

23rd
ANNUAL REPORT
2016-2017



GRM OVERSEAS LIMITED

23RD ANNUAL GENERAL MEETING

Day : Thursday
Date : 28th September, 2017
Time : 10:30 am
Venue : MH One Resort Hotel
Bakoli Alipur,
Main G.T. Karnal Road,
Delhi-110036

M/s SAS and Associates.
(Secretarial Auditor)

Ram Newas Yadav
(Internal Auditor)

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BORD OF DIRECTOR

Mr. Hukam Chand Garg
Chairman-cum-Mg. Director
Mr. Rohit Garg
Whole -time Director
Mr. Chetan Kapoor
Director
Mr. Vikram Malik
Director
Mrs. Kiran Dua
Director
Mr. Atul Garg
Whole -time Director
Mr. Rattan Lal Mittal
CFO
Ms. Tanushree Agarwal
Company Secretary

BANKERS

1. State Bank of India,
Special Commercial Branch,
G.T. Road, Panipat (Haryana)
2. Union Bank of India,
Mid Corporate
Karnal, (Haryana)

AUDITORS

M/s Vishal Malhotra & Co.
Room No.7, 1st Floor,
Chatarbhuj Leelawati Trust Building,
Geeta Mandir Road,
Panipat - 132103 (Haryana)

REGISTERED OFFICE

GRM OVERSEAS LIMITED
128, First Floor, Shiva Market
Pitampura, Delhi - 110 034.

WORKS

1. GRM OVERSEAS LIMITED
Gohana Road, Panipat - 132 103
(Haryana)

2. GRM OVERSEAS LIMITED
Vill. Naultha, Dist. - Panipat-132 103
(Haryana)

REGISTRAR & SHARE TRANSFER AGENTS

ABHIPRA CAPITAL LTD.
BH - 1, Abhipra Complex,
Dilkush Inds. Estate,
A-387, G.T. Karnal Road,
Azadpur Delhi - 110 033



GRM OVERSEAS LIMITED

CIN : L71899DL1995PLC064007

Regd. Office : 128, First Floor, Shiva Market, Pitampura, Delhi - 110 034.

Website: www.grmrice.com

Email: grmrice1@gmail.com

Phone : 011-47330330

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Members of GRM Overseas Limited will be held on Thursday, the 28th September, 2017 at 10.30 A.M. at MH One Resort Hotel Bakoli Alipur, Main G.T. Karnal Road Delhi-110036, to transact the following business

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year 2017 including audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rohit Garg (DIN: 00673304), who retires by rotation and being eligible offers himself for re-appointment
3. 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 rules made there under, M/s. Vishal Malhotra & Co., Chartered Accountants (FRN-012750N), be and is hereby re- appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration plus goods & service tax and other out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors”

SPECIAL BUSINESS

4. Appointment of Mr. Rohit Garg (DIN: 00673304) as Chairman cum Managing Director

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

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Schedule V of the Companies Act, 2013, the appointment of Mr. Rohit Garg (DIN: 00673304) as Chairman cum Managing Director by the Board of Directors be and is hereby confirmed for a period of three years w.e.f. 1st September, 2017, on the terms and conditions as agreed between the Company and Mr. Rohit Garg vide employment agreement dated 28th August, 2017 and whose office shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT the Employment Agreement executed on 28th August, 2017 between the Company and Mr. Rohit Garg, be and is hereby approved.



RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and subject to other consents, if any, and in accordance with the Employment Agreement executed with Mr. Rohit Garg, the approval of the Company be and is hereby accorded to appointment of Mr. Rohit Garg at such remuneration and perquisites as per details below:

A. Period: Period of appointment is Three Years w.e.f. 1st September, 2017.

B. Salary: the gross Salary will be Rs 2,50,000/-per month including the Perquisites & Allowances

C. Perquisites & Allowances: The following Perquisites & Allowances are included in gross salary

- i. House Rent Allowance: House Rent Allowance in accordance with the rules of the Company.
- ii. Medical Reimbursement: Expenses incurred for the appointee and his family subject to a ceiling of one month salary in one year.
- iii. Leave Travel Concession: As per rules of the Company.
- iv. Club Fees: Fees of club subject to maximum of two clubs. This will not include admission and life membership fees.
- v. Personal Accident Insurance: Personal Accident Insurance Cover as applicable in line with rules & policies of the Company.
- vi. Contribution to Provident Fund: As per Company rules.
- vii. Gratuity: As per Company rules subject to maximum of half months salary for each completed year of service.
- viii. Encashment of leaves- As per rules of the Company at the end of tenure.

