



Date: 05/09/2019

To,
Department of Corporate Service
Bombay Stock Exchange Limited,
P.J. Towers, Dalal Street,
Mumbai-400001

Scrip Code : 531449

Sub: Submission of Annual Report 2018-19

In compliance with Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Annual Report for the financial year 2018-19, inter alia containing the Notice of 25th Annual General Meeting to be held on 30th September 2019. You are requested to take the same on record and post it on the website of stock exchange.

Thanking you,

For GRM Overseas Limited
For GRM Overseas Limited
ATUL GARG
(Managing Director) Director
DIN: 02380612
ADDRESS: 679-L Model Town
Panipat-132103

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
E-mail / Website : grmrice1@gmail.com / www.grmrice.com

25TH
ANNUAL REPORT
2018-2019



GRM OVERSEAS LIMITED

**25th ANNUAL
GENERAL MEETING**

Day : Monday
Date : 30th September, 2019
Time : 11:00 AM
Venue : MH One Resort Hotel
Bakoli Alipur,
Main G.T. Karnal Road,
Delhi-110036

M/s Devesh Arora and Associates.
(Secretarial Auditor)

CA Mohit Arya
(Internal Auditor)

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BOARD OF DIRECTOR

Mr. Hukam Chand Garg
Chairman - Non Executive Director
Mr. Atul Garg
Managing Director
Mrs. Mamta Garg
Executive Director
Mr. Nipun Jain
Executive Director
Mrs. Kiran Dua
Independent Director
Mr. Raj Kumar Garg
Independent Director
Mr. Vishnu Bhagwan
Independent Director
Mr. Gautam Gupta
Independent Director
Mr. Rattan Lal Mittal
CFO

BANKERS

1. State Bank of India
2. Union Bank of India
3. Yes Bank Ltd.
4. Kotak Mahindra Bank Ltd.
5. IndusInd Bank Ltd.

AUDITORS

Vinod Kumar & Associates
Chartered Accountants
F.R.No. 002304N

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)
- 3. GRM OVERSEAS LIMITED**
328-329, GIDC ESTATE, NER MID INDIA
GANDHIDHAM ROAD, MITHIROHAR TALUKA,
GANDHIDHAM, KUTCH, GUJARAT.

**REGISTRAR & SHARE TRANSFER
AGENTS**

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



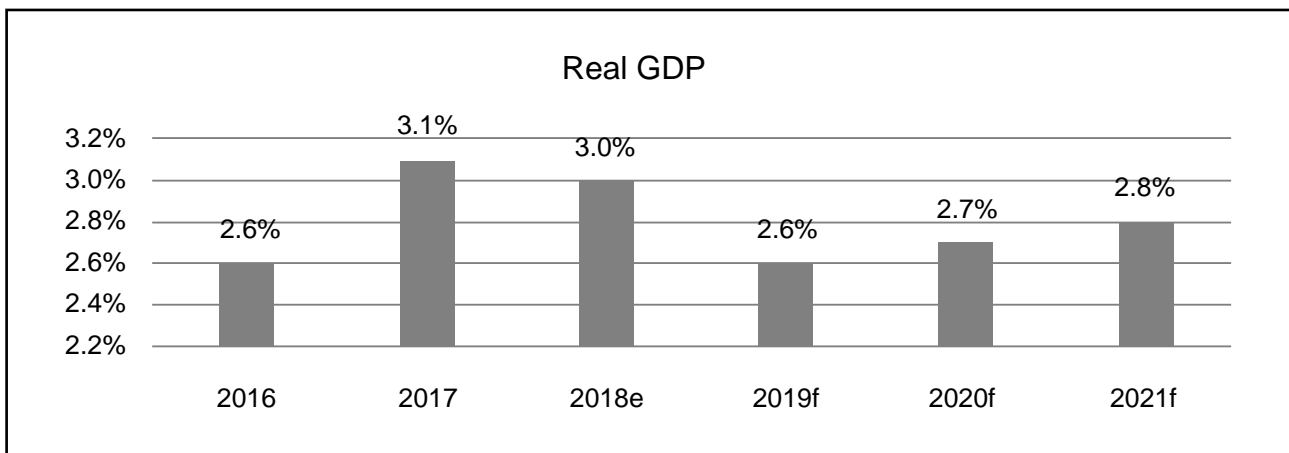
Management Discussion & Analysis

Economic Outlook

Global Economy

After strong growth in 2017 and early 2018, global economic activities weakened and momentum remained fragile during the last few months. A subdued recovery in investment growth in emerging markets dampened potential growth prospects and hampered progress towards achieving sustainable development goals. Major economies around the world are experiencing a downside risk to growth led by factors such as build-up of government debt, increasing trade tensions and contracting manufacturing production.

With weaker than expected international trade and investments globally, growth in 2019 has been downgraded to 2.6% and projected to gradually rise to 2.8% by 2021 reflecting the broad-based weakness experienced during the first half of 2019, including a further slowing in investments amid rising trade tensions.

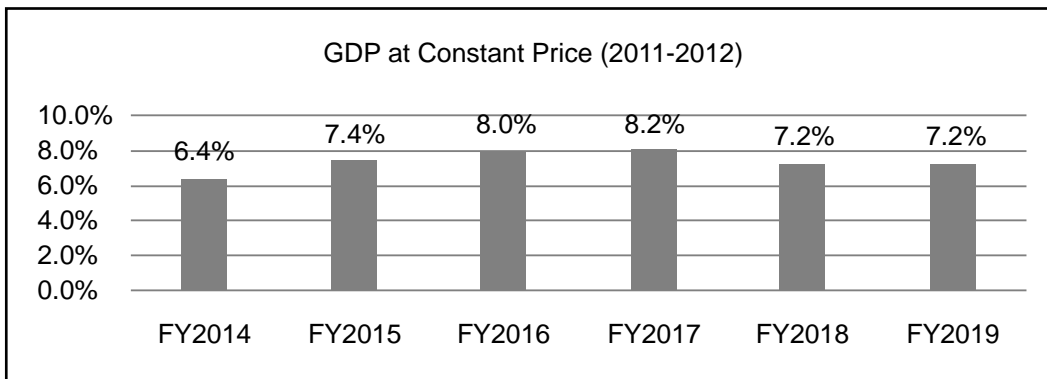


Source: Global Economic Prospects, June 2019)

Indian Economy

During the last five years, the growth rate of India's real GDP has increased from 6.4% in FY2014 to 7.2% in FY2019 with an average growth rate of GDP 7.7%. The macro-economic environment has improved significantly, inflation is contained, fiscal consolidation is on the right path and foreign investment flows are growing significantly.

Urban consumption has been increased supported by a pickup in credit growth, whereas rural consumption was stalled by soft agricultural prices. On the production side, robust growth was broad-based, with a slight moderation in services and agricultural activity accompanied by an acceleration in the industrial sector. However, agricultural production remains subdued due to lower than expected harvest in major crops due to less rainfalls. Service sector growth softened mainly due to weaker momentum in trade, hotel, transport, and communication activity.



Source: MOSPI



The growth in 'Agriculture & allied' sector was lower in 2018-19 at 2.9%, after two years of good agriculture growth. Acreage in 2018-19 for the Rabi crop was marginally lower than last year, which affected agricultural performance. The contraction in food prices may have contributed to inducing farmers to produce less. According to Ministry of Agriculture & Farmers Welfare, the total production of food grains during 2018-19 is estimated at 283.4 million tons, as compared to 285 million tons.

Regulatory Updates

The Government has set a target of doubling of farmers' income by the year 2022 through seven sources of income growth viz, improvement in crop productivity, improvement in livestock productivity, efficient use of resources, increase in cropping intensity, diversification towards high value crops, increase in real prices received by farmers and shift from farm to non-farm occupations. The Government has rolled out several initiatives including progressive market reforms, encouraging contract farming, introduction of GraminHaats for effective trading platform, distribution of Soil health Cards to rationalize fertilizers use. Moreover, the Government also introduced many farmer welfare programs such as PradhanMantriKrishiSinchayeeYojana, PradhanMantriKisanSammanNidhi and extended many existing welfare programs such as PradhanMantriFasalBimaYojana and Kisan Credit Card.

Giving a major boost for farmers' income, the Government has approved the increase in the minimum support price for all Rabi and Kharif crops for 2018-19 season at the level of at least one and a half times of cost of production.

In the Union Budget 2019, the Ministry of Agriculture and Farmers' Welfare has seen the highest increase in allocation for 2019-20. Its allocation is set to increase from Rs 75,753 crore as per the revised estimate of 2018-19, to Rs 1,38,564 crore in 2019-20 (82.9% increase). This is primarily on account of the Income Support Scheme (PM-KISAN) which was announced in the 2019-20 interim budget. Rs 75,000 crore has been allocated towards the scheme in 2019-20 and Rs 20,000 crore in the revised estimate of 2018-19. While fertilizer subsidy allocation increased from Rs 70,090 crore to Rs 79,996 crore, innovative pilots of 'zero budget farming' will be replicated across the country to reduce fertilizer dependency.

Global Rice Overview

Global rice production in 2018-19 is projected at a record 495.9 million tons (milled basis), while in 2019-20 it is forecasted to rise to 497.8 million tons. Bangladesh, Madagascar, Nepal, Sri Lanka, Thailand, the United States, Vietnam account for most of the 2018-19 global production increase.

According to Food and Agriculture organization (FAO), in Asia, the aggregate rice output is expected to rise in 2019. A large proportion of this increase is expected to come from India, where increased minimum support prices by the Government and large Government purchases are likely to boost plantings. Similarly, the outputs are expected to increase in Bangladesh, Indonesia, Sri Lanka and Thailand. In China, the 2019 rice production is expected to decrease for the second consecutive year, reflecting expectations of area contractions as farmers replace some paddy cultivation with more profitable crops, including soybeans.

In Latin America and the Caribbean, the 2019 aggregate rice production is expected at 17.4 million tons, a decline of 7% YoY and well-below the past five-year average. In Africa, the aggregate 2019 rice output is forecast at 20.6 million tons, down 6% YoY. In the US, 2019 rice production outlook is negative, where poor pricing prospects are anticipated to result in output falling by 2.5% to 6.9 million tons.

Whereas global rice consumption (including a residual component) in 2018-19 is forecasted at a record 490.3 million tons, 2% larger than a year earlier. China, Nepal, Philippines, the United States, and Venezuela account for most of the upward revision in global consumption and residual. In contrast, consumption and residual forecasts were lowered for Brazil and Nigeria.

Indian Rice Exports Overview

Basmati Rice

Basmati rice production in FY2018-19 was estimated lower at 8.2 million tons (1.8 million hectares) compared to 9.0 million tons (1.9 million hectares) in the previous year due to weak and late seasonal monsoon. Consequently, Basmati prices in FY2018-19 have been very strong (15-20%) compared to last year, supporting farmers' overall returns from the crop. Consequently, FY2019-20 Basmati rice production is forecasted higher at 9.5 million tons



from 2.0 million hectares, considering normal 2019 monsoon and weather conditions.

India's basmati rice exports increased to \$4.71 billion in 2018-19 as compared with \$3.20 billion in 2016-17. In volume terms, the exports increased to 44,14,605 tons in 2018-19 from 39,85,210 tons. In basmati rice exports, India competes with Pakistan, while in non-basmati rice exports rivals are Thailand, Vietnam and Myanmar.

Due to increase in the area under cultivation, the US sanctions on Iran (the largest buyer of India's aromatic rice) and phytosanitary issues with the European Union basmati rice prices softened recently.

The major market for India's basmati rice exports are as follows:

Export of Basmati Rice

Quantity in MT; Value in USD Million

COUNTRY	2016-17		2017-18		2018-19		2019-20 (Apr-May)	
	Quantity	Value	Quantity	Value	Quantity	Value	Quantity	Value
IRAN	716582	564.28	877420	904.73	1483697	1556.17	333079	364.09
SAUDI ARAB	809344	671.08	792480	829.61	867741	938.91	171738	183.22
IRAQ	453741	337.32	429965	435.52	385732	399.43	56760	56.95
U ARAB EMTS	614659	467.66	429324	437.66	282375	297.62	35131	39.50
YEMEN REPUBLC	130652	103.28	167687	161.04	201926	209.95	41352	43.06
KUWAIT	162674	149.37	166873	177.91	154745	177.11	31275	32.57
U S A	108992	112.17	126792	149.01	135605	168.74	25135	31.30
U K	150537	101.55	180509	159.17	111924	106.08	14349	13.94
OMAN	83151	75.48	78085	89.64	87832	96.61	13771	15.63
QATAR	81961	72.47	81101	82.08	73569	76.08	18126	18.26
OTHER COUNTRIES	672917	553.92	726611	743.19	629459	685.75	123312	133.68
TOTAL	3985210	3208.60	4056847	4169.56	4414605	4712.44	864028	932.20

Source: Ministry of Commerce & Industry, Department Of Commerce

Non-Basmati Rice

In 2018-19, non-basmati rice exports fell to 7.5 million tons from 8.8 million tons in the previous year. In value terms, the shipments fell to \$3 billion during 2018-19 from \$3.63 billion in the previous year. The country exports non-basmati rice to mainly Bangladesh, Nepal, Benin and Senegal, and premier basmati rice to Iran, Saudi Arabia and Iraq. Recent increase in minimum support price (MSP) for paddy, coupled with strengthening rupee against the dollar and phytosanitary issues with the European Union have turned the Indian rice expensive in the world market, hurting the non-basmati rice shipments.

Company Performance

Continuing with strong momentum gained during last few years, GRM Overseas has reported another successful year with improved operational performance. Consolidated net sales for FY2019 increased by 17.5% to Rs. 11,091 million as compared to Rs. 9,442 million in FY2018. However, EBITDA for FY2019 declined by 1.1% to Rs. 346 million as compared to Rs. 350 million in FY2018. PAT for FY2019 was Rs. 91 million as compared to Rs. 119 million in FY2018. Profitability for the year was impacted by consolidation of the UK subsidiary's losses.

Business Segment Updates

During the year, the Company has implemented various strategic initiatives to step forward and revamp its business from traditional private label rice exporter to a brand offering superior quality basmati rice as well as specialized rice varieties. As a strategy to make inroads for its own brands of basmati rice, the Company's agreement with TESCO UK marked presence of its own brand of basmati rice 'Himalaya River' in 220 TESCO stores across UK.

With a strategy to increase presence in Middle East, the Company has formed a strategic alliance with MAN Consumer, one of the fastest growing FMCG distributors in the United Arab Emirates (UAE). This alliance will enable the distribution of GRM's own brand of basmati rice 'Tanoush' across 22 Carrefour hypermarket stores in the UAE.

Moreover, the Company has launched its own branded basmati rice in the key regions such as Delhi/NCR, Madhya Pradesh, Maharashtra and West Bengal with an aim to expand its domestic presence. GRM products



have shown good market acceptance and going forward it looks forward to expanding into many more regions across India.

In line with GRM's strategic plan to expand capacity and develop a warehouse closer to the Mundra port to augment exports, the Company acquired an additional manufacturing facility in Gandhidham, Gujarat. The newly acquired facility has increased its processing capacity substantially by 800 tons per day. Additionally, a storage capacity has been developed by 1,00,000 sq. ft. at Gandhidham (at adjoining plot). The strategically located facility near the Mundra port will lower lead times for export order deliveries thus improving efficiency and productivity in the business cycle. With this acquisition, GRM Overseas is well positioned to make timely dispatches to meet growing export demand with improved margins (as processing facility is in-house now).

Strong Relationship with Farmers

GRM has a well-established network and long-standing relationships with farming community, mandis and brokers. This is further boosted by proximity to key rice cultivation zones. This results in an efficient, streamlined and integrated procurement process.

Facilities & Infrastructure

GRM has three milling plants equipped with advanced technology, each with a capacity of 20 tons per hour. In addition, the Company has recently acquired manufacturing facility in Gandhidham, Gujarat with a processing capacity of 800 tons per day for shipments from Mundra port.

In addition, the Company also has well-equipped labs with machinery of international caliber and include moisture meters, lab de-huskers, electronic Vernier Calipers, precision electronic weighing scales, paddy separator and lab-polishers.

The Company is equipped with the comprehensive systems that ensure ongoing fumigation, optimal moisture & humidity and protection from all forms of infestation

Research & Development

GRM has strong in-house R&D team with focus on developing unique ready to eat rice recipes and health foods that appeal to the International markets and continuously reinvent and upgrade its product basket in line with market trends.

Sales & Distribution

GRM Overseas has sales offices in India, the UK and USA with an objective of increase Company's market share in those markets. The Company's market share is continuously increasing with ongoing marketing efforts for its brands of basmati rice. These efforts will also be crucial in growing our newer business segments of healthy ready to eat foods, organic products, quinoa and seeds, etc. These select products of the Company are experiencing strong demand in the western markets and are anticipated to grow rapidly in the near term.

Ratio Analysis of consolidated financial statements

Ratios	FY2018	FY2019
Operating Profit Margin (%)	3.5%	3.1%
Net Profit Margin (%) ¹	1.3%	0.8%
Interest Coverage Ratio (x)	2.2x	2.1x
Return on Net Worth (%) ¹	21.9%	14.9%
Debt / Equity (x)	5.4x	5.7x
Current Ratio (x)	1.1x	1.1x
Inventory Turnover (x)	23.5x	5.7x
Debtor Turnover (x)	4.9x	4.0x

1. Impacted by consolidation of the UK subsidiary's losses
2. Impacted by higher raw material prices and stock of finished goods



SWOT Analysis

Strengths

- More than 40 years' experience in the agri-food industry
- Expanded exports to 8 new countries. Leading exporter to gulf region, with a global footprint expanding rapidly
- State-of-the-art facilities with collective capacity of 1300 MT per year to cater growing domestic and international demand
- Well established distribution network
- Tie-up with reputed customers like ASDA (Walmart UK), T.J. Morris and B&M in the UK; Albert Heijn in Holland and Metro in Poland and Carrefour in the UAE
- Agreement with TESCO UK places 'Himalaya River' basmati rice which is available in 5kg and 10 kg pouches in around 220 TESCO stores across the UK
- Superior product quality, consistent supply and competitive pricing

Weakness

- Rice production is strongly dependent on weather conditions, rainfall and other climatic conditions
- Weather, disease and pests affect both the quantity and quality of rice produced
- Due to required aging of rice to enhance and maintain quality takes quite some time, the working capital requirement is higher

Opportunities

- GRM making increasing efforts towards its own brand development, as it allows for differentiation in a rice industry, makes way for greater market acceptance, and imparts ability to develop a pricing premium in the long term. The Company has launched own branded products in European retailers and is focused on expanding sales of own branded products to newer geographies
- Recently acquired manufacturing facility in Gandhidham, which is in proximity to the Mundra port, provides opportunity to focus on operationally efficient export oriented production and helps to support to augment exports
- The future of Basmati is very bright in India. Indian consumption is only around 20% of basmati production in the country. As per capita income in India grows, domestic market will further see growth in Indian market. It offers an opportunity of growth in sales by double digits for next 10 years
- There are a very few nation-wide players and being in a niche segment like basmati rice and have other speciality rice like red rice, organic rice, brown rice etc., we find a good opportunity therein.
- GRM is expanding business in India to serve General Trade, Modern Trade and Horeca. Recent tie-up with MAN consumers, Dubai to promote in-house brands makes the growth coming from everywhere

Threats

- Recessionary trend in the global economy and increasing trade barriers in the international markets impacts demand adversely
- In Basmati rice exports, India only competes with Pakistan. With increasing competition from Pakistan may impact India's dominance in the global Basmati market
- Competition from domestic unorganized sector players who accounting for nearly half of the Basmati market, pose a threat to the large organized players like GRM, particularly in general trade

Disclosure of Accounting Treatment

In the preparation of the Annual Accounts for the year ended March 31, 2019, the Company has followed the applicable accounting standards.

Outlook

Going forward GRM is focused on scaling up its newer business segments to augment growth in international and domestic markets and by selling branded basmati rice across Middle East, Europe, North America as well as the



domestic market. With dedicated efforts to promote its own branded products, specialized products like red rice, black rice and other indigenous varieties and value-added products like organic rice products, ready to eat products, etc., the company is aggressively targeting additional market share with focus on growth in the international markets. In addition, GRM also aims at increasing its presence in more cash & carry / retail chains/ stores in the domestic market to increase sale of its branded basmati rice. The Company has strong fundamentals, longstanding relationships with its customers, vendors and stakeholders and is fully committed to operational excellence and implementing effective financial controls across the organization.

Cautionary Statement

The document contains statements about expected future events, financial and operating results of GRM Overseas Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of GRM Overseas Limited's Annual Report, FY2019.



BOARD REPORT

TO,
THE MEMBERS,
GRM OVERSEAS LIMITED

Your Directors have great pleasure in presenting their 25th Annual Report together with the Audited Accounts of the Company for the Year ended March 31, 2019.

Particular	Standalone		Consolidated	
	As at the end of current reporting period	As at the end of previous reporting period	As at the end of current reporting period	As at the end of previous reporting period
Revenue from Operations	10,70,63,06,673	9,24,96,03,328	11,09,05,02,975	9,44,15,30,171
Other Income	1,45,06,142	Nil	1,45,06,142	7,15,464
Total Income	10,72,08,12,815	9,24,96,03,328	11,10,50,09,117	9,44,22,45,635
Operating Expenditure	10,28,96,47,072	8,90,09,98,032	10,74,42,29,981	9,09,15,38,493
Earnings before Interest, Tax, Depreciation and Amortization (EBITDA)	43,11,65,743	34,86,05,295	36,07,79,135	35,07,07,142
Depreciation and Amortization Expenses	2,15,43,424	2,02,60,505	2,15,85,054	2,02,88,503
Finance Costs	15,84,68,063	14,73,84,780	15,98,69,456	14,75,51,767
Profit before Exceptional Items and Tax	25,11,54,256	18,09,60,010	17,93,24,626	18,28,66,871
Exceptional Items	Nil	Nil	Nil	Nil
Tax expense				
Current Year	8,94,36,859	6,35,33,795	8,93,23,281	6,36,32,291
Deferred Tax Credit	(7,37,089)	6,71,942	(7,37,089)	6,87,902
Mat Credit Entitlement	Nil	Nil	Nil	Nil
Profit After Tax (PAT)	16,24,54,486	11,67,54,273	9,07,38,433	11,85,46,678
Other Comprehensive Income	Nil	Nil	Nil	Nil
Total Comprehensive Income for the year	16,24,54,486	11,67,54,273	9,07,38,433	11,85,46,678
Balance as per the last Financial Statements	57,03,95,268	40,79,40,782	47,80,68,715	40,96,92,291



Appropriations				
1. Dividends + Tax	2,22,39,438	Nil	2,22,39,438	Nil
2. Transfer to General Reserve	Nil	Nil	Nil	Nil
3. Prior period Items	Nil	Nil	Nil	Nil
Retained Earnings	54,81,55,830	40,79,40,782	47,80,68,715	40,96,92,291
Earning per equity share				
1 Basic	44.03	31.65	24.59	32.13
2. Diluted	44.03	31.65	24.59	32.13

CURRENT YEAR WORKING:

Your Directors hereby inform you that in the current year the overall performance of the company are good as compare to the last financial year. During the current year the Company would make all efforts to accelerate its' pace of growth and overall performance.

DIVIDEND:

Based on Company's performance in the current year, the Board of Directors of the Company has recommended a final dividend of Rs. 5 per equity share of face value of Rs. 10/- each, for the year ended March 31, 2019. The same shall be paid subject to the approval of shareholders in the ensuing Annual General Meeting of the Company.

TRANSFER TO RESERVES

The Company has not transferred any amount to reserves.

Changes in the nature of business, if any

There is no change in the nature of business of your company during the year under review.

SUBSIDIARY COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS

Your Company has One subsidiary viz., GRM International Holdings Ltd. and one step down subsidiary viz., GRM Fine Foods Inc. which is yet to commence operations. There are no associate companies within the meaning of Section2(6) of the Companies Act, 2013 ("Act"). Further there has been no material change in the nature of business of the subsidiaries during the financial year 2018-19.

The Consolidated Financial Statements of your Company for the financial year 2018-19 are prepared in compliance with applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, applicable Indian Accounting Standards (Ind As) and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations"). The consolidated financial statements have been prepared by consolidating audited financial statements of your Company and its subsidiaries, as approved by the respective Board of Directors. Further, pursuant to the proviso of sub section (3)



of section 129 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 a separate statement containing the salient features of the financial statements of Subsidiaries of the Company in the prescribed form AOC-1 is given in the Consolidated Financial Statements, forming part of this Annual report as Annexure 5'

Consolidated Turnover is 11,09,05,02,975/- Rupees as compared to 9,44,15,30,171/- Rupees in the same period previous year. Consolidated Net Profit after Tax is 9,07,38,433/- Rupees as compared to ` 11,85,46,678/- Rupees in the previous year.

The financial statements of the subsidiary companies and related information are available for inspection by the members at the Registered Office of your Company during business hours on all days except Sunday and holiday upto the date of the Annual General Meeting('AGM') as required under Section 136 of the Companies Act, 2013. Any member desirous of obtaining a copy of the said financial statements may write to the Company Secretary at the Registered Office / Corporate Office of your Company. The financial statements including the consolidated financial statements, financial statements of subsidiaries and all other documents shall also be available on Company's website www.grmrice.com in downloadable format.

SHARE CAPITAL:

The paid up equity capital as on March 31, 2019 was Rs. 3,68,95,000/-. There has been no change in the Equity Share Capital of the Company during the year. The Company has no other type of securities except equity shares forming part of paid up capital.

TRANSFER OF AMOUNTS AND SHARES TO INVESTOR EDUCATION & PROTECTION FUND

Pursuant to the provisions of Section 124 of the, Audit, Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting Transfer and Refund) Amendment Rules, 2017, read with all relevant notifications as issued by the Ministry of Corporate Affairs from time to time all shares in respect of which dividend has remained unpaid or unclaimed for a period of seven years have been transferred by the Company, within the stipulated due date, to the Investor Education and Protection Fund (IEPF).

Your Company during the year 2018-19 has transferred a total amount aggregating to Rs.1,93,820/- as Unpaid Final Dividend for FY 2010-11 to the Investor Education and Protection Fund. This amount was lying unclaimed/ unpaid with the Company for a period of seven years after Declaration of Dividend for the financial year 2010-11.

A list of shareholders along with their folio number or DP. ID. & Client ID., who have not claimed their dividends for the last seven consecutive years i.e. 2011-12 to 2017-18 and whose shares are therefore liable for transfer to the IEPF Demat account, has been displayed on the website of the Company at www.grmrice.com.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relates and till the date of this Report.

