GRM OVERSEAS LIMITED

Date: November 23, 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, **National Stock Exchange of India Limited** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra East, Mumbai – 400051 **Symbol: GRMOVER**

Subject: Submission of Postal Ballot Notice

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice, seeking approval of the Members by way of Special Resolutions through remote e-voting for (i) Appointment of Mr. Arvind Kumar Sharma (DIN: 12052027) as a Non-Executive Independent Director; and (ii) Variation in the allocation of proceeds of the Preferential Issue and extension of timeline for utilisation.

Further, the company has completed the dispatch of Postal Ballot notice today i.e November 23, 2026 through electronic mode to the Members whose email addresses are registered with the Company /Depositories.

The Company has engaged the services of National Securities Depository Limited (NSDL) for providing the remote e-voting facility. The schedule is as under:

Particulars	**Date and Time**
Cut-off Date	Friday, November 13, 2026
Commencement of remote e-voting	Tuesday, November 24, 2026 at 9:00 A.M. (IST)
End of remote e-voting	Wednesday, December 23, 2026 at 5:00 P.M. (IST)

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: 2026.11.23 18:37:54 +05'30'

Sachin Narang
Company Secretary and Compliance Officer
M. No. 65535
Encl.: As above

GRM OVERSEAS LIMITED
CIN: L35107DL1995PLC064007
Regd. Office: 128, First Floor, Shiva Market, Pitampura, Delhi - 110034.
Website: www.grmrice.com
Email: cs@grmrice.com
Phone: 011-47330330

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that pursuant to and in compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the rules"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI), read with General Circulars no. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and General Circular No 09/2025 dated September 22, 2025 and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and pursuant to all other applicable laws and regulations, the resolutions appended below are proposed to be passed by the members of the company (as of Cut-off date) through Postal Ballot by way of voting through electronic means ("Remote e-voting"). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

The explanatory statement pursuant to Section 102 of the Act pertaining to the proposed resolutions setting out the material facts concerning each resolution and the reasons and rationale thereof is annexed hereto for your consideration.

The Board of Directors of the Company has appointed Mr. Devesh Arora, Proprietor of Devesh Arora & Associates, Company Secretary in whole time practice (Membership No. ACS 49034, C.P. No.17860),

as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9:00 a.m. (IST) on Tuesday, November 24, 2026 and ends at 5:00 p.m. (IST) on Wednesday, December 23, 2026. The e-voting module shall be disabled for voting thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairperson of the Company or to any other person authorized by the Chairperson upon completion of the scrutiny of the votes cast through remote voting. The results shall be declared on or before Friday, December 25, 2026 and shall be communicated the same to BSE Limited ("BSE"), National Stock Exchange of India Limited (NSE), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), Mas Services Limited ("MAS" or "Registrar and Share Transfer Agent") and will also be displayed on the Company's website www.grmrice.com.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its members to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section "**Instructions and other information relating to e-voting**" in this postal ballot notice ("Postal Ballot Notice") to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 05:00 p.m. (IST) on Wednesday, December 23, 2026 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars and SEBI Circulars the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

In the event the resolution is passed by requisite majority, the date of passing the resolution shall be deemed to be on Wednesday, December 23, 2026, viz. last date specified by the Company for e-voting.

ITEM NO-1 : TO APPROVE APPOINTMENT OF MR. ARVIND KUMAR SHARMA (DIN: 12052027) AS INDEPENDENT DIRECTOR OF THE COMPANY

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules"), Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force) and subject to such other approvals as may be necessary and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Arvind Kumar Sharma (DIN: 12052027) who was appointed as an Additional Director and designated as an Independent Director of the Company by the Board of Directors with effect from November 20, 2026 and who has submitted a Declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations along with his consent to such appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for the first term of 5 (five) consecutive years with effect from November 20, 2026 up to November 19, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded for the appointment and continuation of directorship of Mr. Arvind Kumar Sharma as Independent Director of the Company, notwithstanding that he will attain the age of 75 (seventy-five) years on 30th September, 2027, during his first term of office of 5 (five) consecutive years.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

ITEM NO-2: TO APPROVE VARIATION IN THE ALLOCATION OF PROCEEDS OF THE PREFERENTIAL ISSUE AND EXTENSION OF TIMELINE FOR UTILISATION