D. General Information:

- i. Nature of Industry: Sale of Rice both in India and overseas markets. The company is engaged in the business of manufacturing and trading, both Export and Domestic, of rice.
- ii. Date of Commencement of Activity: 03rd January, 1995

E. Information about the appointee:

- i. Name of the person: Mr. Rohit Garg
- ii. Background details: Mr. Rohit Garg is a B.Com and has vast experience relating to rice industry and is capable of handling his responsibilities very efficiently. He is managing the day to day affairs of the Company with the assistance of the Board of Directors and executives of the Company.
- iii. Past remuneration drawn: Rs. 160,000/- per month
- iv. Recognition and Awards/Achievements: None
- v. Job profile and suitability: Marketing
- vi. Remuneration proposed: 250,000/- per month
- vii. Relative: Mr. Atul Garg and Mr. Hukam Chand Garg, being relative of Mr. Rohit Garg, Directors are interested in the resolution.

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to take the necessary actions and complete all legal formalities related thereto."

5. Appointment of Mr. Atul Garg (DIN: 02380612) as Joint Managing Director

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Schedule V of the Companies Act, 2013, the appointment of Mr. Atul Garg (DIN: 02380612) as joint Managing Director by the Board of Directors be and is hereby confirmed for a period of three years w.e.f. 1st September, 2017, on the terms and conditions as agreed between the Company and Mr. Atul Garg vide employment agreement dated 28th August, 2017 and whose office shall not be liable to retirement by rotation."



RESOLVED FURTHER THAT the Employment Agreement executed on 28th August, 2017 between the Company and Mr. Atul Garg, be and is hereby approved.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and subject to other consents, if any, and in accordance with the Employment Agreement executed with Mr. Atul Garg, the approval of the Company be and is hereby accorded to appointment of Mr. Atul Garg at such remuneration and perquisites as per details below:

A. Period: Period of appointment is Three Years w.e.f. 1st September, 2017.

B. Salary: the gross Salary will be Rs 2,50,000/-per month including the Perquisites & Allowances

C. Perquisites & Allowances: The following Perquisites & Allowances are included in gross salary

- i. House Rent Allowance: House Rent Allowance in accordance with the rules of the Company.
- ii. Medical Reimbursement: Expenses incurred for the appointee and his family subject to a ceiling of one month salary in one year.
- iii. Leave Travel Concession: As per rules of the Company.
- iv. Club Fees: Fees of club subject to maximum of two clubs. This will not include admission and life membership fees.
- v. Personal Accident Insurance: Personal Accident Insurance Cover as applicable in line with rules & policies of the Company.
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E. Information about the appointee:

- i. Name of the person: Mr. Atul Garg
- ii. Background details: Mr. Atul Garg is a B.B.A. and has vast experience relating to rice industry and is capable of handling his responsibilities very efficiently. He is managing the day to day affairs of the Company with the assistance of the Board of Directors and executives of the Company.
- iii. Past remuneration drawn: Rs. 160,000/- per month
- iv. Recognition and Awards/Achievements: None
- v. Job profile and suitability: Marketing
- vi. Remuneration proposed: 250,000/- per month
- vii. Relative: Mr. Rohit Garg and Mr. Hukam Chand Garg, being relative of Mr. Atul Garg, Directors are interested in the resolution.

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to take the necessary actions and complete all legal formalities related thereto."