SEGMENT REPORTING

Your company is engaged and focused on single activity of 'Rice Sheller' to provide better results and to be leader in its core activity.

BOARD OF DIRECTORS

As on March 31, 2019, your Company's Board has a strength of 08 (Eight) Directors including 1 (One) Woman Director. The Chairman of the Board is an Executive Director.



The composition of the Board is as below:

Category	Number of Directors	% to Total Number of Directors
Executive Directors	2	25.00
Non Executive, Non Independent Director	2	25.00
Independent Non-Executive Directors	4	50.00

AUDIT COMMITTEE

As on March 31, 2019, the Audit Committee of GRM Overseas Limited comprises of following 3 (Three) Members, all are Independent Non-Executive Directors:

Name	Designation
Mr. Raj Kumar Garg	Chairman
Mr. Pardeep Kumar Singal	Member
Ms. Kiran Dua	Member

All the recommendation made by the Audit Committee was accepted by the Board of Directors. The Powers and role of the Audit Committee are included in report on Corporate Governance forming part of this Annual Report.

KEY MANAGERIAL PERSONNEL:

The following employees were designated as whole-time key managerial personnel by the Board of Directors during the year under review:

- (i) Mr. Rohit Garg, Managing Director
- (ii) Mr. Atul Garg Joint Managing Director
- (iii) Mr. Rattan Lal Mittal, Chief Financial Officer
- (v) Mr. Gourav Kumar- Company Secretary

REMUNERATION POLICY

The Board has, on the recommendation of the Appointment & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

NUMBER OF MEETINGS OF THE BOARD

During the Financial Year 2018-19, 5 (Five) Board meetings were held. For details thereof kindly refer to the section 'Board Meeting and Procedures - Details of Board Meetings held and attended by the directors during the financial year 2018-19, in the report of Corporate Governance forming part of this Annual Report.

**STATEMENT ON ANNUAL EVALUATION OF THE BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS**

The Board has laid down the manner and criteria of evaluation of the Board of its own, Committees and Individual Directors in which annual evaluation of the Board, Committees of the Board and Individual Directors would be evaluated. The said criteria are aligned with the SEBI circular dated 5th January 2017 on 'Guidance Note on Board Evaluation'. The evaluation includes various criteria including performance, knowledge, roles and responsibilities etc.

The Board of Directors has evaluated its Committees, Individual Directors (i.e. Executive and Non-executive Director) and the Board itself. After evaluation, the Board found their performances upto the mark and satisfactory. The Nomination and Remuneration Committee has also evaluated the individual performance of each Director and found it satisfactory.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, the Directors confirm:

- i) that in the preparation of the Annual Accounts for the year ended March 31, 2019, the applicable Indian Accounting standards (Ind AS) have been followed and that there are no material departures;
- ii) that appropriate accounting policies have been selected and applied consistently and judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs as at March 31, 2019 and of the profit of the Company for the Financial year ended March 31, 2019;
- iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the annual accounts for the year ended March 31, 2019 have been prepared on a going concern basis;
- v) that they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi) that they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION BY INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT, IF ANY

All Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 read with SEBI Listing Regulations, so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and SEBI Listing Regulations.

OPERATIONS, PERFORMANCE AND FUTURE OUTLOOK OF THE COMPANY

A detailed review of operations and performance and future outlook of the Company is given separately under the head 'Management Discussion & Analysis' pursuant to Regulation 34 read with Part B of Schedule V of SEBI Listing Regulations, and the same is annexed and forms part of this Annual Report.

PARTICULARS OF REMUNERATION OF DIRECTORS AND KMPs

A statement containing the details of the Remuneration of Directors and KMPs as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as part of this Report.

**EXTRACT OF ANNUAL RETURN**

Pursuant to the provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in Form MGT-9 is attached as **'Annexure 1'** which forms part of this Report.

WEB ADDRESS FOR ANNUAL RETURN

www.grmrice.com

AUDITORS AND AUDITORS' REPORT**i) STATUTORY AUDITORS**

Pursuant to the provisions of Section 139 of the Companies Act, 2013, and rules framed thereunder the tenure of current auditors M/s VinodKumar & Associates., Chartered Accountants, (FRN-002304N) shall come to an end at the conclusion of forthcoming AGM.

Further, subject to the approval of shareholders of the Company in the ensuing annual general meeting M/s. Vinod Kumar & Associates., Chartered Accountants, (Firm Registration No. 002304N) was recommended for re-appointment by the Audit Committee and approved by the Board as Statutory Auditors of the Company to hold office from the conclusion of the 25th Annual General Meeting till the conclusion of 27th Annual General Meeting of the Company to be held in the year 2021, at such remuneration as may be mutually agreed between the Board of Directors of the Company in consultation with statutory auditors.

The Company has also received a certificate from the Auditors to the effect, inter alia, that their appointment, if made, would be within the limits laid down by the Act and they are not disqualified for such appointment under the provisions of applicable laws.

The present Statutory Auditors- M/s VinodKumar & Associates., Chartered Accountants, have submitted their Report on the Financial Statements of the Company for the FY 2018-19, which forms part of the Annual Report 2018-19. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

There have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of Companies Act, 2013 read with rules framed thereunder, either to the Company or to the Central Government.

ii) SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Devesh Arora & Associates, Company Secretaries, having their office at, Plot no 71-72 second floor D-16 sector-7 Rohini -110085 to undertake the Secretarial Audit functions of the Company.

The Secretarial Audit Report submitted by M/s Devesh Arora & Associates, in the prescribed form MR- 3 is attached as **'Annexure 2'** which forms part of this Report. The Secretarial Auditors' Report does not contain any qualification, reservation or adverse remark.

EXPLANATIONS OR COMMENTS BY THE BOARD ON QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE:

There is no other qualification, reservation or adverse remark or disclaimer made by the auditor in his report; and the company secretary in practice in his secretarial audit report.



CORPORATE GOVERNANCE

The Corporate Governance report which form an integral part of this Report, are set out as separate Annexures, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Listing Obligation and Disclosure Requirements) 2015. (Annexure 7)

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The company has duly constituted CSR Committee, which is responsible for fulfilling the CSR objectives of the company.

The Annual Report on CSR activities is annexed herewith as: **Annexure 3**

ENERGY CONSERVATION, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to provisions of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 the details of activities in the nature of Energy Conservation, Research and Development, Technology Absorption and Foreign Exchange Earnings and Outgo is attached as '**Annexure 4**' which forms part of this Report

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

APPOINTMENT OF INTERNAL AUDITOR:

The Company has appointed CA Mohit Arya as an Internal Auditor of the Company. During the period under review Ms. Heena Aggarwal, was internal auditor of the company. She placed the internal audit report to the Company which is self explanatory and need no comments.

*Ms. Heena Aggarwal Resigned from the post of internal Auditor after the closure of financial year.

DISCLOSURE ON DEPOSITS UNDER CHAPTER V

The Company has neither accepted nor renewed any deposits during the Financial Year 2018-19 in terms of Chapter V of the Companies Act, 2013. Further, the Company is not having any Unpaid or Unclaimed Deposits at the end of the Financial Year.

POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Board of Directors of the Company has laid down a policy on prevention of sexual harassment at the workplace. A Complaint Committee has also been formed by the Board of Directors to look into the complaints received, if any. During the year, the Company did not receive any complaint under the said policy.

**CHANGE IN CAPITAL STRUCTURE AND LISTING OF SHARES**

During the year under review there was no Change in Capital Structure and Listing of Shares. The Company's shares are listed and actively traded on the Bombay Stock Exchange.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The details of the investments made by company is given in the notes to the financial statements.

RELATED PARTY TRANSACTIONS:

During the year under review, the Board has adopted a policy to regulate the transactions of the Company with its related parties. As per policy, all the related party transactions required prior approval of Audit Committee and Board of Directors of the Company. Prior approval of shareholders of the Company is also required for certain related party transactions as prescribed under Companies Act, 2013 and listing agreement. The said policy is available at the company website viz. <http://www.grmrice.com>.

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with promoters, key managerial personnel or other designated persons which may have potential conflict with interest of the company at large. (AOC-2 Annexure 6)

DISCLOSURE ON VIGIL MECHANISM (WHISTLE BLOWER POLICY)

Pursuant to Regulation 22 of SEBI Listing Regulations, your Company has established a mechanism called Vigil Mechanism (Whistle Blower Policy)' for directors and employees to report to the appropriate authorities of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy and provides safeguards against victimization of employees who avail the mechanism. The policy permits all the directors and employees to report their concerns directly to the Chairman of the Audit Committee of the Company.

'The Vigil Mechanism (Whistle Blower Policy)' as approved by the Board, is uploaded on the Company's website.

MATERIAL ORDERS BY GOVERNING AUTHORITIES

There were no significant or material orders passed by any governing authority of the Company including regulators, courts or tribunals, which could affect the going concern status and the Company's operations in future.

FINANCE:

Cash and cash equivalents as at March 31, 2019 was Rs.11,987,284/-. The company continues to focus on judicious management of its working capital, Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

INDUSTRIAL RELATIONS:

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

**DIRECTORS:**

In accordance with the Section 152 of the Companies Act, 2013 & Articles of Association of the Company, Mr. Nipun Jain, Director of the Company, retire by rotation at the ensuing Annual General Meeting & being eligible offers herself for re-appointment and the Board of Directors recommends for his re-appointment.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and applicable provisions of the SEBI(LODR) Regulations, 2015 the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as “code of business conduct” which forms an Appendix to the Code. The Code has been posted on the Company’s website www.grmrice.com.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company’s shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

PARTICULARS OF EMPLOYEES:

PARTICULARS PURSUANT TO SECTION 197(12) READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- The ratio of the remuneration of each director to the median employee’s remuneration for the financial year and such other details as prescribed is as given below:

Name of Director	Ratio
Shri Atul Garg- (Whole-Time-Director)	58.34
Shri Rohit Garg- (Whole-Time-Director)	58.34



- The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:-

S.No.	Name	Designation	% Change
1.	Mr. Rohit Garg	Chairman & Managing Director	58.33
2.	Mr. Atul Garg	Whole-Time-Director	58.33
3.	Mr. Hukam Chand Garg	Director	Nil
4.	Mr. Gourav Kumar	Company Secretary	NA
5.	Mr. Rattan Lal Mittal	Chief Financial Officer	Nil

- The percentage increase in the median remuneration of employees in the financial year:- Nil
- The number of permanent employees on the rolls of company:-108
- The explanation on the relationship between average increase in remuneration and company performance:-

	Year ended 2018	Year ended 2019	% increase
Employee benefit expenses	2,93,60,956.00	3,34,64,370	13.97
Sales	9,24,96,03,328	10,70,63,06,673	15.74
Profit	11,67,54,273	16,24,54,486	39.14
EPS	31.65	44.03	39.11

- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and there are any exceptional circumstances for increase in the managerial remuneration:-N.A
- The key parameters for any variable component of remuneration availed by the directors:-N.A
- The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:-N.A
- Affirmation that the remuneration is as per the remuneration policy of the company. YES

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required by Regulation 34 read with Para B of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015}, a detailed 'Management Discussion and Analysis Report' (MDA) is attached as a separate section forming part of the Annual Report. More details on operations and a view on the outlook for the current year are also given in the 'Management Discussion and Analysis Report'.

HEALTH, SAFETY AND ENVIRONMENT PROTECTION:

The Company has complied with all the applicable environmental law and labour laws. The Company has been complying with the relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

ACKNOWLEDGEMENTS:

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous co-operation and assistance.

Place : Delhi
Date : 31-08-2019

Sd/-
Atul Garg
Managing Director
DIN : 02380612

Sd/-
HUKAM CHAND GARG
Chairman Director
DIN : 00673276



EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEARENDED ON 31ST MARCH 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L74899DL1995PLC064007
ii.	Registration Date	03/01/1995
iii.	Name of the Company	GRM OVERSEAS LIMITED
iv.	Category/Sub-Category of the Company	COMPANY LIMITED BY SHARES
v.	Address of the Registered office and contact details	128, FIRST FLOOR, SHIVA MARKET, PITAMPURA, DELHI-110034. TEL:011-47330330, WEBSITE: WWW.GRMRICE.COM
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, If any	ABHIPRA CAPITAL LIMITED, A-387, ABHIPRA COMPLEX, G T KARNAL ROAD, DILKHUSH INDL. AREA, AZADPUR, DELHI-110033. PH: 011-42390783

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	RICE	10612	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr.No.	Name And Address of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	GRM INTERNATIONAL HOLDINGS LTD	N.A.	Subsidiary	100	Sec-2(87)(ii)
2.	GRM FINE FOODS INC.	N.A.	Subsidiary	100	Sec-2(87)(ii)



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise ShareHolding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	2716200	NIL	2716200	73.62	2716200	NIL	2716200	73.62	NIL
b) CentralGovt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corp	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total(A)(1):-	2716200		2716200	73.62	2716200		2716200	73.62	NIL
1) Foreign									
g) NRIs-Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h) Other-Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
j) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
k) Any Other....	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total(A)(2):-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2716200	NIL	2716200	73.62	2716200	NIL	2716200	73.62	NIL
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Banks / FI	124000	NIL	124000	3.36	124000	NIL	124000	3.36	NIL
c) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt.(s)	77192	NIL	77192	2.09	90338	NIL	90338	2.45	0.36
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g) FIIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total(B)(1)	201192	NIL	201192	5.45	214338	NIL	214338	5.81	0.36



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non Institutions									
a) Bodies Corp.									
(i) Indian	78030	NIL	78030	2.11	5658	NIL	5658	0.15	(1.96)
(ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	300233	27950	328183	8.90	324580	25150	349730	9.48	0.58
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	151104	NIL	151104	4.10	172852	NIL	172852	4.68	0.50
c) Others									
i- NRI	6690	16700	23390	0.63	3956	5900	9856	0.27	(0.36)
ii- Clearing Members	200	NIL	200	0.01	210	NIL	210	0.01	NIL
iii- HUF	25199	NIL	25199	0.68	40894	NIL	40894	1.11	0.43
iv- NRI/OCBs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
v- Investor Education and Protection	166002	NIL	166002	4.50	179762	NIL	179762	4.87	0.37
Sub-total(B)(2)	727458	44650	772108	20.93	727912	31050	758962	20.57	(0.36)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	928650	44650	973300	26.38	942250	31050	973300	26.38	0.00
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	3644850	44650	3689500	100	3658450	31050	3689500	100	Nil



ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to	% change in share holding
1.	HUKAM CHAND GARG	1000200	27.11	NIL	1000200	27.11	NIL	NIL
2.	ROHIT GARG	858000	23.25	NIL	858000	23.25	NIL	NIL
3.	ATUL GARG	858000	23.26	NIL	858000	23.26	NIL	NIL
	Total	2716200	73.62	NIL	2716200	73.62	NIL	NIL

iii. Change in Promoters' Shareholding (please specify, if there is change) NOT APPLICABLE

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	At the beginning of the year	N.A.	N.A.	N.A.	N.A.
2.	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A.	N.A.	N.A.	N.A.
3.	At the End of the year	N.A.	N.A.	N.A.	N.A.


(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	Particulars	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1.	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS	166002	4.50	179762	4.87
2.	OM PARKASH	22204	0.60	51790	1.40
3.	DHIRAJ MITTAL	NIL	NIL	42162	1.14
4.	DHEERAJ MITTAL	31250	2.00	31250	1.14
5.	KISHNI DEVI	24000	0.65	24000	0.65
6.	OM PRAKASH MITTAL	73650	2.00	23650	0.64
7.	ANIL KUMAR BANSAL	15011	0.40	15011	0.40
8.	PROMILA GUPTA	10628	0.28	10628	0.28
9.	ASHISH CHUGH HUF	NIL	NIL	10184	0.27
10.	SUMAN SINGAL	10140	0.27	10140	0.27

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2,34,78,12,992	57,04,22,084	NIL	2,91,82,35,076
ii) Interest due but not paid	Nil	Nil	NIL	Nil
iii) Interest accrued but not	Nil	Nil	NIL	Nil
Total (i+ii+iii)	2,34,78,12,992	57,04,22,084	NIL	2,91,82,35,076
Change in Indebtedness during the financial year				
- Addition	42,39,68,230	12,95,54,581	NIL	55,35,22,811
- Reduction	Nil	NIL	NIL	NIL
Net Change	42,39,68,230	12,95,54,581	NIL	55,35,22,811
Indebtedness at the end of the financial year				
i) Principal Amount	2,76,84,52,804	69,99,76,665	NIL	3,46,84,29,469
ii) Interest due but not paid	33,28,418	Nil	NIL	33,28,418
iii) Interest accrued but not due	Nil	Nil	NIL	Nil
Total (i+ii+iii)	2,77,17,81,222	69,99,76,665	NIL	3,47,17,57,887



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time-Directors and/or Manager: (Rs. In Rupees)

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		ROHIT GARG-WTD	ATUL GARG-WTD	
1.	Gross Salary			
	(a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	84,00,000	84,00,000	1,68,00,000
	(b)Value of perquisites u/s 17 (2) Income-tax Act, 1961	NIL	NIL	NIL
	(c)Profits in lieu of salary under section 17 (3)Income- tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission - as%ofprofit - others,specify...	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL
6.	Total(A)	84,00,000	84,00,000	1,68,00,000

B. Remuneration to other directors:

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
	Independent Directors •Fee for attending board and committee meetings •Commission •Others, please specify	-	-	-	-	-
-	-	-	-	-	-	-
	Other Non-Executive Directors • Fee for attending board and committee meetings • Commission • Others, please specify	-	-	-	-	-
	Total(2)	Nil	NIL	NIL	NIL	NIL
	Total(B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL



C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD:(Rs. In Rupees)

Sr. No	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	2,48,612	3,70,400	6,19,012
		NIL	NIL	NIL
		NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission- as % of profit -others, specify...	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
6	Total	2,48,612	3,70,400	6,19,012

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any (give details)
A. Company Penalty Punishment Compounding					
B. Directors Penalty Punishment Compounding					
C. Other Officers In Default Penalty Punishment Compounding					

Place : Delhi
Date : 31-08-2019

Sd/-
Atul Garg
Managing Director
DIN : 02380612

Sd/-
HUKAM CHAND GARG
Chairman Director
DIN : 00673276

**SECRETARIAL AUDIT REPORT**

For The Financial Year Ended 31st March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members of **GRM OVERSEAS LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GRM Overseas Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit for the financial year ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2019, in accordance to the provisions of:

- I. The Companies Act, 2013 ("the Act") and the Rules made thereunder to the extent applicable;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable
 - e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - f. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- VI. Other Laws which are applicable to the Company:
 - The Employees' Provident Fund & Miscellaneous Provisions Act, 1952.
 - The Employees State Insurance Act, 1948.
 - The Payment of Gratuity Act, 1972.



- The Labour Laws and Law relating to Payment of Wages.
- Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013.
- Miscellaneous Acts:
 - a) The Water (Prevention and Control of Pollution) Act, 1974.
 - b) The Air (Prevention and Control of Pollution) Act, 1981.
 - c) The Environment (Protection) Act, 1986.
 - d) The Factories Act, 1948.
 - e) The Industries (Development & Regulation) Act, 1951.

We have also examined compliance with the applicable clauses of the Secretarial Standard-1 and Secretarial Standard-2 formulated by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors during the financial year under review were in accordance and compliance with law.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. During the period, all the decisions in the Board meetings were carried out unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that there has been no instance of following during the audit period:

- Public/ Rights/ Preferential issue of shares/ Debentures/ Sweat equity.
- Redemption/ Buy-Back of securities.
- Major Decision taken by the Members in pursuance to section 180 of the Companies Act, 2013.
- Merger/ Amalgamation/ Reconstruction etc.
- Foreign Technical Collaborations.

We also report that the compliances of other applicable laws, as listed in Para (VI) above, are based on the Management Certifications.

Date: 31.08.2019
Place: New Delhi

For Devesh Arora & Associates
Company Secretaries

Sd/-
CS Devesh Arora
Prop.Mem No.: 49034
Mem No.: 49034
COP: 17860

Note:

This report is to be read with our letter of even date which is annexed as Annexure –A and forms an integral part of this report.



To,

The Members of GRM OVERSEAS LIMITED

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 31.08.2019
Place: New Delhi

For Devesh Arora & Associates
Company Secretaries

Sd/-
CS DeveshArora
Prop.Mem No.: 49034
Mem No.: 49034
COP: 17860



ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the company’s CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

CSR policy is stated herein below:

CSR Policy
(Approved by the Board of Directors on 05.01.2015)

Our aim is to be one of the most respected companies in India delivering superior and everlasting value to all our customers, associates, shareholders, employees and Society at large.

The CSR initiatives focus on holistic development of host communities and create social, environmental and economic value to the society.

To pursue these objectives we will continue to:

- 1) Work actively in areas of eradication of hunger and poverty, provide opportunity and financial assistance for the promotion of education, provide medical aid to the needy and down trodden.
- 2) Collaborate with like minded bodies like Voluntary organizations, charitable trusts, governments and academic institutes in pursuit of our goals.
- 3) Interact regularly with stakeholders, review and publicly report our CSR initiatives.

2. Composition of CSR committee:

As required under section 135 of the Companies Act, 2013 the company has formed a CSR committee consisting of the following members:

S. No.	Name of Director	Designation
1	Mr. Hukam Chand Garg	Chairman
2	Mr. Atul Garg	Member
3	Mrs. Kiran Dua	Member

3. Average net profit of the company for last three financial years:

Average net profit: Rs.9,90,41,857/-

4. Prescribed CSR Expenditure (Two percent of the amount as in item 3 above)

The company is required to spend Rs.19,80,837/-



5. Details of CSR spend for the financial year :

- a) Total Amount left unspent for financial year 2017-2018: Rs. 1,10,273/-
- b) Total amount spent for the financial year: Rs. 20,00,000/-
- c) Amount unspent for the financial year 2018-2019 if any: Rs. 91,110/-
- d) Justification for unspent out 2% of the average net profit of the last 3 (three) financial years; due to non identification of proper projects which may guide the company towards such philanthropic to serve and match the need of the society.
- e) Manner in which the amount spent during the financial year is detailed below:

Sr. No.	Project/ Activities	Sector	Location	Amount outlay (budget) project or programme wise(Rs. Lakhs)	Amount spent on the project or programme (Rs.Lakhs)	Cumulative Expenditur e upto reporting period (Rs.Lakhs)	Amount spent: Direct or through implementing agency* (Rs. Lakhs)
1	Promoting Health care	Health care	Delhi	19.80	20.00	20.00	20.00

*Detail of Implementing Agency: All Indian Society Health AID Education and Research (Asha) Regd & GRM Overseas Limited.

Place: Delhi
Date: 31.08.2019

For and on behalf of the Board

Sd/-
Atul Garg
Managing Director
DIN : 02380612

Sd/-
HUKAM CHAND GARG
Chairman Director
DIN : 00673276



ANNEXURE TO THE DIRECTORS' REPORT

Annexure 4

INFORMATION AS PER SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013, FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2019

(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 2018-2019	Previous Year 2017-2018
A. POWER AND FUEL CONSUMPTION		
a) Purchase Units	6816743	7578841
Total Amount (Rs.)	50892764	62348780
Rate/Unit (Rs.)	7.47	8.23
b) Own Generation		
Through Diesel Generator		
Units (approx.)	523329	831645
Cost of Fuel	10124016	10223870
Cost/Units (Rs.)	19.35	12.29
B. CONSUMPTION PER UNIT (M.T.) OF PRODUCTION		
Production Unit (M.T.)	44302	50154
Electricity	7340072	8410486
(ii) TECHNOLOGY ABSORPTION		
RESEARCH AND DEVELOPMENT		
Specific Areas in which R & D carried out by the company		
Benefit derived as a result of the above R & D		None
Future plan of action		None
The Company would take R & D activities to improve quality and reduce cost by increasing cost efficiency at all levels.		

	Current Year 2018-2019	Previous Year 2017-2018
(iii) FOREIGN EXCHANGE EARNING AND OUTGO		
Foreign Exchange Earnings	9,905,424,570	8,478,819,222
Foreign Exchange Outgo	546,032	13,586,613

By Order of the Board

Place : Delhi
Date : 31-08-2019

Sd/-
Atul Garg
Managing Director
DIN : 02380612

Sd/-
HUKAM CHAND GARG
Chairman Director
DIN : 00673276



(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of the Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/
Associate companies/ joint ventures

Part "A": Subsidiaries

Name of the subsidiary	GRM INTERNATIONAL HOLDINGS LTD.	GRM INTERNATIONAL HOLDINGS LTD.
1. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2018-19	2017-18
2. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Pound 90.50	Pound 91.20
3. Share capital (Rs.)	1,53,85,000.00	1,55,04,000.00
4. Reserves & surplus	-7,12,54,141.00	4,65,483.00
5. Total assets	16,24,21,617.00	37,46,93,831.00
6. Total Liabilities	16,24,21,617.00	37,46,93,831.00
7. Investments	Nil	Nil
8. Turnover	38,41,96,302.00	19,26,42,307.00
9. Profit before taxation	-7,18,29,631.00	6,20,835.00
10. Provision for taxation	-1,13,578.00	1,14,456.00
11. Profit after taxation	-7,17,16,053.00	5,06,379.00
12. Proposed Dividend	Nil	Nil
13. % of shareholding	100.00	100.00

The following information shall be furnished:-

- Names of subsidiaries which are yet to commence operations –M/s GRM Fine Foods Inc. (Step down subsidiary)
- Names of subsidiaries which have been liquidated or sold during the year- NA
- Part B of the Annexure is not applicable as there are no associate companies/ joint ventures of the Company as on March 31, 2019.

For Vinod Kumar & Associates

Chartered Accountants
F.R.No. 002304N

(CA. Mukesh Dadhich)

Partner
M.No.511741
Date: 28th May, 2019
Place: New Delhi

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

Atul Garg

Managing Director
DIN : 02380612
679-L, Model Town,
Panipat-132103, Haryana

Sd/-

HUKAM CHAND GARG

Director
DIN : 00673276
679-L, Model Town,
Panipat-132103, Haryana

**FORM NO. AOC - 2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	N.A.
2	Nature of contracts/arrangements/transaction	N.A.
3	Duration of the contracts/arrangements/transaction	N.A.
4	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A.
5	Justification for entering into such contracts or arrangements or transactions'	N.A.
6	Date of approval by the Board	N.A.
7	Amount paid as advances, if any	N.A.
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	N.A.

