

19TH
ANNUAL REPORT
2012 - 2013



GRM OVERSEAS LIMITED

19TH ANNUAL GENERAL MEETING

Day : Monday

Date : 30th September, 2013

Time : 9.30 A.M.

Venue : **GRM OVERSEAS LIMITED**
128, First Floor, Shiva Market,
Pitampura, Delhi -110034

BOARD OF DIRECTORS

Shri Hukam Chand Garg

Chairman-cum-Mg.Director

Shri Rohit Garg

Whole-time Director

Shri Chetan Kapoor

Director

Shri Vikram Malik

Director

Shri Atul Garg

Director

Shri Parveen Kumar

Director

BANKERS

State Bank of India,
Special Commercial Branch,
G.T. Road, Panipat (Haryana)

AUDITORS

M/s PVS & Co.
Chartered Accountants
579-A, Model Town,
Panipat – 132 103.

REGISTERED OFFICE

GRM OVERSEAS LIMITED

128, First Floor, Shiva Market
Pitampura,
Delhi – 110 034.

WORKS

GRM OVERSEAS LIMITED

Gohana Road, Panipat – 132 103
(Haryana)

REGISTRAR & SHARE TRANSFER AGENTS

ABHIPRA CAPITAL LTD.

BM - 1, Abhipra Complex,
Dilkhush Inds. Estate,
A-387, G. T. Karnal Road,
Azadpur, Delhi - 110 033

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NOTICE

Notice is hereby given that the 19th Annual General Meeting of the Company will be held as under:

Day	:	Monday
Date	:	30 th September, 2013
Time	:	9:30 A.M.
Venue	:	128, First Floor, Shiva Market, Pitampura, New Delhi - 110 034

to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2013, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Shri Parveen Kumar who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri Chetan Kapoor who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint M/s PVS & CO., Chartered Accountants, Statutory Auditors to hold office from the conclusion of this meeting until the Next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as on **Ordinary Resolution:**
"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 350 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956(as amended, reenacted from time to time) and subject to such other consents, approvals, sanctions, as may be necessary, consent of the company be and is hereby accorded to the re-appointment of Shri Rohit Garg, as Whole-time Director for a further period of 5 years w.e.f. June 30, 2013 on the terms and conditions as set out in the Explanatory Statement to this Notice and hereby approved, with liberty to the Board of Directors to revise the terms as to remunerations, from time to time, in consultation with and/or recommendation of the Remuneration Committee, within the limits provided for in the said Schedule XIII or any amendments thereof for the time being in force."

By Order of the Board

Place : New Delhi
Date : August 14, 2013

ROHIT GARG
Whole-time Director

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 / HERSELF 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. Brief resume of all Directors including those proposed to be appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships/chairmanship of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement executed with the Bombay Stock Exchange, are provided in the Report on Corporate Governance forming part of the Annual Report.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 26, 2013 to Monday, September 30, 2013(both days inclusive). Dividend, if declared at the AGM shall be payable to those Members whose name will appear on Register of Members of the Company and/or the Register of beneficial owners maintained by the depositories (National Securities Depositories Limited and Central Depositories Services



(India) Ltd.) as at the close of business hours on Thursday, September 26, 2013 and the dividend amount shall be credited/dispatched between October 26, 2013 and October 30, 2013.

4. Members are requested to bring their copies of the annual report to the annual general meeting.
5. The members / proxies should bring the attendance slip duly filled in and signed for attending the meeting.
6. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of item no.6 is annexed hereto.

ANNEXURE TO THE NOTICE

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

ITEM NO.6

Mr. Rohit Garg, being an existing Whole-time-Director of the Company has been re-appointed as Whole-time-Director for a further period of 5 (Five) years w.e.f. June 30, 2013 by the Board of Directors in their meeting held on June 30, 2013, subject to the approval of the shareholders.

Mr. Rohit Garg has vast experience relating to rice industry and he is capable of handling his responsibilities very efficiently. Keeping in view his expertise in the field the Board of Directors has recommended his re-appointment as Whole-time-Director of the Company. The terms and conditions of re-appointment of Mr. Rohit Garg are as under:

1. **Period:** Period of Appointment is 5 (Five) years with effect from June 30, 2013.
2. **Salary:** Rs.80,000/- p.m. including Dearness and all other Allowance.
3. In addition to Salary the following perquisite will be provided as per the policies of the Company.
 - (i) **Housing:** The expenditure by the Company on hiring furnished accommodation for the Whole-time-Director will be subject to the following ceiling : 60% of the Salary, over and above 10% payable by the Whole-time-Director.
 - (ii) **Medical Reimbursement:** Re-imbursement 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 and the Company.
 - (vi) **Communication Facilities:** All expenses incurred by Mr. Rohit Garg on communication facilities for official use.

