices with or without use of semiconductors.”	

Note: This certificate is issued pursuant to proviso of regulation 45(1) of and (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 .

Thanking You.

Yours Faithfully,

**FOR KALPESH KHATRI & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
FRN: 0139570W

**KALPESH  
HANSRAJ  
KHATRI**

Digitally signed by KALPESH  
HANSRAJ KHATRI  
DN: cn=KALPESH HANSRAJ  
KHATRI, o=Personal  
Reason: I am the author of this  
document  
Location:  
Date: 2024.04.23 16:06+05:30

**CA KALPESH KHATRI**  
Proprietor  
M. No. 161768

Date: April 23, 2024, at Mumbai  
UDIN: 24161768BJZYL3861

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution. The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members.

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## **ITEM NO. 5: SHIFTING OF REGISTERED OFFICE OF THE COMPANY.**

The Company is proposing to shift the Registered Office from 129-B, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Mumbai, Maharashtra, India, 400072 to A396/397, TTC Industrial Area, Mahape, Navi Mumbai, Thane 400710 . This change is for better monitoring of the manufacturing and other future corporate business activities.

Since the new address of the Office of the registered Office of the Company is changed outside the local limit of the city, (From Mumbai to Thane). As per section 12 of the Companies Act, 2013 the said proposed resolutions required to be passed by the members as a Special Resolution .

The Board of Directors of the Company recommends as a Special Resolution for approval of the shareholders.

None of the Directors of the Company and their relatives is deemed to be concerned or interested in the proposed resolution.

## **ITEM NO. 6: PREFERENTIAL ISSUE AND ALLOTMENT OF 1,35,25,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH TO NON-PROMOTER(S)/ PERSON BELONGS TO PROMOTER GROUP OF THE COMPANY:**

The Board of Directors of the Company in their meeting held on 23<sup>rd</sup> April 2024, approved raising of funds aggregating up to Rs. 16,23,00,000/- ( Sixteen Crore Twenty-Three Lakh Only) by way of issuance of up to 1,35,25,000 (One Crore Thirty-Five Lakh Twenty-Five Thousand) equity shares of Rs. 10/- each ("Equity Shares") at an issue price of Rs. 12/- per Equity Share to the below proposed allottees of the Company (referred to as "the Proposed Allottees"), by way of a preferential issue through private placement offer, that they have agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations").

Sr. No.	Name	Proposed Shares	At Price (Rs.) per share	Total Amount (Rs.)
1.	Sumita Mishra **	100,000	12/-	1,200,000
2.	Rajendra Kamalakant Chodankar***	10,150,000	12/-	121,800,000
3.	Vivek Gaur	30,000	12/-	360,000
4.	Prachi Jain	70,000	12/-	840,000
5.	Jyoti Potdar	10,000	12/-	120,000
6.	Pooja Rohtagi	25,000	12/-	300,000
7.	Ankur Bansal	85,000	12/-	1,020,000
8.	Sachin Shetty	400,000	12/-	4,800,000
9.	Leena Shetty	409,000	12/-	4,908,000

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10.	Tinu Sharma	10,000	12/-	120,000
11.	Chirag Sachapara	1,12,500	12/-	13,50,000
12.	Rajesh Tripathi	30,000	12/-	360,000
13.	Atul B Chauhan	650,000	12/-	7,800,000
14.	Savir Power & Automation Pvt Ltd	500,000	12/-	6,000,000
15.	Bhaven VasANJI Gala	2,500	12/-	30,000
16.	Satyajit Mishra	82,500	12/-	990,000
17.	Rahul Sikaria	10,000	12/-	120,000
18.	Avani Keniya	7,500	12/-	90,000
19.	Sachapara Krupali Gaurav	10,000	12/-	120,000
20.	Vaibhav Kitlekar	1,000	12/-	12,000
21.	Nitin Kasliwal	10,000	12/-	120,000
22.	Rizwana Abdul Razak Nagarkar	550,000	12/-	6,600,000
23.	Jyoti Ranjan Pradhan	5,000	12/-	60,000
24.	Manish Kumar	20,000	12/-	240,000
25.	Sarika Shet	10,000	12/-	120,000
26.	Ashish Kumar Sharma	5,000	12/-	60,000
27.	Mahadev Karbhari Bangar	200,000	12/-	2,400,000
28.	Gurudatta Bhat	10,000	12/-	120,000
29.	Trilochan Sharma	10,000	12/-	120,000
30.	Somisetty Malathi Latha	5,000	12/-	60,000
31.	Manoj Gupta	5,000	12/-	60,000

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\*\* the proposed offer and issue up to 100,000 ( One Lakh ) equity shares of face value of Rs. 10/- each and at a subscription price of Rs. 12/- each of the company (aggregating to 0.73% of the proposed enhanced capital) to Mrs. Sumita Mishra (related to existing promoter of the company) shall continue as part of the existing promoter group of the Company, till the completion of the open offer already given by Mr. Rajendra Kamalakant Chodankar under regulation 3 & 4 of the SEBI (SAST) Regulations, 2011 for change of management control of Company and his acquisition of 74.50% of the proposed issue of enhanced capital of the company.

\*\*\* the company proposed to offer and issue up to 1,01,50,000 (One Crore One Lakh Fifty Thousand) equity shares of face value of Rs. 10/- each and at a subscription price of 12/- each of the company (aggregating to 74.50% of the proposed enhanced capital) to Mr. Rajendra Kamalakant Chodankar which is amounting to change of management of the company. Mr. Rajendra Kamalakant Chodankar's subscription is subject to compliance of SEBI (SAST) Regulations, 2011 and till the completion of the open offer under SEBI (SAST) Regulations, 2011 read with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (LODR) Regulations, 2015 and till such time Mr. Rajendra Kamalakant Chodankar continue and classified as part of the non-promoter of the company.

