



October 2, 2015

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 21ST ANNUAL GENERAL MEETING HELD ON 30TH
SEPTEMBER, 2015.**

Dear Sir/s,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 21st Annual General Meeting (AGM) of the Company was convened on 30th September, 2015 at the Lavanya Resort & Motel, G.T. Karnal Road, Palla Bakhtavarpur Mod, Alipur, Delhi-110036 at 12:30 P.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 SAS & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the voting process in a fair and transparent manner.

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:-



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


S.No	Particulars	% of shares voted in favour of the resolution	% of shares voted against the resolution
1.	To consider, approve and adopt the Audited Balance Sheet for the financial year ended on 31st March 2015, the statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.	100	NIL
2.	To appoint a Director in place of Shri Rohit Garg, who retire by rotation and being eligible offers himself for re-appointment.	100	NIL
3.	To Appointment of M/s. Vishal Malhotra & Company, Chartered Accountants as Statutory Auditors and fixing their remuneration.	100	NIL
4.	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
5.	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, 30th September, 2015, declared that all 5 (Five) resolutions as set out in the Notice of the 21st AGM 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
M.No-A36168



CIN-L74899DL1995PLC064007

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Report of Scrutinizer

(Consolidated Result of 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 (LTD. CO. WITH PART IX)
128, First Floor,
Shiva Market, Pitampura
New Delhi-110034

Sir,

I, Shazan Ali, Partner, SAS & Associates, Company Secretaries, New Delhi was appointed as scrutinizer for the 21st Annual General Meeting of the Shareholders of “**GRM OVERSEAS LIMITED**” to be held on Wednesday, 30th September, 2015 at 12.30 A.M. at Lavanya Resorts & Motel G.T. Karnal Road, Palla Bakhtavarpur Mod, Alipur, Delhi-110036 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 Rule of Companies (Management and Administration) Rules, 2015 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 27, September, 2015 up to 05.00 P.M. on 29 September 2015.
2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 04th September, 2015 who were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the Notice of the Annual General Meeting of **GRM OVERSEAS LIMITED** (Item Number 1(one) to 5(Five) of the Annual General Meeting of GRM OVERSEAS LIMITED).
3. The votes were unblocked on 01st October, 2015 around 6.00 P.M. in the presence of two witnesses who are not in employment of Company.
4. Thereafter, the details containing, inter-alia, list of equity shareholder, who voted “For” and “Against”, were downloaded from E voting website of National Securities Depository (India) Limited <https://www.evotingindia.com/homepage.jsp>
5. The result of the poll and E-voting is as under;

Item No. 1- Adoption of Accounts

To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2015 and the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with Report of Directors and Auditors thereon.

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	09	22,900	22,900	100
E- Voting	17	30,20,610	30,20,610	100
Total	26	30,43,510	30,43,510	

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	0	0	0
E- Voting	0	0	0	0
Total	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- Re-appointment of Director by Rotation

To Re-appoint a Mr. Rohit Garg, who retire by rotation and being eligible offers himself for re- appointment as Director of the Company.

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	09	22,900	22,900	100
E- Voting	17	30,20,610	30,20,610	100
Total	26	30,43,510	30,43,510	

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	0	0	0
E- Voting	0	0	0	0
Total	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. 3- Appointment of Auditor.

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 to 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, M/s. Vishal Malhotra & Co., Chartered Accountants (FRN. 012750N), be and are hereby appointed as auditors of the Company in place of M/s PVS & Co., Chartered accountants to hold office from conclusion of this Annual General Meeting (AGM) till conclusion of the Next AGM of the Company, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	09	22,900	22,900	100
E- Voting	17	30,20,610	30,20,610	100
Total	26	30,43,510	30,43,510	

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	0	0	0
E- Voting	0	0	0	0
Total	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. 4 - To consider and, if thought fit, to pass the following Resolution, with or without modification, as Special Resolution:

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial Institutions, Insurance companies, other lending/investing agencies or bodies / trustees for holders of debentures/bonds which may be issued to or subscribed to by all or any of the Banks, Financial Institutions, Insurance companies, other lending / investing agencies, or any other person(s)/bodies corporate by way of private placement or otherwise (hereinafter collectively referred to as “Lenders”) to secure rupee/foreign currency loans, debentures/bonds and/or such other borrowings (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said Loans, shall not, at any time exceed the limit of 300 crores (Rupees Three Hundreds crores only)

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	09	22,900	22,900	100
E- Voting	17	30,20,610	30,20,610	100
Total	26	30,43,510	30,43,510	

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	0	0	0
E- Voting	0	0	0	0
Total	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. 5. To consider and, if thought fit, to pass the following Resolution, with or without modification, as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force) subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow monies in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of Rs. 300 crore(Rupees Three Hundreds crores only).

(i) Voted **in favor** of the resolution

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast in Favour	% of total number of valid votes cast
Poll	09	22,900	22,900	100
E- Voting	17	30,20,610	30,20,610	100
Total	26	30,43,510	30,43,510	

(ii) Voted **against** the resolution:

Mode of Voting	Number of members voted	Total Vote cast	Number of votes cast against	% of total number of valid votes cast
Poll	0	0	0	0
E- Voting	0	0	0	0
Total	0	0	0	

(iii) **Invalid** Votes

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

Thanking you,

Yours faithfully



Shazan Ali
CP No. 9354
Place- Delhi
Date- 01st October, 2015