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, and on the recommendation of the Audit Committee and the Board of Directors, and in supersession of the earlier Special Resolution passed by the Members of the Company at the Annual General Meeting

of the Company held on September 29, 2026, the consent of the Members of the Company be and is hereby accorded to vary the allocation of the proceeds of the preferential issue aggregating to ₹136.05 crore, approved by the Members at the Extra-Ordinary General Meeting held on July 13, 2024, by reallocating an amount of ₹7.50 crore out of the allocation towards General Corporate Purposes to Working Capital Requirements as per the following details:

Sr. No.	Particulars	Original Allocation as per EGM dated 13.07.2024 (₹ in Crore)	Allocation as per resolution dated 29.09.2026 (₹ in Crore)	Amount Utilised up to 30.09.2026 (₹ in Crore)	Revised Allocation (₹ in Crore)
1	Working Capital Requirements	60.00	80.00	59.40	87.50
2	Investment in Subsidiary	30.00	0.00	0.00	0.00
3	Inorganic Growth Opportunities	10.00	10.00	10.00	10.00
4	Investment in Plant and Machinery	5.00	5.00	2.93	5.00
5	General Corporate Purposes	31.05	41.05	31.09	33.55
	Total	**136.05**	**136.05**	**103.42**	**136.05**

RESOLVED FURTHER THAT the allocation towards Working Capital Requirements be revised from ₹80.00 crore to ₹87.50 crore and the allocation towards General Corporate Purposes be revised from ₹41.05 crore to ₹33.55 crore, being within 25% of the total issue proceeds, while the allocation towards Investment in Subsidiary (Nil), Inorganic Growth Opportunities and Investment in Plant and Machinery and the overall size of the preferential issue shall remain unchanged.

RESOLVED FURTHER THAT the timeline for utilisation of the unutilised proceeds of the preferential issue be and is hereby extended by six months, i.e., from February 2027 to August 2027.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, and to execute all such documents, filings and forms, as may be necessary, desirable or expedient to give effect to this resolution, including making necessary filings and disclosures with the stock exchanges, the Registrar of

Companies, the Monitoring Agency and other statutory or regulatory authorities, and to settle any questions, difficulties or doubts that may arise in this regard."

BY ORDER OF THE BOARD
FOR GRM OVERSEAS LIMITED

SD/-
ATUL GARG
MANAGING DIRECTOR
DIN: 02380612

Date: 20.11.2026
Place: Panipat

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('the Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice'). A Copy of Notice is also available on the website of company at www.grmrice.com.

2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from MAS Services Limited, the Company's Registrar and Transfer Agent ('RTA') / Depositories as on Friday, November 13, 2026 ('Cut-Off date') and whose email addresses are registered with the Company/ RTA/Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in this Notice.

3. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, MAS Services Limited. Members may note that pursuant to the MCA Circulars, the Members may update their email address by sending a mail at cs@grmrice.com .

4. In accordance with the provisions of the MCA Circulars, SEBI Circulars, Members can vote only through the remote e-voting process. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, November 13, 2026 will be considered for the purpose of e-voting.

5. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.

6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, November 13, 2026. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.

7. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL. The instructions for e-voting are provided as part of this Postal Ballot Notice.

8. Members desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "**Instructions and other information relating to e-voting**" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 05:00 p.m (IST) on Wednesday, December 23, 2026 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the member.

9. The Scrutinizer will submit his report to the Chairperson of the Company or to any other person authorized by the Chairperson after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairperson or any other person duly authorized, on or before Friday, December 25, 2026 and will also be displayed on the website of the Company www.grmrice.com, besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

10. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Wednesday, December 23, 2026 i.e., the last date specified for receipt of votes through the e-voting process.

11. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to cs@grmrice.com.

12. Members holding shares in physical form are requested to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers (KYC) by sending an e-mail request along with duly signed Form ISR-1 and other relevant forms send to our RTA i.e MAS Services Limited.

13. The instructions for remote e-voting by Members are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

Type of shareholders	Login Method
	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting

Type of shareholders	Login Method
mode) login through their depository participants	option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. Please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@grmrice.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

2. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Daa.office1@gmail.com with a copy marked to evoting@nsdl.co.in

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-1020-990 or 1800-22-44-30 send a request at evoting@nsdl.co.in.

