

Date: July 01, 2024

To,

To, The Listing Operations, National Stock Exchange of India Limited 'Exchange Plaza', Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Symbol: GRMOVER	To, The Corporate Relationship Department, Bombay Stock Exchange Limited P.J. Towers, Dalal Street, Mumbai 400 001 Scrip Code: 531449
--	---

Subject: Corrigendum to the Notice of the Extra-Ordinary General Meeting (“EGM”) of M/s. GRM Overseas Limited to be held on Saturday, July 13, 2024

Dear Sir/Madam,

This is in furtherance to our letter dated June 21, 2024, wherein the Company has informed about the Extra-Ordinary General Meeting (“EGM”) of the shareholders of M/s. GRM Overseas Limited, which is scheduled to be held on Saturday, July 13, 2024 at 12:30 P.M. (IST) through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”).

The EGM Notice dated June 21, 2024, were sent to the shareholders of the Company on June 21, 2024, in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

This Corrigendum to the Notice of the EGM regarding changes in the Notice and the Explanatory Statement shall form an integral part of the Notice of EGM dated June 21, 2024, which has already been circulated to shareholders of Company and on and from the date hereof, the Notice of the EGM shall always be read in conjunction with this Corrigendum. A copy of detailed the Corrigendum is enclosed herewith. The said Corrigendum is also being uploaded on the website of the Company at www.grmrice.com.

Except as detailed in the attached Corrigendum, all other items of the EGM Notice along with Explanatory Statement dated June 21, 2024, shall remain unchanged.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we kindly request you to take into account the above submissions. This is for your kind information and record.

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

Sachin Narang
Company Secretary and Compliance Officer
Membership No.: 65535
Encl: As above



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

CORRIGENDUM IN CONTINUATION TO THE NOTICE AND EXPLANATORY STATEMENT ATTACHED THERETO DATED JUNE 21, 2024, CONVENING THE EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON SATURDAY, JULY 13, 2024

This Corrigendum is being issued by M/s. GRM Overseas Limited (“the Company”) for convening an Extra-Ordinary General Meeting (“EGM”) of the Shareholders of the Company 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”). The Notice of the EGM dated June 21, 2024 (“EGM Notice”) was dispatched to all the shareholders of the Company on June 21, 2024, in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India. This corrigendum is being issued to give notice to amend / provide additional details as mentioned herein and pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Company through this communication wishes to bring to the notice of the Shareholders, following changes in the said EGM Notice.

The following changes shall be considered and substituted in the original EGM Notice Dated June 21, 2024:

A. CHANGES IN RESOLUTION SPECIFIED UNDER ITEM NO. 1:

The statement mentioned in the Resolution under Item No. 1:

“pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations”

shall be read as:

“pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations”

B. CHANGES IN THE EXPLANATORY STATEMENT:

Changes in the first paragraph under the Explanatory Statement in Item No. 1:

The statement mentioned in the Explanatory Statement under Item No. 1:

“pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations”

shall be read as

“pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations”

Point No. 1 shall be read as follows:

1. The objects of the preferential issue:



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

The proceeds arising out of the preferential issue shall be utilized for the purposes and in accordance with the bifurcation as specified below:

Utilization 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 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 +/- 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.

Point No. 6 shall be read as follows:

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



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

The following Promoter, Director and Key Managerial Personnel intends to participate and subscribe to the preferential offer:

Sr. No.	Names of the Investors/ Proposed Allottees	Category (Promoter/Non-Promoter)	No. of Equity Shares Up to)	Outcome of the subscription/ Investment amount (INR) (Approx.)
1	Atul Garg	Promoter and Director	5,50,000	8,25,00,000
2	Mamta Garg	Promoter and Director	5,50,000	8,25,00,000
3	Hukam Chand Garg	Promoter and Director	1,08,000	1,62,00,000

Except for the above, none of the Directors, Key Managerial Personnel or Promoters intend to subscribe to the preferential issue of warrants.

Point 10: shall be read as follows:

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
3.	Singularity Equity Fund I	Shikha Bagai	AEWPB3408H
15.	Nikhil Vora HUF	Nikhil Vora	AAXPV2953N

This Corrigendum shall form an integral part of the EGM Notice dated June 21, 2024, which has already been circulated to the shareholders of the Company and on and from the date hereof, the Notice of the EGM shall always be read in conjunction with this Corrigendum. All other contents of EGM Notice and explanatory statement annexed thereto, save and except as mentioned in this corrigendum shall remain unchanged. This Corrigendum shall also be available on the website of the Company at www.grmrice.com and on the website of NSE and BSE where the shares of the Company are listed.

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

Sd/-
Atul Garg
Managing Director
DIN: 02380612

**Place: Panipat
Date: July 01, 2024**



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