

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting (“the EGM / the Meeting”) of the Members of M/s. GRM Overseas Limited (“the Company”) will be held on **Saturday, July 13, 2024**, at **12:30 P.M. (IST)** through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”) (“hereinafter referred to as “electronic mode”) to transact the following business:

SPECIAL BUSINESS:

1. ISSUE OF 91,00,000 SHARE WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE PROMOTER AND NON-PROMOTER CATEGORY:

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

“**RESOLVED THAT** pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Ministry of Corporate Affairs (“MCA”) or any other competent authority, as may be necessary, including the Securities and Exchange Board of India (“SEBI”), Bombay Stock Exchange Limited (“BSE”) , National Stock Exchange of India Limited (“NSE”) where the Equity Shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Director of the Company (“the Board”) (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members be and is hereby accorded to create, issue, offer and allot, from time to time in one or more tranches, up to **91,00,000 (Ninety-One Lakhs) Share Warrants (“Warrants”)** each Warrant convertible into 1 (one) Equity Share of the **Face Value of Rs. 2/- (Rupees Two Only)** each on a preferential basis, for cash, at an **Issue Price of Rs.150/- (Rupees One Hundred and Fifty Only) including premium of Rs. 148/- (Rupees One Hundred and Forty-Eight Only)** each per Warrant which is more than the price as determined by the board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations (‘Warrant Issue Price’) aggregating to an amount not exceeding **Rs. 1,36,50,00,000/- (Rupees One Hundred and Thirty-Six Crores and Fifty Lakhs Only)** to the following promoter and non-promoter individual/entities (hereinafter referred to as the (“Proposed Allottees of Share Warrant”), entitling the warrant holders to exercise option to convert and get allotted 1 (One) Equity Share of Face Value of Rs. 2/- (Rupees Two Only) each of the Company (“Equity Shares”) for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, and in such form and manner and in accordance with the provisions of ICDR Regulations and Takeover



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Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. No.	Names of the Investors/ proposed Allottees	Category (Promoter and Non-Promoter)	No. of Shares Warrants (up to)	Outcome of the subscription/ Investment amount (INR) (Approx.)
1.	Atul Garg	Promoter	5,50,000	8,25,00,000
2.	Mamta Garg	Promoter	5,50,000	8,25,00,000
3.	Hukam Chand Garg	Promoter	1,08,000	1,62,00,000
4.	Forbes EMF	Non-Promoter	20,00,000	30,00,00,000
5.	Coeus Global Opportunities Fund	Non-Promoter	20,00,000	30,00,00,000
6.	Singularity Equity Fund I	Non-Promoter	11,70,000	17,55,00,000
7.	Brescon Realty Private Ltd	Non-Promoter	2,00,000	3,00,00,000
8.	Nikhil Vora HUF	Non-Promoter	2,00,000	3,00,00,000
9.	WOW Investments	Non-Promoter	1,80,000	2,70,00,000
10.	Aarson Investments	Non-Promoter	1,53,000	2,29,50,000
11.	Ten Eighty Investments	Non-Promoter	1,53,000	2,29,50,000
12.	Dipak Raheja	Non-Promoter	1,53,000	2,29,50,000
13.	Absolute Returns Scheme	Non-Promoter	1,50,000	2,25,00,000
14.	Shri Bajrang Commodity	Non-Promoter	1,44,000	2,16,00,000
15.	Hypotenuse Investments	Non-Promoter	1,08,000	1,62,00,000
16.	K. B. Kapadia	Non-Promoter	1,00,000	1,50,00,000
17.	Nirmal Gupta	Non-Promoter	1,00,000	1,50,00,000
18.	Chitra Kumar	Non-Promoter	1,00,000	1,50,00,000
19.	Atul Ramanlal Shah	Non-Promoter	1,00,000	1,50,00,000
20.	Comfort Securities Limited	Non-Promoter	1,00,000	1,50,00,000
21.	NVS Corporate Consultancy Services Private Limited	Non-Promoter	1,00,000	1,50,00,000
22.	Anahaita Nalin Shah	Non-Promoter	1,00,000	1,50,00,000
23.	Nupur Mahipal	Non-Promoter	1,00,000	1,50,00,000
24.	Neeraj Pahlajani	Non-Promoter	72,000	1,08,00,000
25.	Amit R Agarwal	Non-Promoter	72,000	1,08,00,000
26.	Shashi Agarwal	Non-Promoter	72,000	1,08,00,000
27.	Singhvi Heritage LLP	Non-Promoter	54,000	81,00,000
28.	Swati Agarwal	Non-Promoter	45,000	67,50,000
29.	Archit Garg	Non-Promoter	40,000	60,00,000