The salient features of the preferential issue, including disclosures required to be made in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V including Regulation 163 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, are set out below by way of dissemination of information's :

## 1. Object of the Preferential issue:

- (i) To enlarge its core businesses i.e. to meet with the expenses to set up plant for manufacturing of OSAD /SEMI-Conductor facilities ;
- (ii) Invest in technology, human resources, fix assets and other infrastructure or working capital , BG , General Corporate to support the Businesses of the Company and
- (iii) To Invest in the New Projects by taking over any company, LLP or other body corporates dealing with the trading, service, consultancy related to or connected with OSAD /SEMI-Conductor facilities and the respective manufacturing facilities;
- (iv) Redemption of 50,000 redeemable preference shares of face value of Rs. 100/- each;
- (v) Repayment of outstanding loans ;
- (vi) Conversion of Loan into equity shares

## 2. Maximum number of Specified securities to be issued:

Issuance of up to 1,35,25,000 (One Crore Thirty-Five Lakh Twenty-Five Thousand) equity shares of Rs. 10/- each ("Equity Shares") at an issue price of Rs. 12/- per Equity Share aggregating Rs. 16,23,00,000/- to non-promoter group.

Mr. Rajendra Chodankar will subscribe 1,01,50,000 (One Crore One Lakh Fifty Thousand) equity shares of face value of Rs. 10/- each and at a subscription price of Rs. 12/- each amounting to Rs. 12,18,00,000/- (Rupees Twelve Crore Eighteen Lakh Only) and the said subscription amount will be adjusted as mentioned herein below:

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Sr. No	Name	No of Shares to be subscribed	Descriptions
1	Rajendra Kamalakant Chodankar	1,01,50,000	<b>Total subscription amount Rs. 12,18,00,000/- where :</b> i. Adjustment of Loan (outstanding loans up to 31 <sup>st</sup> May 2024 of Rs 6,00,00,000/-)  ii. Balance Rs. 6,18,00,000/-will be subscribed by Cash.

### 3. Intent of the promoters, directors (KMP) or senior management of the issuer to subscribe to the Offer:

- A. Ms. Ira Mishra the present promoter of the company in compliance with regulation 3 & 4 of the SEBI (SAST) Regulations, 2011 and through an open offer recently acquired 74.5% of the issued, subscribed and paid up capital of the Company.
- B. Mr. Rajendra Kamalakant Chodankar (Director of the Company) expressed his desire to carry on the business activities of OSAD, setting up a plant for manufacturing of OSAD /SEMI-Conductor facilities in the company. He also expressed his desire to deal with the trading, service, consultancy related to or connected with OSAD /SEMI-Conductor facilities and the respective manufacturing facilities including future acquisition of similar businesses.
- C. Mr. Rajendra Kamalakant Chodankar through this preferential allotment of shares acquiring 74.50% of the proposed enhanced capital of the company and accordingly in compliance with regulation 3 & 4 of the SEBI (SAST) Regulations, 2011 given an open offer which is presently pending for completion.
- D. the proposed offer also includes issue of 1,00,000 ( One Lakh) equity shares of face value of Rs. 10/- each and at a subscription price of Rs. 12/- each of the company (aggregating to 0.73% of the proposed enhanced capital) to Mrs. Sumita Mishra (related to existing promoter of the company) and she shall continue as part of the existing promoter group of the Company, till the completion of the open offer already given by Mr. Rajendra Kamalakant Chodankar under regulation 3 & 4 of the SEBI (SAST) Regulations, 2011 for change of management control of Company and his acquisition of 74.5% of the proposed enhanced capital of the company.
- E. the proposed offer also includes issue of 1,01,50,000 (One Crore One Lakh Fifty Thousand) equity shares of face value of Rs. 10/- each and at a subscription price of 12/- each of the company (aggregating to 74.50% of the proposed enhanced capital) to Mr. Rajendra Kamalakant Chodankar which is amounting to change of management control of the company. Mr. Rajendra Kamalakant Chodankar's subscription is subject to compliance of SEBI (SAST) Regulations, 2011 and till the completion of the open offer under SEBI (SAST) Regulations, 2011 read with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 Mr. Rajendra Kamalakant Chodankar continue and classified as part of the non-promoter of the company.

### 4. Shareholding Pattern of the issuer before and after the preferential issue:

Category	Pre preferential issue		Post preferential issue	
	No of Shares	%	No of Shares	%
<b>Promoters and Promoter Group (A)</b>				
Ira Mishra	74,500	74.50	74,500	0.55
Sumita Mishra	0	0	100,000	0.73
<b>Total (A)</b>	<b>74,500</b>	<b>74.50</b>	<b>174,500</b>	<b>1.28</b>
<b>Public (B)</b>	<b>25,500</b>	<b>25.50</b>	<b>1,34,50,500</b>	<b>98.72</b>

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Total (A) + (B)	1,00,000	100.00	1,36,25,000	100.00
Custodian (C)	0	0	0	0
Grand Total (A) + (B) + (C)	1,00,000	100.00	1,36,25,000	100.00

**Note : The Board hereby presents the pre & post shareholding pattern in line with the open offer given by the new acquirer / subscriber Mr. Rajendra Kamalakant Chodankar as under:**

Category	Pre preferential issue		Post preferential issue	
	No of Shares	%	No of Shares	%
<b>Promoters and Promoter Group (A)</b>				
Ira Mishra	74,500	74.50	<b>Not Considered in the Promoter Category. As per the Open Offer document she will be part of the public in compliance with Regulation 31A (10) of the SEBI LODR 2015 on completion of open offer.</b>	
Rajendra Kamalakant Chodankar (Considered in the Promoter Category. As per the Open Offer document he will be become Promoter on completion of Open offer.	0	0	1,01,50,000	74.50
<b>TOTAL (A)</b>	<b>74,500</b>	<b>74.50</b>	<b>1,01,50,000</b>	<b>74.50</b>
<b>Public (B)</b>				
Ira Mishra (Promoter prior to the Open Offer)	0	0	74,500	0.55
SUMITA MISHRA(PAC of Ira Mishra)	0	0	100,000	0.73
Other Public	25,500	25.50	33,00,500	24.22
<b>TOTAL (B)</b>	<b>25,500</b>	<b>25.50</b>	<b>34,75,000</b>	<b>25.50</b>
Total (A) + (B)	1,00,000	100.00	1,36,25,000	100.00
Custodian (C)	0	0	0	0
Grand Total (A) + (B) + (C)	1,00,000	100.00	1,36,25,000	100.00

