

Date: 07/09/2020

To,
Department of Corporate Service
Bombay Stock Exchange Limited,
P.J. Towers, Dalal Street,
Mumbai-400001

Scrip Code : 531449

Sub: Notice of Annual General Meeting of the Company, Record Date and E-voting

1. **Notice of AGM:** This is to inform you that the 26th Annual General Meeting (AGM) of the members of GRM Overseas Limited is scheduled to be held on Wednesday, 30th September 2020 at 11.00 A.M. at MH One Resort Hotel Bakoli Alipur, Main G.T. Karnal Road Delhi-110036. The Annual Report 2019-20. inter alia containing Notice of the AGM is attached.
2. **Record Date for AGM and Dividend:** The final dividend on equity shares, if declared, at the AGM will be credited/despatched within thirty days from the date of AGM to those members whose names appear on the Company's Register of Members as on Record Date i.e., 22nd September 2020. In respect of the shares held in dematerialised form the dividend will be paid to the members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on record date i.e., 22nd September 2020.
3. **E-voting:** In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be considered at the said 26th AGM by electronic means ("E-voting"). Detailed instructions for E-voting are given in the Notice of AGM. The E-voting period commences on 27th September 2020 (9.00 A.M.) and ends on 29th September 2020 (5.00 P.M.). During this period the members of the Company, holding shares either in physical form or demat form, as on the cut-off date of 23rd September 2020 may cast their vote through E-voting facility being provided by NSDL.

This is for your information and record please.

For GRM Overseas Limited



Balveer Singh
Company Secretary
M. No. 59007

CIN-L74899DL1995PLC064007

Works / Corporate Office : Gohana Road, Near Sugar Mills, Panipat-132103 (Haryana) India. Tel. : + 91-180-2652524, 2652476
: 8 K.M. Stone, Gohana- Rohtak Road, Village Naultha, Panipat- 132103 (Haryana) India. Fax : +91-180-2653673
Registered Office : 128, 1st Floor, Shiva Market, Pitam Pura, New Delhi-110034 India. Tel. +91-11-47330330
E-mail / Website : grmrice1@gmail.com / www.grmrice.com

GRM OVERSEAS LIMITED

CIN : L71899DL1995PLC064007

Regd. Office : 128, First Floor, Shiva Market, Pitampura, Delhi - 110034.

Website: www.grmrice.com

Email: Investor.grm@gmail.com

Phone : 011-47330330

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of GRM Overseas Limited will be held on Wednesday, the 30th September, 2020 at 11.00 A.M. at MH One Resort Hotel Bakoli Alipur, Main G.T. Karnal Road Delhi-110036, to transact the following business.

ORDINARY BUSINESS:**1. Adoption of Financial Statements of the Company:**

To receive, consider and adopt:

The Audited Standalone and Consolidated Financial Statement of the Company for the financial year ended March 31, 2020 alongwith the Reports of the Board of Directors and Auditors thereon; and

2. Declaration of Dividend

To declare a final dividend of Rs. 5/- per equity share for the financial year ended March 31, 2020.

3. Re-appointment of Retiring Director:

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013 Mr. Hukam Chand Garg (DIN: 00673276), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment as a director of the Company.”

SPECIAL BUSINESS:-**4. To approve Increase of remuneration of Mr. Atul Garg as Managing Director**

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT subject to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, rules made thereunder and other applicable provisions of the Companies Act, 2013 and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) the approval of the Members be and are hereby accorded, to alteration in the Remuneration structure of Mr. Atul Garg as Managing Director of the Company from 12,00,000 per month to 14,00,000/- Per Month with effect from 01st day of April, 2020 as per breakup of salary/remuneration as decided by the Board.

RESOLVED FURTHER THAT consent of members be and are hereby accorded authorise Board of Directors to Increase the remuneration of Mr. Atul Garg, Managing Director, from time to time, up to Rs. 20,00,000 Per Month by way of Board Resolution.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

5. To approve Increase of remuneration of Mrs. Mamta Garg as a Director

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT subject to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, rules made thereunder and other applicable provisions of the Companies Act, 2013 and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) the approval of the Members of the Company be and are hereby accorded to alteration in the Remuneration structure of Mrs. Mamta Garg, Director of the Company from 5,00,000 per month to 8,00,000/- Per Month with effect from 01st day of April, 2020 as per breakup of salary/remuneration as decided by the Board.