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30.	Deekay Investments	Non-Promoter	36,000	54,00,000
31.	Kaushal Bharat Ruparel	Non-Promoter	30,000	45,00,000
32.	Nipun Jain	Non-Promoter	30,000	45,00,000
33.	Akshay Garg	Non-Promoter	30,000	45,00,000
Total			91,00,000	1,36,50,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the “Relevant Date” for determining the Floor Price of Warrants shall be Thursday, June 13, 2024, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held on Saturday, July 13, 2024.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions apart from the other terms and conditions as prescribed under applicable laws:

- a. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 2/- (Rupees Two Only) each to the Warrant holders;
- b. An amount equal to 25% (Twenty-Five Percent) of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (Seventy-Five Percent) of the Warrant Issue Price shall be payable by the Warrant Holder(s) on or before the exercise of the entitlement attached to the Warrant(s) to subscribe for the Equity Shares;
- c. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company.
- d. The Warrants shall be exercised in a manner that shall be in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;
- e. The Warrants themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants.
- f. The Equity Shares to be so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the existing Equity Shares of the Company;
- g. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter V of the ICDR Regulations from time to time;



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- h. The Company shall re-compute the price of the Warrants/ Equity Shares issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;
- i. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 (fifteen) days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval(s);
- j. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- k. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- l. The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants are received from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations;

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the proposed allottees and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted up to exercise of the Warrants held by the Warrant Holders;

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its



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absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Members and take all steps and decisions in this regard;

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon.”

**By order of Board of Directors
For GRM Overseas Limited**

Sd/-
Atul Garg
Managing Director
DIN: 02380612

**Place: Panipat
Date: June 21, 2024**



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NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the special business matters, is annexed hereto.
2. Pursuant to General Circulars No.14/2020 dated April 8,2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as ‘MCA Circulars’), the Company is convening the Extra-Ordinary General Meeting (the EGM/the meeting) through Video Conferencing(VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India (SEBI), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 (SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(Listing Regulations).
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company, however, since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution / Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution /Authorization shall be sent to the Scrutinizer by email through their registered email address to csdevesharora@gmail.com with copies marked to the Company at investor.relations@grmrice.com and evoting@nsdl.co.in.
5. Registration of email ID and Bank Account details:

In case the shareholder’s email ID is already registered with the Company/its Registrar & Share Transfer Agent “RTA”/Depositories, the log in details for e-voting are being sent to the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/ Depositories and have not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- a. Members are requested to send all communications relating to shares, unclaimed dividends, change of address, bank details, email address etc. to the Registrar and Share



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Transfer Agent: MAS Services Limited at its address: Office: T-34 IInd Floor, Okhla Industrial Area Phase-II New Delhi 110020 , Tel. No.: 011-26387281-83.