## 5. Time frame within which the preferential issue shall be completed:

In accordance with Regulation 170 of the SEBI (ICDR) Regulations, 2018, the allotment of equity shares, shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

## 6. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottee:

Name of the Allottees	Ultimate Beneficial Owners	Pan / Passport No. (in case of Foreign)
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		Nation) of Ultimate Beneficial Owners
M/s. Savir Power and Automation Private Limited	Sachin Sadanand Shetty	BLVPS8380L

Save and except for M/s. Savir Power and Automation Private Limited, all other proposed allottees are Individuals.

## 7. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in issuer consequent to the preferential issue:

- Ms. Ira Mishra is the present promoter of the company and holding 74.50% of the present issued, subscribed and paid up capital of the Company.
- Mr. Rajendra Kamalakant Chodankar through this preferential allotment of shares acquiring 74.50% of the proposed enhanced capital of the company.
- Accordingly, Mr. Rajendra Kamalakant Chodankar in compliance with regulation 3 & 4 of the SEBI (SAST) Regulations, 2011 given an open offer which is presently pending for completion before the regulator SEBI. There will be change in control post completion of the open offer.

The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, in issuer consequent to the preferential issue is as given below:

Category	Pre preferential issue		Post preferential issue	
	No of Shares	%	No of Shares	%
<b>Promoters and Promoter Group (A)</b>				
Ira Mishra *	74,500	74.50	0	0
Rajendra Kamalakant Chodankar (Not a Promoter prior to this Issue)	0	0	1,01,50,000	74.50
<b>TOTAL (A)</b>	<b>74,500</b>	<b>74.50</b>	<b>1,01,50,000</b>	<b>74.50</b>
<b>Public (B)</b>				
Ira Mishra * (Promoter prior to the Open Offer)	0	0	74,500	0.55
SUMITA MISHRA(PAC of Ira Mishra and part of present promoter group)	0	0	100,000	0.73
Other public	0	0	33,00,500	24.22
<b>TOTAL (B)</b>	<b>25,500</b>	<b>25.50</b>	<b>34,75,000</b>	<b>25.50</b>
<b>Total (A) + (B)</b>	<b>1,00,000</b>	<b>100.00</b>	<b>1,36,25,000</b>	<b>100.00</b>
Custodian (C)	0	0	0	0
<b>Grand Total (A) + (B) + (C)</b>	<b>1,00,000</b>	<b>100.00</b>	<b>1,36,25,000</b>	<b>100.00</b>

## 8. Undertaking:

- A. The Company hereby undertakes that the price at which the equity shares are proposed to be allotted is not lower than the minimum price calculated as per applicable the SEBI (ICDR) Regulations, 2018. It

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would re-compute the price of the equity shares specified above, in terms of the provisions of the SEBI (ICDR) Regulations, 2018, if and where it is required to do so;

- B. The Company hereby undertakes that If the amount payable on account of re-computation of price is not paid within the time stipulated in this SEBI (ICDR) Regulations, 2018, the above equity shares, shall continue to be locked in till the time such amount is paid by the Proposed Allottee; and

## 9. Disclosures:

Neither the issuer Company, nor its directors or Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.

## 10. Current and proposed status of the Proposed Allottee post the preferential issue viz. promoter or non-promoter

Sr. No.	Details of Proposed Allottee	Pre status of the proposed allottee	Post status of the proposed allottee
1	Sumita Mishra	Promoter /Promoter group	Promoter / Promoter group  But on completion of Open offer she will be reclassified as Public category.
2	Rajendra Kamalakant Chodankar	Public (Non-Promoter)	Public (Non-Promoter)  But on completion of Open offer He will be reclassified as Promoter category.
3	Vivek Gaur	Public (Non-Promoter)	Public (Non-Promoter)
4	Prachi Jain	Public (Non-Promoter)	Public (Non-Promoter)
5	Jyoti Potdar	Public (Non-Promoter)	Public (Non-Promoter)
6	Pooja Rohtagi	Public	Public (Non-Promoter)
7	Ankur Bansal	Public (Non-Promoter)	Public (Non-Promoter)
8	Sachin Shetty	Public (Non-Promoter)	Public (Non-Promoter)
9	Leena Shetty	Public (Non-Promoter)	Public (Non-Promoter)
10	Tinu Sharma	Public (Non-Promoter)	Public (Non-Promoter)
11	Chirag Sachapara	Public (Non-Promoter)	Public (Non-Promoter)
12	Rajesh Tripathi	Public (Non-Promoter)	Public (Non-Promoter)
13	Atul B Chauhan	Public (Non-Promoter)	Public (Non-Promoter)
14	Savir Power and Automation Private Limited	Public (Non-Promoter)	Public (Non-Promoter)
15	Bhaven Vasanji Gala	Public (Non-Promoter)	Public (Non-Promoter)
16	Satyajit Mishra	Public (Non-Promoter)	Public (Non-Promoter)
17	Rahul Sikaria	Public (Non-Promoter)	Public (Non-Promoter)
18	Avani Keniya	Public (Non-Promoter)	Public (Non-Promoter)
19	Sachapara Krupali Gaurav	Public (Non-Promoter)	Public (Non-Promoter)
20	Vaibhav Kitlekar	Public (Non-Promoter)	Public (Non-Promoter)
21	Nitin Kasliwal	Public (Non-Promoter)	Public (Non-Promoter)
22	Rizwana Abdul Razak Nagarkar	Public (Non-Promoter)	Public (Non-Promoter)

