

5th Annual Report 1998-99



GRM OVERSEAS LIMITED



FIFTH ANNUAL GENERAL MEETING

Day : Thursday
Date : September 30, 1999
Time : 10.00 A.M.
Venue : 219-A, Rama Market,
Pitam Pura,
Delhi - 110 034

BOARD OF DIRECTORS

Shri Hukam Chand Garg
Chairman cum Mg. Director
Shri Rohit Garg
Shri D.P. Gupta
Shri Jagdish Swaroop Bhatnagar
Shri S.N. Bansal

BANKERS

State Bank of India,
G.T. Road,
Panipat.

AUDITORS

Shashi Chadha & Co.
Chartered Accountants,
Hotel Mariddo Complex,
Ramlal Chowk, Model Town,
Panipat - 132 103.

REGD. OFFICE

219-A, Rama Market,
Pitam Pura,
Delhi - 110 034.

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WORKS

Gohana Road,
Panipat - 132 103. (Hr.)

**GRM OVERSEAS LIMITED****NOTICE**

NOTICE is hereby given that the Fifth Annual General Meeting of the Company will be held as under:

Day : Thursday
 Date : September 30, 1999
 Time : 10.00 A.M.
 Venue : 219-A, Rama Market, Pitam Pura, Delhi - 110 034.

to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the Directors' Report, Auditors' Report and Audited Accounts of the Company for the year ended 31st March, 1999.
2. a) To appoint a Director in place of Shri D.P. Gupta who retires by rotation and being eligible offers himself for re-appointment.
 b) To appoint a Director in place of Shri S.N. Bansal who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s Shashi Chadha & Co., Chartered Accountants, Auditors to hold office from the conclusion of this meeting until the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION :

"RESOLVED THAT pursuant to the provisions of Section 198, 269 and 309 and other applicable provisions, if any, of the Companies, 1956 read with Schedule XIII thereto and subject to such approvals, if any, as may be necessary, consent of the Company be and is hereby accorded to the appointment of Shri Hukam Chand Garg, as Chairman cum Managing Director for a further period of 5 years w.e.f. 5th January, 2000 on the terms and conditions as set out in the Explanatory Statement attached to this Notice and hereby approved, with liberty to the Board of Directors to revise the terms as to remuneration, from time to time, within the limits provided for in the said Schedule XIII or any amendment thereof for the time being in force".

By Order of the Board

Sd/-

(ROHIT GARG)

Director

Place: Delhi
 Date : May 24, 1999

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 28th September, 1999 to 30th September, 1999 (both days inclusive).
3. Members are requested to bring their copies of the Annual Report to the Annual General Meeting.
4. The members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
5. The Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956 in respect of Item No.4 of this notice is annexed hereto.



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM NO. 4

Mr. Hukam Chand Garg was appointed as the first Managing Director of the Company for a period of five years with effect from 5th January, 1995 in terms of Article No. 108 of the Articles of Association of the Company, in the Board Meeting of the Company held on 5th January, 1995 and subsequently approved at the Extra ordinary General Meeting of the company held on and his terms would expire on 4th January, 2000.

Mr. Hukam Chand Garg has handled all his responsibilities very efficiently during the period of his appointment. Keeping in view his expertise in the field the Board of Directors has recommended his appointment as Managing Director of the Company designated as Chairman cum Managing Director for a further period of five years with effect from 5th January, 2000. The terms and conditions of appointment of Shri Hukam Chand Garg are as under:

1. Period : Period of Appointment is five years with effect from 5th January, 2000.
2. Salary : Rs.20,000/- p.m. including Dearness and all other Allowances.
3. Commission : 1% commission on the net profit as computed u/s 349 and 350 of the Companies Act, 1956, subject to the ceiling of 50% of the Salary.
4. In addition to salary and Personal Pay the following perquisites will be provided as per the Rules of the Company:
 - (i) HOUSING : The expenditure by the Company on hiring furnished accommodation for the Managing Directors will be subject to the following ceiling : 60% of the Salary, over and above 10% payable by the Managing Director.
 - (ii) MEDICAL REIMBURSEMENT : Re-imbursment of actual expenses incurred for self and family subject to the ceiling of one month salary in a year or three months salary over a period of three years.
 - (iii) LEAVE TRAVEL CONCESSION : Leave Travel expenses for self and family once in a year incurred to and from any place in India in accordance with rules of the Company.
 - (iv) CLUB FEE : Reimbursement of fees of not more than two clubs. This will not include admission and life Membership Fees.
 - (v) PERSONAL ACCIDENT INSURANCE : Personal Accident Insurance cover as applicable in line with the rules of the Company.

In addition to above he shall also be entitled to following Perquisites:-

- (a) Contribution to Provident Fund, Superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (b) Gratuity at a rate not exceeding half a month salary for each completed year of service.
- (c) Encashment of Leave at the end of the tenure.
- (d) Car with Driver as per the rules of the Company.
- (e) Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company.

The above may be treated as an abstract of the terms of the contract in relation to his appointment between the Company and Shri Hukam Chand Garg pursuant to Section 302 of the Companies Act, 1956.

The Company stands to gain considerably by the appointment of Shri Hukam Chand Garg as Managing Director of the Company in view of his experience and expertise and in the circumstances the Directors recommend the resolution set out in this Item No.4 of the accompanying Notice for your approval.

Shri Hukam Chand Garg is deemed to be interested in the resolution as it relates to his appointment.