b. In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

6. The Notice of the EGM is being sent only by electronic mode to those Members whose email addresses are registered with the Company / Depositories in accordance with the aforesaid MCA and SEBI circulars. Members may note that the Notice of EGM will also be available on the Company’s website: www.grmrice.com, websites of the Bombay Stock Exchange Ltd at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and is also available at NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. Members can attend and participate in the Extra-Ordinary General Meeting through VC / OAVM facility only.
7. Members attending the meeting through VC / OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Securities and Exchange Board of India (SEBI) has mandated the 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 Registrar and Share Transfer Agent.
9. Members who wish to inspect the Statutory Registers maintained under the Companies Act, 2013 and relevant documents referred to in this Notice of EGM and explanatory statement on the date of EGM in electronic mode can send an email to investor.relations@grmrice.com. The Company has been maintaining, inter alia, the statutory registers at its registered office. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
10. Members of the Company holding shares either in physical form or in dematerialized forms as on cut-off date i.e., **Saturday, July 06, 2024**, will be entitled to vote on the resolutions proposed in the Notice.
11. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical/ dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
12. Information relating to e-voting and other instructions are as under:
 - a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44



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of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. The Company has engaged the services of National Securities Depository Limited as the Agency to provide e-voting facility for voting through remote e-Voting, for participation in the EGM through VC/OAVM Facility and e-Voting during the EGM.

- b. The Board of Directors of the Company has appointed Mr. Devesh Arora, Proprietor of M/s. Devesh Arora & Associates, Practicing Company Secretaries (ACS 49034; COP 17860) as Scrutinizer to scrutinize the voting and remote e voting process in fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
 - c. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **Saturday, July 06, 2024.**
 - d. Remote e-voting will commence at **09:00 A.M. on Wednesday, July 10, 2024** and will end at **05:00 P.M. on Friday, July 12, 2024**, when remote e-voting will be blocked by NSDL.
13. The Members can join the EGM in the VC/OAVM mode **15 minutes** before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for **1000 members on a first come first served basis**. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors and Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the meeting without restriction on account of first come first served basis.
14. Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

As per SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Wednesday, July 10, 2024, at 09:00 A.M. and ends on Friday, July 12, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, July 06, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, July 06, 2024.



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How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a



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	<p>Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.



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	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?



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1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.



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- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.



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5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csdevesharora@gmail.com with a copy marked to evoting@nsdl.com and cs@grmrice.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.relations@grmrice.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.relations@grmrice.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method



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for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



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5. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs@grmrice.com between Saturday, June 29, 2024 (09:00 A.M. IST) to Saturday, July 06, 2024 (05:00 P.M. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

**By order of Board of Directors
For GRM Overseas Limited**

Sd/-
Atul Garg
Managing Director
DIN: 02380612

Place: Panipat
Date: June 21, 2024



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

1. ISSUE OF 91,00,000 SHARE WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE PROMOTER AND NON-PROMOTER CATEGORY:

The Board of Directors of the Company in its meeting held on June 21, 2024, subject to the approval of members, has approved the proposal for raising funds and allot by way of preferential issue of Share Warrants up to 91,00,000 (Ninety-One Lakhs) Warrants convertible into equivalent number of Equity Shares of a face value of Rs. 2/- (Rupees Two Only) each of the Company (“Warrants”), at an Issue Price of Rs. 150/- (One Hundred and Fifty Only) including premium of Rs. 148/- (Rupees One Hundred and Forty-Eight Only) each per Warrant which is more than the price as determined by the board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations (‘Warrant Issue Price’) aggregating to an amount not exceeding Rs. 1,36,50,00,000/- (Rupees One Hundred and Thirty-Six Crores and Fifty Lakhs Only) to the proposed allottees being Promoter(s) and persons other than Promoter(s).

Requisite information or details in respect of the proposed Preferential Issue of Warrants in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”) are as under:

1. The objects of the preferential issue:

1.1 Working Capital requirements of the Company and its subsidiaries (referred to below as “Working Capital requirements”)

1.2 Investment in Subsidiary- For undertaking investments in or providing loans to its subsidiary “GRM Foodkraft Private Limited” and any other subsidiary in India or abroad for the purpose of business growth and building the 10x brand and any other new brands by enhancing the product range, either in the form of equity/ quasi equity/ unsecured loan (referred to below as “Investment in Subsidiary”)

1.3 Inorganic Growth Opportunities- Funds will be allocated for exploring future inorganic growth opportunities, including strategic mergers and acquisitions. These activities may be undertaken directly by the Company or through its subsidiaries or joint ventures, as approved by the Board from time to time (hereinafter referred to as “Inorganic Growth Opportunities”).