4. The result of the Postal Ballots will also be displayed at the Company's Registered Office and will be posted, along with the scrutinizer's report on the website of the Company www.grmrice.com besides being communicated to the Stock Exchanges on which the shares of the Company are listed.

5. All relevant documents referred in this Notice shall be available for electronic inspection without any fee by the Members from the date of dispatch of this Notice up to the date of declaration of the result of the postal ballot. The Members seeking to inspect such documents can send an email to cs@grmrice.com .

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT

The following Explanatory Statement relating to the accompanying Notice sets out all material facts in respect of the resolutions:

Item No. 1

Pursuant to the provisions of Section 149 read with Section 161(1) and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of Directors of the Company, at its meeting held on Friday, November 20, 2026, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Arvind Kumar Sharma as an Additional Director in the capacity of Non-Executive Independent Director, for a term of five (5) consecutive years commencing from November 20, 2026 up to November 19, 2031 (both days inclusive), not liable to retire by rotation, subject to approval of the Members of the Company.

In terms of Section 149 and Schedule IV of the Act, the appointment of an Independent Director requires approval of the Members. The Company has received a notice in writing under Section 160(1) of the Act from a Member proposing the candidature of Mr. Arvind Kumar Sharma for the office of Director.

The Company has received consent from Mr. Arvind Kumar Sharma to act as a Director in Form DIR-2, a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with the applicable rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and a confirmation pursuant to Regulation 25(8) of the said Listing Regulations stating that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair his ability to discharge his duties as an Independent Director.

Further, Mr. Arvind Kumar Sharma has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and that he has not been debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority, including pursuant to the circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited regarding enforcement of SEBI Orders.

Mr. Arvind Kumar Sharma is an Advocate-on-Record of the Supreme Court of India with more than 47 years of experience across the judiciary, the Government of India, municipal administration and independent legal practice. He has served in the Rajasthan Judicial Service, as Assistant Government Advocate in the Ministry of Law & Justice, as Legal Advisor in the Department of Legal Affairs, as Chief Law Officer of the Municipal Corporation of Delhi, and as Legal Consultant to the Ministry of Mines. He has represented the Union of India and various Ministries, including the Ministry of Corporate

Affairs, in constitutional, corporate, regulatory, taxation and public interest matters before the Supreme Court.

The Nomination and Remuneration Committee and the Board have evaluated the balance of skills, knowledge and experience on the Board. They are of the view that Mr. Arvind Kumar Sharma possesses the requisite skills and capabilities in law, corporate and regulatory compliance, governance and risk management, which are relevant to the Company's business, and that he meets the role and capabilities identified for the appointment of an Independent Director.

The Board considers that his vast legal and judicial experience, his deep understanding of corporate, regulatory and constitutional law, and his integrity and independent judgement will add significant value to the Board's deliberations and strengthen the Company's governance and compliance framework. The Board is of the view that his age will not hinder the effective discharge of his duties, and that his appointment and continuation as an Independent Director even after attaining the age of 75 years would be in the interest of the Company. The resolution at Item No. 1 therefore also seeks the approval of the Members by way of a Special Resolution under Regulation 17(1A) of the Listing Regulations.

Brief profile and other details of Mr. Arvind Kumar Sharma, as required under the Listing Regulations and Secretarial Standard-2 (SS-2), are provided in Annexure-1 to this Notice.

Except Mr. Arvind Kumar Sharma, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out in **Item No. 1** of this Notice for approval of the Members.

Item No. 2

The Company had allotted 90,70,000 (Ninety Lakh Seventy Thousand) Convertible Warrants on preferential basis to persons/entities belonging to Promoter and Non-Promoter Category on August 08, 2024, at a price of ₹150/- per warrant, aggregating to a Total Issue Size of ₹136.05 crore, as approved by the Members at the Extra-Ordinary General Meeting held on July 13, 2024. All the warrants stand converted into equity shares and the entire issue proceeds of ₹136.05 crore have been received by the Company.

