

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 Tuesday, December 09, 2025 along with the Consolidated Scrutinizer Report**

Dear Sir/ Madam,

Please be informed that the Extra-Ordinary General Meeting (EGM) was held on Tuesday, December 09, 2025 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](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

**Benti**



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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

<b>General information about company</b>	
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)	09-12-2025
Start time of the meeting	12:30 PM
End time of the meeting	01:01 PM

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	13-11-2025
Date of Issuance of Report to the company	09-12-2025

<b>Voting results</b>	
Record date	02-12-2025
Total number of shareholders on record date	22554
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	144
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	

<b>Resolution(1)</b>								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve increase in authorized share capital of the Company and consequent alteration in Clause V of Memorandum of Association				
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	41833984	41833984	100	41833984	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	41833984	41833984	100	41833984	0	100	0
Public- Institutions	E-Voting	4262834	163156	3.8274	163156	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4262834	163156	3.8274	163156	0	100	0
Public- Non Institutions	E-Voting	15255182	4471676	29.3125	4471661	15	99.9997	0.0003
	Poll		189	0.0012	189	0	100	0

	Postal Ballot (if applicable)							
	Total	15255182	4471865	29.3137	4471850	15	99.9997	0.0003
Total		61352000	46469005	75.7416	46468990	15	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

<b>Resolution(2)</b>								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve issue of bonus shares to the Equity Shareholders				
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	41833984	41833984	100	41833984	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	41833984	41833984	100	41833984	0	100	0
Public-Institutions	E-Voting	4262834	163156	3.8274	163156	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4262834	163156	3.8274	163156	0	100	0
Public- Non Institutions	E-Voting	15255182	4471676	29.3125	4471661	15	99.9997	0.0003
	Poll		189	0.0012	189	0	100	0



	Postal Ballot (if applicable)							
	Total	15255182	4471865	29.3137	4471850	15	99.9997	0.0003
Total		61352000	46469005	75.7416	46468990	15	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Sumit Mittal (DIN: 11376399) as Non-Executive 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	41833984	41833984	100	41833984	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	41833984	41833984	100	41833984	0	100	0
Public-Institutions	E-Voting	4262834	163156	3.8274	163156	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	4262834	163156	3.8274	163156	0	100	0
Public- Non Institutions	E-Voting	15255182	4471676	29.3125	4437659	34017	99.2393	0.7607
	Poll		189	0.0012	189	0	100	0
	Postal Ballot (if applicable)							

	applicable)							
	Total	15255182	4471865	29.3137	4437848	34017	99.2393	0.7607
Total		61352000	46469005	75.7416	46434988	34017	99.9268	0.0732
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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





To,  
The Chairman,  
GRM Overseas Limited

**Sub: 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 of 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 Tuesday, December 09, 2025 at 12:30 P.M. (IST) through video conferencing ("VC")/ other audio visual means ("OAVM").**

Dear Sir,

I, Devesh Arora, Proprietor of Devesh Arora & Associates, Practicing Company Secretary, 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 from time to time, to scrutinize the e-voting process in respect of the below mentioned resolution proposed at the 01/2025-2026 Extra Ordinary General Meeting ("EGM") of GRM Overseas Limited held on Tuesday, December 09, 2025 at 12:30 P.M. (IST) through VC/ OAVM.

The notice dated November 17, 2025 convening the EGM, as confirmed by the Company was duly sent to the shareholders in respect of the below mentioned resolution 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 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 Circular Nos. 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being Circular No. 03/2025 dated September 22, 2025 (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 Saturday, December 06, 2025 at 9:00 A.M. IST and ended on Monday, December 08, 2025 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. Tuesday, December 02, 2025 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 03:17 P.M. on Tuesday, December 09, 2025 in the presence of two witnesses Mr. Neeraj Kumar and Ms. Alisha Das who were not in the employment of the Company and/ or NSDL. They have signed below in the confirmation of the same:

Neeraj

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Mr. Neeraj Kumar



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Ms. Alisha Das

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. Tuesday, December 02, 2025 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.





## **SPECIAL BUSINESS:**

### **Resolution 1: Ordinary Resolution**

**To approve increase in authorized share capital of the Company from Rs. 20,00,00,000 to Rs. 45,00,00,000 and consequent alteration in Clause V of Memorandum of Association**

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>	183	46468990	99.99
<b>Valid Votes in Against of the Resolution</b>	1	15	0
<b>Total</b>	<b>184</b>	<b>46469005</b>	<b>100</b>
Invalid Votes	-	-	-

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

### **Resolution 2: Ordinary Resolution**

**To approve issue of bonus shares to the Equity Shareholders in the ratio of 2:1**

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>	183	46468990	99.99
<b>Valid Votes in Against of the Resolution</b>	1	15	0
<b>Total</b>	<b>184</b>	<b>46469005</b>	<b>100</b>
Invalid Votes	-	-	-

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



**Resolution 3: Special Resolution**

**Appointment of Mr. Sumit Mittal (DIN: 11376399) as Non-Executive 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 EGM	
Valid Votes in Favour of the Resolution	181	46434988	99.93
Valid Votes in Against of the Resolution	3	34017	0.07
<b>Total</b>	<b>184</b>	<b>46469005</b>	<b>100</b>
Invalid Votes	-	-	-

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

**For Devesh Arora & Associates  
Company Secretaries**



**Devesh Arora**  
**C.P. No. 17860**  
**Peer Review**  
**Certificate No. -2080/2022**  
**UDIN: A049034G002303462**

**Counter Signed by-**  
**Atul Garg**  
**Chairman**

**Date: 09.12.2025**  
**Place: New Delhi**