1.4 Investment in Plant and Machinery- For undertaking investments for the upgrade of plant and machinery. This investment aims to enhance operational efficiency, expand capacity, and optimise the overall manufacturing process and facilities. These enhancements are critical for maintaining competitive advantage and meeting growing market demands (hereinafter referred to as “Investment in Plant and Machinery”).



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1.5 Up to 25% (twenty five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the by the Board from time to time, and/or any other general purpose as may be permissible under applicable laws (referred to below as “General Corporate Purposes”).

Utilisation of Issue Proceeds

Sr. no.	Particulars	Total estimated amount to be utilized. (Amount in Crores INR) *	Tentative timeline for utilization of issue proceeds for each of the object
1	Working Capital Requirement	60	Within 12 months from receipt of funds for the Warrants (as set out herein)
2	Investment in Subsidiary	30	
3	Inorganic Growth Opportunities	10	
4	Investment in Plant and Machinery	5	
5	General Corporate Purposes	31.5	
	Total	136.5	

** Contingent upon full subscription of offer and considering 100% conversion of Warrants into Equity Shares within the stipulated time.*

The Company shall have exclusive authority over the direct application of the aforementioned Net Proceeds, or alternatively, may opt for deployment through equity/debt contributions to its subsidiaries, joint ventures, or associates, all in accordance with the applicable legal and regulatory frameworks.

The Main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap which shall not exceed +/-



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10% of the amount specified for that object of size of the Preferential Issue in accordance with BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 both dated December 13, 2022.

The Monitoring Agency shall submit a report to our Board as required under Regulation 162A of the SEBI ICDR Regulations. The Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. The Company will indicate instances, if any, of unutilized Net Proceeds in the balance sheet of the Company for the relevant Financial Years. The Company shall be entitled to invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws.

2. Particulars of the offer including the maximum number of specified securities to be issued.

Preferential issue of 91,00,000 (Ninety-One Lakhs) Fully Convertible Warrants of face value of Rs. 02/- each at an issue price not exceeding Rs. 150/- (One Hundred and Fifty Only) including premium of Rs. 148/- (Rupees One Hundred and Forty-Eight Only) each per Warrant ('Warrant Issue Price') aggregating to an amount not exceeding 1,36,50,00,000/- (Rupees One Hundred and Thirty-Six Crores and Fifty Lakhs Only) in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

3. Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the Minimum Issue Price of Warrants shall be Thursday, June 13, 2024, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the Company scheduled to be held, i.e., Saturday, July 13, 2024.

4. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of Company are listed and frequently traded on Bombay Stock Exchange Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). Further, the Articles of Association of the Company does not contain any article which provides for determination of price in case of preferential issue.

In terms of the applicable provisions of the SEBI ICDR Regulations, the price at which the securities may be issued computes to Rs. 147.31/- (Rupees One Hundred and Forty-Seven and Thirty-One Paise Only) per warrant, being higher of the following:

- the 90 (Ninety) trading days Volume Weighted Average Price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date i.e. **Rs. 142.97/-;**
- the 10 (Ten) trading days Volume Weighted Average Price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date i.e. **Rs. 142.05/-;**



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- c. the 90 (Ninety) trading days Volume Weighted Average Price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date i.e. **Rs. 147.31/-**;
- d. the 10 (Ten) trading days Volume Weighted Average Price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date i.e. **Rs. 141.35/-**.

Further a certificate has been obtained from M/s. Mihen Halani & Associates, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation.

Further, this preferential issue will not result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the company, to an allottee or to allottees acting in concert, hence there is no requirement of valuation report from registered valuer.