The Members, at the Annual General Meeting held on September 29, 2026, approved the reallocation of the unutilised amount of ₹30.00 crore originally earmarked for Investment in Subsidiary, towards Working Capital Requirements and General Corporate Purposes, thereby revising the allocation towards Investment in Subsidiary to Nil, Working Capital Requirements to ₹80.00 crore and General Corporate Purposes to ₹41.05 crore. The said revision was made without any change in the stated objects of the issue. However, while computing the revised allocation, an inadvertent arithmetical

error occurred, resulting in the allocation towards General Corporate Purposes (₹41.05 crore) exceeding 25% of the total issue proceeds.

In order to rectify the said error and bring the allocation within the prescribed limit, the Board of Directors, on the recommendation of the Audit Committee, at its meeting held on November 20, 2026, approved the reallocation of ₹7.50 crore out of the allocation towards General Corporate Purposes to Working Capital Requirements, in supersession of the earlier Special Resolution passed by the Members at the Annual General Meeting held on September 29, 2026. Accordingly, the allocation towards Working Capital Requirements stands revised from ₹80.00 crore to ₹87.50 crore and the allocation towards General Corporate Purposes from ₹41.05 crore to ₹33.55 crore. There is no change in the allocation towards Investment in Subsidiary (Nil), Inorganic Growth Opportunities and Investment in Plant and Machinery.

Further, the Board, at the said meeting, also approved the extension of the timeline for utilisation of the unutilised proceeds of the preferential issue by six months, i.e., from February 2027 to August 2027, to enable the Company to utilise the balance proceeds towards the revised allocation in line with its business requirements.

A statement setting out the original allocation, the allocation as per resolution dated September 29, 2026, the amount utilised up to September 30, 2026, and the revised allocation is provided hereunder:

Sr. No.	Particulars	Original Allocation as per EGM dated 13.07.2024 (₹ in Crore)	Allocation as per resolution dated 29.09.2026 (₹ in Crore)	Amount Utilised up to 30.09.2026 (₹ in Crore)	Revised Allocation (₹ in Crore)
1	Working Capital Requirements	60.00	80.00	59.40	87.50
2	Investment in Subsidiary	30.00	0.00	0.00	0.00
3	Inorganic Growth Opportunities	10.00	10.00	10.00	10.00
4	Investment in Plant and Machinery	5.00	5.00	2.93	5.00
5	General Corporate Purposes	31.05	41.05	31.09	33.55
	Total	**136.05**	**136.05**	**103.42**	**136.05**

There is no change in the total size of the preferential issue or the aggregate amount of issue proceeds, and the proposed variation pertains solely to the unutilised proceeds.

None of the Directors or Key Managerial Personnel of the Company or their relatives is / are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution set out at Item No. 2 of this Notice for approval of the Members by way of Postal Ballot.

BY ORDER OF THE BOARD
FOR GRM OVERSEAS LIMITED

SD/-
ATUL GARG
MANAGING DIRECTOR
DIN: 02380612

Annexure-1

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial standards.

Name of the Director	**Mr. Arvind Kumar Sharma**
Director Identification Number	12052027
Category	Non-Executive Independent Director
Date of Birth	30/09/1952
Age	74 years
Nationality	Indian
Date of First Appointment on the Board	20th November, 2026
Relationship with Directors and KMPs	He is not related to any of the Directors/Key Managerial Personnel of the Company
Qualifications	M.A. (Economics), LL.B., University of Rajasthan, Jaipur
Expertise in specific functional area	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.
Details of Board Meetings attended by the Directors during the year [FY 26-27]	Not Applicable

Terms and Conditions of appointment	Terms and Conditions of appointment or reappointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website i.e www.grmrice.com. He shall be appointed as a Non Executive Independent Director for a first term of 5 years i.e from November 20, 2026 to November 19, 2031, not liable to retire by rotation.
Directorship held in other Listed Companies	Nil
Remuneration last Drawn (including sitting fees, if any)	NA
Membership/Chairmanship of Committees across other Public Companies	Nil
Shareholding in the company including shareholding as a beneficial owner	Nil
Listed entities from which the Director has resigned in the past three years	Nil
Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Limited with ref no. NSE/ CML/2018/24, dated June 20, 2018.	Mr. Arvind Kumar Sharma is not debarred from holding the office of Director pursuant to any order passed by SEBI or other authority.

By Order of the Board
For GRM Overseas Limited

Sd/-
Atul Garg
Managing Director
DIN: 02380612

Date: 20.11.2026
Place: Panipat