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23	Jyoti Ranjan Pradhan	Public (Non-Promoter)	Public (Non-Promoter)
24	Manish Kumar	Public (Non-Promoter)	Public (Non-Promoter)
25	Sarika Shet	Public (Non-Promoter)	Public (Non-Promoter)
26	Ashish Kumar Sharma	Public (Non-Promoter)	Public (Non-Promoter)
27	Mahadev Karbhari Bangar	Public (Non-Promoter)	Public (Non-Promoter)
28	Gurudatta Bhat	Public (Non-Promoter)	Public (Non-Promoter)
29	Trilochan Sharma	Public (Non-Promoter)	Public (Non-Promoter)
30	Somisetty Malathi Latha	Public (Non-Promoter)	Public (Non-Promoter)
31	Manoj Gupta	Public (Non-Promoter)	Public (Non-Promoter)

Post preferential allotment of shares of 1,01,50,000 (One Crore One Lakh Fifty Thousand) equity shares of face value of Rs. 10/- each to Mr. Rajendra Kamalakant Chodankar it will amounting to change of management control of the company.

Mr. Rajendra Kamalakant Chodankar post subscription of shares will be classified as promoter of the company (in compliance with Regulation 3 & 4 of SEBI (SAST) Regulations, 2011 and Ms. Ira Mishra the present promoter & her PAC's will be classified as public shareholders.

All other subscribers will be classified as public.

## 11. Relevant Date:

In accordance with under regulation 161 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Relevant Date for the purpose of determining the pricing of shares is 26-04-2024, being the date that is 30 days prior to the date of the ensuing Extra - Ordinary General Meeting.

## 12. Pricing:

The issue price of Rs. 12/- Per share of face value of Rs. 10/- each and is in accordance with regulation 165/166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and for the purpose of the above guidelines the **Relevant Date is 26-04-2024**.

The Valuation as per valuation Report is Rs. -784/- per equity share as per regulation 165 /166A of the SEBI (ICDR) Regulations, 2018. Presently the shares of the company fall into the infrequently traded category. The price of the shares to be issued wherever required shall be re-computed/adjusted in accordance with the above said regulation.

***However, the Earlier open offer completed on 4<sup>th</sup> April, 2024 under regulation 3 & 4 of the SEBI (SAST) Regulations, 2011. The Open Offer price given was of Rs. 12/- per share of face value of Rs. 10/- each. Accordingly, the present issue as per the pricing requirement considered Rs. 12/- as the negotiated price of this preferential issue of shares.***

**Registered valuer certificate under regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.: Applicable**

**Regulation 166A (1): Other conditions for pricing: Applicable**

Any preferential issue, which may result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

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Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Provided further that if any proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer shall also cover guidance on control premium, which shall be computed over and above the price determined in terms of the first proviso.

This preferential issue amount to change in management control and acquisition of shares of around 74.50%. The Earlier open offer completed on 4<sup>th</sup> April, 2024 under regulation 3 & 4 of the SEBI (SAST) Regulations, 2011. The Open Offer price given was of Rs. 12/- per share of face value of Rs. 10/- each. Accordingly, the present issue as per the pricing requirement considered Rs. 12/- as the negotiated price of this preferential issue of shares.

Considering the aforesaid requirements under Regulation 165 & 166A(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Articles of Association of the Company, we have determined the Fair Value of Equity Shares as per Regulation 165 read with Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and the fair price for subscription as per their valuation report will be Rs. 12/- per equity shares of a face value of Rs. 10/- each which is in compliance with the SEBI (SAST) Regulations, 2011.

### 13. Capital of the Company:

Present Authorised Capital of the Company	2,50,000 equity shares of face value of Rs. 10/- each aggregating Rs. 25,00,000/- and 50,000 preference shares of Rs. 100/- each aggregating to Rs. 50,00,000/-
Present Paid up capital of the Company	1,00,000 equity shares of face value of Rs. 10/- each aggregating to Rs. 10,00,000/-. 50,000 preference shares of face value of Rs. 100/- each aggregating to Rs. 50,00,000/-.
Increase of Capital of the Company to absorb the preferential allotment of shares	1,35,25,000 equity shares of face value of Rs. 10/- each aggregating Rs. 13,52,50,000/-.
Post Preferential Paid up capital of the Company	1,36,25,000 equity shares of face value of Rs. 10/- each aggregating to Rs. 13,62,50,000/-. 50,000 preference shares of face value of Rs. 100/- each aggregating to Rs. 50,00,000/-.

The present status of the previous pre-preferential issue is as under: Not Applicable

Details of Issue	Date of Allotment	Status of conversion into equity shares	Status of Listing	Status of Trading approval
NA	NA	NA	NA	NA

### 14. Date of Board Resolution:

The Board at their meeting held on 23<sup>rd</sup> April, 2024 recommended the issue of 1,35,25,000 equity shares

# G D TRADING AND AGENCIES LIMITED

(CIN: L51900MH1980PLC022672)

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of face value of Rs 10/- each as per Chapter V of SEBI (LODR) Regulations, 2018.

**15. The Company confirms the compliance of regulation 160 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and accordingly:**

- a. all the equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
- b. the Proposed resolution to be passed as a special resolution;
- c. all equity shares (pre-holdings) held by the below proposed allottees in the issuer are in dematerialized form, if any; Note that none of the proposed allottees are holding any shares prior to this proposed preferential allotment of shares.
- d. The Company further confirms that even after this allotment the Company is in compliance with rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE); The Company further submits that post allotment of the shares the public holding in the company is more than 25% of the issued and subscribed capital of the company.
- e. the company has obtained the Permanent Account Number (except those allottees which may be exempt from specifying their Permanent Account Number for transacting in the securities market by the Board) to the extent applicable and demat number of the proposed allottees and confirmation that shares can be credited to their demat accounts; and
- f. The Company has obtained a declaration from the proposed allottees that he has not sold any shares during the 90 trading days preceding the relevant date and also not willful defaulters or their any prohibition to subscribe the shares.
- g. the Company will make an application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when the notice to be/ has been in respect of the general meeting seeking shareholders' approval by way of special resolution. Presently the company is only listed at BSE.
- h. The Present promoter Ms. Ira Mishra is holding 74.50% of the capital of the company and is the promoter of the company. Mr. Rajendra Kamalakant Chodankar will subscribe 1,01,50,000 equity shares of Rs. 10/- each aggregating to 74.50% post allotment of the shares by way of preferential allotment of shares. Because of this proposed allotment Mr. Rajendra Kamalakant Chodankar under regulation 3 & 4 of the SEBI SAST Regulations 2011 given an open offer which is pending for completion.

