

Ref.No.: GRM/AS/2014-15/15

September 30, 2014

To  
Corporate Relationship Deptt.,  
Bombay Stock Exchange limited  
1<sup>st</sup> Floor New Trading Ring  
Routunda Building. P.J.Towers,  
Dalal Street, fort, Mumbai-400001.

**COMPANY CODE NO. : 531449.**

**Subject: Submission of proceedings of 20<sup>th</sup> Annual General Meeting.**

**Dear Sir / Madam,**

In terms of the Listing Agreement, we wish to inform you that the 20<sup>th</sup> Annual General Meeting of the company was held on 30<sup>th</sup> September 2014, as scheduled, and approved the following matters:

**PROCEEDINGS:**

Mr. H. C. Garg, Chairman and Managing Director of the Company, took the Chair and after ascertaining that the requisite Quorum for the Meeting, he called the Meeting to order.

Members present were welcomed by the Chairman and introduced with the other Directors of the Company sitting on the Dias.

With the consent of the Members present, the Notice Convening the 20<sup>th</sup> Annual General Meeting of the Company together with the Directors' Report & Corporate Governance Report for the Financial Year ended on 31<sup>st</sup> March 2014 as previously circulated were taken as read.

The Members were informed that the Members who have exercised their voting rights by E-voting process can't exercise voting right through Ballot process.

The following resolution were put to vote for the members who were present personally or through proxy and have not exercised voting rights electronically:

**ORDINARY BUSINESS:**

1. Adoption of Audited Balance Sheet as on and Profit & Loss Account for financial year ended on 31<sup>st</sup> March 2014, along with the Cash flow, Directors' Report and Auditors Report thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Shri Atul Garg, who retire by rotation and being eligible offers himself for re-appointment.
4. Appointment of M/s PVS & Company as Auditors : Ordinary Resolution.

**CIN-L74899DL1995PLC064007**

**SPECIAL BUSINESS :**

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

5. Appointment of Mrs.Kiran Dua, as an Independent Director for a term of five(5) consecutive years up to 31st March, 2019.
6. Appointment of Mr. Vikram Malik, as an Independent Director for a term of five(5) consecutive years up to 31st March, 2019.
7. Appointment of Mr. Chetan Kapoor, as an Independent Director for a term of five(5) consecutive years up to 31st March, 2019.
8. Appointment of Mr. Atul Garg, as a Whole Time Director of the Company for a period of three years w.e.f. October 1, 2014.
9. Re-appointment of Mr. Hukam Chand Garg, as Chairman cum Managing Director, for a term of five (5) consecutive years w.e.f. January 1, 2015.
10. Revision of remuneration of Mr. Rohit Garg as Whole Time Director

Shazan Ali, Practicing Company Secretary (Membership No. ACS 25996), Scrutinizer was present at the Annual General Meeting for Scrutinizing the E-voting process and Voting by poll, after the voting process the Ballot box was opened in the presence of two independent persons who were not in the employment of the Company. Ballot papers were handed over to the Scrutinizers for computation of votes polled in favor or against.

Thereafter, the Chairman informed the members that the results of the electronic and ballot voting will be notified to the Stock Exchanges and will also be uploaded on the Company's Website for their information.

The Chairman thanked the members for their participation in the meeting and the Company Secretary extended vote of thanks.

The Chairman declared the meeting as concluded.

This is for your kind information and record please.

Thanking you,

Yours faithfully,

**For on behalf of the Board  
GRM OVERSEAS LIMITED**

  
**H.C.GARG  
(CHAIRMAN )**

**Date: 30<sup>th</sup> September, 2014  
Place: New Delhi**

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