



NOTICE

Notice is hereby given that the 21st Annual General Meeting of the Members of GRM Overseas Limited will be held on Wednesday, the 30th September, 2015 at 12.30 P.M at Lavanya Resorts & Motel G.T. Karnal Road, Palla Bakhtavarpur Mod, Alipur, Delhi-110036, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2015 and the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with Report of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Rohit Garg, who retire by rotation and being eligible himself for re-appointment.
3. To appoint statutory Auditors of the company.

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

“RESOLVED THAT pursuant to the provisions of section 139 to 142 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 Shashi Chadha & Co., Chartered Accountants (FRN-015666N) be and are hereby appointed as Statutory auditor of the company, in place of M/s PVS & Co., Chartered accountants, who have shown their unwillingness to be re-appointed, as statutory auditors of the Company, to hold office from conclusion of this Annual General Meeting till 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.”

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass the following Resolution, with or without modification, as Special Resolution:

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial Institutions, Insurance companies, other lending/investing agencies or bodies / trustees for holders of debentures/bonds which may be issued to or subscribed to by all or any of the Banks, Financial Institutions, Insurance companies, other lending / investing agencies, or any other person(s)/bodies corporate by way of private placement or otherwise (hereinafter collectively referred to as “Lenders”) to secure rupee/foreign currency loans, debentures/bonds and/or such other borrowings (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said Loans, shall not, at any time exceed the limit of 300 crores (Rupees Three Hundreds crores only).

5. To consider and, if thought fit, to pass the following Resolution, with or without modification, as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors



(hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow monies in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of Rs. 300 crore(Rupees Three Hundreds crores only).

“RESOLVED FURTHER that Mr. Hukam Chand Garg, Chairman cum Managing Director and Mr. Rohit Garg, Whole-Time-Director be and are hereby authorised to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/or any member of such Committee with power to the said Committee to sub-delegate its powers to any of its members, to give effect to the above Resolution.”

Place: Delhi
Date: 27-08-2015

By Order of the Board of Directors

sd/-
Vijay Kumar Dwivedi
Company Secretary
M. No.: 36168



NOTES

- a) The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto in respect of the business under Item Nos. 4 to 5 of the Notice, is annexed hereto.
- b) The relevant details as required under clause 49 of the listing Agreement entered into with the stock exchanges, of persons seeking appointment/reappointment as Directors under Item 2&3 of the Notice, are also annexed.
- c) A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be member of the company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share Capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- d) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- e) Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- f) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- g) The Register of Members and Transfer Books of the Company will be closed from Saturday, 26.09.2015 to Wednesday, 30.09.2015 (both days inclusive)
- h) Relevant documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. upto the date of the Meeting.
- i) Members/Proxies should bring their attendance slips duly completed for attending the Meeting.
- j) Members are requested to notify any change in their address, bank details, etc.:
 - (i) To their Depository Participants (DPs) in respect of shares held in demat form; and
 - (ii) To the Registrar & Share Transfer Agent of the Company in respect of shares held in physical form, quoting their folio numbers.
- k) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to Abhipra Capital Limited, Registrar and Share Transfer Agent of the Company.
- l) The Ministry of Corporate Affairs has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members who have not yet registered their e-mail address are requested to support this green initiative by registering their e-mail addresses with Abhipra Capital Limited in case the shares are held in physical form and with the Depository Participant in case the shares are held in demat form.
- m) Voting through electronic means:

In terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the listing agreement, the Company is providing facility to exercise votes on the items of business given in the notice through electronic voting system, to



shareholders holding shares as on September 23, 2015 being the cut-off date ("Record date" for the purpose of Rule 20(3)(vii) of the said Rules) fixed for determining voting rights of shareholders entitled to participate in the e-voting process through the e-voting platform provided by National Securities Depository Limited (NSDL). The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on Wednesday, September 23, 2015. The instructions for e-voting are as under:

Instructions for the voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27th September 2015 (9:00 am) and ends on 29th September 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "GRM Overseas Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sas.associates07@gmail.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not



registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. 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 /voting at the AGM through ballot paper.
- XII. M/s SAS & Associates, Company Secretaries have been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper"/ "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.grmrice.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Place: Delhi
Date: 27.08.2015

By Order of the Board of Directors

sd/-
Vijay Kumar Dwivedi
Company Secretary
M. No.: 36168



ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to section 102 of the Companies Act, 2013

As Required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 5 of the accompanying Notice.