Accordingly, in terms of the Act and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, consent of the members is being sought for the raising of funds aggregating up to Rs. 16,23,00,000/- (Sixteen Crore Twenty-Three Lakh) by way of issuance of up to 1,35,25,000 (One Crore Thirty-Five Lakh Twenty-Five Thousand) equity shares of Rs. 10/- each ("Equity Shares") at an issue price of Rs. 12/- per Equity Share, on a preferential basis to the Proposed Allottees as the Board of Directors of the Company may determine in the manner detailed hereafter.

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**G D TRADING AND AGENCIES LIMITED is presently into the following businesses:**

“To carry on in India and/or elsewhere in the world, trade, occupation or business as general merchants, concessionaires, exporters, importers and traders in any goods, commodities, merchandise, produce, things and shares on ready or forward basis on its own account or otherwise.”

“To carry on in India and/or elsewhere in the world the business as agents, brokers, factors, commission agents, adaties, buying and selling agents, distributors, indenting agents, sub-agents, estate agents and to act as manufactures’ representatives.

**The Company proposed to change its object and name. The proposed business activities of the Company as under:**

“To manufacture, process, trade and market, designing and building of any form of advanced digital chips by/with the use of semiconductors for any industrial, commercial or use in common for all types and sort of equipment used for any sphere of life and technology and manufacture, process, trade and market semiconductors (including assembling) in any dimension, size, bandwidth and any part thereof or any connected row material and research and the development of semi-conductors for commercial exploration. To carry on in India or elsewhere the business to manufacture, design, develop, formulate, buy, sell, import, export or otherwise to deal in computers and a wide variety of other electronic products, personal computers, storage devices, and computer peripherals, audio and video equipment, semiconductors and other electronics components, and wired and wireless communications devices with or without use of semiconductors.”

As members are aware that the company needs fund for expanding the business and to meet its day-to-day requirement/ expenses in the normal course of Business, the Board of Directors in their meeting held on 23<sup>rd</sup> April, 2024 decided to come up with a preferential issue for raising the funds by way of issuing Equity shares to the above said proposed allottees (non-promoters/ promoter group).

This proposed allotment will help the company to improve its debt -equity ratio and compliances under the Companies Act, 2013. By this issue of new shares, the wealth of the Shareholders and other stake holders will increase.

**Basis or justification for the price (including the premium, if any) has been arrived at:**

As per Regulation 165\* of the ICDR Regulations, 2018 prescribes the minimum price at which a preferential issue shall be made as per the valuation report issued by the registered valuer named Mr. Jay Shah - IBBI Registered Valuer having Registration No. IBBI/RV/07/2022/14720 and same is available at the website of the company at [www.gdtal.com](http://www.gdtal.com) and also available at the registered office of the company.

**\*As the shares of the company it is infrequently traded due to during last 240 trading days preceding the relevant date the volume/ turnover on recognized Stock exchange (BSE Limited) is less than 10% of the paid-up capital.**

The Company has taken valuation certificate for below mentioned proposed allottee as per regulation 166A of SEBI (ICDR) Regulation, 2018:

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Sr. No.	Name of the Proposed Allottee	PAN/Passport in case of NRI OR Foreign national or Fund of ultimate beneficial owner	Category	Pre-Issue holding	Pre-Issue %	No of equity shares proposed to be allotted	Post issue holding	Post issue %
1	Mr. Rajendra Chodankar	AAFPC2966E	Public (Non-Promoter)	0	0	1,01,50,000	1,01,50,000	74.50

**16. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price: Not Applicable**

The Security-wise details is as follows:

Details of Issue	No of allottees	Price Per Share	Date of Allotment	Status of conversion into equity shares	Status of Listing	Status of Trading
NA	NA	NA	NA	NA	NA	NA

**17. Proposed Allottee's:**

The name, Address, Category and PAN No. of the proposed allottees are under:

Sr. No.	Name	Category	PAN	Address
1.	Sumita Mishra	Promoter/Promoter Group) She will reclassify after completion of open offer in Public category	AJSPM7729F	1204 T 6, Sakivihar Road, Powai, Emerald Isle, L And T Gate No 6, Suburban, Mumbai Maharashtra India 400072
2.	Rajendra Kamalakant Chodankar	Public (Non-Promoter) He will reclassify after completion of open offer as Promoter	AAFPC2966E	I-702 Golden Square Chss, Off Cst Road Kalina Mumbai Maharashtra India 400098
3.	Vivek Gaur	Public (Non-Promoter)	ABVPG5592K	G-1202,Prateek Stylone Sector-45,Noida-201303