5. Amount which the Company intends to raise by way of such securities.

The company intends to raise an amount not exceeding 1,36,50,00,000/- (Rupees One Hundred and Thirty-Six Crores and Fifty Lakhs Only)

6. Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:

The following Promoters and Directors intent to participate and subscribe to the preferential offer:

Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	No. of securities to be allotted
Atul Garg	Promoter and Director	5,50,000
Mamta Garg	Promoter and Director	5,50,000
Hukam Chand Garg	Promoter and Director	1,08,000

Except for the above, none of the directors or promoters, except to the extent of their individual shareholding in the company intend to subscribe to the preferential issue.

7. Time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, the Warrants shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.



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The warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon.

The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

8. Name of the proposed allottee, class and percentage of post Preferential Issue capital that may be held by them:

The details have been provided in **Annexure I** forming part of this Notice.

9. The Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company before and after considering the preferential issues under this Notice is provided in **Annexure II** forming part of this Notice.

10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:

Sr. No.	Name of the Allottee of share warrants	Name of beneficial owners of proposed allottee of share warrants	PAN of the beneficial owners of proposed allottee of share warrants
1.	Forbes EMF	Li Hoy Choo Li Kim For*	Passport: 1547613
2.	Coeus Global Opportunities fund	Li Hoy Choo Li Kim For*	Passport: 1547613
3.	Singularity Equity Fund I	VISTRA ITCL (INDIA) LIMITED	AAACI6832K
4.	Aarson Investments	Sharad Goel	AGVPG5894M
5.	Hypotenuse Investments	Brijesh Thakkar	AFXPT8234K
6.	Ten Eighty Investments	Nidhi Thakkar	ARJPP8932E
7.	WOW Investments	Amit Goyal	ACBPG4187B
8.	Shri Bajrang Commodity	Anand Goel	AHDPG5613K
9.	Deekay Investments	Deepak Kumar Agrawal	AFLPA5857R
10.	Brescon Realty Private Ltd	Nirmal Kumar Gangwal, Neelam Gangwal	Nirmal: AACPG0342F Neelam:AAMPG0583G
11.	Singhvi Heritage LLP	D Sunil Kumar	AAFDP9907Q
12.	Absolute Returns Scheme	Ketan V Thakkar	ABWPT0713A
13.	NVS Corporate Consultancy Services Private Limited	Anahaita Nalin Shah	AANPS9303H



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14.	Comfort Securities Ltd	Annu Anil Agrawal	ADMPA0248F
15.	Nikhil Vora HUF	Nikhil Vora	AAXPV2593N

* Mr. **Li Hoy Choo LI KIM FOR** being a Mauritian Citizen, does not hold a PAN Card.

11. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Warrants and including the conversion thereof into Equity Shares of the Company.

12. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, the Company has not allotted any securities on a preferential basis.

13. Undertaking as to Re-computation of the share price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable. If the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

14. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a willful defaulter or a fraudulent borrower:

Neither the Company nor its promoters nor the Directors of the Company have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

15. The current and proposed status of the allottee of share warrant post the preferential issue namely, promoter or non-promoter investors:

Sr. No.	Name of the Proposed Allottee of share warrants	Current Status of the Proposed	Proposed Status of the Proposed Allottee of
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		Allottee of share warrants	share warrants post the preferential issue
1.	Atul Garg	Promoter	Promoter
2.	Mamta Garg	Promoter	Promoter
3.	Hukam Chand Garg	Promoter	Promoter
4.	Forbes EMF	Non-Promoter	Non-Promoter
5.	Coeus Global Opportunities Fund	Non-Promoter	Non-Promoter
6.	Singularity Equity Fund I	Non-Promoter	Non-Promoter
7.	Brescon Realty Private Ltd	Non-Promoter	Non-Promoter
8.	Nikhil Vora HUF	Non-Promoter	Non-Promoter
9.	WOW Investments	Non-Promoter	Non-Promoter
10.	Aarson Investments	Non-Promoter	Non-Promoter
11.	Ten Eighty Investments	Non-Promoter	Non-Promoter
12.	Dipak Raheja	Non-Promoter	Non-Promoter
13.	Absolute Returns Scheme	Non-Promoter	Non-Promoter
14.	Shri Bajrang Commodity	Non-Promoter	Non-Promoter
15.	Hypotenuse Investments	Non-Promoter	Non-Promoter
16.	K. B. Kapadia	Non-Promoter	Non-Promoter
17.	Nirmal Gupta	Non-Promoter	Non-Promoter
18.	Chitra Kumar	Non-Promoter	Non-Promoter
19.	Atul Ramanlal Shah	Non-Promoter	Non-Promoter
20.	Comfort Securities Limited	Non-Promoter	Non-Promoter
21.	NVS Corporate Consultancy Services Private Limited	Non-Promoter	Non-Promoter
22.	Anahaita Nalin Shah	Non-Promoter	Non-Promoter
23.	Nupur Mahipal	Non-Promoter	Non-Promoter
24.	Neeraj Pahlajani	Non-Promoter	Non-Promoter
25.	Amit Agarwal	Non-Promoter	Non-Promoter
26.	Shashi Agarwal	Non-Promoter	Non-Promoter
27.	Singhvi Heritage LLP	Non-Promoter	Non-Promoter
28.	Swati Agarwal	Non-Promoter	Non-Promoter
29.	Archit Garg	Non-Promoter	Non-Promoter
30.	Deekay Investments	Non-Promoter	Non-Promoter
31.	Kaushal Bharat Ruparel	Non-Promoter	Non-Promoter
32.	Nipun Jain	Non-Promoter	Non-Promoter
33.	Akshay Garg	Non-Promoter	Non-Promoter

16. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable



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17. Lock-in-period:

The Warrants and Equity Shares allotted upon conversion of Warrants shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of all the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of the allotment of Warrants as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

18. Practicing Company Secretary's Certificate:

The certificate from M/s. Mihen Halani, Practicing Company Secretary, having his office at A-Wing, 501L, Jaswanti Allied Business Centre, Ramchandra Lane, Next to Khwaish Presidency, Malad (West), Mumbai-400064, MH, In, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at www.grmrice.com

19. Undertaking:

In terms of the ICDR Regulations, the Company hereby undertakes that:

- a) It would re-compute the price of the securities specified above in terms of the Provisions of the SEBI (ICDR) Regulations, where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.
- c) The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.

20. Other disclosures:

- a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- b. Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- c. The proposed allottee of share warrants has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- d. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
- e. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.



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- f. The issue of Equity Shares after the shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.
- g. The Equity Shares being issued after the conversion of share warrants shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.
- h. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically described in the resolutions set out at Item No.: 01 of this Notice.

The Board of Directors believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No.: 01 in the accompanying notice for approval by the Members.

Except Atul Garg, Mamta Garg and Hukum Chand Garg, to the extent of their respective shareholding, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.



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Annexure I

(P: Promoter and NP: Non-Promoter)

Sr. No	Name of the Proposed Allottee of Share Warrants	Class (Promoter /Non-Promoter)	Pre-Issue Shareholding		Issue of Warrants (Present Issue) (No.)	Post Issue Shareholding after Conversion of Warrants	
			No. of Shares	% of Share holding		No. of Shares	% of Share holding
1.	Atul Garg	P	1,44,43,689	24.07	5,50,000	1,49,93,689	21.70
2.	Mamta Garg	P	1,39,25,295	23.21	5,50,000	1,44,75,295	20.95
3.	Hukam Chand Garg	P	1,50,03,000	25.01	1,08,000	1,51,11,000	21.87
4.	Forbes EMF	NP	-	-	20,00,000	20,00,000	2.89
5.	Coeus Global Opportunities Fund	NP	-	-	20,00,000	20,00,000	2.89
6.	Singularity Equity Fund	NP	-	-	11,70,000	11,70,000	1.69
7.	Brescon Realty Private Ltd	NP	-	-	2,00,000	2,00,000	0.29
8.	Nikhil Vora HUF	NP	-	-	2,00,000	2,00,000	0.29
9.	WOW Investments	NP	-	-	1,80,000	1,80,000	0.26
10.	Aarson Investments	NP	-	-	1,53,000	1,53,000	0.22
11.	Ten Eighty Investments	NP	-	-	1,53,000	1,53,000	0.22
12.	Dipak Raheja	NP	-	-	1,53,000	1,53,000	0.22
13.	Absolute Returns Scheme	NP	-	-	1,50,000	1,50,000	0.22
14.	Shri Bajrang Commodity	NP	-	-	1,44,000	1,44,000	0.21
15.	Hypotenuse Investments	NP	-	-	1,08,000	1,08,000	0.16
16.	K. B. Kapadia	NP	-	-	1,00,000	1,00,000	0.14
17.	Nirmal Gupta	NP	-	-	1,00,000	1,00,000	0.14
18.	Chitra Kumar	NP	-	-	1,00,000	1,00,000	0.14
19.	Atul Ramanlal Shah	NP	-	-	1,00,000	1,00,000	0.14
20.	Comfort Securities Limited	NP	-	-	1,00,000	1,00,000	0.14
21.	NVS Corporate Consultancy Services Private Limited	NP	-	-	1,00,000	1,00,000	0.14



