

Date: July 13, 2024

To,

The General Manager, Listing Department, <b>Bombay Stock Exchange Limited</b> , P.J. Towers, Dalal Street, Mumbai - 400 001  <b>Scrip Code: 531449</b>	The Manager, Listing & Compliance Department <b>The National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra East, Mumbai - 400051  <b>Symbol: GRMOVER</b>
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**Subject: Disclosure of Voting Results of Extra-Ordinary General Meeting (EGM) held on Saturday, July 13, 2024 along with the Consolidated Scrutinizer Report**

Dear Sir/ Madam,

Please be informed that the Extra-Ordinary General Meeting (EGM) was held on Saturday, July 13, 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 EGM 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 hosted on the website of the Company [www.grmrice.com](http://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	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	13-07-2024
Start time of the meeting	12:30 PM
End time of the meeting	01:02 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	21-06-2024
Date of Issuance of Report to the company	13-07-2024

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Issue of 90,70,000 Share Warrants Convertible into Equity Shares on Preferential Basis to the persons belonging to the Promoter and Non Promoter Category				
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)							
	<b>Total</b>	43371984	43371984	100.0000	43371984	0	100.0000	0.0000
	E-Voting	399155	0	0.0000	0	0	0	0

Public- Institutions	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	399155	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1807652	11.1385	1807580	72	99.9960	0.0040
	Poll	16228861	172	0.0011	142	30	82.5581	17.4419
	Postal Ballot (if applicable)							
	<b>Total</b>	16228861	1807824	11.1396	1807722	102	99.9944	0.0056
<b>Total</b>		60000000	4517980 8	75.2997	4517970 6	102	99.9998	0.0002
<b>Whether resolution is Pass or Not.</b>							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: 13/07/2024

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting, e-voting at Extra-Ordinary 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 Extra-Ordinary General Meeting ("EGM") of GRM Overseas Limited held on Saturday, July 13, 2024 at 12:30 P.M. (IST) through video conferencing ("VC") / other audio visual means ("OAVM").**

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 remote e-voting process in respect of the below mentioned resolution proposed at the Extra-Ordinary General Meeting ("EGM") of GRM Overseas Limited held on Saturday, July 13, 2024 at 12:30 P.M. (IST) through VC/OAVM.

The notice dated June 21, 2024 convening the EGM along with the first corrigendum dated July 1, 2024 and second corrigendum dated July 6, 2024 forming part of the notice, as confirmed by the Company was duly sent to the shareholders in respect of the below mentioned resolutions passed at the EGM 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 No. Nos. 14/2020 dated April 8, 2020 and 17 /2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (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 EGM.

The voting period for remote e-voting prior to the EGM commenced on Wednesday, July 10, 2024 at 9:00 A.M. IST and ended on Friday, July 12, 2024 at 5:00 p.m. IST and the NSDL e-voting platform was disabled thereafter.



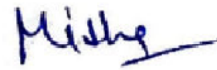
The Company had also provided e-voting facility during the EGM to those shareholders who were present at the EGM through VC/ OAVM and who had not cast their vote(s) earlier.

The shareholders of the Company holding shares as on the "cut-off" date i.e. Saturday, July 6, 2024 were entitled to vote on the resolutions as contained in the Notice of the EGM.

After the closure of e-voting at the EGM, the report on e-voting completed during the EGM and the votes cast under remote e-voting facility prior to the EGM were unblocked and downloaded from the e-voting website of the NSDL at around 01:39 PM on Saturday, July 13, 2024 in the presence of two witnesses Mr. Kapil Bhatt and Ms. Misha Ahuja who were not in the employment of the Company and/or NSDL. They have signed below in the confirmation of the same:



Mr. Kapil Bhatt



Ms. Misha Ahuja

I have scrutinized and reviewed the remote e-voting prior to EGM and e-voting during the EGM 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 EGM on the resolutions contained in the notice of the EGM.

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, July 6, 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 EGM in respect of the said resolutions.



**Resolution 1: Special Resolution**

**Issue of 90,70,000 Share Warrants, convertible into Equity Shares on Preferential Basis to the persons belonging to the Promoter and Non-Promoter Category**

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 EGM	
<b>Valid Votes in Favour of the Resolution</b>	148	45179706	99.99
<b>Valid Votes in Against of the Resolution</b>	15	102	0.01
<b>Total</b>	<b>163</b>	<b>45179808</b>	<b>100</b>
Invalid Votes	-	-	-

Therefore, the resolution No. 1 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: A049034F000735907**

**Counter Signed by-  
Atul Garg  
Chairman**