RESOLVED FURTHER THAT consent of members be and are hereby accorded authorise Board of Directors to Increase the remuneration of Mr. Mamta Garg, Director, from time to time, up to Rs. 15,00,000 Per Month by way of Board Resolution.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

6. To approve appointment and Remuneration of Mr. Vedant Garg, (Relative of Director) President-Marketing of company

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT in pursuance with the provision of Section 188(1) of the Companies act, 2013, read with companies (Meeting if Board and Its Power) Rules, 2014 and any other applicable provision, including any statutory modification thereto for the time being in force, consent of Members be and are hereby accorded, to appointment of Mr. Vedant Garg son of Mrs. Mamta Garg, Director of Company, holding an office or place of profit, as President-Marketing of the Company w.e.f 28th July , 2020, at a remuneration of an amount 6,00,000/- Per Month.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

7. To Approve Increase of the borrowing Limit of Company Under Section 180(1)(C) of Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow monies in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of Rs. 500 crore (Rupees Five Hundred crores only).

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

8. To Approve Increase of Limit of Creation of Charge on the Assets of the Company on borrowing under Section 180(1)(a) of Companies Act, 2013.

To consider and, if thought fit, to pass the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial Institutions, Insurance companies, other lending/investing agencies or bodies / trustees for holders of debentures/bonds which may be issued to or subscribed to by all or any of the Banks, Financial Institutions, Insurance companies, other lending / investing agencies, or any other person(s)/bodies corporate by way of private placement or otherwise (hereinafter collectively referred to as “Lenders”) to secure rupee/foreign currency loans, debentures/bonds and/or such other borrowings (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said Loans, shall not, at any time exceed the limit of 500 crores (Rupees One Thousand crores only).

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

Place: Panipat
Date: 28.08.2020

By Order of the Board of Directors

Sd/-
Atul Garg
Managing Director
DIN : 02380612

NOTES:

1. The relevant details as required under Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015) entered into with the stock exchanges, of persons seeking appointment/reappointment as Director under Item 3 of the Notice, are also annexed.
2. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be member of the company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10 % of total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share Capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and Transfer Books of the Company will be closed from Wednesday, 23.09.2020 to Wednesday, 30.09.2020 (both days inclusive).
7. Relevant documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. upto the date of the Meeting.
8. Members/Proxies should bring their attendance slips duly completed for attending the Meeting.
9. Members are requested to update their address and bank details and notify any change therein:
 - (i) To their Depository Participants (DPs) in respect of shares held in demat form; and
 - (ii) To the Registrar & Share Transfer Agent of the Company in respect of shares held in physical form, quoting their folio numbers.
10. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to Abhipra Capital Limited, Registrar and Share Transfer Agent of the Company.
11. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members who have not yet registered their e-mail address are requested to support this green initiative by registering their e-mail addresses with Abhipra Capital Limited in case the shares are held in physical form and with the Depository Participant in case the shares are held in demat form.

12. Voting through electronic means:

In terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI ((Listing Obligations and Disclosures requirements) Regulations, 2015, as amended from time to time, the Company is providing facility to exercise votes on the items of business given in the notice through electronic voting system, to shareholders holding shares as on September 23rd, 2020 being the cut-off date ("Record date" for the purpose of Rule 20(3)(vii) of the said Rules) fixed for determining voting rights of shareholders entitled to participate in the e-voting process through the e-voting platform provided by National Securities Depository Limited (NSDL). The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on Wednesday, September 23, 2020. The instructions for e-voting are as under:

Instructions for the voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but **shall not be entitled to cast their vote again**.
- IV. The remote e-voting period commences on 27th September, 2020 (9:00 am) and ends on 29th September, 2020 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "GRM Overseas Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.

- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized at Investor.grm@gmail.com/daa.office1@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
- EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN**
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2020.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting /voting at the AGM through ballot paper.
- XII. M/s Devesh Arora & Associates, Practicing Company Secretaries have been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper"/ "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company

www.grmrice.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

13. INSTRUCTIONS ON TAX DEDUCTIBLE AT SOURCE ON DIVIDEND:

- I. Members may note that pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
- II. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/ 15H, to avail the benefit of non-deduction of tax at source by email to Investor.grm@gmail.com by 11:59 p.m. IST on September 22, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- III. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to Investor.grm@gmail.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on September 22, 2020

Place: Panipat
Date: 28.08.2020

By Order of the Board of Directors

Sd/-
Atul Garg
Managing Director
DIN : 02380612

**Annexure to the Notice
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:**

Item No. 4

Mr. Atul Garg was appointed as Managing Director of company for a period of 3 years effective from 28th may, 2019 by the board of director in its meeting held on 28th May, 2019 and his appointment was approved by shareholders of company at annual general meeting held on 30th September, 2019.

