

Date: July 06, 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: Second Corrigendum (“the 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 July 01, 2024 and June 21, 2024, wherein the Company has informed about the First Corrigendum and 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”), respectively.

The EGM Notice dated June 21, 2024 and the First Corrigendum dated July 01, 2024, were sent to the shareholders of the Company on June 21, 2024 and July 01, 2024 respectively, 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 and the First 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 and the First Corrigendum. A copy of the detailed 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.



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

GRM OVERSEAS LIMITED



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



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

**SECOND CORRIGENDUM 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 Second Corrigendum (“the 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”) and the First Corrigendum was dispatched to all the shareholders of the Company on June 21, 2024 and July 01, 2024, respectively, 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 Second 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 and the First Corrigendum dated July 01, 2024 and shall be read accordingly:

1. REDUCTION IN ISSUE SIZE OF SHARE WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS MENTIONED IN THE SPECIAL RESOLUTION UNDER ITEM NO.1 AND THE EXPLANATORY STATEMENT UNDER ITEM NO. 1:

It is to be noted that 1 (One) investor, namely Mr. Akshay Garg whose name is mentioned in Sr. No. 33 in the table of list of allottees in the EGM Notice dated June 21, 2024, has been disqualified for the present preferential issue/offer due to breach of condition specified in Regulation 167(6) read with Regulation 159(1) of the SEBI (ICDR) Regulations, 2018. Due to such disqualification, the name of Mr. Akshay Garg has been removed from the list of proposed allottees, which leads to reduction in the Issue Size of Share Warrants.

In the Special Resolution mentioned under Item No. 1 of the Notice, the issue size has been reduced from **91,00,000 (Ninety-One Lakhs) Share Warrants** 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) aggregating to an amount not exceeding Rs. 1,36,50,00,000/- (Rupees One Hundred and Thirty-Six Crores and Fifty Lakhs Only) to **90,70,000 (Ninety Lakhs Seventy Thousand) Share Warrants** convertible into 1 (one) Equity Share of the Face Value of Rs. 2/- (Rupees Two Only) each on a preferential basis, for cash, at



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

an Issue Price of Rs.150/- (Rupees One Hundred and Fifty Only) including premium of Rs. 148/- (Rupees One Hundred and Forty-Eight Only) aggregating to an amount not exceeding Rs. 1,36,05,00,000/- (Rupees One Hundred and Thirty-Six Crores and Five Lakhs Only).

This correspondent change shall be made in Explanatory Statement under Item No. 1 as mentioned in the Notice.

2. CHANGES IN THE LIST OF ALLOTTEES MENTIONED IN THE SPECIAL RESOLUTION UNDER ITEM NO. 1:

In the Special Resolution under Item No. 1, Mr. Akshay Garg whose name is mentioned in Sr. No. 33 in the table of list of allottees has been deleted which results in reduction in No. of Allottees to 32, total No. of Shares Warrants to 90,70,000 and total Investment amount to Rs. 1,36,05,00,000/-.

3. CHANGES IN THE EXPLANATORY STATEMENT:

Point No. 1: The objects of the preferential issue:

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	31.05	
	Total	136.05	

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



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

Point No. 2: Particulars of the offer including the maximum number of specified securities to be issued:

Preferential issue of 90,70,000 (Ninety Lakhs Seventy Thousand) Fully Convertible Warrants of Face Value of Rs. 2/- (Rupees Two Only) 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 Rs. 1,36,05,00,000/- (Rupees One Hundred and Thirty-Six Crores and Five Lakhs Only) in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

Point No. 5: Amount which the Company intends to raise by way of such securities:

The company intends to raise an amount not exceeding Rs. 1,36,05,00,000/- (Rupees One Hundred and Thirty-Six Crores and Five Lakhs Only).

Point No. 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 revised Annexure I forming part of this Second Corrigendum.

Point No. 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 revised Annexure II forming part of this Second Corrigendum.

Point No. 15: The current and proposed status of the allottee of share warrant post the preferential issue:

Mr. Akshay Garg whose name is mentioned in Sr. No. 33 in the table provided under the said point no. 15 stands deleted on account of disqualification.

Point No. 18: Practicing Company Secretary's Certificate:

The revised 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.



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

Revised 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	21.71
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	21.88
4	Forbes EMF	NP	-	-	20,00,000	20,00,000	2.90
5	Coeus Global Opportunities Fund	NP	-	-	20,00,000	20,00,000	2.90
6	Singularity Equity Fund I	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
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 R 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



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

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

Sr. No.	Category	Pre-Issue Shareholding (as on June 14, 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	PROMOTER GROUP				
	Promoter and Promoter Group Holding				
1	Indian				
	Individual	4,33,71,984	72.29	4,45,79,984	64.54
	Body Corporate	0	0	0	0
2.	Foreign Promoters				
	NRI	0	0	0	0
	SUB-TOTAL - A	4,33,71,984	72.29	4,45,79,984	64.54
B.	NON-PROMOTER HOLDING				
1	Institutional Investors	1,54,011	0.26	54,74,011	7.93
	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	1,20,72,778	20.12	1,33,86,778	19.38
	Body Corporate	14,33,925	2.39	18,87,925	2.73
	Others	29,67,302	4.95	37,41,302	5.42
	SUB-TOTAL - B	1,66,28,016	27.71	2,44,90,016	35.46
	GRAND TOTAL (A+B1+B2)	6,00,00,000	100	6,90,70,000	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.*

This Corrigendum shall form an integral part of the EGM Notice dated June 21, 2024 and First Corrigendum dated July 01, 2024, which has already been circulated to the shareholders of the Company. On and from the date hereof, the Notice of the EGM shall always be read in conjunction with the First Corrigendum and this Corrigendum. All other contents of EGM Notice and



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

explanatory statement annexed thereto, and the First Corrigendum, 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 at www.nseindia.com and BSE at www.bseindia.com, 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 06, 2024



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