



November 3, 2014

To,
Corporate Relationship Deptt.,
Bombay Stock Exchange Limited,
1ST Floor New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort, Mumbai-400 001.
Ph – 022-22721234 / 33
Email – info@bseindia.com,
corp.relations@bseindia.com

COMPANY CODE NO. :531449

**SUB: - DECLARATION OF RESULTS OF THE VOTING ON RESOLUTIONS
SET OUT IN THE NOTICE OF EXTRA ORDINARY GENERAL
MEETING HELD ON 3RD NOVEMBER, 2014.**

Dear Sir/Madam,

Pursuant to the provisions of the Companies Act, 2013, the Extra Ordinary General Meeting of the Company was convened on 3rd November, 2014 at the Registered Office of the Company at Shop No. 128, 1ST Floor, Shiva Market Pitampura. Delhi-110034 at 10:00 A.M. to seek the approval of members of the company on the resolutions set out in the Notice.

Further, Pursuant to the provisions of section 108 of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014, and clause 35B of the Listing Agreement, the Company had provided facility to the members to vote electronically and also by physical ballot on aforesaid resolutions and had appointed Shazan Ali, Practicing Company Secretary, as the Scrutinizer to conduct the voting process in a fair and transparent manner.

CIN-L74899DL1995PLC064007

Works / Corporate Office : Gohana Road, Near Sugar Mills, Panipat-132103 (Haryana) India. Tel. : + 91-180-2652524, 2652476
: 8 K.M. Stone, Gohana- Rohtak Road, Village Naultha, Panipat- 132103 (Haryana) India. Fax : +91-180-2653673
Registered Office : 128, 1st Floor, Shiva Market, Pitam Pura, New Delhi-110034 India. Tel. +91-11-47330330
E-mail / Website : grmrice1@gmail.com / www.grmrice.com



The Scrutinizer has submitted his report on the e-voting and the physical ballot, a copy of which is attached hereto. The summary of the voting results is as under:-

S.No	Particulars	% of shares voted in favour of the resolution	% of shares voted against the resolution
1.	Special Resolution for creation of charge over movable/immovable assets as per the provisions of Section 180(1)(a) of the Companies Act, 2013.	100	NIL
2.	Special Resolution for increasing the borrowing powers as per provisions of Section 180(1)(c) of the Companies Act, 2013.	100	NIL

Accordingly, the Managing Director and Chairman of the meeting has on, 3rd November, 2014, declared that all 2 (Two) resolutions as set out in the Notice of the EOGM of the Company have been passed with requisite majority by the Members of the Company. Further, the company has made necessary disclosures on the website of the company.

Kindly take the above on record and oblige.

Thanking You,

For GRM Overseas Limited


(Vijay Kumar Dwivedi)
Company Secretary

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Report of Scrutinizer

(E-Voting)

(Pursuant to clause 35B of Listing Agreement and pursuant to section 108 of the Companies Act, 2013 and rule (3) (xi) of the Companies (Management and Administration) Rules, 2014

To
The Chairman
GRM Overseas Limited
128, First Floor, Shiva Market,
Pitampura, Delhi- 110034

Sir,

I, Shazan Ali, Partner, SAS & Associates, Company Secretaries, New Delhi was appointed as scrutinizer of "GRM Overseas Limited" to be held on Tuesday, 3rd November, 2014 at 10.00 A.M. at 128, First Floor, Shiva Market, Pitampura, Delhi- 110034 for the purpose of Scrutinizing the E- Voting process in a fair and transparent manner and ascertaining the requisite majority on E voting carried out as per clause 35B, of the listing Agreement and the provisions of the Companies Act, 2013 and sub-rule (xi) of Rule of Companies (Management and Administration) Rules, 2014 on the resolutions referred in this report.

We submit our report as under:

1. The E-Voting period remained open from 09.00 AM on Tuesday 28, October, 2014 up to 06.00 P.M. October 30, 2014.
2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 3rd October, 2014 who were entitled to vote on the proposed 2 (Two) resolutions as mentioned in the Notice of the Annual General Meeting of GRM Overseas Limited (Item Number 1(one) to 2 (Two) of the Annual General Meeting of GRM Overseas Limited).
3. The votes were unblocked on 3rd November, 2014 around 6.30 P.M. in the presence of two witnesses namely, Mr. Astik Mani Tripathi and Ms. Kanika Tyagi residing at Delhi, who are not in employment of Company.

They have signed below in confirmation of the Votes being unblocked in their presence.

Astik Mani Tripathi

Kanika Tyagi



4. Thereafter, the details containing, inter-alia, list of equity shareholder, who voted "For" and "Against", were downloaded from E voting website of Central Depository Services (India) Limited <https://www.evotingindia.com/homepage.jsp>

5. The result of the e-voting is as under;

Item No. 1-

Special Resolution for creation of charge over movable/immovable assets as per the provisions of Section 180(1)(a) of the Companies Act, 2013.

(i) Voted in favor of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	2925100	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 2-

Special Resolution for increasing the borrowing powers as per provisions of Section 180(1)(c) of the Companies Act, 2013

(i) Voted in favor of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	2925100	100.00



(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(i) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

6. The result of the physical voting are as under;

Resolution No. 1:-

Special Resolution for creation of charge over movable/immovable assets as per the provisions of Section 180(1)(a) of the Companies Act, 2013.

(i) Voted in Favour of Resolution

	Number of members voted through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
Physical	31	120478	100%
Total	31	120478	100%

(ii) Voted against the Resolution

	Number of members voted through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid votes :

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
Physical	Nil	Nil
Total	Nil	Nil

Resolution No. 2 :-

Special Resolution for increasing the borrowing powers as per provisions of Section 180(1)(c) of the Companies Act, 2013



(i) **Voted in Favour of Resolution**

	Number of members voted through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
Physical	31	120478	100%
Total	31	120478	100%

(ii) **Voted against the Resolution**

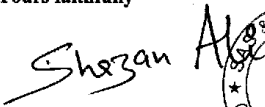

	Number of members voted through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid votes :**

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
Physical	Nil	Nil
Total	Nil	Nil

Thanking you,

Yours faithfully



Shazan Ali
CP No. 10384
Place- Delhi
Date- 4th November, 2014