2. Details of material contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	N.A.
2	Nature of contracts/arrangements/transaction	N.A.
3	Duration of the contracts/arrangements/transaction	N.A.
4	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A.
5	Date of approval by the Board	N.A.
6	Amount paid as advances, if any	N.A.

For and on behalf of the Board of Directors

Place : Delhi
Date : 31-08-2019

Sd/-
Atul Garg
Managing Director
DIN : 02380612

Sd/-
HUKAM CHAND GARG
Chairman Director
DIN : 00673276

**CORPORATE GOVERNANCE REPORT FOR THE YEAR 2018-19****1. CORPORATE GOVERNANCE AND COMPANY'S PHOLOSOPHY ON CORPORATE GOVERNANCE**

Corporate Governance is about commitment to values and about ethical business conduct. It is about how an organization is managed. This includes its corporate and other structure, its culture, policies and the manner in which it deals with various stakeholders. Accordingly, timely and accurate disclosure of information regarding the financial performance, future plans and material development affecting the Company, is an integral part of Corporate Governance. The Adoption of good Corporate Governance practices helps to develop a good image of the organization, keeps stakeholders satisfied and attracts best talent. The Company has professional Directors on its Board.

Your Company, believes that sound Corporate Governance is critical to enhance and retain investors' trust and recognizes the importance of transparency and integrity in dealings at all levels. Accordingly, your Company is always keen to ensure that the business is carried on with integrity, honesty and fairness. The Company's philosophy is based on accountability, ethical conduct, compliance with statutes in true spirit, interest of all stakeholders, transparency and timely disclosure. The Company is in full compliance with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations").

2. BOARD OF DIRECTORS:**A. SIZE AND COMPOSITION OF BOARD**

The present policy of GRM Overseas Limited regarding size and composition of the Board is to have an optimum combination of Executive and Non-Executive Directors along with Woman Director which clearly demarcate the functions of governance and management. As on March 31, 2019, your Company's Board has a strength of 08 (Eight) Directors including 1 (One) Women Director. The Chairman of the Board is an Executive Director. The composition of the Board is given below:

Category	Number of Directors	% to Total No. of Directors
Executive Directors	2	25.00
Non Executive, Non Independent Director	2	25.00
Independent Non-Executive Directors	4	50.00

As per Regulation 17(b) of the SEBI Listing Regulations, where the listed entity does not have a regular Non-Executive Chairperson, at least half of the Board of Directors shall comprise of Independent Directors. The Chairperson of GRM Overseas Board is an executive director and a promoter as well. Accordingly, at least half of the Board of GRM Overseas should comprise of Independent Non-Executive Directors. Further, at present there are 4 (four) independent Non- Executive directors on the Board of GRM Overseas Limited which is in compliance with the provisions of Composition of Board as per SEBI Listing Regulations.

None of the Directors on the Board is a member of more than 10 (ten) Committees or Chairman of more than 5 (five) Committees as specified in Regulation 26 of Listing Regulations. The Directors have made necessary disclosures regarding committee positions in other Companies as at 31st March 2019.



B. The names and categories of the Directors on the Board and the number of directorships and committee memberships/ chairmanship held by them in other Companies as on 31st March 2019 are given below:

Name of The Director	DIN	Category of Director Directorship	No. of Directorship in other Public & Pvt. Ltd. Companies	Details of shares held by directors in the GRM Overseas Limited (Company)
Mr. Hukam Chand Garg	00673276	Non-Executive (Non-Independent Director)	Nil	1000200
Mr. Rohit Garg	00673304	Managing Director (Whole-Time-Director)	Nil	858000
Mr. Atul Garg	02380612	Joint Managing Director (Whole-Time-Director)	5	858000
Mr. Nipun Jain	01075283	Non-Executive (Independent Director)	1	NIL
Mr. Pardeep Kumar Singal	00910206	Non-Executive (Independent Director)	Nil	NIL
Ms. Kiran Dua	06951055	Non-Executive (Independent Director)	Nil	4000
Mr. Raj Kumar Garg	08213680	Non-Executive (Independent Director)	Nil	NIL
Mr. Vishnu Bhagwan	00605506	Non-Executive (Independent Director)	1	NIL



C. LIMIT ON THE NUMBER OF DIRECTORSHIPS

In compliance with Regulation 25 of the SEBI Listing Regulations, the Independent Directors on the Board of the Company does not serve as an Independent Directors in more than 7 (Seven) Listed Companies and in case he/she is serving as a Whole Time Director in any Listed Company, does not hold position of Independent Director in more than 3 (Three) Listed Companies.

D. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

In compliance with the provisions of Regulation 25 of the SEBI Listing Regulations, all Independent Directors are familiarized about the company, through various programs from time to time, including the following:

- a. nature of the industry in which the company operates;
- b. business model of the company;
- c. roles, rights and responsibilities of Independent Directors; and
- d. any other relevant information.

The policy on the familiarization programs for Independent Directors has been uploaded on the Company's website at www.gmrice.com.

E. SEPARATE MEETING OF THE INDEPENDENT DIRECTORS

During the reporting Financial Year, a separate Meeting of the Independent Directors of the Company was held on March 29, 2019, to discuss following items as enumerated under Schedule IV of the Companies Act, 2013, read with Regulation 25 of the SEBI Listing Regulations were discussed:

- Review of Performance of Non-Independent Directors and Board as a whole.
- Review of Performance of the Chairman of the Company after taking into consideration the views of Executive and Non-Executive Directors.
- Assessment of the quality, quantity and timeliness of flow of information between the Company, Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

F. INTER-SE RELATIONSHIP AMONGST DIRECTORS

Mr. Rohit Garg, Chairman & Managing Director, Mr. Atul Garg Joint Managing Directors, both are brothers and Mr. Hukam Chand Garg, Director is the Father of Mr. Rohit Garg, Managing Director and Mr. Atul Garg Joint Managing Directors of the Company.

3. BOARD MEETINGS AND PROCEDURE

A. BOARD MEETINGS

Company's Corporate Governance Policy requires the Board to meet at least four times in a year. The maximum gap between two board meetings should not be more than 120 (One hundred and twenty) days as prescribed under Regulation 17 of the SEBI Listing Regulations. Additional board meetings may be convened to address the specific needs of the Company.

B. BOARD PROCEDURE

The Board Meetings are governed by a structured agenda and agenda papers are supported by comprehensive background information to enable directors to take informed decisions. The Managing Director and Company Secretary in consultation with other directors and members of Senior Management, finalize the agenda papers for the Board Meetings.



Detailed Agenda and other explanatory statements in defined agenda format are circulated well in advance before the meeting amongst the board members for facilitating meaningful, informed and focused decisions at the meetings. In case of exigencies or urgency, resolutions are passed by circulation.

In addition to the above information, the Board is also kept informed of major events/items wherever necessary. The Managing Director at the Board Meetings keeps the Board apprised of the overall performance of the Company.

Minutes of proceedings of Board Meetings are properly recorded. The draft Minutes are circulated amongst the members of Board for their comments in terms of applicable Secretarial Standards issued by the Institute of Company Secretaries of India. The final minutes of proceedings of meetings are entered in Minutes Book and signed by the Chairman of the Board within the prescribed timelines. The Company fully complies with the provisions of the Companies Act, 2013, Listing Regulations and Secretarial Standard on Meetings of the Board of Directors in this regard.

C. Number of Board Meetings

During the year ended March 31, 2019, Five Board Meetings were held on 26 May, 2018, 14 August 2018, 14 November 2018, 14 February 2019 and 29 March 2019.

D. Directors' attendance record:

Name of The Director and DIN	Board Meetings Attended During The year	Whether attended Last AGM
Shri Hukam Chand Garg (DIN: 00673276)	05	Yes
Shri RohitGarg (DIN: 00673304)	05	Yes
Shri AtulGarg (DIN: 02380612)	05	Yes
Shri Chetan Kapoor (DIN: 00672045)	03	Yes
Shri Vikram Malik (DIN: 00438494)	03	Yes
Smt. Kiran Dua (DIN: 06951055)	05	No
Shri Nipun Jain (DIN: 01075283)	03	Yes
Shri Raj Kumar Garg (DIN: 08213680)	03	NA
Shri Pardeep Kumar Singal (DIN: 00910206)	03	NA

E. Review of Compliance Report:

The periodical reports submitted by the Internal Auditors and by the concerned department Heads of the Company with regards to compliance of Laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances, if any, are being reviewed by Audit Committee and the Board of Directors as per Regulation 17 (3) of SEBI (LODR) Regulations, 2015. Compliance Certificate signed by the Executive Director and Chief Financial Officer is placed before the Board of Directors as specified in Part B of Schedule II of SEBI (LODR) Regulations, 2015.



F. Disclosure Pursuant To Regulation 36 Of The SEBI Listing Regulations Regarding Appointment Or Re-Appointment Of Directors At The Forthcoming AGM

1. Mr. Nipun Jain

Mr. Nipun Jain, aged about 53 years, is a Chartered Accountant and commerce graduate..

Nature of his expertise in specific functional areas:

Mr. Nipun Jain has approximately 29 years of rich and versatile experience, which includes extensive experience in specialty. Mr. Nipun is also a Director with The Panipat Urban co-operative Bank Ltd. for 10 years and associated with Youth Hostels Association of India since 15 years. Mr. Nipun have Expertise in Auditing, fund raising, corporate laws

Disclosure of relationship between directors inter-se:

Not related to any director of the Company.

Listed Entities (other than GRM Overseas Limited) in which Mr. Nipun Jain holds directorship and membership in committees are as follows:

Directorship: Nil

Chairperson of Board Committees: Nil.

Member of Board Committees: Nil.

Shareholding in the Company: Nil

2. Mr. Vishnu Bhagwan

Mr. Vishnu Bhagwan, aged about 79 years, is a retired IAS.

Nature of his expertise in specific functional areas:

Mr. Vishnu Bhagwan is a retired IAS belongs to the 1965 batch of the IAS. He has served as Principal Secretary to Chief Minister of Haryana before he was appointed as Chief Secretary of Haryana. He has also worked in Agriculture Ministry as Joint Secretary, Policy and Planning and later he was appointed as Secretary, Irrigation and Power.

Disclosure of relationship between directors inter-se:

Not related to any director of the Company.

Listed Entities (other than GRM Overseas Limited) in which Mr. Vishnu Bhagwan holds directorship and membership in committees are as follows:

Directorship: 1

Chairperson of Board Committees: Nil.

Member of Board Committees: Nil.



Shareholding in the Company: Nil

3. Mrs. Mamta Garg

Mrs. **Mamta Garg**, aged about 47 years, holds masters degree.

Nature of his expertise in specific functional areas:

Mrs. Mamta Garg holds masters degree and has good experience in finance and She is managing the day to day affairs of the Company with the assistance of the Board of Directors and executives of the Company.

Disclosure of relationship between directors inter-se:

Mr. Hukam Chand Garg is Father-in-law of Mrs. Mamta Garg and Mrs. Mamta Garg is Brother's wife of Mr. Atul Garg.

Listed Entities (other than GRM Overseas Limited) in which Ms. Mamta Garg holds directorship and membership in committees are as follows:

Directorship: Nil.

Chairperson of Board Committees: Nil.

Member of Board Committees: Nil.

Shareholding in the Company: Nil

4. Mr. Gautam Gupta

Mr. Gautam Gupta, aged about 43 years, holds master's degree.

Nature of his expertise in specific functional areas:

Mr. Gautam Gupta holds a Master Degree and his core area is management. He has a vast experience of over 20 years in Management. Mr. Gautam Gupta is will add immense value to the Company's financial stability.

Disclosure of relationship between directors inter-se:

Not related to any director of the Company.

Listed Entities (other than GRM Overseas Limited) in which Mr. Gautam Gupta holds directorship and membership in committees are as follows:

Directorship: Nil

Chairperson of Board Committees: Nil.

Member of Board Committees: Nil.

Shareholding in the Company: Nil



5 Ms. Kiran Dua

Ms. Kiran Dua, aged about 56 years.

Nature of his expertise in specific functional areas:

Mrs Kiran Dua hold a graduate degree. She has steered the Company into a growth trajectory

Disclosure of relationship between directors inter-se:

Not related to any director of the Company.

Listed Entities (other than GRM Overseas Limited) in which Ms. Kiran Dua holds directorship and membership in committees are as follows:

Directorship: Nil

Chairperson of Board Committees: Nil.

Member of Board Committees: Nil.

Shareholding in the Company: Nil

4. COMMITTEES OF THE BOARD

a. Audit Committee

The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting process of the Company, the audits of the Company's financial statements, the appointment, independence and performance of the statutory auditors and the internal auditors and to meet out the requirements of Listing Regulations.

i) Terms of Reference:

The terms of reference of the Audit Committee covers all matters specified under Part C of Schedule II of the Listing Regulations and Section 177 of the Companies Act, 2013 which inter-alia includes the following:

The Audit Committee has the following powers:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee and from the records of the Company.
3. 3. To obtain outside legal or other professional advice.
4. 4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

The role of the Audit Committee includes the following:

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- 2) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of Statutory Auditors and the fixation of Audit Fees.
- 3) Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- 4) Approval of payment to statutory auditors for any other services rendered by the Statutory Auditors.



- 5) Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Directors' Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Modified opinion(s) in draft audit report.
- 6) Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- 7) Examination of the financial statement and the auditors' report thereon.
- 8) Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- 9) Reviewing with the management, the performance of Statutory and Internal Auditors, adequacy of internal control systems & to ensure compliance of internal control systems.
- 10) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- 11) Discussion with Internal Auditors, any significant findings and follow up thereon and scope of Internal Audit.
- 12) Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- 13) Discussion with Statutory Auditor before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain areas of concern including observations of auditors.
- 14) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- 15) To review the functioning of the Whistle Blower Mechanism, if any.
- 16) Approval of Appointment of CFO (i.e. the whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate.
- 17) Carrying out such other function(s) as may be specifically referred to the Committee by the Board of Directors and/or other Committee(s) of Directors of the Company.
- 18) To review the following information:
 - The management's discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - All material individual transactions with related parties or others, which are not on an arm's length basis, together with management's justification for the same;
 - Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
 - Internal audit reports relating to internal control weaknesses.
- 19) Approval or any subsequent modification of transactions of the Company with related parties.



- 20) Scrutiny of inter-corporate loans and investments
- 21) Valuation of undertakings or assets of the Company, wherever it is necessary.
- 22) The appointment, removal and terms of remuneration of the Chief Internal Auditor if any shall be subject to review by the Audit Committee.
- 23) To review and monitor management responsiveness to findings and recommendations of Internal Auditors.
- 24) Review the Company's Compliance with employee's benefits plans.
- 25) Oversee and review the Company policies regarding information technology and management information systems.

ii) Composition:

At the end of closure of Financial year ended 31st March 2019 the Audit committee consists of three independent directors, Ms. Kiran Dua, Mr. Pardeep kumar Singal and Mr. Raj Kumar Garg has been designated as chairman of the committee. The committee met 4 times during the financial year ended March 31, 2019. The attendance records of the members at the meeting were as follows:

Name of The Member	Designation	No Meetings of Attended
Shri. Chetan Kapoor*	Chairman	3
Shri. Vikram Malik*	Member	3
Smt. Kiran Dua	Member	3
Shri. Pardeep Kumar Singal*	Member	1
Shri Raj Kumar Garg*	Chairman	1

* Mr. Chetan Kapoor and Mr. Vikarm Malik resigned from membership of the Audit Committee w.e.f 14.11.2018

* Mr. Pardeep Kumar Singal and Mr. Raj Kumar Garg has appointed as a Member of the Committee w.e.f 14.11.2018

b. Nomination & Remuneration Committee and policy:**i. Terms of reference:**

- 1) It shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- 2) It shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- 3) It shall, while formulating the remuneration policy ensure that –
 - a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The above terms of reference are in line with the provisions of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

**ii. Remuneration Policy**

The Remuneration policy of the Company is to lay down a framework in relation to remuneration of Directors, KMP, Senior Management Personnel and other Employees and directed towards rewarding performance, based on review of achievements on periodic basis.

The remuneration paid to Directors, Key Managerial Personnel (KMP) and Senior Management is recommended by the Remuneration Committee and approved by the Board of Directors in the Board Meeting, subject to the subsequent approval by the shareholders (for Directors only) at the General Meeting and such other authorities, as the case may be.

The Non-Executive Directors will be paid with the sitting fee, if any, subject to the approval of Board of Directors/ including any sub-committee thereof, upto the limit as specified under the Companies Act, 2013 and also in Compliance with the SEBI Listing Regulations.

The Nomination and Remuneration policy is available on the website of the company at www.grmrice.com

iii. Composition:

a) The appointment & remuneration committee comprises of three independent Directors as on 31st March 2019.

Name of The Member	Designation
Shri. Raj Kumar Garg	Chairman
Shri. Pardeep Kumar Singal	Member
Smt. KiranDua	Member

The committee met 2 times during the financial year ended March 31, 2019. The attendance record of the members at the meeting were as follows:

Name of The Member	Designation	No Meetings of Attended
Shri. Chetan Kapoor*	Chairman	1
Shri. Vikram Malik*	Member	1
Smt. KiranDua	Member	2
Shri. Raj Kumar Garg*	Chairman	1
Shri. Pardeep Kumar Singal*	Member	1

* Mr. Chetan Kapoor and Mr. Vikarm Malik resigned from membership of the Committee w.e.f 14.11.2018

* Mr. Pardeep Kumar Singal and Mr. Raj Kumar Garg has appointed as a Member of the Committee w.e.f 14.11.2018

The details of remuneration for the year ended March 31, 2019 to the Executive Directors are as follows:

Name	Designation	Remuneration
-------------	--------------------	---------------------



Mr. RohitGarg	Managing Director	8400000
Mr. AtulGarg	Joint-Managing Director	8400000

c. Stakeholder's Relationship Committee:**i. Terms of Reference**

The terms of reference and the ambit of powers of Stakeholders Relationship Committee are as per Regulation 20 and Part-D of Schedule II of SEBI Listing Regulations read with Section 178 of the Companies Act, 2013, and allied rules as may be notified from time to time.

ii. Composition:

a) The Committee consists of three independent directors as on closure of Financial year ended 31st March 2019, Smt. Kiran Dua, Shri Pardeep Kumar Singal and Shri. Raj Kumar Garg, has been designated as chairman of the committee. The committee met 1 times during the financial year ended March 31, 2019. The attendance record of the members at the meeting were as follows:

Name of The Member	Designation	No Meetings of Attended
Shri. Chetan Kapoor*	Chairman	1
Shri. Vikram Malik*	Member	1
Smt. Kiran Dua	Member	1
Shri. Raj Kumar Garg*	Chairman	0
Shri. Pardeep Kumar Singal*	Member	0

* Mr. Chetan Kapoor and Mr. Vikarm Malik resigned from membership of the Committee w.e.f 14.11.2018

* Mr. Pardeep Kumar Singal and Mr. Raj Kumar Garg has appointed as a Member of the Committee w.e.f 14.11.2018

b) The Stakeholders Relationship Committee of GRM Overseas Limited is responsible for the Duties and functions which includes the following:

- To approve or deal with applications for Transfer, Transmission, Transposition and Mutation of Share Certificates including duplicate, split, sub-division or consolidation of certificates and to deal with all related matters.
- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company

c) During the year 2018-19, complaints were received from shareholders and investors are as follows

Investor Grievance Redressal:

Pursuant to the Regulation 13 of SEBI Listing Regulations, Company has duly filed with the recognized stock



exchange(s) on a quarterly basis, within twenty one days from the end of each quarter, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed off during the quarter and those remaining unresolved at the end of the quarter.

Complaints received from Investors/ shareholders are promptly attended to.

Status of complaints received, resolved and pending during the Financial Year 2018-19 is as follows:

Opening	Received	Resolved	Closing
0	0	0	0

As on March 31, 2019, no request for registration of transfer of shares/dematerialization was pending.

d) Process of transfer of shares

All complete and valid requests for transfer/transmission of shares are given effect to within the time stipulated in the SEBI (LODR) Regulations, 2015.

d. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

In accordance with provisions of Section 135 of the Companies Act, 2013, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, Company has a well-established Corporate Social Responsibility Committee, to formulate and recommend to the Board, CSR activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013, to recommend the amount of expenditure to be incurred on such activities and to monitor the Corporate Social Responsibility Policy of the company from time to time.

The Corporate Social Responsibility Committee of GRM Overseas is responsible for the functions which includes the following:

- Formulate and Recommend to the Board, a Corporate Social responsibility Policy which shall indicate the activities to be under taken by the company as specified in Schedule VII of the Companies Act, 2013.
- To recommend the amount of expenditure to be incurred on the activities referred in policy.
- Monitoring Corporate Social Responsibility Policy of the company from time to time.
- Prepare transparent monitoring mechanism for ensuring implementation of the projects, programmes, activities proposed to be undertaken by the Company.

The Duties of the Corporate Social Responsibility Committee of GRM Overseas includes the following:

- Consider and formulate the Company's value and strategy as regards to CSR.
- Develop and review the CSR policies relating to workplace quality, environmental protection, operating practices and community involvement.
- Identify CSR issues, and related risks and opportunities that are relevant to the Company's operations, and incorporate the issues or factors into the Company's existing risk management.
- Monitor and oversee the implementation of the Company's CSR policies and practices to ensure compliance with the applicable legal and regulatory requirements.
- Evaluate and enhance the Company's CSR performance and make recommendation to the Board for improvement.
- Review and endorse the Company's Annual CSR Report for Board's approval for public disclosure.
- Contribute towards better society and a Cleaner Environment.
- Develop and review the CSR policies relating to workplace quality, Environmental Protection, Operating Practices and Community Involvement.



- Identify CSR issues, and related risks and opportunities that are relevant to the Company's operations, and incorporate the issues or factors into the Company's existing Risk Management.
- Evaluate and enhance Company's CSR performance and make recommendation to the Board for improvement.
- Prepare Transparent monitoring mechanism for ensuring implementation of the projects, programs, activities proposed to be undertaken by GRM Overseas.
- Monitor Corporate Social Responsibility Policy of GRM Overseas from time to time.

The company has formulated the CSR Policy in line with Schedule VII of the Companies Act, 2013, which is available on the website of the Company at www.grmrice.com

Composition of the Committee

As required under section 135 of the Companies Act, 2013 the company has formed a CSR committee consisting of the following members:

S. No.	Name of Director	Designation
1	Mr. Hukam Chand Garg	Chairman
2	Mr. AtulGarg	Member
3	Mrs. KiranDua	Member

The committee met 1 time during the financial year ended March 31, 2019. The attendance record of the members at the meeting were as follows

Name of Members	Designation	No Meetings of Attended
Mr. Hukam Chand Garg	Chairman	1
Mr. AtulGarg	Member	1
Mrs. KiranDua	Member	1

Subsidiary Monitoring Framework

GRM Overseas does not have any material subsidiary as defined under Regulation 16(1)(c) of the SEBI Listing Regulations. Material Subsidiary means a Subsidiary Company whose income or net worth (i.e. paid-up capital and free reserves) exceeds 20% of the consolidated income or net worth respectively, of the listed holding Company and its subsidiaries in the immediately preceding accounting year.

Subsidiary company of the GRM Overseas Limited is Board managed. The Board of Directors review and monitor the performance of its subsidiary companies by way of:

- a) Approving, in principal, their capital expenditure plans, business expansion plans, investment / disinvestment plans;
- b) Reviewing their operations vis-a-vis budgets, cash flows and Balance Sheets;
- c) Reviewing all significant/ material transactions and arrangements;
- d) Minutes/ materially important decisions.

Disclosures:

- (a) During the year, there were no transactions of material nature with the related parties that had potential conflict with the interest of the Company at large.
- (b) There were no instances of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets,



during the last three years.

- (c) The Company has formulated Whistle Blower Policy and the same has been posted on website of the Company at www.grmrice.com. No employee of the Company has been denied access to the Audit Committee to make any representation
- d) Company has complied with the mandatory requirements of Regulation 17 of SEBI (LODR) Regulations, 2015.
- (e) The Company has established a comprehensive Enterprise Risk Management (ERM) Policy that includes risk identification, risk assessment, risk mitigation and monitoring on a periodic basis. External and internal risk factors that could potentially affect performance of the Company vis-a-vis stated objectives are identified and reported in the business review meetings periodically. These are subsequently reported to the Board.
- (f) Directors' Report has a detailed section on Management Discussion and Analysis covering inter-alia a separate section on Risk Management.
- (g) Company files quarterly compliance report on Corporate Governance with Stock Exchanges pursuant to Regulation 27 of SEBI (LODR) Regulations, 2015 and copies thereof are placed before the next Board Meeting.
- (h) As required by Regulation 36(3) of SEBI (LODR) Regulations, 2015, particulars of directors seeking appointment/ re-appointment are given in the Notice convening the ensuing Annual General Meeting.
- (i) Company has adopted discretionary requirements as specified in Para E to Schedule II to SEBI (LODR) Regulations, 2015 to the extent to maintenance of Chairperson's office, having separate posts of Chairperson and Chief Executive Officer, moving towards a regime of Financial Statements with unmodified opinion and reporting of Internal Auditor directly to Audit Committee.

CEO/ CFO Certification (Compliance Certificate)

As required by Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, The CEO and CFO certification on the Financial Statements and the cash flow statement for the year is given at the end of the report on Corporate Governance **Annexure A**

1. SHAREHOLDERS:

a. Means of Communication:

The Quarterly Un-Audited (Provisional) Results and the Annual Audited Financial results of the company are sent to the stock exchanges immediately after they are approved by the Board and are also published in one vernacular news paper and one English newspaper. Also they are uploaded on the company's website www.grmrice.com. The results are published in accordance with the guidelines of the Stock Exchanges.

b. Share Transfers Agents:

M/sABHIPRACAPITAL LTD.

BM-1 Abhipra Complex, Dilkhush Industrial Estate, A-387 G.T.Karnal Road, Azadpur, Delhi-110033. Email-Id: rta@abhipra.com

c. Share Transfer System:

All physical share transfers are effected within 15 days of lodgment, subject to the documents being in order.

**d. General Body Meetings :**

Details of last three Annual General Meetings are as under.

Financial Year	Date	Time	Venue
2017-2018	29-09-2018	11:00 A.M	MH One Resort Hotel Bakoli Alipur, Main G.T. Karnal Road Delhi-110036
2016-2017	28-09-2017	10:30 A.M	MH One Resort Hotel Bakoli Alipur, Main G.T. Karnal Road Delhi-110036
2015-2016	30-09-2016	10:30 A.M	Lavanya resorts & motel, G.T Karnal Road, Palla Bakhtavarpur MOD, Alipur, Delhi-110036

e. Postal Ballot:

For the year ended March 31, 2019 there have been no ordinary or special resolutions passed by the Company's Shareholders through postal ballot.

2. Additional shareholders information:**a) Annual General Meeting**

Date : September 30, 2019

Venue: MH One Resort Hotel Bakoli Alipur, Main G.T. Karnal Road Delhi-110036

Time : 11:00 A.M

b) Financial Calendar

Financial Year: April 01 to March 31 for the financial year 2019-20, the tentative dates for declaration of Quarterly unaudited results will be by Mid of August, 2019, Mid of November, 2019, Mid of February, 2020 and Mid of may, 2020.

c) Book Closure:

The register of members and share transfer books of the company shall remain closed from September 23, 2019 to September 30, 2019 (both days inclusive) for purpose of Annual General Meeting.

d) Dividend Payment Date:

Dividend, if declared by the Company, will be paid within 30 days of the approval of the same in the Annual General Meeting.

e) Listing in stock exchange and stock code

The names of stock exchanges at which the equity shares are listed, respective stock code and ISIN are as under:

Name of the stock Exchange	Stock Code No.	ISIN
The Bombay stock Exchange	531449	INE192H01012

f) Stock data:



High/Low of Market price of Company's equity shares traded on the Bombay Stock Exchange Ltd. during the financial year ended on March 31, 2019 was as follows:

Month	April	May	June	July	Aug	Sep.	Oct.	Nov.	Dec.	Jan.	Feb.	Mar.
	2018	2018	2018	2018	2018	2018	2018	2018	2018	2019	2019	2019
Low	226.00	206.00	225.30	207.00	231.00	235.00	201.70	222.10	215.60	217.10	205.00	205.05
High	260.00	320.00	306.90	270.00	290.00	305.00	281.40	269.95	255.00	280.00	245.00	235.00

g) Distribution of shareholding as on March 31, 2019.

Nominal Value of Shares	No. of Share Holders	% of Total	Amount	% of Total
Upto Rs. 2,500	540	70.039	320810	0.870
2501 to 5000	97	12.581	387780	1.051
5001 to 10000	54	7.004	440830	1.195
10001 to 20000	28	3.632	415590	1.126
20001 to 30000	09	1.167	208480	0.565
30001 to 40000	07	0.908	247580	0.671
40001 to 50000	02	0.259	83590	0.227
50001 to 100000	21	2.724	1499190	4.063
100001 & above	13	1.686	33291150	90.232
TOTAL	771	100.00	36895000	100.00

Share Holding Pattern:

Sr. No.	Category	No. of Shares	% of	Share holding
1	Promoters	2716200		73.62
2	Banks/Financial institutions	124000		3.36
3	Central/State Govt.	90338		2.45
4	Indian Individuals/HUF	563476		15.27
5	Indian Corporate Bodies/Trust	5658		0.15
6	Investor Education and protection fund	179762		4.87
7	Non Resident Indians/ Clearing Members	10066		0.28
	TOTAL	36,89,500		100.00

**h) Shares held in physical and dematerialized form:**

The Company's Equity Shares have been allotted ISIN: INE192H01012 both by NSDL & CDSL 36,58,450 Equity Shares representing 99.16% of the paid-up Equity Capital of the Company have been dematerialized till 31.03.2019.

i) Outstanding GDR's/ADR's/Warrant's/Convertible instruments and their impact on equity-NIL.**j) Plant Location:****1. GRM OVERSEAS LIMITED,**

Gohana Road, (Near Sugar Mill), Panipat-132 103 (Haryana)

2. GRM OVERSEAS LIMITED,

Gohana Road, Village Naultha, Panipat-132103(Haryana)

k) Address for correspondence:

GRM OVERSEAS LIMITED, 128, First Floor, Shiva Market, Pitampura, Delhi-110034.

Website: www.grmrice.com, Email: investor.grm@gmail.com

Transfer of Unpaid/Unclaimed Dividend Amount to Investor Education and Protection Fund (IEPF)

As per the provisions of Section 124 (5) & 124(6) of the Companies Act, 2013, the Company is required to transfer unpaid dividends remaining unclaimed and unpaid for a period of 7 years from the due date (s) to the IEPF setup by the Central Govt. Further in terms of the Ministry of Corporate Affairs (MCA) Circular dated May 10, 2012, the Company has filed necessary details with the office of the Registrar of Companies, NCT of Delhi & Haryana, New Delhi.

All Shareholders, whose dividend is unclaimed pertaining to FY 2009-10 onwards, are requested to lodge their claim with RTA / Company by submitting an application supported by an indemnity on or before their respective date of transfer to IEPF as subsequently no claim will lie against the Company, once this amount is deposited with IEPF. Given below are the details when the unclaimed dividend is due for transfer to IEPF by the Company:

Financial Year	Date of Declaration	Due date of Transfer of IEPF*
2010-11	30.09.2011	28.10.2018
2011-12	28.09.2012	28.10.2019
2012-13	30.09.2013	30.10.2020
2013-14	30.09.2014	30.10.2021

*Indicative date, actual may vary

7. Disclosures:

The company has not entered into any transaction of a material nature with the Promoters, the Directors or the Management, their relatives etc. that may have any potential conflict with the interests of the company.

The company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years.

**CERTIFICATE OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER ON CORPORATE GOVERNANCE**

The Board of Directors

M/s. GRM Overseas Limited,

128, First Floor, Shiva Market Pitampura North Delhi 110034

We, Hukam Chand Garg, Chairman, Atul Garg Managing Director and Rattan Lal Mittal, Chief Financial Officer, responsible for finance function certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended on March 31, 2019 and that to the best of our knowledge and belief:

(a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(b) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing Indian Accounting Standards (IndAS), applicable laws and regulations.

2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended on March 31, 2019 which are fraudulent, illegal or violative of the Company's code of conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

4. The Company's other certifying officers and we have disclosed, based on our recent evaluation, wherever applicable, to the Company's Auditors and through them to the Audit Committee of the Company's Board of Directors:

- i. significant changes in internal control over financial reporting during the year 2018- 19;
- ii. significant changes in accounting policies during the year 2018-19 and that the same have been disclosed in the notes to the financial statements; and
- iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

Atul Garg

Managing Director

DIN : 02380612

Place : Delhi

Date : 31-08-2019

Sd/-

HUKAM CHAND GARG

Chairman Director

DIN : 00673276

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT**Annexure B**

In terms of the requirements of Listing Obligation and Disclosure Requirements) 2015, this is to confirm that all the members of the Board and the Senior Management personnel have affirmed Compliance with the Code of Conduct for the year ended March 31, 2019.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

Atul Garg

Managing Director

DIN : 02380612

Place : Delhi

Date : 31-08-2019

Sd/-

HUKAM CHAND GARG

Chairman Director

DIN : 00673276



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

Annexure C

To,

The Members,
M/s GRM OVERSEAS LIMITED
128, First Floor, Shiva Market
Pitampura North Delhi-110034

We have examined the compliance of conditions of corporate governance by GRM Overseas Limited ('the Company') for the year ended March 31, 2019, as stipulated in regulations 17 to 27, and clause (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination is limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on 31 March 2019.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Devesh Arora & Associates
Company Secretaries

Date: 31.08.2019
Place: New Delhi

Sd/-
CS Devesh Arora
Prop.Mem No.: 49034
Mem No.: 49034
COP: 17860

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS****Annexure D**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
GRM OVERSEAS LIMITED
128, First Floor, Shiva Market
Pitampura North Delhi-110034

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of 'GRM OVERSEAS LIMITED' having CIN L74899DL1995PLC064007 and having registered office at 128, First Floor, Shiva Market, Pitampura North Delhi-110034 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal 'http://www.mca.gov.in' as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S. No.	Name of the Director	DIN
1.	Mr. Hukam Chand Garg	00673276
2.	Mr. Rohit Garg	00673304
3.	Mr. Atul Garg	02380612
4.	Mr. Nipun Jain	01075283
5.	Mr. Pardeep Kumar Singal	00910206
6.	Ms. Kiran Dua	06951055
7.	Mr. Raj Kumar Garg	08213680
8.	Mr. Vishnu Bhagwan	00605506

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 31.08.2019
Place: New Delhi

For Devesh Arora & Associates
Company Secretaries

Sd/-
CS Devesh Arora
Prop.Mem No.: 49034
Mem No.: 49034
COP: 17860

**INDEPENDENT AUDITORS' REPORT****To the Members of****GRM OVERSEAS LIMITED****Report on the Audit of the Standalone Ind AS Financial Statements****Opinion**

We have audited the Standalone Ind AS Financial Statements of GRM Overseas Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2019, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Standalone Ind AS Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Ind AS Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

Information Other than the Standalone Ind AS Financial Statements and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Standalone Ind AS Financial Statements and our auditors' report thereon.

Our opinion on the Standalone Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Ind AS Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the state of affairs, profit / loss (including other comprehensive income), changes in equity and cash flows



of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IndAS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Accounting Standards (IndAS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Ind AS Financial Statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Ind AS Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Standalone Ind AS Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our



conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Ind AS Financial Statements, including the disclosures, and whether the Standalone Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Ind AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the IndAS specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position in its Standalone Ind AS Financial Statements;
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
 - iv. The disclosures in the Standalone Ind AS Financial Statements regarding holdings as well as



dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these Standalone Ind AS Financial Statements since they do not pertain to the financial year ended 31 March 2019.

3. With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid/payable by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid/payable to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For Vinod Kumar & Associates
Chartered Accountants
FRN-002304N

Date: 28th May, 2019
Place: Delhi

MukeshDadhich
Partner
M.No. 511741

**Annexure A to the Independent Auditors' Report**

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the Standalone Ind AS Financial Statements for the year ended 31 March 2019, we report the following:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies have been noticed on physical verification as confirmed by the management. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- (ii) The Company has been regular in following the procedures of physical verification of inventories which is reasonable and adequate in relation to the size of the company and the nature of its business.

In our opinion and on the basis of our examination of inventory records, we are of the opinion that the company is maintaining proper records of inventory and no material discrepancies were observed on physical verification done by the management.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships and other parties, mentioned in the register maintained under section 189 of the Companies Act, 2013. Since, the company has not granted any loans, provisions of clause (iii) (a) to (iii) (c) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made, securities and guarantees given.
- (v) The Company has not accepted any deposit from the public. Thus, paragraph 3(v) of the Order is not applicable.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, duty of excise, service tax, Goods and Service Tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employee's state insurance, income tax, sales tax, service tax, Goods and Service Tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31st March 2019 for a period of more than six months from the date they became payable.

 - (b) According to the information and explanations and records of the company, there are no material dues of provident fund, employee state insurance, income tax, sales tax, wealth tax, service tax, Goods and Services Tax, duty of customs, value added tax and cess which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company did not have any outstanding loans or borrowings from financial institutions or government and there are no dues to debenture holders during the year.
- (ix) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. In our opinion, the term loans were applied for the purposes for which the loans were obtained.
- (x) According to the information and explanations given to us, no fraud by the Company or on the Company by



its officers or employees has been noticed or reported during the course of our audit.

- (xi) According to the information and explanations given to us and based on our examination of the records of the company, the company has paid/provided for managerial remuneration in accordance with requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Vinod Kumar & Associates
Chartered Accountants
FRN-002304N

Date: 28th May, 2019
Place: Delhi

Mukesh Dadhich
Partner
M.No. 511741

**Annexure B to the Independent Auditors' Report**

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Standalone Ind AS Financial Statements of GRM Overseas Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to Standalone Ind AS Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Ind AS Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Standalone Ind AS Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to Standalone Ind AS Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Ind AS Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone Ind AS Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to Standalone Ind AS Financial Statements.

Meaning of Internal Financial Controls with reference to Standalone Ind AS Financial Statements

A company's internal financial control with reference to Standalone Ind AS Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Standalone Ind AS Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Ind AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Ind AS Financial Statements.

**Inherent Limitations of Internal Financial Controls with reference to Standalone Ind AS Financial Statements**

Because of the inherent limitations of internal financial controls with reference to Standalone Ind AS Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Standalone Ind AS Financial Statements to future periods are subject to the risk that the internal financial control with reference to Standalone Ind AS Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to Standalone Ind AS Financial Statements and such internal financial controls with reference to Standalone Ind AS Financial Statements were operating effectively as at 31 March 2019, based on the internal control with reference to Standalone Ind AS Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Vinod Kumar & Associates

Chartered Accountants

FRN-002304N

Date: 28th May, 2019

Place: Delhi

Mukesh Dadhich

Partner

M.No. 511741


Balance Sheet as at 31st March, 2019

Particulars	Note	As at	
		31st March, 2019	31st March, 2018
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	307,170,526	207,753,012
(b) Capital work-in-progress	3A	30,923,292	-
(c) Financial assets			
(i) Investments	4	14,217,974	14,217,974
(ii) Other financial assets	5	263,360	746,350
(d) Other non-current asset	6	33,527,139	6,925,431
Total non-current assets		386,102,291	229,642,767
Current assets			
(a) Inventories	7	1,598,061,614	1,942,581,160
(b) Financial assets			
(i) Trade receivables	8	2,718,428,105	1,868,895,640
(ii) Cash and cash equivalents	9	11,987,284	3,003,026
(iii) Other bank balances	10	2,250,841	1,334,282
(iv) Other financial asset	11	21,157,088	-
(c) Other current assets	12	37,294,354	50,475,434
Total current assets		4,389,179,286	3,866,289,542
TOTAL ASSETS		4,775,281,577	4,095,932,309
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	13	36,895,000	36,895,000
(b) Other equity	14	640,826,770	500,611,722
Total equity		677,721,770	537,506,722
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	15	4,729,688	6,362,977
(b) Provisions	16	2,180,212	-
(c) Deferred tax liability (net)	17	22,478,156	23,215,245
Total non current liabilities		29,388,056	29,578,222
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	3,471,757,887	2,905,357,953
(ii) Trade payable	19		
1. Dues of micro enterprises and small enterprises		1,322,174	-
"2. Dues of creditor other than micro enterprises and small enterprises"		400,098,362	514,526,102
(iii) Other financial liabilities	20	167,523,524	77,624,807
(b) Other current liabilities	21	23,125,002	17,929,937
(c) Provisions	16	116,494	-
(d) Income tax liabilities (net)	22	4,228,308	13,408,566
Total current liabilities		4,068,171,751	3,528,847,365
TOTAL EQUITY AND LIABILITIES		4,775,281,577	4,095,932,309

Statement of significant accounting policies

2

The accompanying summary of significant accounting policies and other explanatory notes are an integral part of the financial statements. This is the Balance Sheet referred to in our report of even date

For Vinod Kumar & Associates

Chartered Accountants
Firm Registration No. 002304N

CA Mukesh Dadhich

Partner
Membership No. 511741
Delhi, 28th May, 2019

For and on behalf of the board

Sd/-
Hukam Chand Garg
Director
DIN : 00673276

Atul Garg
Managing Director
DIN : 02380612

Sd/-
Rattan Lal Mittal
Chief Financial Officer

Gaurav Kumar
Company Secretary
M. No. 50776



Statement of profit and loss for the year ended 31st March, 2019

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
Income			
Revenue from operation	23	10,706,306,673	9,249,603,328
Other income	24	14,506,142	-
TOTAL INCOME		10,720,812,815	9,249,603,328
Expenses			
Cost of material consumed	25	8,967,320,372	8,017,817,760
Changes in inventories of finished goods	26	255,704,824	(157,016,886)
Employee benefit expenses	27	33,464,370	29,360,956
Finance costs	28	158,468,063	147,384,780
Depreciation and amortisation expense	29	21,543,424	20,260,505
Other expenses	30	1,033,157,506	1,010,836,203
TOTAL EXPENSES		10,469,658,559	9,068,643,318
PROFIT BEFORE TAX		251,154,256	180,960,010
Tax expense:			
-Current tax	31	89,436,859	63,533,795
-Deferred tax charge/(credit)	17	(737,089)	671,942
TOTAL TAX EXPENSE		88,699,770	64,205,737
PROFIT FOR THE YEAR		162,454,486	116,754,273
OTHER COMPREHENSIVE INCOME (OCI)			
(A) (i) Items that will not be reclassified subsequently to profit or loss			
(a) Remeasurement of defined employee benefit plans		-	-
(ii) Income tax on items that will not be reclassified subsequently to profit or loss		-	-
TOTAL OTHER COMPREHENSIVE INCOME/ (LOSSES)			
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		162,454,486	116,754,273
Earning per equity share of face value of ₹ 10 each	32		
Basic & Diluted (₹)		44.03	31.65

Statement of significant accounting policies

2

The accompanying summary of significant accounting policies and other explanatory notes are an integral part of the financial statements.

This is the Balance Sheet referred to in our report of even date

For and on behalf of the board

For Vinod Kumar & AssociatesChartered Accountants
Firm Registration No. 002304N**CA Mukesh Dadhich**Partner
Membership No. 511741
Delhi
28th May, 2019**Sd/-****Hukam Chand Garg**
Director
DIN : 00673276**Rattan Lal Mittal**
Chief Financial Officer**Sd/-****Atul Garg**
Managing Director
DIN : 02380612**Gaurav Kumar**
Company Secretary
M. No. 50776



Cash Flow Statement for the year ended 31st March, 2019

S.No	Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
A.	Cash flow from operating activities		
	Profit before taxation	251,154,256	180,960,010
	Adjustment for :		
	Depreciation and amortisation	21,543,424	20,260,505
	Depreciation written back on assets sold	(629,181)	-
	Finance cost	158,468,063	147,384,780
	(profit) / Loss on sale of Tangible Assets (Net)	(1,163,573)	-
	Operating profit/(loss) before working capital changes	429,372,989	348,605,295
	Adjustment for :		
	Increase/ (Decrease) in trade payables and other liabilities	(15,715,079)	43,275,788
	Decrease/ (Increase) in inventories	344,519,546	56,809,029
	Decrease/ (Increase) in trade receivables and other assets	(884,543,750)	(1,166,464,006)
	Cash Generated from operations	(126,366,293)	(717,773,894)
	Taxes paid (net)	(98,617,117)	(50,125,229)
	Net cash flow from/(used in) operating activities (A)	(224,983,410)	(767,899,123)
B.	Cash from investing activities		
	Purchase of property, plant and equipment	(126,056,472)	(15,842,950)
	Increase in Capital Work in Progress	(30,923,292)	-
	Sale of property, plant and equipment	5,724,715	-
	Purchase of Investments	-	(11,779,200)
	Profit on sale of investments	1,163,572	-
	Net cash used in investing activities (B)	(150,091,476)	(27,622,150)
C.	Cash flow from financing activities		
	Proceeds from long-term borrowings	(1,633,289)	(477,872,840)
	Proceeds from short-term borrowings	566,399,935	1,409,190,208
	Finance cost paid	(158,468,063)	(147,384,780)
	Dividend and DDT Paid	(22,239,438)	-
	Net cash flow from financing activities (C)	384,059,145	783,932,588
D.	Net increase/ (decrease) in cash and cash equivalents (A+B+C)	8,984,258	(11,588,685)
E.	Cash and cash equivalents as at the beginning of the year	3,003,026	14,591,710
F.	Cash and cash equivalents as at the end of the year	11,987,284	3,003,026
	Component of cash and cash equivalents		
	Balance with banks	11,381,937	2,885,268
	Cash in hand	605,347	117,758
	Total	11,987,284	3,003,026

The cash flow statement has been prepared in accordance with 'Indirect method' as set out in the Ind AS 7 on 'Cash Flow Statements', as specified in the Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rule, 2014.

As per our report of even date

For and on behalf of the board

For Vinod Kumar & Associates

Chartered Accountants

Firm Registration No. 002304N

CA Mukesh Dadhich

Partner

Membership No. 511741

Delhi

28th May, 2019

Sd/-

Hukam Chand Garg

Director

DIN : 00673276

Rattan Lal Mittal

Cheif Financial Officer

Sd/-

Atul Garg

Managing Director

DIN : 02380612

Gaurav Kumar

Company Secretary

M. No. 50776

**Note No. 1****Significant Accounting Policies and Notes to Accounts****CORPORATE INFORMATION**

GRM OVERSEAS LIMITED (the 'Company') was incorporated in India as a limited company under the Companies Act, 1956 vide certificate of incorporation no. 55-64007 dt.03 January, 1995. The Company got Certificate of Commencement of Business on 10 January, 1995 and is engaged primarily in the business of milling, processing and marketing of branded and non-branded basmati rice in the domestic and overseas market. The company is listed on Bombay Stock Exchange in India.

Note No. 2**SIGNIFICANT ACCOUNTING POLICIES****(a) Statement of compliance**

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

(b) Basis of preparation and presentation

The financial statements have been prepared on the historical cost basis except for certain financial assets & liabilities and defined benefit plans which have been measured at fair value amount. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle which has been taken as 12 months. Company's financial statements are presented in Indian Rupees, which is also its functional currency.

(c) Property, plant and equipment

Freehold land is carried at historical cost. All other items of Property, plant and equipment are stated at cost, net of trade discount, rebates and recoverable taxes less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bring the assets to its working condition for its intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. Depreciation on property, plant and equipment provided using straight line method. Depreciation is calculated based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Gains or losses arising from de-recognition of fixed Assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

(d) Lease hold improvements

The company has acquired a plant inclusive of leasehold land, building thereupon and machinery at Industrial Estate at GIDC, Gandhidham, Gujarat. Simultaneously, the company has also purchased one adjoining industrial leasehold plot at Industrial Estate at GIDC, Gandhidham, Gujarat for warehousing purposes. Construction work is in progress thereupon. Leasehold improvements are carried at historical cost. Such cost includes purchase price, borrowing cost and any cost directly attributable to bring the assets to its working condition for its intended use.



Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. Depreciation on leasehold improvements are provided using straight line method based on management estimate of useful life of the assets. Gains or losses arising from de-recognition of leasehold improvements are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

(e) Intangible assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortization /depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. Intangible assets are amortized using straight line method based on management estimate of useful life of the assets.

(f) Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usages.

(g) Finance Cost

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

(h) Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of scrap, which is valued at net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition. Cost of raw materials, stores and spares, packing materials, trading and other products are determined on weighted average basis.

(i) Impairment of property, plant and equipment and intangible assets

An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units).

(j) Contingencies /Provisions

Provision is recognized when the Company has a present obligation as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a



reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate of the expenditure required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount can not be made.

(k) Employee Benefits Expense

Short Term Employee Benefits obligation

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services. These benefits include compensated absences and performance incentives

Other long-term Employee Benefit obligations

The liabilities for earned leave which are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are measured on the basis of independent actuarial valuation certificate as the present value of the expected future payments to be made in respect of service provided by the employees upto the end of the reporting period.

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plans

The Company pays gratuity to the eligible employees in accordance with the payment of Gratuity act, 1972. The liability recognized in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligations are calculated at the end of the reporting period by actuaries using the projected unit credit method. Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

(l) Tax Expenses

The tax expense for the period comprises current and deferred tax. Tax is recognised in Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

- **Current tax** : Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

- **Deferred tax** : Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which



the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

(m) Foreign Exchange Transaction and translation

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian Rupee (INR), which is Company's functional and presentation currency. Foreign currency transactions are translated into the functional currency using the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets. Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item.

(n) Revenue recognition

Revenue is recognised when control of the products being sold has transferred to the customer and when there are no longer any unfulfilled obligations to the customer. This is generally on delivery to the customer but depending on individual customer terms, this can be at the time of dispatch, delivery or upon formal customer acceptance. This is considered the appropriate point where the performance obligations in our contracts are satisfied as Company no longer have control over the inventory. Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and Indirect Taxes. No element of financing is present in the pricing arrangement. Settlement terms range from cash-on-delivery to credit terms ranging upto 180 days.

(o) Dividend Income is recorded when the right to receive payment is established. Interest income is recognised using the effective interest method.

(p) Financial Instruments

Financial Assets

-Measurement - At initial recognition, the Company measures a financial assets at its fair value plus, in the case of a financial assets not at fair value through profit or loss, transaction cost that are directly attributable to the acquisition of the financial asset. Transaction cost of financial assets carried at fair value through profit or loss are expensed off in the statement of profit or loss. Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debts investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognised in profit or loss when the assets is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

-Investment - The Company account for its investments in subsidiaries, associates and joint venture at cost and all other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in Other Comprehensive Income.



- Impairment of financial assets - The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables Company applies simplified approach which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Financial liabilities

- Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

- Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short

Derecognition of financial instruments -The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

(q) Earning per Share

Basic earning per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year. The Company did not have any potentially dilutive securities in any of the years presented.

(r) Costs and expenses are recognised when incurred and have been classified according to their nature.

(s) Use of estimates and judgements

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires the management to make estimates and assumptions that affect the balances of assets and liabilities, disclosures of contingent liabilities as at the date of the financial statements and the reported amounts of income and expenses for the periods presented. The Company has a policy to review these estimates and underlying assumptions on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

C - RECENT INDIAN ACCOUNTING STANDARDS (IND AS)

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind AS which the Group has not applied as they are effective from April 1, 2019:

Ind AS 116 – Leases

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. It sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard



also contains enhanced disclosure requirements for lessees. The Company does not expect any impact of the adoption of the amended standard on its financial statements.

Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

- (1) The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Group does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS-12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following:

- (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty Consolidated Financial Statements.
- (2) The entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount
- (3) The entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Group does not expect any significant impact of the amendment on its financial statements.

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

Ind AS 28 – Long-term Interests in Associates and Joint Ventures



The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. The Company does not currently have any long-term interests in associates and joint ventures.

Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Company will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

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Statement of changes in Equity for the year ended 31st March, 2019

a) Equity Share Capital		(in Rupees)	
Balance at the beginning of the reporting period.	Changes in equity share capital during the year 2016-17	Balance at the end of the reporting period	Changes in equity share capital during the year
36,895,000	Nil	36,895,000	Nil
		"Balance at the end of the reporting period"	
		36,895,000	

b) Equity Share Capital										
Particulars	Investment Allowance Reserve	Securities premium account	Other equity (refer note 14)				Revaluation Reserve	General Reserve	Surplus in statement of Profit & loss	Total
			Investment Allowance Reserve	Securities premium account	Other equity (refer note 14)	Forfieture Share Premium Reserve				
Balance as at the 1st April, 2017	16,215	6,895,000	5,908,495	5,908,495	19,485,409	54,457,326	291,186,509	383,857,449		
Profit for the year	Nil	Nil	Nil	Nil	Nil	Nil	116,754,273	116,754,273		
Total	16,215	6,895,000	5,908,495	5,908,495	19,485,409	54,457,326	407,940,782	500,611,722		
Less : Appropriations										
Balance as at 31st March, 2018	16,215	6,895,000	5,908,495	5,908,495	19,485,409	54,457,326	407,940,782	500,611,722		
Balance as at 1st April, 2018	16,215	6,895,000	5,908,495	5,908,495	19,485,409	54,457,326	407,940,782	500,611,722		
Profit for the year	Nil	Nil	Nil	Nil	Nil	Nil	162,454,486	162,454,486		
Total	16,215	6,895,000	5,908,495	5,908,495	19,485,409	54,457,326	570,395,268	663,066,208		
Less : Appropriations										
Dividend for the year	Nil	Nil	Nil	Nil	Nil	Nil	18,447,500	18,447,500		
Dividend distribution tax on dividend	Nil	Nil	Nil	Nil	Nil	Nil	3,791,938	3,791,938		
Balance as at 31st March, 2019	16,215	6,895,000	5,908,495	5,908,495	19,485,409	54,457,326	548,155,830	640,826,770		

As per our report of even date

For Vinod Kumar & Associates
Chartered Accountants
Firm Registration No. 002304N

Sd/- Hukam Chand Garg
Director
DIN : 00673276

Sd/- Atul Garg
Managing Director
DIN : 02380612

CA Mukesh Dadhich
Partner
Membership No. 511741
Delhi
28th May, 2019

Rattan Lal Mittal
Chief Financial Officer

Gaurav Kumar
Company Secretary
M. No. 50776



4. Investments (non-current)	As at 31st	As at 31st
Unquoted investments in equity instruments of subsidiaries	March, 2019	March, 2018
at Amortised Cost:		
1,70,000 Equity shares fully paid up @ Rs 10/-	14,217,974	14,217,974
Total	14,217,974	14,217,974
5. Other financial assets (non-current)	As at 31st	As at 31st
	March, 2019	March, 2018
Bank deposit with more than 12 months maturity*#	263,360	746,350
Total	263,360	746,350
*The deposit are restricted as they are held as margin money deposit against guarantees given by the company		
#Includes interest accrued but not due		
6. Other non-current asset	As at 31st	As at 31st
	March, 2019	March, 2018
Unsecured- considered good unless otherwise stated		
Capital advances	26,576,708	-
Security deposit	6,950,431	6,925,431
Total	33,527,139	6,925,431
7. Inventories*^	As at 31st	As at 31st
	March, 2019	March, 2018
Raw Materials and components	577,058,143	665,872,865
Finished goods	1,021,003,471	1,276,708,295
Total	1,598,061,614	1,942,581,160
*Inventories have been hypothecated with banks against working capital loans, refer note 18 for details.		
^Raw Material and Finished Goods includes transit stock and stock lying with 3rd parties Rs. 289,772,050 and Rs. 478,006,599 respectively		
8. Trade receivables*	As at 31st	As at 31st
	March, 2019	March, 2018
Unsecured, Considered Good	2,718,428,105	1,868,895,640
Total	2,718,428,105	1,868,895,640
*Trade receivables have been hypothecated with State Bank of India & Union Bank of India against working capital loans. Also refer note 38 for related parties details.		
9. Cash and cash equivalents	As at 31st	As at 31st
	March, 2019	March, 2018
Bank Balances		
-on current accounts	11,381,937	2,885,268
Cash/ cheques in hand	605,347	117,758
Total	11,987,284	3,003,026
10. Other bank balances	As at 31st	As at 31st
	March, 2019	March, 2018
Term deposit with maturity for more than 3 months but less than 12 months		
-Fixed deposits	2,055,486	-
-Margin money deposits	-	1,334,282
Unclaimed Dividend Account	195,355	-
Total	2,250,841	1,334,282


11. Other financial asset (current)

	As at 31st March, 2019	As at 31st March, 2018
Earnst Money Deposit	20,000,000	-
other Receivable	1,157,088	-
Total	21,157,088	-

12. Other current assets

	As at 31st March, 2019	As at 31st March, 2018
Considered good		
Advances to suppliers	2,889,832	500,000
Prepaid expenses	1,784,949	1,943,316
Balance with statutory / government authorities	32,595,063	48,032,118
Other advance	24,510	-
Total	37,294,354	50,475,434

13. Share capital

	As at 31st March, 2019		As at 31st March, 2018		As at 01st April, 2017	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Authorised share capital						
Equity shares of Rs.10 each	7,000,000	70,000,000	7,000,000	70,000,000	7,000,000	70,000,000
Total	7,000,000	70,000,000	7,000,000	70,000,000	7,000,000	70,000,000
Issued, subscribed and fully paid-up						
Equity shares of Rs.10 each fully paid	3,689,500	36,895,000	3,689,500	36,895,000	3,689,500	36,895,000
Total	3,689,500	36,895,000	3,689,500	36,895,000	3,689,500	36,895,000

a) Reconciliation of the number of shares outstanding is set out below:

Particulars	As at 31st March, 2019		As at 31st March, 2018		As at 01st April, 2017	
Equity Shares						
Shares at the beginning of the year	3,689,500	36,895,000	3,689,500	36,895,000	3,689,500	36,895,000
Add: further issued during the year	Nil	Nil	Nil	Nil	Nil	Nil
Total	3,689,500	36,895,000	3,689,500	36,895,000	3,689,500	36,895,000

b) Terms/rights attached to equity shares

The Company has only one class of equity shares, having a par value of `10 per share. All shares rank pari passu with respect to dividend, voting rights and other terms. Each shareholder is entitled to one vote per share. The dividend proposed, if any, by the Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The repayment of equity share capital in the event of liquidation and buy back of shares are possible subject to prevalent regulations. In the event of liquidation, normally the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c) Details of Equity shareholders holding more than 5% shares

Particulars	As at 31st March, 2019		As at 31st March, 2018		As at 01st April, 2017	
	No. of Shares	% of shares held	No. of Shares	% of shares held	No. of Shares	% of shares held
Equity shares of Rs.10 each, fully paid up held by						
Hukam Chand Garg	1000200	27.11%	1000200	27.11%	1556200	42.18%
Rohit Garg	858000	23.26%	858000	23.26%	1090000	29.54%
Atul Garg	858000	23.26%	858000	23.26%	Nil	0.00%



14. Other Equity	As at 31st March, 2019	As at 31st March, 2018
Investment Allowance Reserve	16,215	16,215
Securities Premium	6,895,000	6,895,000
Forfeiture Share Capital Reserve	5,908,495	5,908,495
Forfeiture Share Premium Reserve	5,908,495	5,908,495
Revaluation Reserve	19,485,409	19,485,409
General Reserve	54,457,326	54,457,326
Surplus in Statement of Profit and Loss		
Balance as at the beginning of the year	407,940,782	291,186,509
Profit for the year	162,454,486	116,754,273
Other comprehensive income / (losses)	-	-
Total comprehensive income		
Less : Appropriations:		
Dividend for the year	18,447,500	-
Dividend Distribution Tax on Dividend	3,791,938	-
Balance as at the end of the year	548,155,830	407,940,782
Total	640,826,770	500,611,722

Nature and purpose of reserves :

Investment Allowance Reserve - This reserve created as per Income Tax Act, 1961.

Securities Premium - Securities Premium Reserve represents premium received on issue of shares at a premium. The reserves can be utilised in accordance with section 52 of Companies Act, 2013

Forfeiture Share Capital Reserve- This represents amount forfeited from a member who fails to pay any call, or installment of call.

Forfeiture Share Premium Reserve- This represents premium amount forfeited from a member who fails to pay any call, or installment of call.

Revaluation Reserve - Revaluation reserve represents increase in fair value of an item of property, plant and equipment less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

General Reserve : The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, item included in the general reserve will not be reclassified subsequently to statement of profit and loss. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

15. Long Term Borrowings	As at 31st March, 2019	As at 31st March, 2018
Secured Loan		
Term Loan from bank*	4,729,688	6,362,977
Total	4,729,688	6,362,977

* Term Loan from bank includes-(i) 37,98,857/- which carries interest @ 9.22% per annum. This loan is repayable in 36 equated monthly installments of 1,27,387/- each including interest from the date of loan. The loan is secured against hypothecation of Motor Car.(ii) 14,84,432/- which carries interest @ 9.52% per annum. This loan is repayable in 36 equated monthly installments of 2,54,320/- each including interest from the date of loan. The loan is secured against hypothecation of Motor Car. (iii) 48,78,544/- which carries interest @ 8.24% per annum. This loan is repayable in 36 equated monthly installments of 2,51,651/- each including interest from the date of loan. The loan is secured against hypothecation of Motor Car.



16. Provision		As at 31st March, 2019	As at 31st March, 2018		
Provision for employee benefits					
Gratuity payable		2,296,706	-		
		2,296,706	-		
Includes-					
Current		116,494			
Non Current		2,180,212			
Total		2,296,706	-		
17. Deferred Tax Liabilities (Net)		As at 31st March, 2019	As at 31st March, 2018		
The movement on the deferred tax account is as follows:					
At the beginning of the year		23,215,245	22,543,303		
Charge/(credit) to statement of Profit and Loss		(737,089)	671,942		
At the end of the year		22,478,156	23,215,245		
Particular	As at 1 April 2017	Provided during the year	As at 1 April 2018	Provided during the year	As at 1 April 2019
<u>Deferred tax liability (Net)</u>					
Deferred tax liability:					
Impact of difference between tax depreciation and depreciation charged for the financial reporting	22,543,303	671,942	23,215,245	65,472	23,280,717
Total deferred tax liability (A)	22,543,303	671,942	23,215,245	65,472	23,280,717
Deferred tax assets:					
MAT credit entitlement	-	-	-	-	-
Disallowance under the Income Tax Act, 1961	-	-	-	802,561	802,561
Total deferred tax assets (B)	-	-	-	802,561	802,561
Deferred Tax Liability (Net) (A - B)	22,543,303	671,942	23,215,245	(737,089)	22,478,156
18. Borrowings (current)		As at 31st March, 2019	As at 31st March, 2018		
Loans repayable on demand (secured):					
Working capital limit from bank*		2,771,781,222	2,334,935,869		
Loans repayable on demand (unsecured):					
Loan from related party					
Inter-corporate loans^		499,918,208	449,971,742		
Loans from related parties^		200,058,457	120,450,342		
Total		3,471,757,887	2,905,357,953		

*Working capital limit from banks are secured by hypothecation of stocks of raw materials, stock in process, finished goods, stores, consumable stores and book debts etc; such credits from banks are also secured by charge on all the present and future asset of the Company and further guaranteed by Promoter Directors. The working capital limit are repayable on demand and carries net interest @ 5% to 7% per annum.

^ Indian rupee loans from corporates and related parties carries interest @ 9% per annum and Interest is payable on yearly basis. Also refer note 38 for related parties details.



19. Trade payables	As at 31st March, 2019	As at31st March, 2018
Dues of Micro enterprises and Small enterprises*	1,322,174	-
Dues of creditors other than Micro enterprises and Small enterprises	400,098,362	514,526,102
Total	401,420,536	514,526,102

*There is no amount over due during the year for which disclosure requirements under Micro, Small and Medium Enterprises Development Act, 2006 are applicable. Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

20. Other current financial liabilities	As at 31st March, 2019	As at31st March, 2018
Current maturities of long term debt	5,432,146	6,609,281
Creditors for capital goods	69,494	-
Unclaimed dividend	195,355	-
Book Overdrafts	6,035,091	71,015,526
Other payables	155,791,438	-
Total	167,523,524	77,624,807

21. Other current liabilities	As at 31st March, 2019	As at31st March, 2018
Advance from customer	4,726,124	3,621,837
Statutory dues payable	9,810,325	7,110,553
Other Payables:		
Electricity Expenses	5,933,550	5,579,308
Statutory audit fee	270,000	108,000
Employees Benefits payable	1,518,995	1,510,239
Other	866,008	-
Total	23,125,002	17,929,937

22. Income tax liabilities (net)	As at 31st March, 2019	As at31st March, 2018
Provision for taxation (Netted off towards advance taxes)	4,228,308	13,408,566
Total	4,228,308	13,408,566

23. Revenue from operations	Year ended 31st March, 2019	Year ended 31st March, 2018
Sale of Goods		
Rice - Export	9,905,424,570	8,478,819,222
Rice - Domestic	694,138,812	668,356,539
Others	106,743,291	102,427,567
Total	10,706,306,673	9,249,603,328

Effective April 01,2018, the company has adopted Ind AS 115- Revenue from customers, using the cumulative effect method and the comparative information is not restated. The adoption of the standard did not have any material impact on the financial statements of the company.



24. Other income	Year ended 31st March, 2019	Year ended 31st March, 2018
Export incentive	4,180,865	-
Gain on sale of mutual fund	8,587,477	-
Interest income	226,981	-
Profit on sale of fixed assets	1,163,572	-
Foreign Currency exchange Fluctuations	-	-
Other Income	347,247	-
Total	14,506,142	-
25. Cost of materials consumed	Year ended 31st March, 2019	Year ended 31st March, 2018
Opening Stock	665,872,865	879,698,780
Add : Purchases	8,878,505,650	7,803,991,845
Total	9,544,378,515	8,683,690,625
Deduct : Closing Stock	577,058,143	665,872,865
Cost of materials consumed	8,967,320,372	8,017,817,760
26. Changes in inventory of finished goods & Traded Goods	Year ended 31st March, 2019	Year ended 31st March, 2018
Finished Goods		
Opening Stock	1,276,708,295	1,119,691,409
Deduct : Closing Stock	1,021,003,471	1,276,708,295
	255,704,824	(157,016,886)
(Increase) / Decrease in stocks	255,704,824	(157,016,886)
27. Employee benefit expenses	Year ended 31st March, 2019	Year ended 31st March, 2018
Salaries, wages and bonus	30,515,621	27,862,626
Contribution to provident and other funds	652,043	1,498,330
Gratuity	2,296,706	-
Total	33,464,370	29,360,956
27.1 Reconciliation of opening and closing balance of defined benefit obligation	Year ended 31st March, 2019	Year ended 31st March, 2018
	Gratuity	Gratuity
Obligation at beginning of year	-	-
Current service cost	2,296,706	-
Interest cost	-	-
Actuarial (gain) / loss	-	-
Benefits paid	-	-
Obligation at year end	2,296,706	-
27.2 Experience recognised during the year In Income Statement	Year ended 31st March, 2019	Year ended 31st March, 2018
	Gratuity	Gratuity
Current Service Cost	2,296,706	-
Interest Cost	-	-
Return on Plan Assets	-	-
Net Cost	2,296,706	-
In Other Comprehensive Income	-	-
Actuarial (Gain) / Loss	-	-
Return on Plan Assets	-	-
Net (Income) / Expense for the period recognised in OCI	-	-

**27.3 The defined benefit obligations shall mature after year ended March 31, 2019 as follows:**

	Year ended 31st March, 2019
01 Apr 2019 to 31 Mar 2020	2,43,893
01 Apr 2020 to 31 Mar 2021	1,24,923
01 Apr 2021 to 31 Mar 2022	7,91,282
01 Apr 2022 to 31 Mar 2023	98,344
01 Apr 2023 to 31 Mar 2024	1,10,513
01 Apr 2024 Onwards	15,66,324

27.4 Actuarial assumptions

	Year ended 31st March, 2019 Gratuity	Year ended 31st March, 2018 Gratuity
Discount rate (per annum)	7.75% p.a.	-
Salary growth rate (per annum)	5% p.a.	-
Withdrawal rate (per annum)	5.00% p.a.	-
Mortality	IALM 2006-08 Ultimate	-

28. Finance costs

	Year ended 31st March, 2019	Year ended 31st March, 2018
Interest on :		
-term loan	854,521	94,663
-working capital limits	88,769,244	79,957,812
-other loans	55,040,188	47,521,823
-Others	4,282,795	488,943
Other borrowing cost	9,521,315	19,321,539
Total	158,468,063	147,384,780

29. Depreciation and amortisation

	Year ended 31st March, 2019	Year ended 31st March, 2018
Depreciation on Property, plant and equipment	21,538,349	20,260,505
Amortisation of intangible assets	5,075	-
Total	21,543,424	20,260,505

30. Other expenses

	Year ended 31st March, 2019	Year ended 31st March, 2018
Power and Fuel	61,016,780	72,572,650
Repairs to		
-Building	656,644	2,215,200
-Machinery	18,719,592	17,946,711
-Others	-	2,600,356
Rent	5,717,491	3,292,456
Business Promotion Expenses	5,660,991	4,301,293
Rates and Taxes	95,794,904	66,277,068
Insurance	12,487,942	6,122,386
Freight, Transport and Delivery	87,239,997	117,787,683
Shipping & Forwarding	360,877,898	387,881,504
Packing Expenses	259,881,067	255,814,590
Rebate & Discounts	24,924,749	8,893,210
Travelling Expenses	3,425,392	7,291,620
Entertainment Expenses	1,550,671	221,528
Printing & Stationery	444,745	371,464
Postage & Courier	1,813,369	1,580,505
Advertisement	1,396,407	651,851



Payment to auditor (Refer details below)	300,000	100,000
Professional Charges	3,432,275	3,283,351
Telephone Expenses	449,639	459,909
Vehicles Running Expenses	999,889	1,588,830
Charity and Donation (CSR)	2,000,000	1,300,000
Contractor Charges	26,145,067	-
Job work charges	54,990,183	29,308,428
Miscellaneous Expenses	1,405,389	18,973,610
Foreign Currency exchange Fluctuations	1,826,425	-
Total	1,033,157,506	1,010,836,203

Payment to auditor	Year ended 31st March, 2019	Year ended 31st March, 2018
Particulars		
As auditor:		
Audit Fee	250,000	70,000
Tax Audit Fee	50,000	20,000
Other matters (Certificates, Tax etc.)	-	10,000
Total	300,000	100,000

31. TAXATION

	Year ended 31st March, 2019	Year ended 31st March, 2018
Income tax recognised in Statement of Profit and Loss		
a) Current tax	89,436,859	63,533,795
b) Deferred tax	(737,089)	671,942
Total income tax expenses recognised in the current year	88,699,770	64,205,737
Provision for current tax for the year includes tax adjustment related to earlier years amounting to Rs. 1,27,344 (previous year Rs. -Nil)		
The income tax expenses for the year can be reconciled to the accounting profit as follows:		
Profit before tax	162,454,486	116,754,273
Applicable Tax Rate	34.94%	34.94%
Computed Tax Expense	56,768,096	40,798,613
Tax effect of :		
Exempted income	-	-
Expenses disallowed	6,400,925	-
Adjustment of Tax on other Comprehensive Income	-	-
Total	63,169,021	40,798,613
Tax adjustment related to earlier years	(127,344)	-
Current Tax Provision - (A)	63,041,677	40,798,613
Incremental Deferred Tax Liability on account of Tangible and Intangible Assets	65,472	671,942
Incremental Deferred Tax Asset on account of Financial Assets and Other Items	802,561	-
Deferred tax Provision (B)	868,033	671,942
Tax Expenses recognised in Statement of Profit and Loss (A+B)	63,909,710	41,470,555
Effective Tax Rate	39.34%	35.52%



32. Earnings per share	Year ended 31st March, 2019	Year ended 31st March, 2018
(i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (`)	162,454,486	116,754,273
(ii) Weighted average number of equity shares used as denominator for calculationg EPS (`)	3,689,500	3,689,500
(iii) Basic and diluted earnings per share (`)	44.03	31.65
(iv) Nominal value per share (`)	10	10

33. There is no amount over due during the year for which disclosure requirements under Micro, Small and Medium Enterprises Development Act, 2006 are applicable. Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

34. Fair value measurement hierarchy	Year ended 31st March, 2019 Carrying Amount	Year ended 31st March, 2018 Carrying Amount
Financial Assets at amortised Cost		
Trade Receivables	2,718,428,105	1,868,895,640
Other current financial asset	21,157,088	-
Financial Liabilities		
Borrowings	3,476,487,575	2,911,720,929
Trade payables	402,286,544	514,526,102
Other financial liabilities	167,523,524	77,624,807

Financial risk management

The Company has exposure to the following risks arising from financial instruments:

A) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities. The carrying amount of financial assets represents the maximum credit exposure.

- trade receivables.

- other current financial Assets"

a) Credit risk management

The Company assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the company, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

A: Low

B: Medium

C: High


Assets under credit risk –

Description	Year ended 31st March, 2019	Year ended 31st March, 2018
A: Low		
Investments	14,217,974	14,217,974
Other Financial Assets	21,420,448	746,350
Cash and cash equivalents	11,987,284	3,003,026
Other bank balances	2,250,841	1,334,282
Trade receivables	2,718,428,105	1,868,895,640

Cash and cash equivalents and other bank balances

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

Trade receivables

The Company closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. The Company assesses increase in credit risk on an ongoing basis for amounts receivable that become past due and default is considered to have occurred when amounts receivable become past due one year. However, there are no amounts outstanding for more than a year so no credit risk associated with this. Other financial assets measured at amortised cost

Other financial assets measured at amortised cost

includes loans and advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

b) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the company operates.

Maturities of financial liabilities

The tables below analyze the Company's financial liabilities into relevant maturity of the Company based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

March 31, 2019	Less than 1 year	1-3 year	More than 3years	Total
Borrowings	3,471,757,887	4,729,688		3,476,487,575
Trade payable	401,420,536	-		401,420,536
Other financial liabilities	167,523,524	-		167,523,524
Total	4,040,701,947	4,729,688	-	4,045,431,635

March 31, 2018	Less than 1 year	1-3 year	More than 3years	Total
Borrowings	2,905,357,953	6,362,977	-	2,911,720,930
Trade payable	514,526,102	-	-	514,526,102
Other financial liabilities	77,624,807	-	-	77,624,807
Total	3,497,508,862	6,362,977	-	3,503,871,839

**C) Market risk**

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

a) Foreign currency risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US Dollar. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Company.

(i) Exposure to currency risk

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR are as follows.

Particulars	In foreign currency		In Indian rupees	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Financial assets				
Trade receivables				
USD	12,816,952	15,863,614	874,689,884	1,027,593,135
Total	12,816,952	15,863,614	874,689,884	1,027,593,135

(ii) Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in exchange rates of USD, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives. Although the derivatives have not been designated in a hedge relationship, they act as an economic hedge and will offset the underlying transactions when they occur. Accordingly, no sensitivity analysis in respect of such loans is given. The Company's exposure to foreign currency changes for all other currencies is not material.

Currency	Change in rate	Effect on profit before tax	
		31-03-2019	31-03-2018
USD	Appreciation in INR by 5%	43,734,494	51,379,657
USD	Depreciation in INR by 5%	(43,734,494)	(51,379,657)

A positive number represents decrease in profits while a negative number represents increase in profits.

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have any non current obligations with floating rate of interest. The Company has floating rate of interest in respect of current borrowings.

Interest rate Sensitivity Analysis

The following table demonstrates the sensitivity to a reasonable possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before taxes is affected through the impact on floating rate borrowings, as follows:



Particulars	Inc/Dec in basis points	Effect on profit before taxes
31-03-19		
Long Term Borrowings	50.00	(23,648)
Long Term Borrowings	(50.00)	23,648
Short Term Borrowings	50.00	(17,358,789)
Short Term Borrowings	(50.00)	17,358,789
31-03-18		
Long Term Borrowings	50.00	(31,815)
Long Term Borrowings	(50.00)	31,815
Short Term Borrowings	50.00	(14,526,790)
Short Term Borrowings	(50.00)	14,526,790

- The Positive amount represents increase in profits while a negative amount represents decrease in profits.

- The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

35. Capital management

The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern.
- to provide an adequate return to shareholders."

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet. Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt. The Company's adjusted net debt to equity ratio as at year end were as follows:

Particulars	March 31, 2019	March 31, 2018
Total borrowings	3,481,919,721	2,918,330,210
Less : cash and cash equivalents	11,987,284	3,003,026
Net debt	3,469,932,437	2,915,327,184
Total equity	677,721,770	537,506,722
Adjusted net debt to adjusted equity ratio	5.12	5.42

Dividends

Particulars	March 31, 2019	March 31, 2018
(i) Final Dividend		
For the year ended March 31, 2018 of 5 per share (excluding tax)	18,447,500	-
For the year ended March 31, 2017 of 5 per share (excluding tax)	-	-
(ii) Proposed Dividend		
For the year ended March 31, 2019 of 5 per share (excluding tax)	18,447,500	18,447,500
For the year ended March 31, 2018 of 5 per share (excluding tax)	-	-

This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.

**36. Events after the reporting period**

Dividends paid during the year ended March 31, 2019 include an amount of Rs. 5.00 per equity share towards final dividend for the year ended March 31, 2018.

Dividend declared by the Company is based on the profit available for distribution. Distribution of dividends out of general reserve and retained earnings is subject to applicable dividend distribution tax. On May 28, 2019, the Board of Directors of the Company have proposed a final dividend of Rs. 5.00 per share in respect of the year ended March 31, 2019. The proposal is subject to the approval of shareholders at the Annual General Meeting, and if approved, would result in a cash outflow of Rs. 222.39 lacs, inclusive of corporate dividend tax of Rs. 37.92 lacs

37. Approval of Financial Statements

The financial statements were approved by the board of directors on 28th May, 2019.

38. Related Party Disclosures:

The list of related parties as identified by the management is as under:

Subsidiary	(i) GRM International Holdings Ltd.
Fellow Subsidiary	(i) GRM Fine Food Inc.
Key Managerial Personnel	(i) Mr. Hukam Chand Garg Director (ii) Late Mr. Rohit garg Director (iii) Mr. Atul Garg Director (iv) Mr. Rattan Lal Mittal CFO (v) Mr. Gaurav Kumar (WEF 02.05.2018)CS

Person related to KMP's Mrs. Jugpati devi Wife of Mr. Hukam Chand Garg

Following transactions were carried out with related parties in the ordinary course of business for the Year ended 31st March 2019 :

Nature of transaction	Year ended 31 March 2019	Year ended 31 March 2018	Year ended 31 March 2019	Year ended 31 March 2018	Year ended 31 March 2019	Year ended 31 March 2018
Sale of Finished Goods(export)						
GRM International Holdings Ltd.	74,154,951	335,204,292	-	-	-	-
Unsecured Loans Key management personnel or their relatives :-						
Hukam Chand Garg						
-Amount received	-	-	-	-	68,528,331	60,200,000
-Amount repaid	-	-	-	-	37,123,619	108,077,427
-Interest accrued	-	-	-	-	2,034,936	6,645,790
Late Rohit Garg						
-Amount received	-	-	-	-	3,204,050	68,900,000
-Amount repaid	-	-	-	-	9,015,900	29,800,000
-Interest accrued	-	-	-	-	6,702,837	4,403,194
Atul Garg						
-Amount received	-	-	-	-	33,884,496	61,300,000
-Amount repaid	-	-	-	-	20,634,496	34,562,274
-Interest accrued	-	-	-	-	4,556,953	2,169,151



Nature of transaction	Year ended 31 March 2019	Year ended 31 March 2018	Year ended 31 March 2019	Year ended 31 March 2018	Year ended 31 March 2019	Year ended 31 March 2018
Companies in which directors or their relates are interested :-						
Alfa technobuild Pvt. Ltd.						
-Amount received	-	-	3,927,851	29,000,000	-	-
-Amount repaid	-	-	34,237,851	30,011,780	-	-
-Interest accrued	-	-	4,287,802	2,489,960	-	-
HA Buildtech Pvt. Ltd.						
-Amount received	-	-	571,970	25,130,000	-	-
-Amount repaid	-	-	9,971,970	13,230,000	-	-
-Interest accrued	-	-	3,395,668	1,912,256	-	-
Paras Infraprojects Pvt. Ltd.						
-Amount received	-	-	5,068,565	13,550,000	-	-
-Amount repaid	-	-	1,428,565	34,269,858	-	-
-Interest accrued	-	-	4,202,108	3,817,046	-	-
Prestige Infraprojects Pvt. Ltd.						
-Amount received	-	-	8,068,763	12,950,000	-	-
-Amount repaid	-	-	2,968,763	36,274,960	-	-
-Interest accrued	-	-	2,069,839	2,530,149	-	-
Samarth Technobuild Pvt. Ltd.						
-Amount received	-	-	14,820,575	46,200,000	-	-
-Amount repaid	-	-	29,630,575	12,021,628	-	-
-Interest accrued	-	-	10,669,251	7,363,838	-	-
Eros Agro & Farms Pvt. Ltd.						
-Amount received	-	-	106,496,085	21,300,000	-	-
-Amount repaid	-	-	23,484,585	5,334,349	-	-
-Interest accrued	-	-	8,888,583	6,283,692	-	-
Rohit Buildtech Pvt. Ltd.						
-Amount received	-	-	10,727,210	15,500,000	-	-
-Amount repaid	-	-	5,433,160	9,790,000	-	-
-Interest accrued	-	-	4,692,424	2,700,128	-	-
Shine Technobuild Pvt. Ltd.						
-Amount received	-	-	3,959,141	25,640,544	-	-
-Amount repaid	-	-	34,109,141	13,440,544	-	-
-Interest accrued	-	-	3,539,787	2,094,436	-	-
Rent paid to key management personnel or their relative						
Hukum chand garg	-	-	-	-	600,000	600,000
Late Rohit garg (Loan A/c)	-	-	-	-	270,000	270,000
Hukum chand garg HUF	-	-	-	-	450,000	450,000
Jugpati devi	-	-	-	-	600,000	600,000
Remuneration paid to KMP's or their relatives						
Mr. Hukam Chand Garg(Director)	-	-	-	-	-	900,000
Late Mr. Rohit Garg(Director)	-	-	-	-	8,400,000	2,550,000
Mr. Atul Garg (Director)	-	-	-	-	8,400,000	2,550,000
Mr.Rattan Lal(CFO)	-	-	-	-	370,400	300,000
Mr. Gaurav Kumar(CS)	-	-	-	-	248,612	-
Ms.Tanushree Aggarwal(CS)	-	-	-	-	-	30,000
Mr. Sumit Bajaj(CS)	-	-	-	-	-	10,000
Ms.Seema Suri(CS)	-	-	-	-	-	20,000
Balance Payable as at year end						
Hukum chand garg	-	-	-	-	46,843,640	13,607,486
Late Rohit garg	-	-	-	-	93,639,118	64,618,415



Atul garg	-	-	-	-	59,575,699	42,224,441
Alfa technobuild Pvt. Ltd.	-	-	21,931,889	48,382,867	-	-
HA Buildtech Pvt. Ltd.	-	-	31,772,103	38,116,002	-	-
Paras Infraprojects Pvt. Ltd.	-	-	53,293,221	45,871,324	-	-
Prestige Infraprojects Pvt. Ltd.	-	-	27,036,159	20,073,304	-	-
Samarth Technobuild Pvt. Ltd.	-	-	108,599,704	113,807,378	-	-
Eros Agro & Farms Pvt. Ltd.	-	-	187,082,969	96,071,744	-	-
Rohit Buildtech Pvt. Ltd.	-	-	56,808,220	47,290,988	-	-
Shine Technobuild Pvt. Ltd.	-	-	13,393,943	40,358,135	-	-
Jugpati devi	-	-	-	-	567,000	-
Atul garg	-	-	-	-	374,165	-
Hukum chand garg HUF	-	-	-	-	347,750	-
Late Rohit garg (Rent A/c)	-	-	-	-	491,843	-

Balance Receivable as at year end

GRM International Holdings Ltd.	187,101,301	317,175,990	-	-	-	-
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* Remuneration paid to KMP's does not include the provision made for gratuity and leave benefits, as they are determined on an actuarial basis for all the employees together.

39. Disclosure relating to Corporate Social Responsibility (CSR) Expenditure

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
(i) Gross amount required to be spent by the Company during the year	19.81	14.10
	19.81	14.10
(ii) Amount spent during the year ending on March 31, 2019:		
1. Construction / acquisition of any asset	-	-
2. On purposes other than (1) above		
– Promting Health Care through All India Society For Health Aid Education And Research (Asha) Regd.	20.00	-
(iii) Amount spent during the year ending on March 31, 2018:		
1. Construction / acquisition of any asset	-	-
2. On purposes other than (1) above		
– Promting Health Care through Shri Agrasen North Ex. Welfare Society	-	13.00

40. The previous year figures have been regrouped/ reclassified, wherever necessary to conform to the current year presentation.

41. The Company is predominantly engaged in the single business segment of food sector.

As per our report of even date

For and on behalf of the board

For Vinod Kumar & Associates
Chartered Accountants
Firm Registration No. 002304N

Sd/-
Hukam Chand Garg
Director
DIN : 00673276

Sd/-
Atul Garg
Managing Director
DIN : 02380612

CA Mukesh Dadhich
Partner
Membership No. 511741
Delhi
28th May, 2019

Rattan Lal Mittal
Cheif Financial Offier

Gaurav Kumar
Company Secretary
M. No. 50776

**TO THE MEMBERS OF GRM OVERSEAS LIMITED****REPORT ON THE AUDIT OF THE CONSOLIDATED Ind AS FINANCIAL STATEMENTS****OPINION**

We have audited the accompanying Consolidated Ind AS Financial Statements of GRM Overseas Limited (here in after referred to as “the Holding Company”), its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”) comprising of the consolidated Balance sheet as at March 31, 2019, the consolidated Statement of Profit and Loss including other comprehensive income, the consolidated Cash Flow Statement and the consolidated statement of Changes in Equity for the year then ended, and notes to the Consolidated Ind AS Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the Consolidated Ind AS Financial Statements”). In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid Consolidated Ind AS Financial Statements give the information required by the Companies Act, 2013, as amended (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the Consolidated Ind AS Financial Statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the ‘Auditor’s Responsibilities for the Audit of the Consolidated Ind AS Financial Statements’ section of our report. We are independent of the Group in accordance with the ‘Code of Ethics’ issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS Financial Statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Ind AS Financial Statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the Consolidated Ind AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined that there are no key audit matters to communicate in our report.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR’S REPORT THEREON

The Holding Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Consolidated Ind AS Financial Statements and our auditor’s report thereon.

Our opinion on the Consolidated Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the



Consolidated Ind AS Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT FOR THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Ind AS Financial Statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Ind AS Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Ind AS Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Ind AS Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Ind AS Financial Statements, including the disclosures, and whether the Consolidated Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the Consolidated Ind AS Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Ind AS Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Ind AS Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company included in the Consolidated Ind AS Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS Financial Statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTER

(a) We did not audit the financial statements of 2 subsidiaries included in the consolidated Ind AS financial Statements, whose financial statements reflect total assets of Rs. 16.24 Crores as at 31 March, 2019, total revenues of Rs. 38.42 Crores, total loss after tax (net) of Rs. 7.17 Crores and total comprehensive loss of Rs. 7.17 Crores and net cash inflow of Rs. 1.12 Crores for the year ended on that date, as considered in the Consolidated Ind AS Financial Statements.

Further, these subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditor under generally accepted auditing standards applicable in their respective countries. The Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our opinion, in so far as it relates to the financial information of such subsidiaries located outside



India, is based on the report of other auditor and the conversion adjustments prepared by the management of the Company and audited by us.

Our opinion on the Consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries located outside India and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based on the report of other auditor and the conversion adjustments prepared by the management of the Company and audited by us.

Our opinion above on the Consolidated Ind AS Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

(b) The comparative Consolidated Ind AS Financial Statements of the Company for the year ended 31st March 2018, included in these Consolidated Ind AS Financial Statements, have been audited by another Firm of Chartered Accountants, being the predecessor auditors, who, vide their reports dated 26th May, 2018, expressed an unmodified opinion. Our opinion is not modified in respect of this matter.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'Other Matter' paragraph we report, to the extent applicable, that:
 - (a) We / the other auditors whose report we have relied upon, have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Ind AS Financial Statements;
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Ind AS Financial Statements;
 - (d) In our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding company is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these Consolidated Ind AS Financial Statements of the Holding Company, refer to our separate Report in "Annexure 1" to this report;
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies(Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:
 - i. The Group does not have any pending litigations which would impact its financial position in its Consolidated Ind AS Financial Statements;
 - ii. The Group did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;



- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company; and
- iv. The disclosures in the Consolidated Ind AS Financial Statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these Consolidated Ind AS Financial Statements since they do not pertain to the financial year ended 31 March 2019.

2. With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid/payable by the Holding Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid/payable to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For Vinod Kumar & Associates
Chartered Accountants
F.R.No. 002304N

(CA. Mukesh Dadhich)
Partner
M.No.511741
Date: 28th May, 2019
Place: New Delhi

**To the Independent Auditor's Report of even date on the Consolidated Ind AS Financial Statements of GRM OVERSEAS LIMITED****REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (i) OF SUB-SECTION 30F SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")**

In conjunction with our audit of the Consolidated Ind AS Financial Statements of GRM Overseas Limited as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of GRM Overseas Limited (hereinafter referred to as the "Holding Company"), as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Board of Directors of the Holding Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Holding Company internal financial controls over financial reporting with reference to these Consolidated Ind AS Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Consolidated Ind AS Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these Consolidated Ind AS Financial Statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Consolidated Ind AS Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to these Consolidated Ind AS Financial Statements.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING WITH REFERENCE TO THESE CONSOLIDATED IND AS FINANCIAL STATEMENTS

A company's internal financial control over financial reporting with reference to these Consolidated Ind AS Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these Consolidated Ind AS Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of



the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING WITH REFERENCE TO THESE CONSOLIDATED IND AS FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Consolidated Ind AS Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these Consolidated Ind AS Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Consolidated Ind AS Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, to the best of our information and according to the explanations given to us the Holding Company, have, maintained in all material respects, adequate internal financial controls system over financial reporting with reference to these Consolidated Ind AS Financial Statements and such internal financial controls over financial reporting with reference to these Consolidated Ind AS Financial Statements were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Vinod Kumar & Associates
Chartered Accountants
F.R.No. 002304N

(CA. Mukesh Dadhich)
Partner
M.No.511741
Date: 28th May, 2019
Place: New Delhi


Consolidated Balance Sheet as at 31st March, 2019

Particulars	Note	As at	
		31st March, 2019	31st March, 2018
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	307,267,813	207,837,007
(b) Capital work-in-progress	3A	30,923,292	-
(c) Financial assets			
(i) Other financial assets	4	263,360	746,350
(d) Other non-current asset	5	33,527,139	6,925,431
Total non-current assets		371,981,604	215,508,788
Current assets			
(a) Inventories	6	1,673,848,577	2,267,503,230
(b) Financial assets			
(i) Trade receivables	7	2,786,793,525	1,909,830,213
(ii) Cash and cash equivalents	8	29,441,114	9,273,299
(iii) Other bank balances	9	2,250,841	1,334,282
(iv) Other financial asset	10	21,157,088	-
(c) Other current assets	11	38,012,472	52,958,353
Total current assets		4,551,503,617	4,240,899,378
TOTAL ASSETS		4,923,485,221	4,456,408,166
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	12	36,895,000	36,895,000
(b) Other equity	13	570,739,655	502,363,231
Total equity		607,634,655	539,258,231
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	14	4,729,688	6,362,977
(b) Provisions	15	2,180,212	-
(c) Deferred tax liability (net)	16	22,478,156	23,231,205
Total non current liabilities		29,388,056	29,594,182
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	3,471,757,887	2,905,357,953
(ii) Trade payable	18		
1. Dues of micro enterprises and small enterprises		1,322,174	-
"2. Dues of creditor other than micro enterprises and small enterprises"		611,533,746	857,178,820
(iii) Other financial liabilities	19	167,523,524	77,624,807
(b) Other current liabilities	20	29,980,377	33,985,605
(c) Provisions	15	116,494	-
(d) Income tax liabilities (net)	21	4,228,308	13,408,566
Total current liabilities		4,286,462,509	3,887,555,752
TOTAL EQUITY AND LIABILITIES		4,923,485,221	4,456,408,166

Statement of significant accounting policies

2

The accompanying summary of significant accounting policies and other explanatory notes are an integral part of the consolidated financial statements.

As per our Report of even date

For and on behalf of the board

For Vinod Kumar & Associates
 Chartered Accountants
 Firm Registration No. 002304N

Sd/-
Hukam Chand Garg
 Director
 DIN : 00673276

Sd/-
Rattan Lal Mittal
 Chief Financial Officer

CA Mukesh Dadhich
 Partner
 Membership No. 511741
 Delhi, 28th May, 2019

Atul Garg
 Managing Director
 DIN : 02380612

Gaurav Kumar
 Company Secretary
 M. No. 50776



Consolidated Statement of profit and loss for the year ended 31st March, 2019

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
Income			
Revenue from operation	22	11,090,502,975	9,441,530,171
Other income	23	14,506,142	715,464
TOTAL INCOME		11,105,009,117	9,442,245,635
Expenses			
Cost of material consumed	24	9,361,740,239	8,501,146,752
Changes in inventories of finished goods	25	255,704,824	(470,978,459)
Employee benefit expenses	26	36,381,185	30,431,462
Finance costs	27	159,869,456	147,551,767
Depreciation and amortisation expense	28	21,585,054	20,288,503
Other expenses	29	1,090,403,734	1,030,938,739
TOTAL EXPENSES		10,925,684,491	9,259,378,764
PROFIT BEFORE TAX		179,324,626	182,866,871
Tax expense:			
-Current tax	30	89,323,281	63,632,291
-Deferred tax charge/(credit)	16	(737,089)	687,902
TOTAL TAX EXPENSE		88,586,193	64,320,193
PROFIT FOR THE YEAR		90,738,433	118,546,678
OTHER COMPREHENSIVE INCOME (OCI)			
(A) (i) Items that will not be reclassified subsequently to profit or loss			
(a) Remeasurement of defined employee benefit plans		-	-
(ii) Income tax on items that will not be reclassified subsequently to profit or loss		-	-
TOTAL OTHER COMPREHENSIVE INCOME/ (LOSSES)		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		90,738,433	118,546,678
Earning per equity share of face value of ₹ 10 each			
Basic & Diluted (₹)	31	24.59	32.13

Statement of significant accounting policies 2

The accompanying summary of significant accounting policies and other explanatory notes are an integral part of the consolidated financial statements.

As per our Report of even date

For and on behalf of the board

For Vinod Kumar & Associates

Chartered Accountants
Firm Registration No. 002304N

CA Mukesh Dadhich

Partner
Membership No. 511741
Delhi
28th May, 2019

**Sd/-
Hukam Chand Garg**
Director
DIN : 00673276

Rattan Lal Mittal
Chief Financial Officer

**Sd/-
Atul Garg**
Managing Director
DIN : 02380612

Gaurav Kumar
Company Secretary
M. No. 50776



Consolidated Statement of Cash Flow for the year ended 31st March 2019

S.No	Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
A.	Cash flow from operating activities		
	Profit before taxation	179,324,626	182,866,871
	Adjustment for :		
	Depreciation and amortisation	21,585,054	20,288,503
	Depreciation written back on assets sold	(629,181)	-
	Foreign currency translation adjustment	(122,571)	-
	Finance cost	159,869,456	147,551,767
	(profit) / Loss on sale of Tangible Assets (Net)	(1,163,573)	-
	Operating profit/(loss) before working capital changes	358,863,811	350,707,142
	Adjustment for :		
	Increase/ (Decrease) in trade payables and other liabilities	(156,132,706)	391,797,337
	Decrease/ (Increase) in inventories	593,654,653	(257,152,544)
	Decrease/ (Increase) in trade receivables and other assets	(910,209,795)	(1,209,881,498)
	Cash Generated from operations	(113,824,037)	(724,529,563)
	Taxes paid (net)	(98,519,500)	(50,223,725)
	Net cash flow from/(used in) operating activities (A)	(212,343,537)	(774,753,288)
B.	Cash from investing activities		
	Purchase of property, plant and equipment	(126,111,394)	(15,954,943)
	Increase in Capital Work in Progress	(30,923,292)	-
	Sale of property, plant and equipment	5,724,715	-
	Purchase of Investments	-	-
	Profit on sale of investments	1,163,572	-
	Net cash used in investing activities (B)	(150,146,399)	(15,954,943)
C.	Cash flow from financing activities		
	Proceeds from long-term borrowings	(1,633,289)	(477,872,840)
	Proceeds from short-term borrowings	566,399,934	1,409,190,209
	Finance cost paid	(159,869,456)	(147,551,767)
	Dividend and DDT Paid	(22,239,438)	-
	Net cash flow from financing activities (C)	382,657,751	783,765,602
D.	Net increase/ (decrease) in cash and cash equivalents (A+B+C)	20,167,815	(6,942,629)
E.	Cash and cash equivalents as at the beginning of the year	9,273,299	16,215,928
F.	Cash and cash equivalents as at the end of the year	29,441,114	9,273,299
	Component of cash and cash equivalents		
	Balance with banks	28,835,767	9,155,541
	Cash in hand	605,347	117,758
	Total	29,441,114	9,273,299

The cash flow statement has been prepared in accordance with 'Indirect method' as set out in the Ind AS 7 on 'Cash Flow Statements', as specified in the Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rule, 2014.

As per our report of even date

For and on behalf of the board

For Vinod Kumar & Associates

Chartered Accountants

Firm Registration No. 002304N

CA Mukesh Dadhich

Partner

Membership No. 511741

Delhi

28th May, 2019

Sd/-

Hukam Chand Garg

Director

DIN : 00673276

Rattan Lal Mittal

Cheif Financial Officer

Sd/-

Atul Garg

Managing Director

DIN : 02380612

Gaurav Kumar

Company Secretary

M. No. 50776

**GRM OVERSEAS LIMITED****Notes to Consolidated Financial Statements for the year ended March 31, 2019****Note No. 1****CORPORATE INFORMATION**

GRM OVERSEAS LIMITED (the "holding Company") was incorporated in India as a limited company under the Companies Act, 1956 vide certificate of incorporation no. 55-64007 dt.03 January, 1995. The Company got Certificate of Commencement of Business on 10 January, 1995 and is engaged primarily in the business of milling, processing and marketing of branded and non-branded basmati rice in the domestic and overseas market. The company is listed on Bombay Stock Exchange in India.

The Holding Company and its subsidiaries (jointly referred as the "group") considered in consolidated financial statements are:

Sr. No.	Name of the Company	Country of Incorporation	Extent of Holding as on	
			31st March, 2019	31st March, 2018
	Subsidiary Company			
1	GRM International Holdings Limited	United Kingdom	100%	100%
2	GRM Fine Foods Inc.	United States	100%	N.A.

Note No. 2**SIGNIFICANT ACCOUNTING POLICIES****(a) Statement of compliance**

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

(b) Basis of preparation and presentation

The consolidated financial statements have been prepared on the historical cost basis except for certain financial assets & liabilities and defined benefit plans which have been measured at fair value amount. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Group's normal operating cycle which has been taken as 12 months. Group's financial statements are presented in Indian Rupees, which is also its functional currency.

(c) Basis of Consolidation

The consolidated financial statements (CFS) include the financial statements of GRM OVERSEAS LIMITED (the "holding Company") and its subsidiaries (collectively, the Group) accounted for under equity method.



The consolidated financial statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Holding Company's separate financial statements unless stated otherwise.

The consolidated financial statements have been prepared on the following basis:

The financial statements of the Holding Company and its subsidiary are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.

Eliminate the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. The difference between the parent's investments in the subsidiary companies over the parent's portion of equity of the subsidiaries on the date of investment is recognised in the consolidated financial statements as goodwill or capital reserve.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

Non Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Holding Company's shareholders.

Goodwill arising on consolidation is stated at cost less impairment losses, where applicable. On disposal of a subsidiary, attributable amount of goodwill is included in the determination of the profit or loss recognised in the Statement of Profit and Loss.

(d) Other significant accounting policies:

These are set out under "Significant Accounting Policies" as given in the Holding Company's standalone financial statements.



Statement of changes in Equity for the year ended 31st March, 2019

a) Equity Share Capital		a) Equity Share Capital		(in Rupees)	
Balance at the beginning of the reporting period i.e 1st April, 2017"	Changes in equity share capital during the year 2017-18	"Balance at the end of the reporting period 31st March, 2018"	Changes in equity share capital during the year 2018-19	"Balance at the end of the reporting period 31st March, 2019"	
36,895,000	Nil	36,895,000	Nil	36,895,000	

b) Equity Share Capital											Other equity (refer note 14)											
Particulars	Investment Allowance Reserve	Securities premium account	Other equity (refer note 14)	Forfeiture Share Premium Reserve	Revaluation Reserve	General Reserve	Surplus in statement of Profit & loss	Surplus in statement of Profit & loss	Total													
Balance as at the 1st April, 2017	16,215	6,895,000	5,908,495	5,908,495	19,485,409	54,457,326	291,145,613	383,816,553														
Profit for the year	Nil	Nil	Nil	Nil	Nil	Nil	118,546,678	Nil													118,546,678	
Total	16,215	6,895,000	5,908,495	5,908,495	19,485,409	54,457,326	409,692,291	Nil													502,363,231	
Less : Appropriations																						
Balance as at 31st March, 2018	16,215	6,895,000	5,908,495	5,908,495	19,485,409	54,457,326	409,692,291	Nil													502,363,231	
Balance as at 1st April, 2018	16,215	6,895,000	5,908,495	5,908,495	19,485,409	54,457,326	409,692,291	Nil													502,363,231	
Profit for the year	90,738,433	Nil	Nil	Nil	Nil	Nil	90,738,433	Nil														
Total	16,215	6,895,000	5,908,495	5,908,495	19,485,409	54,457,326	500,430,724	Nil														593,101,664
Less : Appropriations																						
Foreign Currency translation difference	Nil	Nil	Nil	Nil	Nil	Nil	Nil	122,571														122,571
Dividend for the year	Nil	Nil	Nil	Nil	Nil	Nil	18,447,500	Nil														18,447,500
Dividend distribution tax on dividend	Nil	Nil	Nil	Nil	Nil	Nil	3,791,938	Nil														3,791,938
Balance as at 31st March, 2019	16,215	6,895,000	5,908,495	5,908,495	19,485,409	54,457,326	478,191,286	(122,571)														570,739,655

As per our report of even date

For Vinod Kumar & Associates
Chartered Accountants
Firm Registration No. 002304N

Sd/-
Hukam Chand Garg
Director
DIN : 00673276

Sd/-
Atul Garg
Managing Director
DIN : 02380612

CA Mukesh Dadhich
Partner
Membership No. 511741
Delhi
28th May, 2019

Rattan Lal Mittal
Chief Financial Officer

Gaurav Kumar
Company Secretary
M. No. 50776



3. Property, plant and equipment

Tangible Assets

Particulars	Intangible Assets (in Rupees)										
	Land (Freehold)	Land (Leasehold)*	Factory Buildings*	Office Building	Computers	Furniture and fittings	Vehicle	Office equipments	Plant and machinery	Software	Total tangible assets
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Gross Block											
Balance as at 1st April 2017	22,816,328	-	37,692,947	-	325,278	11,478,561	35,340,952	1,396,359	250,065,365	-	359,115,790
Additions	-	-	-	-	-	111,993	12,181,235	305,000	3,356,715	-	15,954,943
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2018	22,816,328	-	37,692,947	-	325,278	11,590,554	47,522,187	1,701,359	253,422,080	-	375,070,733
Balance as at 1 April 2018	22,816,328	-	37,692,947	-	325,278	11,590,554	47,522,187	1,701,359	253,422,080	-	375,070,733
Additions during the year*	-	32,940,382	63,613,000	11,550,000	404,150	3,165,530	9,009,696	573,643	4,724,992	130,000	126,111,394
Disposals during the year	-	-	-	-	-	-	-	-	(5,724,715)	-	(5,724,715)
Balance as at 31st March 2019	22,816,328	32,940,382	101,305,947	11,550,000	729,428	14,756,084	56,531,883	2,275,002	252,422,357	130,000	495,457,412
Accumulated depreciation											
Balance as at 1st April 2017	-	-	12,684,372	-	200,757	5,799,052	8,831,807	1,040,336	118,388,898	-	146,945,223
Depreciation/Amortisation during the year	-	-	1,164,815	-	42,877	640,723	3,927,667	69,902	14,442,518	-	20,288,503
Deductions during the year	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2018	-	-	13,849,187	-	243,634	6,439,775	12,759,474	1,110,238	132,831,416	-	167,233,726
Balance as at 1 April 2018	-	-	13,849,187	-	243,634	6,439,775	12,759,474	1,110,238	132,831,416	-	167,233,726
Depreciation/Amortisation during the year	-	-	1,199,671	3,164	114,841	658,032	5,109,321	104,349	14,390,601	5,075	21,585,054
Deductions during the year	-	-	-	-	-	-	-	-	(629,181)	-	(629,181)
Balance as at 31st March 2019	-	-	15,048,858	3,164	358,475	7,097,807	17,868,795	1,214,587	146,592,836	5,075	188,189,599
Net Block											
Balance as at 1st April 2017	22,816,328	-	25,008,576	-	124,521	5,679,508	26,509,145	356,023	131,676,467	-	212,170,567
Balance as at 31st March 2018/1st April 2018	22,816,328	-	23,843,760	-	81,644	5,150,779	34,762,713	591,120	120,590,664	-	207,837,007
Balance as at 31st March 2019	22,816,328	32,940,382	86,257,089	11,546,836	370,953	7,658,277	38,663,088	1,060,415	105,829,521	124,925	307,267,813

As per our report of even date

For Vinod Kumar & Associates
Chartered Accountants
Firm Registration No. 002304N

CA Mukesh Dadhich
Partner
Membership No. 511741
Delhi
28th May, 2019

Sd/-
Hukam Chand Garg
Director
DIN : 00673276

Rattan Lal Mittal
Chief Financial Officer

Sd/-
Atul Garg
Managing Director
DIN : 02380612

Gaurav Kumar
Company Secretary
M. No. 50776

(ii) Based on Management Estimates, the building acquired has been further bifurcated into Factory Building and Office Building based on valuation report obtained by the holding company.

(ii) Based on Management Estimates, the building acquired has been further bifurcated into Factory Building and Office Building based on valuation report obtained by the holding company.

3A. Capital Work In Progress

Cost as at April 1, 2017	Cost as at March 31, 2018	Cost as at March 31, 2019
-	-	-
Additions	Capitalised during the year	Capitalised during the year
30,923,292	30,923,292	30,923,292
-	-	-
30,923,292	30,923,292	30,923,292



4. Other financial assets (non-current)	As at 31st March, 2019	As at 31st March, 2018
Bank deposit with more than 12 months maturity*#	263,360	746,350
Total	263,360	746,350
*The deposit are restricted as they are held as margin money deposit against guarantees given by the holding company.		
#Includes interest accrued but not due		
5. Other non-current asset	As at 31st March, 2019	As at 31st March, 2018
Unsecured- considered good unless otherwise stated		
Capital advances	26,576,708	-
Security deposit	6,950,431	6,925,431
Total	33,527,139	6,925,431
6. Inventories*^	As at 31st March, 2019	As at 31st March, 2018
Raw Materials and components	577,058,143	665,872,865
Finished goods	1,096,790,434	1,601,630,365
Total	1,673,848,577	2,267,503,230
*Inventories have been hypothecated with banks against working capital loans, refer note 17 for details.		
^Raw Material and Finished Goods includes transit stock and stock lying with 3rd parties Rs. 289,772,050 and Rs. 478,006,599 respectively		
7. Trade receivables*	As at 31st March, 2019	As at 31st March, 2018
Unsecured, Considered Good	2,786,793,525	1,909,830,213.15
Total	2,786,793,525	1,909,830,213
*Trade receivables have been hypothecated with State Bank of India & Union Bank of India against working capital loans. Also refer note 38 for related parties details.		
8. Cash and cash equivalents	As at 31st March, 2019	As at 31st March, 2018
Bank Balances		
-on current accounts	28,835,767	9,155,541
Cash/ cheques in hand	605,347	117,758
Total	29,441,114	9,273,299
9. Other bank balances	As at 31st March, 2019	As at 31st March, 2018
Term deposit with maturity for more than 3 months but less than 12 months		
-Fixed deposits	2,055,486	-
-Margin money deposits	-	1,334,282
Unclaimed Dividend Account	195,355	-
Total	2,250,841	1,334,282
10. Other financial asset (current)	As at 31st March, 2019	As at 31st March, 2018
Earnst Money Deposit	20,000,000	-
other Receivable	1,157,088	-
Total	21,157,088	-



11. Other current assets	As at 31st	As at 31st
Considered good	March, 2019	March, 2018
Advances to suppliers	2,889,832	500,000
Prepaid expenses	1,784,949	1,943,316
Balance with statutory / government authorities	32,595,063	48,032,118
Other advance	742,628	2,482,919
Total	38,012,472	52,958,353

12. Other current assets	As at 31st	As at 31st
Considered good	March, 2019	March, 2018
Advances to suppliers	2,889,832	500,000
Prepaid expenses	1,784,949	1,943,316
Balance with statutory / government authorities	32,595,063	48,032,118
Other advance	24,510	-
Total	37,294,354	50,475,434

13. Share capital	As at 31st		As at 31st		As at 01st	
	March, 2019		March, 2018		April, 2017	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Authorised share capital						
Equity shares of Rs.10 each	7,000,000	70,000,000	7,000,000	70,000,000	7,000,000	70,000,000
Total	7,000,000	70,000,000	7,000,000	70,000,000	7,000,000	70,000,000
Issued, subscribed and fully paid-up						
Equity shares of Rs.10 each fully paid	3,689,500	36,895,000	3,689,500	36,895,000	3,689,500	36,895,000
Total	3,689,500	36,895,000	3,689,500	36,895,000	3,689,500	36,895,000

a) Reconciliation of the number of shares outstanding is set out below:

Particulars	As at 31st		As at 31st		As at 01st	
Equity Shares	March, 2019		March, 2018		April, 2017	
Shares at the beginning of the year	3,689,500	36,895,000	3,689,500	36,895,000	3,689,500	36,895,000
Add: further issued during the year	Nil	Nil	Nil	Nil	Nil	Nil
Total	3,689,500	36,895,000	3,689,500	36,895,000	3,689,500	36,895,000

b) Terms/rights attached to equity shares

The Company has only one class of equity shares, having a par value of `10 per share. All shares rank pari passu with respect to dividend, voting rights and other terms. Each shareholder is entitled to one vote per share. The dividend proposed, if any, by the Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The repayment of equity share capital in the event of liquidation and buy back of shares are possible subject to prevalent regulations. In the event of liquidation, normally the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c) Details of Equity shareholders holding more than 5% shares

Particulars	As at 31st		As at 31st		As at 01st	
	March, 2019		March, 2018		April, 2017	
Equity shares of Rs.10 each, fully paid up held by	No. of Shares	% of shares held	No. of Shares	% of shares held	No. of Shares	% of shares held
Hukam Chand Garg	1000200	27.11%	1000200	27.11%	1556200	42.18%
Rohit Garg	858000	23.26%	858000	23.26%	1090000	29.54%
Atul Garg	858000	23.26%	858000	23.26%	Nil	0.00%


14 Long Term Borrowings

	As at 31st March, 2019	As at 31st March, 2018
Secured Loan		
Term Loan from bank*	4,729,688	6,362,977
Total	4,729,688	6,362,977

* Term Loan from bank includes-

(i) 37,98,857/- which carries interest @ 9.22% per annum. This loan is repayable in 36 equated monthly installments of 1,27,387/- each including interest from the date of loan. The loan is secured against hypothecation of Motor Car.

(ii) 14,84,432/- which carries interest @ 9.52% per annum. This loan is repayable in 36 equated monthly installments of 2,54,320/- each including interest from the date of loan. The loan is secured against hypothecation of Motor Car.

(iii) 48,78,544/- which carries interest @ 8.24% per annum. This loan is repayable in 36 equated monthly installments of 2,51,651/- each including interest from the date of loan. The loan is secured against hypothecation of Motor Car.

15 Provision

	As at 31st March, 2019	As at 31st March, 2018
Provision for employee benefits		
Gratuity payable	2,296,706	-
	2,296,706	-
Includes-		
Current	116,494	
Non Current	2,180,212	
Total	2,296,706	-

16. Deferred Tax Liabilities (Net)

	As at 31st March, 2019	As at 31st March, 2018
The movment on the deferred tax account is as follows:		
At the beginning of the year	23,231,205	22,543,303
Charge/(credit) to statement of Profit and Loss	(753,049)	687,902
At the end of the year	22,478,156	23,231,205

Particulars	As at 1 April 2017	Provided during the year	As at 1 April 2018	Provided during the year	As at 1 April 2019
Deferred tax liability (Net)					
Deferred tax liability:					
Impact of difference between tax depreciation and depreciation charged for the financial reporting	22,543,303	687,902	23,231,205	49,512	23,280,717
Total deferred tax liability (A)	22,543,303	687,902	23,231,205	49,512	23,280,717
Deferred tax assets:					
MAT credit entitlement	-	-	-	-	-
Disallowance under the Income Tax Act, 1961	-	-	-	802,561	802,561
Total deferred tax assets (B)	-	-	-	802,561	802,561
Deferred Tax Liability (Net) (A - B)	22,543,303	687,902	23,231,205	(753,049)	22,478,156



17. Borrowings (current)	As at 31st March, 2019	As at 31st March, 2018
Loans repayable on demand (secured):		
Working capital limit from bank*	2,771,781,222	2,334,935,869
Loans repayable on demand (unsecured):		
Loan from related party		
Inter-corporate loans^	499,918,208	449,971,742
Loans from related parties^	200,058,457	120,450,342
Total	3,471,757,887	2,905,357,953

*Working capital limit from banks are secured by hypothecation of stocks of raw materials, stock in process, finished goods, stores, consumable stores and book debts etc; such credits from banks are also secured by charge on all the present and future asset of the Holding Company and further guaranteed by Promoter Directors. The working capital limit are repayable on demand and carries net interest @ 5% to 7% per annum.

^ Indian rupee loans from corporates and related parties carries interest @ 9% per annum and Interest is payable on yearly basis. Also refer note 38 for related parties details.

18. Trade payables	As at 31st March, 2019	As at 31st March, 2018
Dues of Micro enterprises and Small enterprises*	1,322,174	
Dues of creditors other than Micro enterprises and Small enterprises	611,533,746	857,178,820
Total	612,855,920	857,178,820

*There is no amount over due during the year for which disclosure requirements under Micro, Small and Medium Enterprises Development Act, 2006 are applicable. Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

19. Other current financial liabilities	As at 31st March, 2019	As at 31st March, 2018
Current maturities of long term debt	5,432,146	6,609,281
Creditors for capital goods	69,494	-
Unclaimed dividend	195,355	-
Book Overdrafts	6,035,091	71,015,526
Other payables	155,791,438	-
Total	167,523,524	77,624,807

20. Other current liabilities	As at 31st March, 2019	As at 31st March, 2018
Advance from customer	4,726,124	3,621,837
Statutory dues payable	9,810,325	7,110,553
Other Payables:		
Electricity Expenses	5,933,550	5,579,308
Statutory audit fee	270,000	108,000
Employees Benefits payable	1,518,995	1,510,239
Other	7,721,383	16,055,668
Total	29,980,377	33,985,605



21. Income tax liabilities (net)	As at 31st March, 2019	As at 31st March, 2018
Provision for taxation (Netted off towards advance taxes)	4,228,308	13,408,566
Total	4,228,308	13,408,566

(Amount in Rupees)

22. Revenue from operations	Year ended 31st March, 2019	Year ended 31st March, 2018
Sale of Goods	9,905,424,570	8,521,778,252
Rice - Export	1,078,335,114	817,324,352
Rice - Domestic	106,743,291	102,427,567
Others		
Total	11,090,502,975	9,441,530,171

Effective April 01, 2018, the Group has adopted Ind AS 115- Revenue from customers, using the cumulative effect method and the comparative information is not restated. The adoption of the standard did not have any material impact on the financial statements of the Group.

23. Other income	Year ended 31st March, 2019	Year ended 31st March, 2018
Export incentive	4,180,865	-
Gain on sale of mutual fund	8,587,477	-
Interest income	226,981	-
Profit on sale of fixed assets	1,163,572	-
Foreign Currency exchange Fluctuations	-	-
Other Income	347,247	715,464
Total	14,506,142	715,464

24. Cost of materials consumed	Year ended 31st March, 2019	Year ended 31st March, 2018
Opening Stock	665,872,865	879,698,780
Add : Purchases	9,023,790,409	8,287,320,837
Total	9,689,663,274	9,167,019,617
Deduct : Closing Stock	577,058,143	665,872,865
Add : Effect of Changes in Inventories of Subsidiaries	249,135,108	
Cost of materials consumed	9,361,740,239	8,501,146,752

25. Changes in inventory of finished goods & Traded Goods	Year ended 31st March, 2019	Year ended 31st March, 2018
Finished Goods		
Opening Stock	1,601,630,365	1,130,651,906
Deduct : Closing Stock	1,096,790,434	1,601,630,365
Less : Effect of Changes in Inventories of Subsidiaries	249,135,108	
	255,704,824	(470,978,459)
(Increase) / Decrease in stocks	255,704,824	(470,978,459)



26. Employee benefit expenses	Year ended 31st March, 2019	Year ended 31st March, 2018
Salaries, wages and bonus	33,432,436	28,933,132
Contribution to provident and other funds	652,043	1,498,330
Gratuity	2,296,706	-
Total	36,381,185	30,431,462
26.1 Reconciliation of opening and closing balance of defined benefit obligation	Year ended 31st March, 2019	Year ended 31st March, 2018
Obligation at beginning of year	-	-
Current service cost	2,296,706	-
Interest cost	-	-
Actuarial (gain)/loss	-	-
Benefits paid	-	-
Obligation at year end	2,296,706	-
26.2 Expenses recognised during the year in Income Statement	Year ended 31st March, 2019	Year ended 31st March, 2018
	Gratuity	Gratuity
Current Service Cost	2,296,706	-
Interest Cost	-	-
Return on Plan Assets	-	-
Net Cost	2,296,706	-
In Other Comprehensive Income		
Actuarial (Gain)/Loss	-	-
Return on Plan Assets	-	-
Net (Income)/ Expense for the period recognised in OCI	-	-
26.3 The defined benefit obligations shall mature after year ended March 31, 2019 as follows:	Year ended 31st March, 2019	
01 Apr 2019 to 31 Mar 2020	2,43,893	
01 Apr 2020 to 31 Mar 2021	1,24,923	
01 Apr 2021 to 31 Mar 2022	7,91,282	
01 Apr 2022 to 31 Mar 2023	98,344	
01 Apr 2023 to 31 Mar 2024	1,10,513	
01 Apr 2024 Onwards	15,66,324	



	Year ended 31st March, 2019	Year ended 31st March, 2018
26.4 Actuarial assumptions	Gratuity	Gratuity
Discount rate (per annum)	7.75% p.a.	-
Salary growth rate (per annum)	5% p.a.	-
Withdrawal rate (per annum)	5.00% p.a.	-
Mortality	IALM 2006-08 Ultimate	-
27. Finance costs	Year ended 31st March, 2019	Year ended 31st March, 2018
Interest on :		
-term loan	854,521	94,663
-working capital limits	89,890,992	79,957,812
-other loans	55,040,188	47,521,823
-Others	4,282,795	488,943
Other borrowing cost	9,800,960	19,488,526
Total	159,869,456	147,551,767
28. Depreciation and amortisation	Year ended 31st March, 2019	Year ended 31st March, 2018
Depreciation on Property, plant and equipment	21,621,609	20,288,503
Amortisation of intangible assets	5,075	-
Total	21,585,054	20,288,503
29. Other expenses	Year ended 31st March, 2019	Year ended 31st March, 2018
Power and Fuel	61,016,780	72,572,650
Repairs to		
-Building	656,644	2,215,200
-Machinery	18,719,592	17,946,711
-Others	-	2,631,153
Rent	7,379,162	3,496,361
Business Promotion Expenses	5,660,991	4,301,293
Rates and Taxes	95,794,904	66,277,068
Insurance	13,186,512	6,624,471
Freight, Transport and Delivery	106,873,610	126,337,588
Shipping & Forwarding	360,877,898	387,881,504
Packing Expenses	259,881,067	255,814,590
Rebate & Discounts	24,961,220	8,893,210
Travelling Expenses	3,425,392	7,291,620
Entertainment Expenses	1,550,671	221,528



Other expenses	Year ended 31st March, 2019	Year ended 31st March, 2018
Printing & Stationery	449,994	419,500
Postage & Courier	1,833,279	1,604,119
Advertisement	4,866,630	2,744,143
Payment to auditor (Refer details below)	820,375	863,184
Professional Charges	11,398,900	10,949,130
Telephone Expenses	452,716	465,117
Vehicles Running Expenses	999,889	1,588,830
Charity and Donation (CSR)	2,000,000	1,300,000
Contractor Charges	26,145,067	-
Job work charges	54,990,183	29,308,428
Miscellaneous Expenses	1,850,378	19,191,342
Foreign Currency exchange Fluctuations	24,611,881	-
Total	1,090,403,734	1,030,938,739

Payment to auditor	Year ended 31st March, 2019	Year ended 31st March, 2018
Particulars		
As auditor:		
Audit Fee	770,375	770,375
Tax Audit Fee	50,000	50,000
Other matters (Certificates, Tax etc.)	-	-
Total	820,375	820,375

30. TAXATION	Year ended 31st March, 2019	Year ended 31st March, 2018
Income tax recognised in Statement of Profit and Loss		
Current tax	89,323,281	63,632,291
Deferred tax	(737,089)	687,902
Total income tax expenses recognised in the current year	88,586,193	64,320,193
Provision for current tax for the year includes tax adjustment related to earlier years amounting to Rs. 1,27,344 (previous year Rs. -Nil)		
The income tax expenses for the year can be reconciled to the accounting profit as follows:		
Profit before tax	90,738,433	118,546,678
Applicable Tax Rate	34.94%	34.94%
Computed Tax Expense	31,707,638	41,424,951



Tax effect of :		
Exempted income	-	-
Expenses disallowed	6,400,925	
Adjustment of Tax on other Comprehensive Income	-	-
Total	38,108,563	41,424,951
Tax adjustment related to earlier years	(127,344)	-
Current Tax Provision - (A)	37,981,219	41,424,951
Incremental Deferred Tax Liability on account of Tangible and Intangible Assets	49,512	687,902
Incremental Deferred Tax Asset on account of Financial Assets and Other Items	802,561	-
	852,073	687,902
Deferred tax Provision (B)		
Tax Expenses recognised in Statement of Profit and Loss (A+B)	38,833,292	42,112,853
Effective Tax Rate	42.80%	35.52%
31. Earnings per share	Year ended 31st March, 2019	Year ended 31st March, 2018
(i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (`)	90,738,433	118,546,678
(ii) Weighted average number of equity shares used as denominator for calculationg EPS (`)	3,689,500	3,689,500
(iii) Basic and diluted earnings per share (`)	24.59	32.13
(iv) Nominal value per share (`)	10	10
32. Earnings per share		
There is no amount over due during the year for which disclosure requirements, under Micro, Small and Medium Enterprises Development Act, 2006 are applicable. Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.		
33. Fair value measurement hierarchy	Year ended 31st March, 2019	Year ended 31st March, 2018
	Carrying Amount	Carrying Amount
Financial Assets at amortised Cost		
Trade Receivables	2,786,793,525	2,786,793,525
Other current financial asset	21,157,088	21,157,088
Financial Liabilities		
Borrowings	3,476,487,575	
Trade payables	620,577,303	3,476,487,575
Other financial liabilities	167,523,524	620,577,303

**Financial risk management**

The Group has exposure to the following risks arising from financial instruments:

A) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investments in debt securities. The carrying amount of financial assets represents the maximum credit exposure.

- trade receivables.
- other current financial Assets

a) Credit risk

The Group assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the company, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Group assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- A: Low
- B: Medium
- C: High

Assets under credit risk –

Description	Year ended 31st March, 2019	Year ended 31st March, 2018
A: Low		
Investments	-	-
Other Financial Assets	21,420,448	746,350
Cash and cash equivalents	29,441,114	9,273,299
Other bank balances	2,250,841	1,334,282
Trade receivables	2,786,793,525	1,909,830,213

Cash and cash equivalents and other bank balances

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

Trade receivables

The Group closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. The Group assesses increase in credit risk on an ongoing basis for amounts receivable that become past due and default is considered to have occurred when amounts receivable become past due one year. However, there are no amounts outstanding for more than a year so no credit risk associated with this.

**Other financial assets measured at amortised cost**

Other financial assets measured at amortised cost includes loans and advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

b) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Group maintains flexibility in funding by maintaining availability under committed facilities. Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the group operates.

Maturities of financial liabilities

The tables below analyze the Group's financial liabilities into relevant maturity of the Company based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

March 31, 2019	Less than 1 year	1-3 year	More than 3 years	Total
Borrowings	3,471,757,887	4,729,688	-	3,476,487,575
Trade payable	612,855,920	-	-	612,855,920
Other financial liabilities	167,523,524	-	-	167,523,524
Total	4,252,137,331	4,729,688	-	4,256,867,019

March 31, 2018	Less than 1 year	1-3 year	More than 3 years	Total
Borrowings	2,905,357,953	6,362,977	-	2,911,720,931
Trade payable	857,178,820	-	-	857,178,820
Other financial liabilities	77,624,807	-	-	77,624,807
Total	3,840,161,581	6,362,977	-	3,846,524,558

C) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

a) Foreign currency risk

The Group is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US Dollar. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Group.

**i) Exposure to currency risk**

The Group's exposure to foreign currency risk at the end of the reporting period expressed in INR are as follows

Particulars	In foreign currency		In Indian rupees	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Financial assets				
Trade receivables				
USD	12,816,952	15,863,614	874,689,884	1,027,593,135
Total	12,816,952	15,863,614	874,689,884	1,027,593,135

(ii) Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in exchange rates of USD, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives. Although the derivatives have not been designated in a hedge relationship, they act as an economic hedge and will offset the underlying transactions when they occur. Accordingly, no sensitivity analysis in respect of such loans is given. The Group's exposure to foreign currency changes for all other currencies is not material.

Currency	Change in rate	Effect on profit before	
		31-03-2019	31-03-2018
USD	Appreciation in INR by 5%	43,734,494	51,379,657
USD	Depreciation in INR by 5%	(43,734,494)	(51,379,657)

A positive number represents decrease in profits while a negative number represents increase in profits.

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group does not have any non current obligations with floating rate of interest. The Group has floating rate of interest in respect of current borrowings.

Interest rate Sensitivity Analysis

The following table demonstrates the sensitivity to a reasonable possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before taxes is affected through the impact on floating rate borrowings, as follows:

Particulars	Inc/Dec in basis points	Effect on profit before taxes
31-03-19		
Long Term Borrowings	50.00	(23,648)
Long Term Borrowings	(50.00)	23,648
Short Term Borrowings	50.00	(17,358,789)
Short Term Borrowings	(50.00)	17,358,789



Particulars	Inc/Dec in basis points	Effect on profit before taxes
31-03-18		
Long Term Borrowings	50.00	(31,815)
Long Term Borrowings	(50.00)	31,815
Short Term Borrowings	50.00	(14,526,790)
Short Term Borrowings	(50.00)	14,526,790

'- The Positive amount represents increase in profits while a negative amount represents decrease in profits.

'- The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

34. Capital management

The Group's capital management objectives are:

- to ensure the Group's ability to continue as a going concern.
- to provide an adequate return to shareholders.

The Group monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet. Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Group's various classes of debt. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

The Group's adjusted net debt to equity ratio as at year end were as follows:

Particulars	March 31, 2019	March 31, 2018
Total borrowings	3,481,919,721	2,918,330,211
Less : cash and cash equivalents	29,441,114	9,273,299
Net debt	3,452,478,607	2,909,056,912
Total equity	607,634,655	539,258,231
Adjusted net debt to adjusted equity	5.68	5.39

Dividends

Particulars	March 31, 2019	March 31, 2018
(i) Final Dividend		
For the year ended March 31, 2018 of 5 per share (excluding tax)	18,447,500	-
For the year ended March 31, 2017 of 5 per share (excluding tax)	-	-
(ii) Proposed Dividend		
For the year ended March 31, 2019 of 5 per share (excluding tax)	18,447,500	18,447,500
For the year ended March 31, 2018 of 5 per share (excluding tax)	-	-

This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.

**35. Events after the reporting period**

Dividends paid during the year ended March 31, 2019 include an amount of Rs. 5.00 per equity share towards final dividend for the year ended March 31, 2018. Dividend declared is based on the profit available for distribution. Distribution of dividends out of general reserve and retained earnings is subject to applicable dividend distribution tax. On May 28, 2019, the Board of Directors have proposed a final dividend of Rs. 5.00 per share in respect of the year ended March 31, 2019. The proposal is subject to the approval of shareholders at the Annual General Meeting, and if approved, would result in a cash outflow of Rs. 222.39 lacs, inclusive of corporate dividend tax of Rs. 37.92 lacs

36. Approval of Financial Statements

The financial statements were approved by the board of directors on 28th May, 2019.

37. Related Party Disclosures:

The list of related parties as identified by the management is as under:

Key Managerial Personnel	(i) Mr. Hukam Chand Garg	Director
	(ii) Late Mr. Rohit garg	Director
	(iii) Mr. Atul Garg	Director
	(iv) Mr. Rattan Lal Mittal	CFO
	(v) Mr. Gaurav Kumar (WEF 02.05.2018)	CS
Person related to KMP's	Mrs. Jugpati devi	Wife of Mr. Hukam Chand Garg

Following transactions were carried out with related parties in the ordinary course of business for the Year ended 31st March 2019 :

Nature of transaction	Enterprises over which KMP Exercise significant influence		Key Managerial personnel*	
	Year ended 31 March 2019	Year ended 31 March 2018	Year ended 31 March 2019	Year ended 31 March 2018

Unsecured Loans**Key management personnel
or their relatives :-**

Hukam Chand Garg

-Amount received	-	-	68,528,331	60,200,000
-Amount repaid	-	-	37,123,619	108,077,427
-Interest accrued	-	-	2,034,936	6,645,790



Late Rohit Garg			68,900,000
-Amount received	-	-	29,800,000
-Amount repaid	-	3,204,050	4,403,194
-Interest accrued	-	9,015,900	
Atul Garg		6,702,837	
-Amount received	-	-	61,300,000
-Amount repaid	-	-	34,562,274
-Interest accrued	-	-	2,169,151

Companies in which directors or their relates are interested :-
Alfa technobuild Pvt. Ltd.

-Amount received		29,000,000	-	-
-Amount repaid	3,927,851	30,011,780	-	-
-Interest accrued	34,237,851	2,489,960	-	-

HA Buildtech Pvt. Ltd.

-Amount received		25,130,000	-	-
-Amount repaid	571,970	13,230,000	-	-
-Interest accrued	9,971,970	1,912,256	-	-

Paras Infraprojects Pvt. Ltd.

-Amount received	3,395,668			
-Amount repaid		3,550,000	-	-
-Interest accrued	5,068,565	34,269,858	-	-
	1,428,565	3,817,046	-	-

Prestige Infraprojects Pvt. Ltd.

-Amount received	4,202,108			
-Amount repaid		12,950,000	-	-
-Interest accrued	8,068,763	36,274,960	-	-
	2,968,763	2,530,149	-	-

Samarth Technobuild Pvt. Ltd.

-Amount received	2,069,839			
-Amount repaid		46,200,000	-	-
-Interest accrued	14,820,575	12,021,628	-	-
	29,630,575	7,363,838	-	-

Eros Agro & Farms Pvt. Ltd.

-Amount received	106,496,085	21,300,000	-	-
-Amount repaid	23,484,585	5,334,349	-	-
-Interest accrued	8,888,583	6,283,692	-	-

20,634,496



Rohit Buildtech Pvt. Ltd.

-Amount received	10,727,210	5,500,000	-	-
-Amount repaid	5,433,160	9,790,000	-	-
-Interest accrued	4,692,424	2,700,128	-	-

Shine Technobuild Pvt. Ltd.

-Amount received	3,959,141	25,640,544	-	-
-Amount repaid	34,109,141	13,440,544	-	-
-Interest accrued	3,539,787	2,094,436	-	-

Rent paid to key management**personnel or their relative**

Hukum chand garg	-	-	600,000	600,000
Late Rohit garg (Loan A/c)	-	-	270,000	270,000
Hukum chand garg HUF	-	-	450,000	450,000
Jugpati devi	-	-	600,000	600,000

Remuneration paid to KMP's or their relatives

Mr. Hukam Chand Garg(Director)	-	-	-	900,000
Late Mr. Rohit Garg(Director)	-	-	8,400,000	2,550,000
Mr. Atul Garg (Director)	-	-	8,400,000	2,550,000
Mr.Rattan Lal(CFO)	-	-	370,400	300,000
Mr. Gaurav Kumar(CS)	-	-	248,612	-
Ms.Tanushree Aggarwal(CS)	-	-	-	30,000
Mr. Sumit Bajaj(CS)	-	-	-	10,000
Ms.Seema Suri(CS)	-	-	-	20,000

Balance Payable as at year end

Hukum chand garg	-	-	46,843,640	13,607,486
Late Rohit garg	-	-	93,639,118	64,618,415
Atul garg	-	-	59,575,699	42,224,441
Alfa technobuild Pvt. Ltd.	21,931,889	48,382,867	-	-
HA Buildtech Pvt. Ltd.	31,772,103	38,116,002	-	-
Paras Infraprojects Pvt. Ltd.	53,293,221	45,871,324	-	-
Prestige Infraprojects Pvt. Ltd.	27,036,159	20,073,304	-	-
Samarth Technobuild Pvt. Ltd.	108,599,704	113,807,37	-	-



Eros Agro & Farms Pvt. Ltd.	187,082,969	96,071,744	-	-
Rohit Buildtech Pvt. Ltd.	56,808,220	47,290,988	-	-
Shine Technobuild Pvt. Ltd.	13,393,943	40,358,135	-	-
Jugpati devi	-	-	567,000	-
Atul garg	-	-	374,165	-
Hukum chand garg HUF	-	-	347,750	-
Late Rohit garg (Rent A/c)	-	-	491,843	-

* Remuneration paid to KMP's does not include the provision made for gratuity and leave benefits, as they are determined on an actuarial basis for all the employees together.

38. Disclosure relating to Corporate Social Responsibility (CSR) Expenditure

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
(i) Gross amount required to be spent by the Companies within the Group during the	19.81	14.10
	19.81	14.10
(ii) Amount spent during the year ending on March 31, 2019:		
1. Construction / acquisition of any asset	-	-
2. On purposes other than (1) above		
– Promting Health Care through All India Society For Health Aid And Research (Asha) Regd.	20.00	-
(iii) Amount spent during the year ending on March 31, 2018:		
1. Construction / acquisition of any asset	-	-
2. On purposes other than (1) above		
– Promting Health Care through Shri Agrasen North Ex. Welfare Society	-	13.00

39. Interest in other entities

a) Subsidiaries

The group's subsidiaries as at march, 2019 are set out as below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by group. The country of incorporation or registrarion is also their principal place of business and effective ownership is set out below:

S.No.	Name of Entity	Country of Incorporation	Principal Activities	Effective Ownership(%) 2019	2018
Subsidiary of GRM Overseas Limited					
1.	GRM International Holdings Limited	U.K.	Distribution of	100.00	100.00
Subsidiary of GRM International Holdings Limited					
1.	GRM Fine Foods Inc.	U.S.	Distribution of Rice	100.00	NIL



40. Additional information, as required under schedule III of Companies Act, 2013 of entities consolidated as Subsidiary :

S.No.	Name of Entity	Net Assets, i.e., total assets minus total liabilities		Share in Profit & Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As a % of Consolidated Net Assets	Amount	As a % of Consolidated Profit or Loss	Amount	As a % of Consolidated OCI	Amount	As a % of Total Comprehensive Income	Amount
	Parent								
1	GRM Overseas Limited	111.53%	677,721,770	179.04%	162,454,486	0.00%	-	179.04%	162,454,486
	Subsidiaries								
1	GRM International Holdings Limited	-9.21%	(55,969,141)	-79.04%	(71,716,053)	0.00%	-	-79.04%	(71,716,053)
2	GRM Fine Foods Inc.	0.02%	100,000	0.00%	-	0.00%	-	0.00%	-
	Non-controlling interests in all subsidiaries	0.00%	-	0.00%	-	0.00%	-	0.00%	-
	Adjustment on consolidation	-2.34%	(14,217,974)	0.00%	-	0.00%	-	0.00%	-
	Total	100%	607,634,655	100%	90,738,433	0%	-	100%	90,738,433

41. The previous year figures have been regrouped/ reclassified, wherever necessary to conform to the current year presentation.

42. The Group is predominantly engaged in the single business segment of food sector.

As per our report of even date

For Vinod Kumar & Associates
Chartered Accountants
Firm Registration No. 002304N

Hukam Chand Garg
Director
DIN : 00673276

Atul Garg
Managing Director
DIN : 02380612

CA Mukesh Dadhich
Partner
Membership No. 511741
Delhi
28th May, 2019

Rattan Lal Mittal
Chief Financial Officer

Gaurav Kumar
Company Secretary
M. No. 50776



Route Map of MH One Resort Hotel Bakoli Alipur, Main G.T. Karnal Road Delhi-110036



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Pitampura, Delhi - 110 034

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GRM OVERSEAS LIMITED

CIN : L74899DL1995PLC064007

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 25th Annual General Meeting of the Members of GRM Overseas Limited will be held on Monday, the 30th September, 2019 at 11.00 A.M. at MH One Resort Hotel Bakoli Alipur, Main G.T. Karnal Road Delhi-110036, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements of the Company:

To receive, consider and adopt:

a) the Audited Standalone and Consolidated Financial Statement of the Company for the financial year ended March 31, 2019 along with the Reports of the Board of Directors and Auditors thereon; and

2. Declaration of Dividend

To declare a final dividend of Rs. 5/- per equity share for the financial year ended March 31, 2019.

3. Re-appointment of Retiring Director:

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

“RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013 Mr. Nipun Jain (DIN: 01075283), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment as a director of the Company.”

4. Appointment of the Statutory Auditor of the Company:

To appoint Statutory Auditors and fix their remuneration and in this regard 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, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Vinod Kumar & Associates, Chartered Accountants (FRN- 002304N), be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 27th Annual General Meeting of the Company, at such remuneration etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors”



SPECIAL BUSINESS:-

5. To approve appointment and remuneration of Mr. Atul Garg as Managing Director.

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT subject to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013, rules made thereunder and other applicable provisions of the Companies Act, 2013 and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) the approval of the Members of the Company be and is hereby accorded to appoint Mr. Atul Garg as Managing Director of the Company for a period of 5 years with effect from 28th May, 2019 at a remuneration not exceeding Rs.12,00,000/- per month as per breakup of salary/remuneration as decided by the Board.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To regularise and approve the remuneration payable to Mrs. Mamta Garg as a Director

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT Pursuant to the provisions of Section 161 & Section 197 of the Companies Act, 2013, applicable provisions of Articles of Association of the Company and any other provisions as may be applicable for the time being in force, Mrs. Mamta Garg (DIN: 05110727), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th August, 2019 and who holds office upto the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing the candidature of Mrs. Mamta Garg for the office of Director, be and is hereby appointed as a Director (Executive Director) of the Company on the remuneration of Rs. 5,00,000/- per month liable to retire by rotation.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To regularise and approve the appointment of Mr. Vishnu Bhagwan (DIN : 00605506) as Independent Director of the Company

To pass, with or without modifications, the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Vishnu Bhagwan (DIN: 00605506), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 29th March, 2019 and who holds office until the date of ensuing Annual General Meeting in terms of Section 161 of the Companies Act 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 29th March, 2019 to 28th March, 2024, not liable to retire by rotation.”

RESOLVE THAT pursuant to clause 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para 3(d)(ii) of SEBI (LODR) (Amendment) Regulations, 2018, approval of the Members of the Company be and is here by granted for holding of office of non-executive director by Mr. Vishnu Bhagwan (DIN : 00605506) who has attained the age of 75 (Seventy Five) years.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/ official



authorized by the Board of Directors for this purpose) be and is here by authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto.”

8. To regularise and approve the appointment of Mr. Gautam Gupta (DIN: 08519079) as Independent Director of the Company

To pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made there under, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Gautam Gupta (DIN: 08519079), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 14th August, 2019 and who holds office until the date of ensuing Annual General Meeting in terms of Section 161 of the Companies Act 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 14th August, 2019 to 13th August, 2024, not liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/ official authorized by the Board of Directors for this purpose) be and is here by authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto.”

9. To re-appoint Ms. Kiran Dua (DIN: 06951055) as an Independent Director of the Company for a 2nd Term

To pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Ms. Kiran Dua (DIN: 06951055) be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years with effect from September 30th, 2019 to September 29th, 2024, not liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/ official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto.”

By Order of the Board of Directors

Place : Delhi
Date : 31-08-2019

Sd/-
Atul Garg
Managing Director
DIN : 02380612

Sd/-
HUKAM CHAND GARG
Chairman 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 3, 5, 6, 7, 8, and 9 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 Monday, 23.09.2019 to Monday, 30.09.2019 (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.:
 - (i) To their Depository Participants (DPs) in respect of shares held in demat form; and
 - (ii) 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.
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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 23rd, 2019 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 Saturday, September 23, 2019. 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 27th September, 2019 (9:00 am) and ends on 29th September, 2019 (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 23rd September, 2019, 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 daa.office1@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 23rd September, 2019.
- 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. 23rd September, 2019, 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 Devesh Arora & 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
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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 alongwith 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.

By Order of the Board of Directors

Place : Delhi
Date : 31-08-2019

Sd/-
Atul Garg
Managing Director
DIN : 02380612

Sd/-
HUKAM CHAND GARG
Chairman Director
DIN : 00673276



**Annexure to the Notice
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:**

Item No. 5

Mr. Atul Garg (DIN: 02380612) was appointed as the Joint Managing Director of the Company for a term of three (3) years w.e.f. September 1, 2017. After the sudden death of Mr. Rohit Garg the Board at its meeting held on May 28, 2019 has taken the decision to change the designation of Mr. Atul Garg from Joint Managing Director to Managing Director for a term of 3 Years w.e.f. May 28, 2019 and has approved payment of remuneration of Rs. 12,00,000/- per month effective from July 1, 2019 for which approval the members is required. The remuneration proposed to be paid to Mr. Atul Garg (DIN: 02380612) the Managing Director of the Company has also been recommended by the Nomination and Remuneration Committee. The remuneration proposed will be within the limits permissible under Schedule V to the Act. Brief profile of Mr. Atul Garg is annexed to the notice. Keeping in view, the vast experience of Mr. Atul Garg, the Board of Directors has recommended the payment of remuneration as set out herein below:

A. Period: Period of appointment is Three Years w.e.f. 28th May, 2019.

B. Salary: The gross Salary will be Rs12,00,000/-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.
 - iii. Financial performance based on given indicators: The Company has grown rapidly in the recent years. Net Profit after Tax increase to 162,454,486 Rupees as compared to 116,754,273 Rupees in the previous year.
- Foreign investments or collaborations, if any: Your Company has One subsidiary viz., GRM International Holdings Ltd. in overseas and One Step Down Subsidiary viz., GRM Fine Foods Inc.

E. Information about the appointee:

Particulars	Atul Garg
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.



	7,00,000/- per month
Past remuneration drawn	None
Recognition and Awards/Achievements	Marketing
Job profile and suitability	12,00,000/- per month
Remuneration proposed	The remuneration payable to the Directors has been benchmarked with the remuneration being drawn by similar positions in the same industry and has been considered by the Nomination and Remuneration Committee of the Company at its Meeting held on May 28, 2019.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country)	
Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any	The Whole-time Directors have no pecuniary relationship directly or indirectly with the Company except to the extent of their remuneration and shareholdings in the Company

Save and except Mr. Atul Garg and Mr. Hukam Chand Garg and Mrs. Mamta Garg relatives of Director, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

Pursuant to the provisions of Section 161 & Section 197 of the Companies Act, 2013, on the recommendation of Nomination and Remuneration Committee of the Company, Mrs. Mamta Garg was appointed as an Additional Director w.e.f. 14th August, 2019 by the Board of Directors of the Company to strengthen the Board. Mrs. Mamta Garg will hold office as an Additional Director upto the date of this Annual General Meeting. Mrs. Mamta Garg was appointed in the category of executive non-independent Director. Accordingly, his appointment is proposed as a Director in the category of executive non-independent Director liable to retire by rotation. Mrs. Mamta Garg has rich and versatile experience in the field of Finance, which includes extensive experience in specialty. Keeping in view, the vast experience of Mrs. Mamta Garg, the Board of Directors has recommended the payment of remuneration of Rs. 5,00,000/- per month from the date of appointment.

The Company has also received a notice proposing the candidature of Mrs. Mamta Garg for the office of Director of the Company under section 160 of the Companies Act, 2013.

The Board of Directors considers that in view of the background and experience of Mrs. Mamta Garg, it would be in the interest of the Company to appoint her as Director of the Company.

The draft terms and conditions of appointment of Mrs. Mamta Garg as Director shall be open for inspection at the Registered Office of the Company by any member during normal business hours (8.30 a.m. to 5.30 p.m.) on all working days until the date of the AGM.

The Board recommends the resolutions under item no. 6 for approval by the Members.

Except Mrs. Mamta Garg and Mr. Hukam Chand Garg and Mr. Atul Garg relatives of Director, no other Director(s) or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 6. Disclosure pursuant to regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the 'Annexure A' to the Explanatory Statement. Other



details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

Item No. 7

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and, on the recommendation of Nomination and Remuneration Committee of the Company, Mr. Vishnu Bhagwan was appointed as an Additional Independent Director w.e.f. 29th March, 2019 by the Board of Directors of the Company to strengthen the Board. Mr. Vishnu Bhagwan will hold office as an Additional Director upto the date of this Annual General Meeting. Mr. Vishnu Bhagwan was appointed in the category of non-executive independent Director. Accordingly, his appointment is proposed as a Director in the category of non-executive independent Director not liable to retire by rotation.

The Company has also received a notice proposing the candidature of Mr. Vishnu Bhagwan for the office of Director of the Company under section 160 of the Companies Act, 2013.

Pursuant to clause 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para 3(d)(ii) of SEBI (LODR) (Amendment) Regulations, 2018, approval of the Members of the Company is required for holding of office of non-executive director by Mr. Vishnu Bhagwan (DIN 00605506) who has attained the age of 75 (Seventy Five) years and rest the Company is in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nominations Committee has recommended the appointment of these directors as Independent Directors for the period of 5 years from the date of appointment on the Board.

Mr. Vishnu Bhagwan, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval as Special Resolutions.

Accordingly the Board recommends the resolution appointment of Mr. Vishnu Bhagwan, as an Independent Director of the Company for a period of 5 years effective from the date of appointment on the Board and seeks your approval to the said resolution as Special Resolution.

Except Mr. Vishnu Bhagwan, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

A Copy of the letter for appointment of Mr. Vishnu Bhagwan as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days except Saturdays till the date of Annual General Meeting

A brief profile of the Independent Directors to be appointed is given below:

Mr. Vishnu Bhagwan is a retired IAS belongs to the 1965 batch of the IAS. He has served as Principal Secretary to Chief Minister of Haryana before he was appointed as Chief Secretary of Haryana. He has also worked in Agriculture Ministry as Joint Secretary, Policy and Planning and later he was appointed as Secretary, Irrigation and Power.



The Board of Director considers that in view of the background and experience of Mr. Vishnu Bhagwan, it would be in the interest of the Company to appoint them as a Director of the Company.

Item No. 8

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and , on the recommendation of Nomination and Remuneration Committee of the Company, Mr. Gautam Gupta was appointed as an Additional Independent Director w.e.f. 14th August, 2019 by the Board of Directors of the Company to strengthen the Board. Mr. Gautam Gupta will hold office as an Additional Director upto the date of this Annual General Meeting. Mr. Gautam Gupta was appointed in the category of non-executive independent Director. Accordingly, his appointment is proposed as a Director in the category of non-executive independent Director not liable to retire by rotation.

The Company has also received a notice proposing the candidature of Mr. Gautam Gupta for the office of Director of the Company under section 160 of the Companies Act, 2013.

The Company had, pursuant to the provisions of clause 17 of LODR, appointed Mr. Gautam Gupta, as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nominations Committee has recommended the appointment of these directors as Independent Directors for the period of 5 years from the date of appointment on the Board.

Mr. Gautam Gupta, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

Accordingly the Board recommends the resolution appointment of Mr. Gautam Gupta, as an Independent Director of the Company for a period of 5 years effective from the date of appointment on the Board and seeks your approval to the said resolution as an Ordinary Resolution.

Except Mr. Gautam Gupta, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

A Copy of the letter for appointment of Mr. Gautam Gupta as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days except Saturdays till the date of Annual General Meeting

A brief profile of the Independent Directors to be appointed is given below:

Mr. Gautam Gupta holds a Master Degree and his core area is management. He has a vast experience of over 20 years in Management. Mr. Gautam Gupta is will add immense value to the Company's financial stability.

The Board of Director considers that in view of the background and experience of Mr. Vishnu Bhagwan and Mr. Gautam Gupta, it would be in the interest of the Company to appoint them as a Director of the Company.

**Item No. 9**

Ms. Kiran Dua (DIN: 06951055) joined the Board of Directors of the Company in 2014. Pursuant to the Act and Listing Regulations, Ms. Kiran Dua was appointed as an Independent Director of the Company by the members in the AGM held on September 30, 2014 for a term of five consecutive years. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years.

The Board of Directors on the basis of performance evaluation of Ms. Kiran Dua and as per the recommendation of Nomination & Remuneration Committee, considering her background, experience and contribution made during her tenure, has re-appointed Ms. Kiran Dua as Independent Director for second term of five consecutive years from September 30, 2019 upto September 29, 2024.

The Company has received a notice in writing from a Member of the Company proposing the candidature of Ms. Kiran Dua under the provisions of Section 160 of the Act. Ms. Kiran Dua does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

Brief profile of Ms. Kiran Dua and her other directorships has been included in this Notice. Ms. Kiran Dua has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, Ms. Kiran Dua fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for her re-appointment as an Independent Director of the Company and is independent of the management.

The terms and conditions of her appointment would be available for inspection by the members at the Registered Office of the Company. Except Ms. Kiran Dua and her relatives, none of the Directors and Key Managerial Personnels of the Company and their relatives are concerned or interested, financially or otherwise in the Special Resolution set out at Item no. 9 of this Notice.

The Board considers that it is in the interest of the Company to continue to have the benefit of rich experience and expertise of Ms. Kiran Dua. Accordingly, the Board recommends the Special Resolution for approval of the members, as set out at Item no. 9 of this Notice.

Disclosure Pursuant To Regulation 36 Of The SEBI Listing Regulations Regarding Appointment Or Re-Appointment Of Directors At The Forthcoming AGM

Particulars	Atul Garg	Mamta Garg
Designation	Managing Director	Executive Director
Age	41	47
Date of First Appointment on the Board	14.02.2011	14.08.2019
Experience and Expertise	Mr. Atul Garg is a B.B.A. and has vast experience relating to rice industry & International Marketing and also 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.	Mrs. Mamta Garg holds a Masters Degree and has good experience in finance and She is managing the day to day affairs of the Company with the assistance of the Board of Directors and executives of the Company.



Number of Board Meetings attended during the year	5	NA
Directorship and Committee membership held in other companies as on 31 March 2019	Director in 5 Companies	Director in 3 Companies
Inter-se relationships between Directors and Key Managerial Personnel	Mr. Hukam Chand Garg is Father of Mr. Atul Garg and Mrs. Mamta Garg is Brother's wife of Mr. Atul Garg	Mr. Hukam Chand Garg is Father-in-law of Mrs. Mamta Garg and Mrs. Mamta Garg is Brother's wife of Mr. Atul Garg
Shareholding in the company as on 31 March 2019 (including holding in the capacity of Karta of HUF and Trustee of Trust)	8,58,000	0
Terms & Conditions for re-appointment	Terms and Conditions of appointment or reappointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website.	Terms and Conditions of appointment or reappointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website
Membership/ Chairmanship of Committees of other Boards	NIL	NIL
Particulars	Nipun Jain	Vishnu Bhagwan
Designation	Executive Director	Independent Director
Age	53	79
Date of First Appointment on the Board	14.08.2018	29.03.2019
Experience and Expertise	Mr. Nipun Jain has approximately 29 years of rich and versatile experience, which includes extensive experience in specialty. Mr. Nipun is also a Director with The Panipat Urban co-operative Bank Ltd. for 10 years and associated with Youth Hostels Association of India since 15 years. Mr. Nipun have Expertise in Auditing, fund raising, corporate laws	Mr. Vishnu Bhagwan is a retired IAS belongs to the 1965 batch of the IAS. He has served as Principal Secretary to Chief Minister of Haryana before he was appointed as Chief Secretary of Haryana. He has also worked in Agriculture Ministry as Joint Secretary, Policy and Planning and later he was appointed as Secretary, Irrigation and Power.



Number of Board Meetings attended during the year	03	0
Directorship and Committee membership held in other companies as on 31 March 2019	4	1
Inter-se relationships between Directors and Key Managerial Personnel	NIL	NIL
Shareholding in the company as on 31 March 2019 (including holding in the capacity of Karta of HUF and Trustee of Trust)	0	0
Terms & Conditions for re-appointment	Terms and Conditions of appointment or reappointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website.	Terms and Conditions of appointment or reappointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website.
Membership/ Chairmanship of Committees of other Boards	0	0
Particulars	Gautam Gupta	Kiran Dua
Designation	Non-executive Independent Director	Non- executive Independent Director
Age	43	56
Date of First Appointment on the Board	14.08.2019	20.08.2014
Experience and Expertise	Mr. Gautam Gupta holds a Masters Degree and his core area is management. He has a vast experience of over 20 years in Management. Mr. Gautam Gupta is will add immense value to the Company's financial stability.	Mrs Kiran Duahold a graduate degree. She has steered the Company into a growth trajectory.
Number of Board Meetings attended during the year	0	5



Directorship and Committee membership held in other companies as on 31 March 2019	0	0
Inter-se relationships between Directors and Key Managerial Personnel	NA	NA
Shareholding in the company as on 31 March 2019 (including holding in the capacity of Karta of HUF and Trustee of Trust)	0	0
Terms & Conditions for re-appointment	Terms and Conditions of appointment or reappointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website.	Terms and Conditions of appointment or reappointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website.
Membership/ Chairmanship of Committees of other Boards		



**25th Annual General Meeting
Monday, 30th September 2019
Form No.MGT-11
Proxy Form**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

CIN	L74899DL1995PLC064007
Name Of The Company	GRM OVERSEAS LIMITED
Registered Office	128, First Floor, Shiva Market, Pitampura, New Delhi-110034.

Name of the member(s)	
Registered Address	
Folio No./Client ID/ DP ID	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

1.	Name		Signature
	Address		
	E-mail ID		

or failing him

2.	Name		Signature
	Address		
	E-mail ID		

or failing him

3.	Name		Signature
	Address		
	E-mail ID		



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Monday, the 30th September, 2019 at 11.00 A.M. at MH One Resort Hotel Bakoli Alipur, Main G.T. Karnal Road Delhi-110036 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Ordinary Business

1	To receive, consider and adopt: a) the Audited Standalone and Consolidated Financial Statement of the Company for the financial year ended March 31, 2019 along with with the Reports of the Board of Directors and Auditors thereon; and
2	To declare a final dividend of Rs. 5/- per equity share for the financial year ended March 31, 2019.
3	To Re-appoint the Retiring Director Mr Nipun Jain (DIN: 01075283), Director of the Company.
4	To Re-Appoint M/s. Vinod Kumar & Associates, Chartered Accountants (FRN- 002304N) the Statutory Auditor of the Company

Special Business

5	To approve appointment and remuneration of Mr. Atul Garg as Managing Director
6	To regularise and approve the remuneration payable to Mrs. Mamta Garg as a Director
7	To regularise and approve the appointment of Mr. Vishnu Bhagwan (DIN 00605506) as Independent Director of the Company
8	To regularise and approve the appointment of Mr. Gautam Gupta (DIN 08519079) as Independent Director of the Company
9	To re-appoint Ms. Kiran Dua (DIN 06951055) as an Independent Director of the Company for a 2nd Term

Signed this _____ day of _____, 2019

Signature of Shareholder: _____

Affix Re. 1/-
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Twenty Fourth Annual General Meeting
3. Please complete all the details including details of member(s) in above box before submission



GRM OVERSEAS LIMITED

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ELECTRONIC VOTING PARTICULARS

EVEN (e-voting Event No.)	User ID	Password/PIN	No. of Shares

-----TEAR HERE-----

ATTENDANCE SLIP

Regd. Folio No. / DP ID - Client ID : _____

Name & Address of First/Sole Shareholder : _____

No. of Shares held : _____

I hereby record my presence at the 25th Annual General Meeting of the Company to be held on Monday, the 30th September, 2019 at 11.00 A.M. at MH One Resort Hotel Bakoli Alipur, Main G.T. Karnal Road Delhi-110036.

Signature of Member/Proxy

Notes:

- a) **Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.**
- b) **Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed**