Place: Delhi
Date: 28.08.2017

By Order of the Board of Directors

Sd/-
Hukam Chand Garg
Managing Director
DIN: 00673276



NOTES:

- a) The relevant details as required under Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015) entered into with the stock exchanges, of persons seeking appointment/reappointment as Directors under Item 2,4 & 5 of the Notice, are also annexed.
- b) 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.
- c) 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.
- d) 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.
- e) 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.
- f) The Register of Members and Transfer Books of the Company will be closed from Thursday, 21.09.2017 to Thursday, 28.09.2017 (both days inclusive).
- g) 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.
- h) Members/Proxies should bring their attendance slips duly completed for attending the Meeting.
- (i) Members are requested to notify any change in their address, bank details, etc.:
- (ii) To their Depository Participants (DPs) in respect of shares held in demat form; and
- (iii) To the Registrar & Share Transfer Agent of the Company in respect of shares held in physical form, quoting their folio numbers.
- j) 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.
- k) 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.



I) 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 Regulation 44 of the SEBI ((Listing Obligations and Disclosures requirements) Regulations, 2015, as amended from time to time, 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 21st, 2017 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 Thursday, September 21, 2017. 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 Regulation 44 of the SEBI (Listing Obligations and Disclosures requirements) Regulations, 2015, as amended from time to time, 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 25th September, 2017(9:00 am) and ends on 27th September, 2017 (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 21st September, 2017, 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 21st September, 2017.
- 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. 21st September, 2017, 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, Practicing 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 along with 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: 28.08.2017

By Order of the Board of Directors

Sd/-
Hukam Chand Garg
Managing Director
DIN: 00673276



Statement under Section 102 of the Companies Act, 2013 relating to Special Business mentioned in the Notice convening 23rd Annual General Meeting:

Item No.4: Appointment of Mr. Rohit Garg as Chairman cum Managing Director:

Mr. Hukum Chand Garg Managing Director of the Company express his desire to retire from duties of Managing Director and day to day affairs of the company due his age factor, however Mr. Hukum Chand Garg will be associated with the company as non executive Director liable to retire by rotation. The Board on recommendation of Nomination and remuneration committee the Board has appointed Mr. Rohit Garg as Chairman cum Managing Director of the Company with effect from 1st September, 2017 in its meeting held on 28th August, 2017. The Employment Agreement was executed between the Company and Mr. Rohit Garg on 28th August, 2017. The Directors are of the view that his knowledge, experience guidance would be useful for the growth of the Company in the future as well.

Mr. Rohitl Garg is holding 858000 equity shares in the Company.

The material terms and conditions of the agreement including remuneration are as follows:

A. DUTIES AND POSITION

- a) Mr. Rohit Garg agrees to serve the Company in the capacity of Chairman cum Managing Director for the period 1st September, 2017 to 31st August, 2020 (subject to earlier termination as hereinafter provided) on the terms and conditions herein contained.
- b) Mr. Rohit Garg alongwith Atul Garg Joint Managing Director will be overall in-charge of all operations of the Company and entrusted with substantial powers of management of the affairs of the Company.
- c) Mr. Rohit Garg shall faithfully adhere to, execute and fulfil all policies and guidelines established by the Board of Directors of the Company
- d) Irrespective of his authorisation to represent the Company externally in accordance with the Articles of Association, special shareholders' resolutions or statutory laws, Mr. Rohit Garg is obliged to observe and to ensure that they are observed within the Company.
- e) Mr. Rohit Garg further undertakes to ensure adherence to the compliance standards valid within the Company. This includes in particular observance of the Anti-Bribery and Anti-Corruption Guideline (on the handling of acceptance of gratuities and gifts) and the Competition and Antitrust Guideline(dealings with competitors and business partners).
- f) Mr. Rohit Garg confirms that he has knowledge of the content of the foresaid guidelines and guarantees that they are adopted within the Company and agrees to take the necessary measures to enforce a compliance environment within the Company.
- g) Mr. Rohit Garg shall devote the most substantial part of his time and attention to the affairs of the Company and shall not, without its express consent in writing, engage in any business, profession or occupation (whether or not competing with its business) or become a Director, consultant, partner or owner in or of any other entity.
- h) Mr. Rohit Garg shall well and faithfully serve the Company and use his best endeavors to promote the interests thereof. He shall not, while an employee thereof or thereafter, directly or indirectly, divulge any information concerning the affairs, or any information of whatever nature which he shall have acquired during his employment, to anyone or to use it for any purpose except performance of his duties in terms of his Employment Agreement.