In addition to above he shall also be entitled to the following perquisites:

- (a) Contribution to Provident Fund, Superannuation fund or annuity fund to the extent that 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 rule of the company.
- (e) Reimbursement of entertainment, traveling and all other expenses incurred for the business of the Company.

The company stands to gain considerably by the re-appointment of Mr. Rohit Garg as Whole-time-Director of the Company in view of his experience and expertise and the Directors recommend the resolution set out in this item No.6 of the accompanying notice for your approval.

Mr. Rohit Garg, Mr. Atul Garg (being brother) and Mr. H. C. Garg (being father) is deemed to be concerned or interested in the resolution as they are relatives to each other and Mr. Rohit Garg is further interested in the resolution as it relates to his appointment.

By Order of the Board

Place : New Delhi
Date : August 14, 2013

ROHIT GARG
Whole-time Director

**DIRECTORS' REPORT****TO THE MEMBERS**

Your Directors have great pleasure in presenting the 19th Annual Report of the Company along with the Audited Accounts for the year ended 31st March 2013.

	(Rs. /Lacs)	
	CURRENT YEAR	PREVIOUS YEAR
FINANCIAL RESULTS	(2012-2013)	(2011-2012)
Profit before Depreciation & Finance Charges	1,217.38	1,182.43
Less : Finance Charges	681.17	707.84
Depreciation	123.11	116.29
Net Profit after Depreciation & Finance Charges	413.10	358.30
Provision for Income Tax, Deferred Tax and Dividend Tax	134.80	119.18
APPROPRIATIONS		
Transferred to Profit & Loss Account	191.97	153.36
Provision for Dividend	86.33	85.76

DIVIDEND

Your Directors' are pleased to recommend Dividend @20% (i.e. Rs.2/- per Equity Share) for the financial year ended on 31st March 2013(Previous Year Rs.2/- per Equity Share), to all those shareholders whose name appears in the register of members of the Company as on Record Date fixed in this regard.

CURRENT YEAR WORKING

Your Directors hereby inform you that in the current year the overall performance of the company has been improved significantly due to higher Sales realization. During the current year the Company would make all efforts to accelerate its' pace of growth and overall performance.

DISCLOSURE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

The Equity Shares of the company are listed at the Bombay Stock Exchange Ltd.(BSE). The Annual Listing Fees has already been paid to BSE.

DIRECTORS

In accordance with the Articles of Association of the Company and the provisions of the Companies Act, 1956, Mr. Parveen Kumar and Mr. Chetan Kapoor, Directors of the Company, retire by rotation at the ensuing Annual General Meeting & being eligible offers themselves for re-appointment and the Board recommends their respective re-appointment.

Apart from the above Mr. Rohit Garg has been reappointed by the Board as Whole-time Director for a period of 5 years with effect from June 30, 2013 subject to the approval of the Shareholders on the same terms and conditions.

None of the directors of the Company is disqualified under the provisions of Section 274(1)(g) of the Companies Act, 1956.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217 (2AA) of the Companies Act, 1956, the Directors confirm that:

1. all the applicable accounting standards have been followed in the preparation of the accompanying accounts and that there are no material departures;
2. they have selected such accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year on March 31, 2013 and of the Profit of the Company for the said period;
3. they have taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
4. they have prepared the Annual Accounts on a going concern basis.

**AUDITORS**

During the year under review, M/s Shashi Chadha & Co. stands merged with M/s PVS & Co. after all regulatory approvals and sanctions of the concerned authorities, the proprietor of erstwhile Shashi Chadha & Co. continues to be a partner of the merged entity M/s PVS & Co. The Auditors M/S PVS & CO., Chartered Accountants, retire at the conclusion of the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. Board of Directors recommends their re-appointment.

PUBLIC DEPOSITS

During the period under review, your company has not accepted any Fixed Deposit from the Public within the meaning of section 58A of the Companies Act, 1956.

