

Date: February 06, 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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Subject: Outcome of Board meeting held on Friday, February 06, 2026 - Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref: Conversion of Warrants & Allotment of Equity Shares

Dear Sir/Madam,

Pursuant to Regulations 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are pleased to inform you that Board of Directors of GRM Overseas Limited ("Company") at their meeting held on Friday, February 06, 2026 at the Corporate Office of the Company situated at Village Naultha, Tehsil Israna, Panipat, Haryana-132145, considered and approved the following matters:-

1. Conversion of Warrants & Allotment of Equity Shares

The Board of Directors of the Company on August 08, 2024 had allotted 90,70,000 (Ninety Lakh Seventy Thousand) convertible warrants, each convertible into equity shares of face value of Rs. 2/- each, ("Warrants") at an issue price ("Warrant Issue Price") of Rs. 150/- each, after receipt of subscription amount of Rs. 34,01,25,000/- at the rate of Rs. 37.50/-, being 25% of the issue price from the allottees on a preferential basis.

Now, out of the total 90,70,000 (Ninety Lakh Seventy Thousand) convertible warrants allotted by the Company, 13,52,000 (Thirteen Lakh Fifty Two Thousand) warrants have already been converted into equity shares pursuant to the approval of the Board of Directors at their meeting held on May 28, 2025. Further, out of the balance 77,18,000 (Seventy Seven Lakh Eighteen Thousand) convertible warrants, the Company has received the balance amount aggregating to Rs. 86,82,75,000 (Rupees Eighty Six Crores Eighty Two Lakhs and Seventy Five Thousand Only) at the rate of Rs. 112.50/- per warrant (being 75% of Rs. 150/- the issue price per warrant) in respect of 77,18,000 warrants from 21 (Twenty One) warrant holders, as per the list forming part of the said letter.

Further, the company had approved and issued equity shares under the bonus issue in the proportion of 2:1 i.e., 2(Two) new fully paid-up equity share of Rs. 2/- (Rupees Two only) each for every 1 (One) existing fully paid-up equity share of Rs. 2/- (Rupees Two only) each approved on December 09, 2025 via Extra Ordinary General Meeting and the required "in-principle" approval for the same has been duly received.



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Pursuant to above, the Board of Directors of the Company in their meeting held on Friday, February 06, 2026, considered and approved the allotment of:

(a) 77,18,000 equity shares of the face value of Rs. 2/- each pursuant to the conversion of warrants, upon receipt of balance amount aggregating to Rs. 86,82,75,000 (Rupees Eighty Six Crores Eighty Two Lakhs and Seventy Five Thousand Only) at the rate of Rs. 112.50/- per warrant (being 75% of Rs. 150/- the issue price per warrant) from the allottees pursuant to the exercise of their rights of conversion into equity shares in accordance with the provisions of SEBI (ICDR) Regulations, 2018 and

(b) an additional 1,54,36,000 equity shares under the bonus issue in the proportion of 2:1 i.e., 2(Two) new fully paid-up equity share of Rs. 2/- (Rupees Two only) each for every 1 (One) existing fully paid-up equity share of Rs. 2/- (Rupees Two only) each as approved by the members of the company on December 9, 2025 in the Extra Ordinary General Meeting, to the allottees as detailed as **Annexure-I**.

Consequent to allotment of the aforesaid shares, the paid-up capital of the Company has increased from Rs. 36,81,12,000 (Rupees Thirty-Six Crore Eighty-One Lakh and Twelve Thousand Only) divided into 18,40,56,000 equity shares of face value of Rs. 2/- each fully paid up) to Rs. 41,44,20,000 (Rupees Forty - One Crore Forty Four Lakh and Twenty Thousand Only) (20,72,10,000 equity shares of face value of Rs.2/- each fully paid up). The new equity shares so allotted, shall rank pari-passu with the existing equity shares of the Company.

Please note that there are no outstanding warrants pending for conversion, as the entire allotment of warrants has been duly and fully converted into equity shares.

The details as required under Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are given in Annexure - II to this letter.

This outcome is also being made available on the Company's website at www.grmrice.com

The meeting commenced at 05:00 P.M. (IST) and concluded at 06:40 P.M. (IST).

You are requested to take the information on record and oblige.

Thanking you,

For GRM Overseas Limited

Sachin Narang
Company Secretary & compliance Officer
Membership No.: 65535
Encl.: As above



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ANNEXURE I

NAMES OF ALLOTTEES OF EQUITY SHARES PURSUANT TO CONVERSION OF WARRANTS ALLOTTED ON PREFERENTIAL BASIS:

Sr. no	Name of the Proposed Allottee	Category Promoter (P)/Non Promoter (NP)	No of warrants held	No. of warrants applied for conversion*	Bonus entitlement**	No. of Equity shares allotted	Amount Received being 75% of the issue price per Warrant (in Rs.)
1	Atul Garg	P	5,50,000	5,50,000	11,00,000	16,50,000	6,18,75,000
2	Mamta Garg	P	5,50,000	5,50,000	11,00,000	16,50,000	6,18,75,000
3	Hukam Chand Garg	P	1,08,000	1,08,000	2,16,000	3,24,000	1,21,50,000
4	Kaushal Bharat Ruparel	NP	30,000	30,000	60,000	90,000	33,75,000
5	Aarson Investments	NP	1,53,000	1,53,000	3,06,000	4,59,000	1,72,12,500
6	Dipak Raheja	NP	1,53,000	1,53,000	3,06,000	4,59,000	1,72,12,500
7	Deekay Investments	NP	36,000	36,000	72,000	1,08,000	40,50,000
8	Neeraj Pahlajani	NP	72,000	72,000	1,44,000	2,16,000	81,00,000
9	Amit R Agarwal	NP	72,000	72,000	1,44,000	2,16,000	81,00,000
10	Brescon Aurum Private Limited (Earlier known as Brescon Reality Private Limited)	NP	2,00,000	2,00,000	4,00,000	6,00,000	2,25,00,000
11	Singhvi Heritage LLP	NP	54,000	54,000	1,08,000	1,62,000	60,75,000
12	Nirmal Gupta	NP	1,00,000	1,00,000	2,00,000	3,00,000	1,12,50,000
13	Atul Ramanlal Shah	NP	1,00,000	1,00,000	2,00,000	3,00,000	1,12,50,000
14	NVS Corporate Consultancy Services Private Limited	NP	1,00,000	1,00,000	2,00,000	3,00,000	1,12,50,000
15	Anahaita Nalin Shah	NP	1,00,000	1,00,000	2,00,000	3,00,000	1,12,50,000
16	Nupur Mahipal	NP	1,00,000	1,00,000	2,00,000	3,00,000	1,12,50,000
17	FORBES EMF	NP	20,00,000	20,00,000	40,00,000	60,00,000	22,50,00,000
18	Coeus Global Opportunities Fund	NP	20,00,000	20,00,000	40,00,000	60,00,000	22,50,00,000
19	Singularity Equity Fund I	NP	11,70,000	11,70,000	23,40,000	35,10,000	13,16,25,000
20	Nipun Jain	NP	30,000	30,000	60,000	90,000	33,75,000
21	Archit Garg	NP	40,000	40,000	80,000	1,20,000	45,00,000
	Total		77,18,000	77,18,000 *	1,54,36,000**	2,31,54,000	86,82,75,000



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*Allotment of 77,18,000 Equity Shares of face value of Rs. 2/- each on Conversion of Warrants at an Issue Price of Rs. 150/- upon receipt of balance Rs. 112.50/- warrant (being 75% of Rs. 150/- the issue price per warrant) per warrant allotted to Warrant Holder.

**Additional Allotment of 1,54,36,000 Equity Shares of face value of Rs. 2/- each pursuant to the reservation made under the bonus issue in the proportion of 2:1 i.e., 2(Two) new fully paid-up equity shares of ₹ 2/- (Rupees Two only) each for every 1 (One) existing fully paid-up equity share of ₹ 2/- (Rupees Two only) each and the required “in-principle” approval for the same has been duly received



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ANNEXURE II

Disclosure of Event and Information pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are given below:

Sr. No.	Particulars	Description
1.	Type of securities issued	Equity Shares pursuant to conversion of warrants.
2.	Type of issuance	Preferential allotment
3.	Total number of securities issued or the total amount for which the securities issued (approximately)	The Company has allotted (a) 77,18,000 equity shares of the face value of Rs. 2/- each pursuant to the conversion of warrants and (b) an additional, 1,54,36,000 equity shares under the bonus issue in the proportion of 2:1 i.e., 2 new fully paid-up equity share of Rs. 2/- each for every 1 existing fully paid-up equity share of Rs. 2/- each approved on December 9, 2025 via Extra Ordinary General Meeting and the required “in-principle” approval for the same has been duly received
Additional information in case of preferential issue:		
4.	Name of the Allottee	As per Annexure I
5.	Post allotment of securities- Outcome of the subscription Issue price / allotted price (in case of convertibles), Number of investors	Pursuant to this allotment, the paid-up share capital of the Company is increased to Rs. 41,44,20,000 (Rupees Forty - One Crore Forty Four Lakh and Twenty Thousand Only) divided into 20,72,10,000 equity shares of face value of Rs.2/- each fully paid up. The new equity shares so allotted, shall rank pari-passu with the existing equity shares of the Company. <ul style="list-style-type: none"> • Issue Price: Rs. 150/- Per warrant • Subscription Price: Rs. 37.50 Per warrant. (25% of Issue Price) • Conversion Price: Rs. 112.50 Per warrant. (75% of Issue Price) 21 (Twenty One)



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<p>6.</p>	<p>In case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instrument</p>	<p>The tenure of the warrants shall not exceed 18 (eighteen) months from the date of allotment. Each warrant shall carry a right to subscribe 1 (one) Equity Share per warrant, which may be exercised in one or more tranches during the period commencing from the date of allotment of warrants until the expiry of 18(eighteen) months from the date of allotment of the warrants.</p> <p>An amount equivalent to 25% of the Warrant Issue Price has been received at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of Warrant(s);</p> <p>In the event that, a warrant holder does not exercise the warrants within a period of 18 (Eighteen) months from the date of allotment of such warrants, the unexercised warrants shall lapse and the amount paid by the warrant holders on such Warrants shall stand forfeited by the Company.</p>
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