ITEM NO. 3

M/s PVS & Co., Chartered Accountants, retiring auditors have expressed their unwillingness to be re-appointed as statutory auditors of the Company and it is proposed to appoint M/s Shashi Chadha & co., Chartered Accountants. M/s Shashi Chadha & co., Chartered Accountants, have given their consent to be appointed as Statutory Auditors and have confirmed that their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Their appointment was also recommended by the Audit Committee and the Board of Directors at its meeting held on 11th August, 2015. Pursuant to provisions of the Companies Act 2013, a special notice is required to be given to the members of the Company if a person other than the retiring auditor is appointed as statutory auditor.

Special notice is hereby given to the members of the Company to appoint Shashi Chadha & Co., Chartered Accountants, as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.

None of the Directors is interested or concerned in the said resolution.

ITEM NO. 4&5

To facilitate future business expansion, your Company would be requiring further infusion of funds, either in the form of equity or debt from financial institution, Bank or other. It is thereof, proposed to enhance the borrowing limits to Rs. 300 Crores by seeking appropriate approval from the member of the Company.

Section 180(1)(c) of the Companies Act, 2013 ('Act'), provides for the consent to be sought from members by way of a Special Resolution. Hence the resolution at item no. 5 of the accompanying Notice, which your Board recommends for your approval.

In order to secure the borrowings / financial assistance referred to in the resolution at item no. 6 of the accompanying Notice, the Company may be required to create security by way of mortgage/charge and/or hypothecation of its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over management or control of the whole or substantially the whole of the undertaking(s) of the Company. As per section 180(1)(a) of the Act, consent of the Company by Special Resolution is required to be obtained by the Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company. Since mortgaging or charging the movable and/or immovable properties and assets of the Company with the right of taking over management or control in certain events of default may be considered to be disposal of the Company's undertaking within the meaning of section 180(1)(a) of the Act, it is proposed to seek approval of the shareholders for creating such mortgages and/or charges on the assets and properties of the Company, both present and future. Hence the resolution at item no. 5 of the accompanying Notice, which your Board recommends for your approval.

None of the Directors and Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise, in the resolutions at Item Nos. 4 and 5 of the accompanying Notice

By Order of the Board of Directors
sd/-

Vijay Kumar Dwivedi
Company Secretary
M. No.: 36168

Place: Delhi
Date: 27.08.2015



**Form No.MGT-11
Proxy Form
[Pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

CIN	L74899DL1995PLC064007
Name Of The Company	GRM OVERSEAS LIMITED
Registered Office	128, First Floor, Shiva Market, Pitampura, New Delhi-110034.

Name of the member(s)	
Registered Address	
Folio No./Client ID/ DP ID	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

1.	Name		Signature
	Address		
	E-mail ID		

or failing him

2.	Name		Signature
	Address		
	E-mail ID		

or failing him

3.	Name		Signature
	Address		
	E-mail ID		



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2015 at 12.30 p.m. at Lavanya Resorts & Motel G.T. Karnal Road, Palla Bakhtavarpur Mod, Alipur, Delhi-110036 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Description
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended 31st March, 2015
2.	To appoint a Director in place of Shri Rohit Garg, who retire by rotation and being eligible offers himself for re- appointment.
3.	Appointment of Messrs. Shashi Chadha & Company, Chartered Accountants as Statutory Auditors and fixing their remuneration
4.	Special Resolution for creation of charge over movable/immovable assets as per the provisions of Section 180(1)(a) of the Companies Act, 2013
5.	Special Resolution for increasing the borrowing powers as per provisions of Section 180(1)(c) of the Companies Act, 2013

Affix Re. 1/-
Revenue
Stamp

Signed this _____ day of _____, 2015

Signature of Shareholder: _____

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



GRM OVERSEAS LIMITED

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ELECTRONIC VOTING PARTICULARS

EVEN (e-voting Event No.)	User ID	Password/PIN	No. of Shares

-----TEAR HERE-----

ATTENDANCE SLIP

Regd. Folio No. / DP ID - Client ID : _____
Name & Address of First/Sole Shareholder : _____
No. of Shares held : _____

I hereby record my presence at the 21st Annual General Meeting of the Company to be held on Wednesday, the 30th Day of September, 2015 at 12.30 p.m. at Lavanya Resorts & Motel G.T. Karnal Road, Palla Bakhtavarpur Mod, Alipur, Delhi-110036.

Signature of Member/Proxy

Notes:

- a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- b) Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed