

Date: March 16, 2024

To,

The General Manager  
**BSE Limited**  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400 001  
**BSE Scrip Code: 531449**

The Manager  
**National Stock Exchange of India Limited**  
Listing Department Exchange Plaza  
5th Floor, Plot No. C-1, Block-G  
Bandra-Kurla Complex, Bandra(E)  
Mumbai-400 051  
**NSE Scrip Code: GRMOVER**

**Subject: Voting Results and Scrutinizer's Report on Postal Ballot**

Dear Sir/ Madam,

In continuation to our letter dated February 10, 2024, seeking approval of the members by way of Postal Ballot through the remote e-voting process on the resolutions as set out in the Postal Ballot Notice dated February 06, 2024, please find the enclosed:

1. Voting Results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements ) Regulations, 2015
2. Scrutinizer Report pursuant to Section 110 of the Companies Act, 2013 and other applicable provisions, if any, of the Act and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force].

The results along with the Scrutinizer's Report are also available on the company website at [www.grmrice.com](http://www.grmrice.com) and also on the website of National Securities Depository Limited, the agency which provided e-voting services.

You are requested to kindly take the same on your record.

Thanking you.

Yours faithfully,

**FOR GRM OVERSEAS LIMITED**

**SACHIN NARANG**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**  
**M NO: 65535**



**TANOUSH**  
ORGANIC

**Benti**



**Registered Office**  
128, First Floor,  
Shiva Market Pitampura,  
Delhi 110034, India. • +91-11-4733 0330

**Corporate Office**  
8 K.M. Stone, Gohana-Rohtak Road  
Village Naultha, Panipat 132145  
Haryana, India • +91-972964 7000/8000

**Factory**  
• Gohana Road (Panipat), Haryana  
• Naultha (Panipat), Haryana  
• Gandhidham, Gujarat

<b>General information about company</b>	
Scrip code	531449
NSE Symbol	GRMOVER
MSEI Symbol	NOTLISTED
ISIN	INE192H01020
Name of the company	GRM OVERSEAS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	15-03-2024
Start time of the meeting	
End time of the meeting	

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	DEVESH ARORA
Firms Name	DEVESH ARORA & ASSOCIATES
Qualification	CS
Membership Number	A49034
Date of Board Meeting in which appointed	06-02-2024
Date of Issuance of Report to the company	16-03-2024

Voting results	
Record date	02-02-2024
Total number of shareholders on record date	24911
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of resolution passed in the meeting</b>	<b>3</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

Resolution (1)	
<b>Resolution required: (Ordinary / Special)</b>	Ordinary
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>	Yes
<b>Description of resolution considered</b>	To approve material related party transaction limits with GRM Foodkraft Private Limited

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	43029785	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	43029785	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	51318	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	51318	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	16918897	1672448	9.8851	1671384	1064	99.9364	0.0636
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	16918897	1672448	9.8851	1671384	1064	99.9364	0.0636
<b>Total</b>		60000000	1672448	2.7874	1671384	1064	99.9364	0.0636
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<div style="border: 1px solid black; background-color: #800000; color: white; padding: 5px; display: inline-block;">Add Notes</div>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve material related party transaction limits with GRM International Holding Limited, UK				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	43029785	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		43029785	0	0.0000	0	0	0.0000

<b>Public- Institutions</b>	<b>E-Voting</b>		0	0.0000	0	0	0	0
	<b>Poll</b>	51318	0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	51318	0	0.0000	0	0	0.0000	0.0000
<b>Public- Non Institutions</b>	<b>E-Voting</b>		1672448	9.8851	1671384	1064	99.9364	0.0636
	<b>Poll</b>	16918897	0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	16918897	1672448	9.8851	1671384	1064	99.9364	0.0636
<b>Total</b>		60000000	1672448	2.7874	1671384	1064	99.9364	0.0636
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

\* this fields are optional

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve material related party transaction limits with GRM Fine Foods INC., USA				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	43029785	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	43029785	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	51318	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	51318	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	16918897	1672448	9.8851	1671384	1064	99.9364	0.0636
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	16918897	1672448	9.8851	1671384	1064	99.9364	0.0636

<b>Total</b>	60000000	1672448	2.7874	1671384	1064	99.9364	0.0636
<b>Whether resolution is Pass or Not.</b>						Yes	
Disclosure of notes on resolution						<input type="button" value="Add Notes"/>	

\* this fields are optional

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





**Scrutinizer Report on Remote E-Voting in Respect of Resolutions Proposed Through Postal Ballot**

To,  
The Chairman,  
GRM OVERSEAS LIMITED  
128, First Floor, Shiva Market,  
Pitampura, Delhi-110034,

**Subject:** Scrutinizer's Report on Postal Ballot process conducted through electronic voting system in accordance with the provisions of Section 108 and Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended.

Dear Sir,

I, **Devesh Arora**, Practicing Company Secretary, have been appointed by the Board of Directors of GRM Overseas Limited as the Scrutinizer for the purpose of conducting the postal ballot (Remote e-voting) process in a fair and transparent manner in respect of the Ordinary Resolution's mentioned in the Notice of Postal Ballot dated 6th February, 2024.

**Management's Responsibility:** The management of the Company is responsible to ensure compliances with the requirements of the relevant provisions of (i) Companies Act, 2013 and the Rules made thereunder and (ii) the Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, ["SEBI Listing Regulations"] on the resolutions as set-out in the notice of Postal Ballot.

**Scrutinizer's Responsibility:** My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members in respect of the resolutions contained in the Postal Ballot Notice. My report is based on report generated by voting through electronic means provided by National Securities Depository Limited (NSDL) the authorized agency engaged by the Company to provide voting facility by electronic means and verification of data provided by MAS Services Limited the Registrar and Transfer Agent of the Company.

I submit my report as under:

1. As per the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17 /2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/21 dated 8<sup>th</sup> December, 2021, . 03/2022 dated 05<sup>th</sup> May, 2022 and . 11/2022 dated 28<sup>th</sup> December, 2022 and other relevant circulars issued by the Ministry of Corporate Affairs ('MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)



Regulations, 2015, the Company has sent the Postal Ballot Notice dated 6<sup>th</sup> February, 2024 on Friday, 09<sup>th</sup> February 2024 by email only to the members (as on "cut off" date) who have registered their e-mail address with the Company/ Depositories.

2. The Members of the Company holding equity shares, as on the "cut-off date" i.e. Friday, 2<sup>nd</sup> February, 2024 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 6<sup>th</sup> February 2024, through remote e- voting only.
3. The Company has published an advertisement on 11<sup>th</sup> February, 2024 in "Financial Express" an English Newspaper "Jansatta", a Hindi News Paper regarding completion of dispatch of Notice of Postal Ballot dated 06<sup>th</sup> February, 2024 and also specifying therein the matters prescribed in the Rules with regard to e-voting.
4. The Company has appointed National Securities Depository Limited("NSDL") for facilitating e- voting services to enable the Members to cast their votes electronically. The remote e- Voting facility was kept open from 9:00 A.M. (IST) on Thursday, February 15, 2024 and ends on Friday , March 15, 2024 at 5.00 P.M. (IST).The e-Voting facility was blocked forthwith thereafter.
5. The votes cast by the members electronically were unblocked 05:50 PM on 15<sup>th</sup> March, 2024, in the presence of Two Witnesses who were not in employment of Company.



(Witness. 1)  
Sakshi



(Witness. 2)  
Misha Ahuja

6. I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.
7. The summary of remote e-Voting received for the following resolutions are as under:

**RESOLUTION 1: TO APPROVE MATERIAL RELATED PARTY TRANSACTION LIMITS WITH GRM FOODKRAFT PRIVATE LIMITED**

Means of Voting	Total Votes	Invalid Votes	Valid Votes in favour of resolution		Valid votes against the resolution	
			Nos.	% of Total Valid Votes	Nos.	% of Total valid Votes
Remote voting	E- 1672448	NIL	1671384	99.94%	1064	0.06%
Postal Ballot	NA	NA	NA	NA	NA	NA

Since total votes voted in favour of the resolution is 99.94% and total votes voted against the resolution is 0.06% %, the Resolution has been passed as Ordinary Resolution.

**RESOLUTION 2: TO APPROVE MATERIAL RELATED PARTY TRANSACTION LIMITS WITH GRM INTERNATIONAL HOLDING LIMITED, UK**

Means of Voting	Total Votes	Invalid Votes	Valid Votes in favour of resolution		Valid votes against the resolution	
			Nos.	% of Total Valid Votes	Nos.	% of Total valid Votes
Remote E-voting	1672448	NIL	1671384	99.94%	1064	0.06%
Postal Ballot	NA	NA	NA	NA	NA	NA

Since total votes voted in favour of the resolution is 99.94% and total votes voted against the resolution is 0.06%, the Resolution has been passed as Ordinary Resolution.

**RESOLUTION 3: TO APPROVE MATERIAL RELATED PARTY TRANSACTION LIMITS WITH GRM FINE FOODS INC, USA**

Means of Voting	Total Votes	Invalid Votes	Valid Votes in favour of resolution		Valid votes against the resolution	
			Nos.	% of Total Valid Votes	Nos.	% of Total valid Votes
Remote E-voting	1672448	NIL	1671384	99.94%	1064	0.06%
Postal Ballot	NA	NA	NA	NA	NA	NA

Since total votes voted in favour of the resolution is 99.94% and total votes voted against the resolution is 0.06%, the Resolution has been passed as Ordinary Resolution.

8. The remote e-voting register and other records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Compliance Officer for safe keeping.

**Thanking You**

**For Devesh Arora & Associates  
Company Secretaries**



**Devesh Arora  
COP No. 17860  
UDIN: A049034E003592233  
Date: 16.03.2024  
Place: Delhi**

**Counter Signed by  
GRM Overseas Limited**

*Atul Garg*

**Atul Garg  
Chairman  
DIN: 02380612**