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4.	Prachi Jain	Public (Non-Promoter)	ARFPJ6720J	Malviya Nagar ,Jaipur Rajasthan-302017
5.	Jyoti Potdar	Public (Non-Promoter)	AIVPM7000P	Guruwada Roadsakhawai Hussain Cane, Bhagalpur
6.	Pooja Rohtagi	Public (Non-Promoter)	ADMPR7589J	28a,Racquet Court Road,Alipur Road, Civil Lines Delhi-110054
7.	Ankur Bansal	Public (Non-Promoter)	AF0PB3666C	436, Greenfield Avenue, Majitma Road, Amritsar
8.	Sachin Shetty	Public (Non-Promoter)	BLVPS8380L	H. No. 278/18/B/5, Bousset Residency, Cansaulim, South Goa Salcete Goa India 403712
9.	Leena Shetty	Public (Non-Promoter)	CIBPS3138Q	H. No. 278/18/B/5, Bousset Residency, Cansaulim, South Goa Salcete Goa India 403712
10.	Tinu Sharma	Public (Non-Promoter)	AQZPS7212F	12 – 701, Moraj Residency, Sector 16, Sanpada, Navi Mumbai - 400705
11.	Chirag Sachapara	Public (Non-Promoter)	EAUPS3366H	House No. 10, Sarita Vihar Society -1, Opp. Renuka Bhavan, Punagam To Bombay Market Road, Near Surbhi Vihar S Surat Gujarat India 395010

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12.	Rajesh Tripathi	Public (Non-Promoter)	ADWPT8703C	G-404, Shakuntala Sankalpchs, Dombivili
13.	Atul B Chauhan	Public (Non-Promoter)	ABLPC0182F	C-403 Satguru Darshan,Liberty Garden Road No 3,Above Icici Bank,Malad West Dely,Mumbai Maharashtra
14.	Savir Power and Automation Private Limited	Public (Non-Promoter)	ABICS5948K	H. No. 278/18/B/5, Bousset Residency, Cansaulim, South Goa, Goa, Goa, India, 403712
15.	Bhaven Vasanji Gala	Public (Non-Promoter)	AAKHB6362E	53, Jimit Apartmwnt,Marve Road, Malad West,Mumbai- 400064
16.	Satyajit Mishra	Public (Non-Promoter)	AAUPM3959J	304, Raj Atlantis, Near S.V.Patel School, Kanakiya Layout, Beverly Park ,Mira Road(E), Thane Maharashtra India 401107
17.	Rahul Sikaria	Public (Non-Promoter)	AQWPS096P	A702, Leela Sterling Society, Opposite Yashodham School, Goregaon East Mumbai 400063
18.	Avani Keniya	Public (Non-Promoter)	CZGPS7782A	20/A Park Road,3-B Kalpana Building , Vile Parle East,Mumbai-400057
19.	Sachapara Krupali Gaurav	Public (Non-Promoter)	DSWPG5730A	C-987, 5-Opp Sbi Bank, Kalvibid, Bhavnagar 364002

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20.	Vaibhav Kitlekar	Public (Non-Promoter)	HJSPK8748D	H No 24/1 Omkar Niwas Punola, Behind Unin Bank Of India, Ucassaim, Bardez Goa
21.	Nitin Kasliwal	Public (Non-Promoter)	AHRPK2667F	Jaipur Oppvictoriya School, Jaipur - Rajasthan 302016
22.	Rizwana Abdul Razak Nagarkar	Public (Non-Promoter)	BATPN9394Q	Deep Laxmi Chawl, Jamblipada, Kalina, Santa cruz East, Mumbai, Santacruz P And T Colony, Mumbai, Maharashtra, 400029
23.	Jyoti Ranjan Pradhan	Public (Non-Promoter)	AUVPP4579J	"Village - Ranja Post Office - Sankhamur Ps - Khamar, Talcher Dist. - Angul State - Odisha Pin- 759118"
24.	Manish Kumar	Public (Non-Promoter)	AQRPK2339R	H N O -1001, KSN Sqare, Sector -3, Above Vishal Mega Mart, Vaundhara, Ghziabad, Utt arpradesh-201012
25.	Sarika Shet	Public (Non-Promoter)	EZVPS4526K	P64 3 Kpc Colony Kadra, Kadra, Karwar
26.	Ashish Kumar Sharma	Public (Non-Promoter)	BIDPS2163J	Flat No. A/5, Plot No. 120/1, Second Floor, Bamnoli, Dwarka, New Delhi - 110077
27.	Mahadev Karbhari Bangar	Public (Non-Promoter)	APAPB9178B	Rmm No -04, Ganesh Keni, Chawl, Borla Village, Govandi East, T F Deonar Mumbai

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28.	Gurudatta Bhat	Public (Non-Promoter)	AGFPB4643R	H No 374/G Kurtarkar Greens,Navellim Aquem, Salcete,Navelim, South Goa Goa
29.	Trilochan Sharma	Public (Non-Promoter)	ARWPS3873N	Ideal Niketan, Block - B, Flat 6a, 3 Chingrighata Lane, Kolata - 700015
30.	Somisetty Malathi Latha	Public (Non-Promoter)	ACQPL7814H	, Banralla Street.Rajampeta,Cuddpath Anshra Pradesh
31.	Manoj Gupta	Public (Non-Promoter)	AHXPG7737J	Kanchan Pushp C/4/201 Gohit Near Suraj Water Park G B Road Thane

## 18. Pre-Holdings of proposed allottee's : Not Applicable

As on date the following allottee's have pre-holdings:

Sr. No.	Name	No. of shares	%	Pre-holding Lock In release date
1	Rajendra Kamalakant Chodankar	0	0	NA
2	Vivek Gaur	0	0	NA
3	Prachi Jain	0	0	NA
4	Jyoti Potdar	0	0	NA
5	Pooja Rohtagi	0	0	NA
6	Ankur Bansal	0	0	NA
7	Sachin Shetty	0	0	NA
8	Leena Shetty	0	0	NA
9	Tinu Sharma	0	0	NA
10	Chirag Sachapara	0	0	NA
11	Rajesh Tripathi	0	0	NA
12	Atul B Chauhan	0	0	NA
13	Savir Power and Automation Private Limited	0	0	NA
14	Bhaven Vasanji Gala	0	0	NA
15	Satyajit Mishra	0	0	NA
16	Rahul Sikaria	0	0	NA
17	Avani Keniya	0	0	NA
18	Sachapara Krupali Gaurav	0	0	NA
19	Vaibhav Kitlekar	0	0	NA
20	Nitin Kasliwal	0	0	NA