COMPLIANCE CERTIFICATE

The Compliance Certificate pursuant to Section 383A of the Companies Act, 1956 read with the Companies (Compliance Certificate) Rules, 2001 is annexed hereto and forms part of this Report.

COST AUDITORS

The Company has appointed M/s Bhavna Jaiswal & Associates, Cost Accountants under Rule 5 of the Companies (Cost Accounting Records) Rules, 2011 for giving its Compliance Report as prescribed under Clause (d) of sub-section (1) of Section 209 of the Companies Act, 1956 and the said Report has already been filed in the prescribed form with the relevant authorities. The Cost Audit Report for the Financial Year 2012-13 shall be filed by the Cost Auditors, M/s Bhavna Jaiswal & Associates in due course.

PARTICULARS OF EMPLOYEES

None of the employees of your company is covered under section 217(2A) of the Companies Act, 1956 read with the companies (Particulars of Employees) Rules, 1975 as amended.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo as required under section 217(1)(e) of the Companies Act, 1956 read with companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988, is annexed and forms part of this report.

MANAGEMENT DISCUSSION ANALYSIS & CORPORATE GOVERNANCE REPORT

In terms of the Listing Agreement, Separate detailed chapters on Management Discussion and Analysis Report and a report on Corporate Governance along with the Auditor's Certificate are annexed and forms part of the Annual Report.

ACKNOWLEDGEMENT

Your Directors gratefully acknowledge the assistance received from the Company's Banker viz; State Bank of India for its continuous co-operation & support. Your Directors are pleased to place on record their deep appreciation, for the co-operation & support received from its valued customers, foreign buyers and also the hard, sincere and devoted efforts being made by executives, staff and workers at all levels of the company.

By Order of the Board

Place : New Delhi
Date : August 14, 2013

H. C. GARG
Chairman cum Managing Director

**ANNEXURE TO THE DIRECTORS' REPORT**

INFORMATION AS PER SECTION 217(1)(e) READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2013.

(1) Conservation of Energy

Regular preventive maintenance of all Plant & Machinery is carried out to enhance productivity and efficiency of Machineries resulting in considerable power saving.

	CURRENT YEAR 2012-2013	PREVIOUS YEAR 2011-2012
A. POWER AND FUEL CONSUMPTION		
a) Purchased Units	3657502	3888760
Total Amount (Rs.)	24616617	21555487
Rate/Unit (Rs.)	6.73	5.54
b) Own Generation		
Through Diesel Generator		
Units (approx.)	1142695	1339368
Cost of Fuel	11446672	13303312
Cost/Units (Rs.)	10.02	9.93
B. CONSUMPTION PER UNIT (M.T.) OF PRODUCTION		
Production Unit (M.T.)	22274	23051
Electricity	4800197	5228128

(II) TECHNOLOGY ABSORPTION

Continue to bring improvement in quality & processes.

(III) RESEARCH AND DEVELOPMENT

Specific Areas in which R & D carried out by the Company

None

None

Benefit derived as a result of the above R & D

None

None

Future plan of Action

The Company would take R & D activities to improve quality and reduce cost by increasing cost efficiency at all levels.

(IV) FOREIGN EXCHANGE EARNING AND OUTGO

	CURRENT YEAR 2012-2013	PREVIOUS YEAR 2011-2012
Foreign Exchange Earnings (in Rs.)	2465294003.00	2123149778.00
Foreign Exchange Outgo	NIL	12578735.00

By Order of the Board

Place : New Delhi
Date : August 14, 2013

H. C. GARG
Chairman cum Managing Director

**COMPLIANCE CERTIFICATE**

Registration No. of the company : L74899DL1995PLC064007
Nominal Capital : Rs.7,00,00,000/- (Rupees Seven Crores Only)

To,

The Members

GRM Overseas Limited

128, First Floor, Shiva Market

Pitampura, New Delhi – 110 034.

