Date: 26th October, 2021

To,
Department of Corporate Services,
Bombay Stock Exchange Limited,
Ground Floor, P. J. Towers,
Dalal Street Fort,
Mumbai- 400001

(Scrip Code: 531449)

Sub: Proceeding of Postal Ballot

With reference to the above captioned subject, we are enclosing herewith the proceeding of Postal Ballot result declared on 26th October,2021 conducted pursuant to Postal Ballot Notice dated 23rd September, 2021.

You are requested to kindly take the same on record.
Thanking you,

Yours truly
For GRM Overseas Limited
Balveer Singh Digitally signed by Balveer Singh Date: 2021.10.26 19:58:19 +05'30'
Balveer Singh
Company Secretary
M No. 59007

PROCEEDING OF THE DECLARATION OF RESULTS OF THE POSTAL BALLOT AT THE CORPORATE OFFICE OF THE COMPANY AT VILLAGE NAULTHA, TEHSIL ISRANA, PANIPAT 132145 FOR THE RESOLUTIONS AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 23rd SEPTEMBER, 2021.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had issued a Postal Ballot Notice dated 23rd September, 2021 to obtain approval of shareholders through remote e-voting for:

Resolution 1- Approval for sub-division/stock split of shares

Resolution 2–Approval for alteration of the Capital Clause of the Memorandum of Association

The Board of Directors had engaged services of National Securities Depository Limited (NSDL) to provide e-voting facility to all the members as on cut-off date i,e. 24th September, 2021.

The remote e-voting period commenced from September 26, 2021(9:00 A.M. IST) and ended on, October 25, 2021 (5:00 P.M. IST).

The Board of Directors had appointed Devesh Arora, (Proprietor) of M/s Devesh Arora & Associates, Company Secretaries as Scrutinizer for postal ballot which was conducted only through electronic means in respect of the resolutions contained in the Notice dated 23.09.2021 in a fair and transparent manner.

Pursuant to the provisions of the Act and MCA Circulars issued by Ministry of Corporate Affairs, the Company has sent Postal Ballot notice(s) to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited /Central Depository Services (India) Limited as on the Cut-off date i.e. 24th September, 2021 and whose e-mail IDs was available with the Company and Depositories, through electronic means only and has not dispatched physical notices to any member. The said Notice was also placed on the website of the Company. The intimation about completion of dispatch of the Notice of Postal Ballot by Email and the last date for receipt of reply from shareholders was also intimated to the members by way of publication of advertisement in the newspapers.

Further the Company vide the Postal Ballot notice dated 23rd September, 2021 had also requested its shareholders to register their email addresses with the Registrar and Transfer Agent of the Company.

Members were advised to carefully read the instructions before casting their votes, The Scrutinizer after scrutiny of all Remote e-voting received within the scheduled time has submitted his report on 26th October, 2021.

Based on the Consolidated Scrutinizer Report dated 26th October, 2021 the results of the Postal Ballot through Remote E Voting are as under

Sr. No.	Particular of Resolution	Total Valid Votes		Votes In Favour			Votes Against		
		Total Valid Votes		Votes in Favour			Votes Against		
		Voters	No. of Votes	Voters	No. of Votes	%	Voters	No. of Votes	%
1	**Approval for sub-division/stock split of shares**	184	6430647	181	6430623	99.9996	3	24	0.0004
2	**Approval for alteration of the Capital Clause of the Memorandum of Association**	183	6430644	179	6430595	99.9992	4	49	0.0008

On the basis of Scrutinizer's report, Mr. Atul Garg, Chairman & Managing Director declared the result of Postal ballot through Remote E-voting on 26th October, 2021 at around 07:23 PM. The resolutions as mentioned in the Postal Ballot Notice dated 23.09.2021, was duly passed with requisite majority on 25th October 2021. The copy of the resolution passed are attached.

Yours truly

For GRM Overseas Limited

Balveer Singh

Digitally signed by Balveer Singh
Date: 2021.10.26 19:56:30 +05'30'

Balveer Singh
Company Secretary
M No. 59007

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF GRM OVERSEAS LIMITED THORUGH POSTAL BALLOT REMOTE E VOTING ON MONDAY, 25TH OCTOBER, 2021

Approval for sub-division/stock split of shares:

"RESOLVED THAT, pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 and Rules thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any competent authority, and as approved by the Board of Directors of the Company, approval of the Shareholders be and is hereby accorded, for subdividing the equity shares of the Company, such that each equity share having nominal value of Rs.10/- (Rupees Ten Only) be sub-divided into 5 (Five) Equity Shares having nominal value of Rs. 2/- (Rupees Two Only) each fully paid-up."

"RESOLVED FURTHER THAT, pursuant to the Sub-division of equity shares of the Company, all the Authorized, Issued, Subscribed and Paid-up Equity Shares of nominal value of Rs. 10/- (Rupees Ten Only) each existing on the Record date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof), shall stand sub-divided into 5 (Five) Equity Shares of nominal value of Rs. 2/- (Rupees Two Only) each fully paid up.

"RESOLVED FURTHER THAT, upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs. 10/- (Rupees Ten Only) each in the physical form shall be deemed to have been automatically cancelled and be of no effect from the Record date, and no letter of allotment shall be issued to the allottees of the new equity shares of Rs. 2/- (Rupees Two only) each on subdivision and the Company without requiring the surrender of the old/existing share certificate(s), directly issue and dispatch the new share certificates of the Company, in lieu of such old/existing share certificates within the period prescribed or that may be prescribed in this behalf, from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares before subdivision."

"RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division of shares thereon without requiring the Board or any Committee thereof to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board or any Committee thereof in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons and to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board or any Committee thereof in this regard."

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby severally authorized to: (a) delegate execution and filing of necessary applications, declarations, and other documents with stock exchanges, depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the sub- division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution."

Yours truly
For GRM Overseas Limited

Balveer Singh
Digitally signed by Balveer Singh
Date: 2021.10.26 19:56:51 +05'30'

Balveer Singh
Company Secretary
M No. 59007

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF GRM OVERSEAS LIMITED THORUGH POSTAL BALLOT REMOTE E VOTING ON MONDAY, 25TH OCTOBER, 2021

Approval for alteration of the Capital Clause of the Memorandum of Association

"RESOLVED THAT, pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

"V. *The Authorized share capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore only) divided into 10,00,00,000 (Ten Crore Only) Equity Shares of Rs. 2/- (Rupees Two) each.*"

"RESOLVED FURTHER THAT, the Board of Directors or any Committee thereof be and is hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board or any Committee thereof in this regard."

Yours truly
For GRM Overseas Limited

Balveer Singh
Digitally signed by Balveer Singh
Date: 2021.10.26 19:57:09 +05'30'

Balveer Singh
Company Secretary
M No. 59007