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21	Rizwana Abdul Razak Nagarkar	0	0	NA
22	Jyoti Ranjan Pradhan	0	0	NA
23	Manish Kumar	0	0	NA
24	Sarika Shet	0	0	NA
25	Ashish Kumar Sharma	0	0	NA
26	Mahadev Karbhari Bangar	0	0	NA
27	Gurudatta Bhat	0	0	NA
28	Trilochan Sharma	0	0	NA
29	Somisetty Malathi Latha	0	0	NA
30	Manoj Gupta	0	0	NA
31	Sumita Mishra	0	0	NA

Further, the entire pre-preferential holding of the Proposed Allottee shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations. As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.: **NA**

**19. The percentage of the post-preferential issue that may be held by the Proposed Allottee and change in control, if any, in the Company consequent to the Preferential issue:**

Sr. No.	Name of the proposed allottee	Category	Pre-Issue holding	%	No of equity shares proposed to be allotted	% for the current allotment	Post issue holding	% Post issue holding	Change in holding (%)
1	Sumita Mishra	Promoter / promoter Group	0	0.00	100,000	0.73	100,000	0.73	0.73
2	Rajendra Kamalakant Chodankar	Public (Non-Promoter)	0	0.00	10,150,000	75.05	10,150,000	74.50	74.50
3	Vivek Gaur	Public (Non-Promoter)	0	0.00	30,000	0.22	30,000	0.22	0.22
4	Prachi Jain	Public (Non-Promoter)	0	0.00	70,000	0.52	70,000	0.51	0.51
5	Jyoti Potdar	Public (Non-Promoter)	0	0.00	10,000	0.07	10,000	0.07	0.07
6	Pooja Rohtagi	Public	0	0.00	25,000	0.18	25,000	0.18	0.18
7	Ankur Bansal	Public (Non-Promoter)	0	0.00	85,000	0.63	85,000	0.62	0.62
8	Sachin Shetty	Public (Non-Promoter)	0	0.00	400,000	2.96	400,000	2.94	2.94

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9	Leena Shetty	Public (Non-Promoter)	0	0.00	409,000	3.02	409,000	3.00	3.00
10	Tinu Sharma	Public (Non-Promoter)	0	0.00	10,000	0.07	10,000	0.07	0.07
11	Chirag Sachapara	Public (Non-Promoter)	0	0.00	1,12,500	0.83	1,12,500	0.83	0.83
12	Rajesh Tripathi	Public (Non-Promoter)	0	0.00	30,000	0.22	30,000	0.22	0.22
13	Atul B Chauhan	Public (Non-Promoter)	0	0.00	650,000	4.81	650,000	4.77	4.77
14	Savir Power and Automation Private Limited	Public (Non-Promoter)	0	0.00	500,000	3.70	500,000	3.67	3.67
15	Bhaven VasANJI Gala	Public (Non-Promoter)	0	0.00	2,500	0.02	2,500	0.02	0.02
16	Satyajit Mishra	Public (Non-Promoter)	0	0.00	82,500	0.61	82,500	0.61	0.61
17	Rahul Sikaria	Public (Non-Promoter)	0	0.00	10,000	0.07	10,000	0.07	0.07
18	Avani Keniya	Public (Non-Promoter)	0	0.00	7,500	0.06	7,500	0.06	0.06
19	Sachapara Krupali Gaurav	Public (Non-Promoter)	0	0.00	10,000	0.07	10,000	0.07	0.07
20	Vaibhav Kitlekar	Public (Non-Promoter)	0	0.00	1,000	0.01	1,000	0.01	0.01
21	Nitin Kasliwal	Public (Non-Promoter)	0	0.00	10,000	0.07	10,000	0.07	0.07
22	Rizwana Abdul Razak Nagarkar	Public (Non-Promoter)	0	0.00	550,000	4.07	550,000	4.04	4.04
23	Jyoti Ranjan Pradhan	Public (Non-Promoter)	0	0.00	5,000	0.04	5,000	0.04	0.04
24	Manish Kumar	Public (Non-Promoter)	0	0.00	20,000	0.15	20,000	0.15	0.15
25	Sarika Shet	Public (Non-Promoter)	0	0.00	10,000	0.07	10,000	0.07	0.07

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26	Ashish Kumar Sharma	Public (Non-Promoter)	0	0.00	5,000	0.04	5,000	0.04	0.04
27	Mahadev Karbhari Bangar	Public (Non-Promoter)	0	0.00	200,000	1.48	200,000	1.47	1.47
28	Gurudatta Bhat	Public (Non-Promoter)	0	0.00	10,000	0.07	10,000	0.07	0.07
29	Trilochan Sharma	Public (Non-Promoter)	0	0.00	10,000	0.07	10,000	0.07	0.07
30	Somisetty Malathi Latha	Public (Non-Promoter)	0	0.00	5,000	0.04	5,000	0.04	0.04
31	Manoj Gupta	Public (Non-Promoter)	0	0.00	5,000	0.04	5,000	0.04	0.04

## 20. Change in Control:

The issue of the Equity shares will result/ change in the Management or control of the Company on completion of open offer given by Mr. Rajendra Chodankar. As per the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") this increase of the holding in individual allottees will result into any open offer, detailed information is as given below:

- Ms. Ira Mishra is the present promoter of the company and holding 74.50% of the present issued, subscribed and paid up capital of the Company.
- Mr. Rajendra Kamalakant Chodankar through this preferential allotment of shares acquiring 74.50% of the proposed enhanced capital of the company.
- Accordingly, Mr. Rajendra Kamalakant Chodankar in compliance with regulation 3 & 4 of the SEBI (SAST) Regulations, 2011 given an open offer which is presently pending for completion before the regulator SEBI. There will be change in control post completion of the open offer.