Considering the overall growth of company, under the dynamic leadership of Sh. Atul Garg as Managing Director and recommendation of Nomination and Remuneration Committee, the board of Director of company in its meeting held on 28th July, 2020 has approved the upward revision of managerial remuneration of Mr. Atul Garg, from Rs. 12,00,000 Per Month to Rs. 14,00,000 Per Month effective from 01st April, 2020 till remainder of duration of his tenure, and a upper limit of Remuneration to be approved by Board of Director by way of Board Resolution, subject to approval of shareholder of company by way of special resolution.

Accordingly, Board recommends the special resolution set out in item No. 4 for Approval of Members.

Mr. Atul Garg, Managing Director is interested in this Resolution as the same relates to his upward revision of Remuneration.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Information about the Mr. Atul Garg:

Particulars	Atul Garg
Background details	Mr. Atul Garg is a B.B.A. and has vast experience relating to rice industry and is capable of handling his responsibilities very efficiently. He is managing the day to day affairs of the Company with the assistance of the Board of Directors and executives of the Company.
Past remuneration drawn	12,00,000/- per month
Recognition and Awards/Achievements	None
Job profile and suitability	Marketing
Remuneration proposed	14,00,000/- per month
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country	The remuneration payable to the Directors has been benchmarked with the remuneration being drawn by similar positions in the same industry and has been considered by the Nomination and Remuneration Committee of the Company at its Meeting held on July 28, 2020.
Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any	The Whole-time Directors have no pecuniary relationship directly or indirectly with the Company except to the extent of their remuneration and shareholdings in the Company

Item No. 5

Mrs. Mamta Garg was appointed as director on the Board of Directors on 14th August, 2019 at remuneration of Rs. 5,00,000/- Per Month which was approved by members at Annual General Meeting held on 30th September, 2019. Mrs. Mamta Garg has rich and versatile experience in the field of Finance, which includes extensive experience in specialty. Keeping in view, the vast experience of Mrs. Mamta Garg, on recommendation of Nomination and remuneration committee, the Board of Director at its held on 28th July, 2020 approved the upward revision of managerial remuneration of Mrs. Mamta Garg, from Rs. 5,00,000 to Rs. 8,00,000 effective from 01st April, 2020, and a upper limit of Remuneration to be approved by Board of Director by way of Board Resolution, subject to approval of shareholder of company by way of special resolution

Accordingly, Board recommends the special resolution set out in item No. 5 for Approval of Members.

Mrs. Mamta Garg, Director is interested in this Resolution as the same relates to his upward revision of Remuneration.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6

Mr. Vedant Garg has received Bachelors of Sciences in Business Studies from Cass Business School, London. Post completion of his International Baccalaureate Diploma Program at Pathways World School, he studied business administration with concentration in operations and management. At GRM, he is Looking to actively working to expand the domestic and international markets by establishing GRM's own brands and seeking opportunities in private label businesses across the globe.

In order to strengthen the Management of Company and on the recommendation of Nomination and Remuneration and After taking Approval of Audit Committee under Section 188 of Companies Act, 2013, Board of Director have appointed Mr. Vedant Garg as President- Marketing in Company at a monthly remuneration of Rs. 6,00,000, Subject to Approval of Members in General Meeting.

Pursuant to the provisions of section 188 of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of resolution passed at the General Meeting in case Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company is at a monthly remuneration exceeding two and a half lakh rupees.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of Ordinary resolution as contained in the notice of the Annual General Meeting.

Except, Mrs. Mamta Garg, Director of Company, None of the other Directors / Key Managerial Personnel of the Company / their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice

Details pursuant to Rule 15 of Companies (Meeting of Board and its Power) Rules 2014

Name of Related Party	Vedant Garg
Name of the director or key managerial personnel who is related and nature of relationship	Mrs. Mamta Garg- Mother
Nature, material terms, monetary value and particulars of the contract or arrangements	Vedant shall hold the office as President-Marketing in the Company at a Monthly Remuneration of Rs. 6,00,000 Per Month

Note No. 7 and 8

To facilitate future business expansion, your Company would be requiring further infusion of funds, either in the form of equity or debt from financial institution, Bank or other. It is therefore, proposed to enhance the borrowing limits to Rs. 500 Crores by seeking appropriate approval from the member of the Company.

Section 180(1)(c) of the Companies Act, 2013 ('Act'), provides for the consent to be sought from members by way of a Special Resolution. Hence the resolution at item no. 7 of the accompanying Notice, which your Board recommends for your approval.

