

ADDENDUM to the notice dated 27th August, 2015 calling the 21st annual General meeting of the Company on Wednesday, the 30th day of September, 2015 at 12:30 p.m. at Lavanya resort & Motel, G.T. Karnal road, Palla Bakhtavarpur Mod, Alipur, Delhi-110036.

Following development took place subsequent to the service of the notice:

M/s shashi Chadha & co., Panipat, Chartered Accountants (FRN-015666N) were recommended by the Board of Directors to be appointed as Auditors of the company in the Annual General meeting. The said auditors conveyed their willingness and eligibility for the same under section 139 of the companies act, 2013 read with the Companies (audit and auditors) Rules 2014.

Subsequently, the aforesaid willingness was withdrawn by M/s shashi Chadha & co.

The audit committee then recommended the appointment of Vishal Malhotra & co., Chartered accountants, Panipat (FRN -012750N) at its meeting held on 10th September, 2015 and consensus on the same was obtained from the Board at its meeting held on 11th September 2015. Vishal Malhotra & co., Chartered accountants, Panipat (FRN -012750N) have conveyed their willingness for being appointed as auditors and the company has received a certificate of their eligibility under section 139 of the companies act, 2013 read with the Companies (audit and auditors) Rules 2014 on 8th September 2015.

Accordingly, item number 3 in the notice is substituted with the following:

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

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 as may be applicable, M/s Vishal Malhotra & Co., Chartered Accountants (FRN- 012750N) be and are hereby appointed as Statutory auditor of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be fixed in this behalf by the Board of Directors of the Company and auditors."

The consent letter by Vishal Malhotra & Co., Chartered accountants, Panipat (FRN-012750N) is available for inspection of the members at the registered office of the company on all working days during business hours from the date of the issue of addendum.

The notice dated 27th august, 2015 and the explanatory statement annexed thereto be read in conjunction with the above addendum.

Date : 11.09.2015
Place: Delhi

By order of the Board
For GRM Overseas Limited

H.C. Garg
(Chairman cum managing director)
DIN: 00673276

CIN-L74899DL1995PLC064007

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