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22.	Anahaita Nalin Shah	NP	-	-	1,00,000	1,00,000	0.14
23.	Nupur Mahipal	NP	-	-	1,00,000	1,00,000	0.14
24.	Neeraj Pahlajani	NP	-	-	72,000	72,000	0.10
25.	Amit Agarwal	NP	-	-	72,000	72,000	0.10
26.	Shashi Agarwal	NP	-	-	72,000	72,000	0.10
27.	Singhvi Heritage LLP	NP	-	-	54,000	54,000	0.08
28.	Swati Agarwal	NP	-	-	45,000	45,000	0.07
29.	Archit Garg	NP	-	-	40,000	40,000	0.06
30.	Deekay Investments	NP	-	-	36,000	36,000	0.05
31.	Kaushal Bharat Ruparel	NP	-	-	30,000	30,000	0.04
32.	Nipun Jain	NP	-	-	30,000	30,000	0.04
33.	Akshay Garg	NP	-	-	30,000	30,000	0.04



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Annexure II: (Shareholding pattern of the Company before and after the Preferential Issue)

Sr No	Category	Pre-Issue Shareholding (as on March 31, 2024)		Shareholding Post Preferential Issue and Conversion of warrants and preferential issue of equity shares	
		No. of Shares held	% to total share capital	No. of Shares held *	% to total share capital * (assuming full conversion of Warrants)
A	<u>PROMOTER GROUP</u>				
	Promoter and Promoter Group Holding				
1	Indian				
	Individual	4,33,71,984	72.29	4,46,19,984	64.52
	Body Corporate	0	0	0	0
2.	Foreign Promoters				
	NRI	0	0	0	0
	Sub-Total - A	4,33,71,984	72.29	4,46,19,984	64.52
B.	<u>NON-PROMOTER HOLDING</u>				
1	Institutional Investors	154011	0.26	5474011	7.92
	Mutual Funds/ FPI/ AIF	0	0	0	0
	Financial Institutions / Banks	0	0	0	0
	Insurance Companies	0	0	0	0
	Central Government	0	0	0	0
2	Non-Institutional Investors				
	Individuals	12072778	20.12	1,33,76,778	4.34
	Body Corporate	1433925	2.39	26,61,925	19.36



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Others	2967302	4.95	29,67,302	3.85
Sub-Total - B	1,66,28,016	27.71	2,44,80,016	35.48
GRAND TOTAL (A+B1+B2)	6,00,00,000	100	6,91,00,000	100

**The shareholding pattern figures are derived under the assumption that all proposed warrants will be subscribed in accordance with the shareholders' resolution No. 1 and that all warrants will subsequently be exercised or converted into equity shares. However, if any equity shares or warrants remain unsubscribed or unexercised, the figures will be adjusted accordingly.*

**By order of Board of Directors
For GRM Overseas Limited**

Sd/-

Atul Garg
Managing Director
DIN: 02380612

Place: Panipat
Date: June 21, 2024

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