

Date: February 10, 2026

To, The General Manager, Listing Department, Bombay Stock Exchange Limited, P.J. Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 531449	To, 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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Sub: Disclosure under Regulation 29(2) of SEBI (SAST) Regulations, 2011

Dear Sir/Madam,

Disclosure pursuant to regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations, 2011") is enclosed in respect of allotment of 37,14,000 equity shares of Face Value of Rs 2 each to Promoter Group and Person Active in Concert pursuant to conversion of warrants and reserved bonus shares in the Target Company, GRM Overseas Limited.

We request you to take the same on record and disseminate further.

**For and on Behalf of
Promoter Group and Person acting in concert**

**Atul Garg
Promoter and Managing Director
DIN: 02380612**

CC:
To,
Company Secretary,
GRM Overseas Limited
Regd. Office: Shop No 128, 1st Floor, Shiva Market, Pitampura, New Delhi - 110034

<u>Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</u>			
Part-A- Details of Acquisition			
Reporting of change in Shareholding of Promoter/Promoter Group and PACs pursuant to conversion of warrants into equity shares and Bonus shares entitlement, having face value of Rs. 2/- each			
Name of the Target Company (TC)	GRM OVERSEAS LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	1. Atul Garg 2. Mamta Garg, 3. Hukam Chand Garg, 4. Mr. Nipun Jain		
Whether the acquirer belongs to Promoter/Promoter group	Mr. Atul Garg, Mrs. Mamta Garg and Mr. Hukam Chand Garg belongs to the promoter/promoter group and Mr. Nipun Jain is a Director in the Company		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange (BSE), National Stock Exchange of India Limited (NSE)		
Details of the acquisition/disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights acquired 1. Atul Garg 40742067 2. Mamta Garg 39900885 3. Hukam Chand Garg 45009000	12,56,51,952	68.27	60.64
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by equity shares	-	-	-
#d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	37,14,000	0	1.79
e) Total (a+b+c+d)	12,93,65,952	68.27	62.43
Details of acquisition/sale			
\$ a) Shares carrying voting rights acquired/sold 1. Atul Garg 1650000 2. Mamta Garg 1650000 3. Hukam Chand Garg 324000 4. Mr. Nipun Jain 90000	37,14,000	1.79	1.79
b) VRs acquired/sold otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	0.00	0.00
d) Shares encumbered / invoked/released by the acquirer	-	-	-
e) Total (a+b+c+-d)	37,14,000	1.79	1.79
After the acquisition/sale, holding of acquirer along with PACs of:			
a) Shares carrying voting rights 1. Atul Garg 42392067 2. Mamta Garg 41550885 3. Hukam Chand Garg 45333000 4. Mr. Nipun Jain 90000	12,93,65,952	62.43	62.43
b) Shares encumbered with the acquirer	-	-	-

c) VRs otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	0	0	0.00
e) Total (a+b+c+d)	12,93,65,952	62.43	62.43
Mode of acquisition/sale (e.g. open market /off market/ public issue / rights issue/ preferential allotment / inter-se transfer/encumbrance, etc.)	Preferential allotment (alongwith reserved bonus)		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	The new equity shares, so allotted, shall rank pari-passu with the existing equity shares of the Company, in all respects including entitlement to voting powers and dividend		
Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	06-Feb-26		
Equity share capital / total voting capital of the TC before the said acquisition/sale (Rs.)	Rs. 36,81,12,000 divided into 18,40,56,000 equity shares of face value of Rs. 2/- each		
Equity share capital/ total voting capital of the TC after the said acquisition/sale (Rs.)	Rs. 41,44,20,000 divided into 20,72,10,000 equity shares of face value of Rs.2/- each		
Total diluted share/voting capital of the TC after the said acquisition (Rs.)	Rs. 41,44,20,000 divided into 20,72,10,000 equity shares of face value of Rs.2/- each		
Note: (*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI(LODR) Regulations, 2015. (**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.			
Note : (1) The Company issued 90,70,000 convertible share warrants to promoters and non promoters on August 8, 2024 being convertible within 18 months. Each warrants being convertible into 1 equity share each. The warrants were subscribed at an upfront payment of 25% of issue price of Rs. 37.50/- per share as per the SEBI (ICDR) Regulations 2018. (2) the company had approved bonus in the ratio 2:1 i.e 2 New Equity Share allotted against every one share held in the EGM held on December 9, 2025. (3) Now the acquirer as mentioned above has exercised its option to convert the warrants into Equity. (4) the company has allotted Equity shares upon conversion of warrants alongwith the reserved bonus shares on Friday, February 6, 2026. # Warrants include bonus shares reserved for allotment to warrant holders \$ includes warrants converted and bonus shares reserved for allotment to warrant holders			

Yours faithfully

For and On Behalf of

Promoter Group and Person acting in Concern

Atul Garg

Promoter And Managing Director

DIN: 02380612

Place: Panipat

Date: 10.02.2026