

Date: September 28, 2024

To,

The General Manager, Listing Department, Bombay Stock Exchange Limited , P.J. Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 531449	The Manager, Listing & Compliance Department The National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra East, Mumbai - 400051 Symbol: GRMOVER
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Subject: Disclosure of Voting Results of Annual General Meeting (AGM) held on Saturday, September 28, 2024 along with the Consolidated Scrutinizer Report

Dear Sir/ Madam,

Please be informed that the Annual General Meeting (AGM) was held on Saturday, September 28, 2024 at 12:30 P.M (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. In this regard, please find enclosed herewith, the following:

1. Voting Results of the business transacted at the AGM as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. Consolidated Scrutinizer's Report pursuant to Section 108 and other applicable provisions, if any, of the Act and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force].

The results along with the Scrutinizer's Report are also being posted on the website of the Company www.grmrice.com and also on the website of National Securities Depository Limited, the agency which provided e-voting services.

We request you to take the above information on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For GRM Overseas Limited

Sachin Narang
Company Secretary & Compliance Officer
Membership No.: 65535



TANOUSH
ORGANIC

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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

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General information about company

Scrip code	531449
NSE Symbol	GRMOVER
MSEI Symbol	NOTLISTED
ISIN	INE192H01020
Name of the company	GRM OVERSEAS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	28-09-2024
Start time of the meeting	12:30 PM
End time of the meeting	01:18 PM

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Scrutinizer Details

Name of the Scrutinizer	DEVESH ARORA
Firms Name	DEVESH ARORA & ASSOCIATES
Qualification	CS

Membership Number	A49034
Date of Board Meeting in which appointed	26-08-2024
Date of Issuance of Report to the company	28-09-2024

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Voting results	
Record date	21-09-2024
Total number of shareholders on record date	34509
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	3
b) Public	142
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				<p>1 (A) Adoption of the Audited Financial Statements as at 31st March, 2024 To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2024, the Audited Statement of Profit and Loss Account for the year ended on that date, together with Reports of Auditors and Directors thereon.</p> <p>(B) Adoption of the Consolidated Audited Financial Statements as at 31st March, 2024 To receive, consider and adopt the Consolidated Audited Financial Statement as at 31st March, 2024, together with Reports of Auditors thereon.</p>				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4337198 4	4337198 4	100.0000	4337198 4	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	4337198 4	4337198 4	100.0000	4337198 4	0	100.0000	0.0000

Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	308239						
	Postal Ballot (if applicable)							
	Total	308239	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1400532	8.5818	1400497	35	99.9975	0.0025
	Poll	1631977	164	0.0010	164	0	100.0000	0.0000
	Postal Ballot (if applicable)	7						
	Total	1631977	1400696	8.5828	1400661	35	99.9975	0.0025
Total		6000000	4477268	74.6211	4477264	35	99.9999	0.0001
		0	0		5			
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

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

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Retiring Director To consider appointment of a Director in place of Mrs. Mamta Garg (DIN: 05110727) who retires by rotation and being eligible, offers herself for reappointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	43371984	43371984	100.0000	43371984	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	43371984	43371984	100.0000	43371984	0	100.0000	0.0000
Public-Institutions	E-Voting	308239	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							

	Total	308239	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1399932	8.5781	1399267	665	99.9525	0.0475
	Poll	1631977	164	0.0010	164	0	100.0000	0.0000
	Postal Ballot (if applicable)	7						
	Total	1631977	7	1400096	8.5791	1399431	665	99.9525
	Total	6000000	4477208	74.6201	4477141	665	99.9985	0.0015
		0	0		5			
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

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

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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Re-appoint Mr. Gautam Gupta (DIN: 08519079) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4337198 4	4337198 4	100.0000	4337198 4	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	4337198 4	4337198 4	100.0000	4337198 4	0	100.0000	0.0000
Public-Institutions	E-Voting	308239	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	308239	0	0.0000	0	0	0.0000	0.0000

Public- Non Institutions	E-Voting		1399932	8.5781	1399263	669	99.9522	0.0478
	Poll	1631977	164	0.0010	164	0	100.0000	0.0000
	Postal Ballot (if applicable)	7						
	Total	1631977	1400096	8.5791	1399427	669	99.9522	0.0478
Total		6000000	4477208	74.6201	4477141	669	99.9985	0.0015
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

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



To,
The Chairman,
GRM Overseas Limited

Date: 28/09/2024

Sub: Consolidated Scrutinizer's Report on remote e-voting, e-voting at Annual General Meeting conducted 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 by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Obligations") for the Annual General Meeting ("AGM") of GRM Overseas Limited held on Saturday, September 28, 2024 at 12:30 P.M. (IST) through video conferencing ("VC") / other audio visual means ("OAVM").