## 21. **Reasoned Recommendation from Committee of Independent Directors of the issuer Company pursuant to Regulation 166A(2) of SEBI (ICDR) Regulations, 2018:**

In accordance with the provision of Regulation 166A(2) of SEBI (ICDR) Regulations, 2018, the Meeting of committee of Independent Directors was held on 23<sup>rd</sup> April, 2024, all Independent Directors have made reasoned recommendation after considering all the aspects relating to the preferential issue including Pricing on preferential issue of up to 1,35,25,000 Equity Shares having face value of Rs. 10/- each at issue Price of Rs. 12/- each including premium of Rs. 2/- per equity Share which also results change in control of the Company (Issuer) pursuant to Regulation 3 & 4 of SEBI (SAST) Regulations, 2011. The main reasons are:

1. The company under the leadership of the renowned technocraft Mr. Rajendra Kamalakant Chodankar will pursue the businesses of  
To manufacture, process, trade and market, designing and building of any form of advanced digital chips by/with the use of semiconductors for any industrial, commercial or use in common for all types and sort of equipment used for any sphere of life and technology and manufacture, process,

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trade and market semiconductors (including assembling) in any dimension, size, bandwidth and any part thereof or any connected raw material and research and the development of semiconductors for commercial exploration.

And to carry on in India or elsewhere the business to manufacture, design, develop, formulate, buy, sell, import, export or otherwise to deal in computers and a wide variety of other electronic products, personal computers, storage devices, and computer peripherals, audio and video equipment, semiconductors and other electronics components, and wired and wireless communications devices with or without use of semiconductors

2. Mr. Rajendra Kamalakant Chodankar is actively involved into the field of semiconductor and OSAT services
3. His involvement in the company is best interest of the minority shareholders.

This preferential allotment shares will entitle Mr. Rajendra Kamalakant Chodankar around 74.50% of the enhanced capital resulting in change of management of the company. He will be coming with an open offer in compliance with regulation 3 & 4 of the SEBI SAST 2011.

The Voting Pattern of Committee meeting of Independent Directors is as given below (Only all independent Directors were present in the meeting):

### **3. CONSIDER THE CONVERSION OF LOAN INTO SUBSCRIPTION OF EQUITY SHARES OF THE COMPANY**

	Sejal Yeropale	Dattaram	Nitin Arvind Oza	Avinash Ramshiromani Tiwari
Vote casted in favour of resolution		✓	✓	✓
Vote casted against the resolution		-	-	-

### **4. PREFERENTIAL ISSUE AND ALLOTMENT OF 1,35,25,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH TO NON-PROMOTER(S)/ PERSON BELONGS TO PROMOTER GROUP OF THE COMPANY:**

	Sejal Yeropale	Dattaram	Nitin Arvind Oza	Avinash Ramshiromani Tiwari
Vote casted in favour of resolution		✓	✓	✓
Vote casted against the resolution		-	-	-

### **22. Lock-in period:**

The Equity Shares allotted pursuant to this resolution equity shares shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

**As Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:**

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The Equity shares of the company allotted on a preferential basis to persons other than the promoters and promoters' group i.e., non-promoters shall be locked-in for six (6) Months from the date of trading approval granted by Stock exchange(s) and to promoter and promoters' group shall be lock- in for the period of 18 Months from the date of trading approval granted for shares/ securities.

**Further, the entire pre-preferential allotment holding of the Proposed Allottees shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations: NA**

As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.: **NA**

### **23. Practicing Company Secretary's Certificate:**

A certificate from M/s. Amarendra Mohapatra & Associates, Company Secretaries dated 23/04/2024 has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, 2018. The certificate can be accessed at <https://www.gdtal.com/> and shall be placed before the Extra-ordinary general meeting of the shareholders.

None of the Directors/KMP or their relatives are concerned or interested in the said resolution except Mr. Rajendra Chodankar being a director who is participating in this preferential issue.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as Special Resolution.

In accordance with Sections 23(1)(b), 39,42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

### **ITEM NO. 7: REDEMPTION OF 50,000 REDEEMABLE PREFERENCE SHARES OF FACE VALUE OF RS. 100/- EACH.**

The Board of Directors in their meeting held on 23.04.2024 recommended redemption of 50,000 redeemable preference Shares of Rs. 100/- issued in the Company for the approval of Members of the Company.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as Special Resolution.

None of the Directors/KMP or their relatives are concerned or interested in the said resolution.

### **ITEM NO. 8: TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO Rs. 30,00,00,000/- UNDER SECTION 61 OF COMPANIES ACT, 2013.**

The present Authorised Share Capital of the Company is Rs. 75,00,000/- consisting of 2,50,000 equity shares of face value of Rs. 10/- each and 50,000 preference shares of Rs. 100/- each. Considering the increased fund

# G D TRADING AND AGENCIES LIMITED

(CIN: L51900MH1980PLC022672)

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requirements of the Company and above stated plan in item No. 6, the Board at its Meeting held on April 23, 2024, had accorded its approval for increase in Authorised Share Capital from Rs. 75,00,000/- consisting of 2,50,000 equity shares of face value of Rs. 10/- each and 50,000 preference shares of Rs. 100/- each to Rs. 30,00,00,000/- consisting of 2,95,00,000 equity shares of face value of Rs. 10/- each and 50,000 preference shares of Rs. 100/- each, subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 75,00,000/- consisting of 2,50,000 equity shares of face value of Rs. 10/- each and 50,000 preference shares of Rs. 100/- each to Rs. 30,00,00,000/- consisting of 2,95,00,000 equity shares of face value of Rs. 10/- each and 50,000 preference shares of Rs. 100/- each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause 5 of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

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

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

**Registered Office:**

129-B, Ansa Industrial Estate,  
Saki Vihar Road, Saki Naka,  
Mumbai, Maharashtra, India,  
400072

Date: May 2, 2024

Place: Mumbai

E-mail: gdtal2000@gmail.com

Website: www.gdtal.com

**By Order of the Board of Directors  
For G D TRADING AND AGENCIES LIMITED**

Sd/-

**RAMESH CHANDRA MISHRA**

**Additional Director**

**DIN: 00206671**