We, have examined the registers, records, books and papers of **GRM Overseas Limited** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company, the listing agreement as executed with the Bombay Stock Exchange (BSE) for the financial year ended on 31st March, 2013. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The company is a Public Limited Listed Company within the meaning of the Act.
4. The Board of Directors duly met 4(Four) times on 30-05-2012, 14-08-2012, 12-11-2012, & 14-02-2013 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The company has closed its register of members and Share Transfer Books from September 21, 2012 to September 28, 2012 to ascertain the name of the members who are entitled for dividend on Equity Shares. Adequate notice was published in the Newspaper as per the requirement of the Act and intimation was also sent to BSE.
6. The annual general meeting for the financial year ended on 31.03.2012 was held on September 28, 2012 after giving notice to all the shareholders of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra ordinary general meetings were held during the period under scrutiny.
8. The company has not advanced any loans or given guarantees to its directors or firms or companies referred to under section 295 of the Act.
9. The company has not entered into any contract falling within the purview of section 297.
10. The company has duly complied with provision of section 301 in regard to general disclosure u/s 299 and contracts entered there under.
11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the Board of Director, members or Central Government.
12. The company has not issued any duplicate share certificate during the financial year.
13. (i) The company has not allotted any equity shares during the year under review and has received equity shares for transfer/transmission. The Share Certificate after transfer/transmission was sent to the investor in-time.
(ii) The company has deposited amount in a separate bank account for the dividend declared during the year.
(iii) The company has posted Demand Draft/Pay Orders/Cheques/Warrants to the members of the company for the dividend declared during the financial year.
(iv) The Company was required to transfer the unpaid/unclaimed dividend amount to Investor Education and Protection Fund during the year, which was duly transferred within the time limits prescribed under the provisions of the Act and the rules made there under.
(v) The company has duly complied with the requirements of section 217 of the Act.



14. The Board of Directors of the company is duly constituted, in terms of the provisions of the Companies Act, 1956.
15. The company has not made appointment of Managing Director during the financial year.
16. The company has not appointed any sole selling agents during the financial year.
17. The company has obtained approvals from the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under various provisions of the Act, wherever required.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act.
19. The company has not issued any equity share during the financial year under review.
20. The company has not bought back any shares during the financial year ended 31.3.2013.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, right shares, bonus shares pending registration of transfer of shares.
23. The company has not invited/ accepted any deposits including any unsecured loans falling within the purview of section 58A during the Financial Year.
24. The company has not made any borrowings during the financial year, except for the Working Capital Limits as sanctioned by Scheduled Bank(s).
25. The Company is a Public Limited Company but has not made any transaction for which Section 372A of the Act becomes attracted.
26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The company has not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.
29. The company has not increased its Authorised Share Capital.
30. The company has not altered its articles of association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the company for any offences under the Act and no fines or penalties or any other punishment was imposed on the company during the financial year.
32. The company has not received any money as security from its employees during the year under certification.
33. The provisions of Employees Provident Fund and Miscellaneous Provisions Act, 1952 are applicable to the Company and the provisions of this act are complied.

for **GDS & ASSOCIATES**
Company Secretaries

Place : New Delhi
Date : August 14, 2013

(Jyoti Sharma)
Partner
C. P. No. 10196

**ANNEXURE – A**

Registers as maintained by the Company

Statutory Registers :

1. Register of Members	U/S	150
2. Register of contracts with firms and companies in which directors are interested	U/S	301
3. Register of Directors, Managing Director, Manager and Secretary	U/S	303
4. Register of Directors Shareholding	U/S	307
5. Register of Investments	U/S	372A
6. Books of Accounts	U/S	209
7. Minute Books Board Meeting General Meeting	U/S	193

Other Registers

1. Application Form and Allotment Register.
2. Share Transfer Register.

ANNEXURE – B

Forms and Returns as filed by the Company with Registrar of Companies or other authorities during the financial year ended 31.03.2013.

Sl. No.	Form No./ Return	Filed under Section	For	Date of Filing & Receipt No.
1.	Annual Return (Form 20B)	159	Annual Return as on the date of AGM held on 28/09/2012	26/11/2012, SRN Q02557700
2.	Annual Report (Form 23ACXBRL/ ACAXBRL)	220	2011-2012	12/01/2013, SRN Q05780366
3.	Form 66	383A	Compliance Certificate	15/10/2012, SRN P90302472
4.	Form A XBRL	209(1)(d), 600(3)(b)	Cost Accounting Rules 2011	04/01/2013, SRN S19781152
5.	Form 1 (INV)	Rule 3 of the IEPF Rules, 2001	Transfer of Unpaid Dividend to IEPF	26/11/2012, SRN B62430723
6.	Form 8	125	Creation/modification of Charge	27/12/2012, SRN B64750136