Dear Sir,

I, Devesh Arora, Prop. of Devesh Arora & Associates, Practising Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of GRM Overseas Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to scrutinize the e-voting process in respect of the below mentioned resolution proposed at the 30th Annual General Meeting ("AGM") of GRM Overseas Limited held on Saturday, September 28, 2024 at 12:30 P.M. (IST) through VC/OAVM.

The notice dated August 26, 2024 convening the AGM, as confirmed by the Company was duly sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent/ Depositories/ Depository Participants in compliance with the MCA Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 ("SEBI Circulars").

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company prior to the Meeting and also e-voting during the AGM.

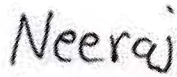
The voting period for remote e-voting prior to the AGM commenced on Wednesday, September 25, 2024 at 9:00 A.M. IST and ended on Friday, September 27, 2024 at 5:00 p.m. IST and the NSDL e-voting platform was disabled thereafter.



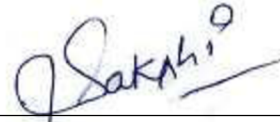
The Company had also provided e-voting facility during the AGM to those shareholders who were present at the AGM through VC/ OAVM and who had not cast their vote(s) earlier.

The shareholders of the Company holding shares as on the “cut-off” date i.e. Saturday, September 21, 2024 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on e-voting completed during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and downloaded from the e-voting website of the NSDL at around 02:09 PM on Saturday, September 28, 2024 in the presence of two witnesses Mr. Neeraj Kumar and Ms. Sakshi Jaswal who were not in the employment of the Company and/or NSDL. They have signed below in the confirmation of the same:



Mr. Neeraj Kumar



Ms. Sakshi Jaswal

I have scrutinized and reviewed the remote e-voting prior to AGM and e-voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and e-voting during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I would like to mention that the voting rights of Members were in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday, September 21, 2024 and as per the Register of Members of the Company.

Further, I would also like to mention that Shareholders who have split their votes into "Assent" as well as "Dissent" in respect of each DP ID/Client ID or Folio No., while their votes are taken as cast, they have been counted only once for the purpose of their presence, which has been mentioned under the head “Assent”.

I now submit my consolidated report as under on the result of the remote e-voting prior to and e-voting during the AGM in respect of the said resolutions.



ORDINARY BUSINESS:

Resolution 1: Ordinary Resolution

- (A) **Adoption of the Audited Standalone Financial Statements as at 31st March, 2024.**
(B) **Adoption of the Consolidated Audited Financial Statements as at 31st March, 2024.**

Particulars	Consolidated Voting Results		% of total number of valid votes cast
	Number of members voted	Number of valid votes cast by them through remote e-voting and e-voting at the AGM	
Valid Votes in Favour of the Resolution	214	44772645	99.99
Valid Votes in Against of the Resolution	18	35	0.01
Total	232	44772680	100
Invalid Votes	-	-	-

Therefore, the resolution No. 1 has been passed with requisite majority.

Resolution 2: Ordinary Resolution

To consider appointment of a Director in place of Mrs. Mamta Garg (DIN: 05110727) who retires by rotation and being eligible, offers herself for re-appointment.

Particulars	Consolidated Voting Results		% of total number of valid votes cast
	Number of members voted	Number of valid votes cast by them through remote e-voting and e-voting at the AGM	
Valid Votes in Favour of the Resolution	208	44771415	99.99
Valid Votes in Against of the Resolution	23	665	0.01
Total	231	44772080	100
Invalid Votes	-	-	-

Therefore, the resolution No. 2 has been passed with requisite majority.

SPECIAL BUSINESS:

Resolution 3: Special Resolution

To Re-Appoint Mr. Gautam Gupta (DIN: 08519079) as Independent Director of the Company.

Particulars	Consolidated Voting Results		% of total number of valid votes cast
	Number of members voted	Number of valid votes cast by them through remote e-voting and e-voting at the AGM	
Valid Votes in Favour of the Resolution	208	44771411	99.99
Valid Votes in Against of the Resolution	23	669	0.01
Total	231	44772080	100
Invalid Votes	-	-	-

Therefore, the resolution No. 3 has been passed with requisite majority.

Thanking You,
Yours Truly,

**For Devesh Arora & Associates
Company Secretaries**



**Devesh Arora
C.P. No. 17860
Peer Review
Certificate No. -2080/2022
UDIN: A049034F001358342**

**Atul
Garg** Digitally signed
by Atul Garg
Date: 2024.09.28
22:56:45 +05'30'

**Counter Signed by-
Atul Garg
Chairman**