GRM OVERSEAS LIMITED

Date: November 20, 2026
To,

The General Manager, Listing Department, **BSE 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**

Subject: Outcome of the Board Meeting held on November 20, 2026

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we wish to inform you that the Board of Directors of GRM Overseas Limited (the "Company"), at its meeting held today, i.e., November 20, 2026 at the Corporate Office and Works of the Company situated at Village Naultha, Tehsil Israna, Panipat-132145, has, inter alia, considered and approved the following matters:

1. Based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Arvind Kumar Sharma (DIN: 12052027) as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from November 20, 2026, for a first term of 5 (five) consecutive years from November 20, 2026 to November 19, 2031, not liable to retire by rotation, subject to the approval of the Members of the Company by way of Special Resolution.

   The details as required under Regulation 30 read with Schedule III of the SEBI Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are enclosed as "Annexure A".

2. Accepted the resignation of Mr. Sumit Mittal (DIN: 11376399), Non-Executive Independent Director of the Company, who has resigned vide resignation letter dated November 20, 2026, with effect from the same date.

   The details as required under Regulation 30 read with Schedule III of the SEBI Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are enclosed as "Annexure B".

3. On the recommendation of the Audit Committee and subject to the approval of the Members by way of Special Resolution, approved the variation in the allocation of the proceeds of the Preferential Issue and extension of the timeline for its utilisation by six months from February 2027 to August 2027, in supersession of the earlier Resolution passed by the Members at the Annual General Meeting held on September 29, 2026.

4. Approved the Postal Ballot Notice for seeking approval of the Members, through remote e-voting, for the matters mentioned at Sr. No. 1 and 3 above, and appointed Mr. Devesh Arora, Practising Company Secretary and Proprietor of M/s Devesh Arora and Associates as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The Postal Ballot Notice shall be submitted to the Stock Exchanges separately.

The meeting of Board of Directors commenced at 03:30 P.M. and concluded at 04:10 P.M.

The above information is also available on the website of the Company at www.grmrice.com.

Kindly take the same on your records.

Thanking you.

Yours faithfully,

For GRM Overseas Limited

SACHIN NARANG

Digitally signed by SACHIN NARANG
Date: 2026.11.20 16:16:20 +05'30'

Sachin Narang
Company Secretary and Compliance Officer
M. No. 65535

"Annexure A"

Details as required under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Particulars	Details
Name	Mr. Arvind Kumar Sharma (DIN: 12052027)
Reason for change viz. appointment, ~~reappointment, resignation, removal, death or otherwise~~	Appointment
Date of appointment~~/re-appointment / cessation (as applicable)~~ & term of appointment~~/re-appointment~~;	w.e.f. November 20, 2026 subject to approval of shareholders of the Company.
Term of Appointment	Appointed as an Additional Director (Non-Executive Independent Director) for a first term of 5 consecutive years from November 20, 2026, till November 19, 2031.
Brief profile (in case of appointment);	Mr. Arvind Kumar Sharma holds a Master's degree in Economics and a Bachelor's degree in Law from the University of Rajasthan, Jaipur. He is an Advocate-on-Record of the Supreme Court of India with over 47 years of experience across the judiciary, the Government of India and independent legal practice. He has served as a Judicial Officer in the Rajasthan Judicial Service, as Legal Advisor in the Ministry of Law & Justice, as Chief Law Officer of the Municipal Corporation of Delhi, and as Legal Consultant to the Ministry of Mines. He has also served as Advocate-on-Record for the Union of India, representing various Ministries, including the Ministry of Corporate Affairs, in constitutional, corporate, regulatory and taxation matters before the Supreme Court. His deep expertise in law, regulatory compliance and corporate governance will help the Board in sound decision-making, effective risk oversight and stronger governance practices.

Disclosure of relationships between directors (in case of appointment of a director).	Mr. Arvind Kumar Sharma is not related to any of the Directors or Key Managerial Personnel or Promoters and Promoter group of the Company.
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Limited Circular with ref. no. NSE/ CML/2018/24, both dated 20th June, 2018.	Mr. Arvind Kumar Sharma is not debarred from holding the office of director by virtue of any SEBI order or any such authority.

"Annexure B"

Details as required under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Particulars	Details
Name	Mr. Sumit Mittal (DIN: 11376399)
Reason for change viz. ~~appointment, reappointment~~, resignation, ~~removal, death or otherwise~~	Resignation
Date of ~~appointment~~ / ~~re-appointment~~ / cessation (as applicable) ~~& term of appointment/re-appointment;~~	w.e.f. November 20, 2026
Brief profile (in case of appointment);	Not Applicable
Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Limited Circular with ref. no. NSE/ CML/2018/24, both dated 20th June, 2018.	Not Applicable
Letter of Resignation along with detailed reason for resignation	Copy of Resignation letter is enclosed.
Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.	Mr. Sumit Mittal does not hold directorship or committee membership in any other listed entity.
The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.	Mr. Sumit Mittal has confirmed that there are no material reasons for resignation other than those mentioned in his resignation letter.

Date: 20th November, 2026

To
The Board of Directors
GRM Overseas Limited
Registered Office: Shop No. 128, First Floor,
Shiva Market, Pitampura – 110034

Subject: Resignation from the position of Independent Director

Dear Sir/Madam,

I hereby tender my resignation from the position of Independent Director of GRM Overseas Limited with effect from November 20, 2026, due to pre occupation, owing to which I am unable to devote adequate time to the affairs of the Company.

I would like to express my gratitude to Board of Directors and the entire management team for the support extended to me during my tenure as an Independent Director. I wish whole heartedly for the continued success and the prosperity of the Company.

I confirm that there are no other material reasons for my resignation other than those mentioned above.

Kindly acknowledge receipt of this letter and take necessary steps to intimate the same to the stock exchanges and other regulatory authorities, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,

Sumit

Sumit Mittal
DIN: 11376399