In order to secure the borrowings / financial assistance referred to in the resolution at item no. 7 of the accompanying Notice, the Company may be required to create security by way of mortgage/charge and/or hypothecation of its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over management or control of the whole or substantially the whole of the undertaking(s) of the Company. As per section 180(1)(a) of the Act, consent of the Company by Special Resolution is required to be obtained by the Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company. Since mortgaging or charging the movable and/or immovable properties and assets of the Company with the right of taking over management or control in certain events of default may be considered to be disposal of the Company's undertaking within the meaning of section 180(1)(a) of the Act, it is proposed to seek approval of the shareholders for creating such mortgages and/or charges on the assets and properties of the Company, both present and future. Hence the resolution at item no. 8 of the accompanying Notice, which your Board recommends for your approval.

None of the Directors and Key Managerial Personnel of the Company nor their relatives are concerned or Interested, financially or otherwise, in the resolutions at Item Nos. 7 and 8 of the accompanying Notice.

Place: Panipat
Date: 28.08.2020

By Order of the Board of Directors

Sd/-
Atul Garg
Managing Director
DIN : 02380612

Annexure – A

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS:**Name of the Director: Mr. Hukam Chand Garg**

Date of Birth	23rd March 1972
Date of First Appointment on the Board	03rd January, 1995
Qualifications	Mr. Hukam Chand Garg, aged about 75 years, is a diploma holder in Engineering from Chandigarh University
Expertise in specific functional area	Mr. Hukam Chand Garg is having more than 40years of experience in the field of Rice Industry. The Visionary behind the success of the Company, Mr. Hukam is the founder Chairman of GRM Overseas Limited. He has been instrumental, in turning the Company into a global brand and the leader in Indian Industry. He holds various eminent positions in various reputed organization. He plays a key role on the project implementation of the Company. He also formulates the marketing strategy of the Company and supervises the marketing functions.
Directorships in other listed companies	NIL
Memberships / Chairmanships of Committees in other listed Companies	NIL
Memberships / Chairmanships of Committees in the Company	Chairman of Corporate Social Responsibility Committee
Shareholding, if any, in the Company	1000200 Shares
Disclosure of relationship between Directors inter-se	Atul Garg-Son Mamta Garg –Daughter in-law

**26th Annual General Meeting
Wednesday, 30th September 2020
Form No.MGT-11**

**Proxy Form
[Pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

CIN	L74899DL1995PLC064007
Name Of The Company	GRM OVERSEAS LIMITED
Registered Office	128, First Floor, Shiva Market, Pitampura, New Delhi-110034.

Name of the member(s)	
Registered Address	
Folio No./Client ID/ DP ID	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

1.	Name		
	Address		
	E-mail ID		

or failing him

Signature

2.	Name		
	Address		
	E-mail ID		

or failing him

Signature

3.	Name		
	Address		
	E-mail ID		

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Wednesday, the 30th September, 2020 at 11.00 A.M. at MH One Resort Hotel Bakoli Alipur, Main G.T. Karnal Road Delhi-110036 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Ordinary Business

1	To receive, consider and adopt:
	The Audited Standalone and Consolidated Financial Statement of the Company for the financial year ended March 31, 2020 alongwith with the Reports of the Board of Directors and Auditors thereon; and
2	To declare a final dividend of Rs. 5/- per equity share for the financial year ended March 31, 2020.
3	To Re-appoint the Retiring Director Mr. Hukam Chand Garg (DIN: 00673276), Director of the Company.

Special Business

4	To approve Increase of remuneration of Mr. Atul Garg as Managing Director
5	To approve Increase of remuneration of Mrs. Mamta Garg as a Director
6	To approve appointment and Remuneration of Mr. Vedant Garg, (Relative of Director) as President-Marketing of company
8	To Approve Increase of the borrowing Limit of Company Under Section 180(1)(C) of Companies Act, 2013
7	To Approve Increase of Limit of Creation of Charge on the Assets of the Company on borrowing of Company under Section 180(1)(a) of Companies Act, 2013

Signed this _____ day of _____, 2020

Signature of Shareholder: _____

Affix Re. 1/-
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Twenty Fourth Annual General Meeting
3. Please complete all the details including details of member(s) in above box before submission

GRM OVERSEAS LIMITED

ELECTRONIC VOTING PARTICULARS

EVEN (e-voting Event No)	User ID	Password/PIN	No. of Shares

-----TEAR HERE-----

ATTENDANCE SLIP

Regd. Folio No. / DP ID - Client ID : _____

Name & Address of First/Sole Shareholder : _____

No. of Shares held : _____

I hereby record my presence at the 26th Annual General Meeting of the Company to be held on Saturday, the 30th September, 2020 at 11.00 A.M. at MH One Resort Hotel Bakoli Alipur, Main G.T. Karnal Road Delhi-110036.

Signature of Member/Proxy

Notes:

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

Route Map of MH One Resort Hotel Bakoli Alipur, Main G.T. Karnal Road Delhi-110036

