

<b>General information about company</b>	
Scrip code	531449
NSE Symbol	GRMOVER
MSEI Symbol	NOTLISTED
ISIN	INE192H01020
Name of the entity	GRM OVERSEAS LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

<b>Annexure I</b>								
<b>Annexure I to be submitted by listed entity on quarterly basis</b>								
<b>I. Composition of Board of Directors</b>								
Disclosure of notes on composition of board of directors explanatory								
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							Yes	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	HUKUM CHAND GARG	AAIPG2662C	00673276	Non-Executive - Non Independent Director	Not Applicable		14-09-1943
2	Mr	ATUL GARG	ACXPG9200H	02380612	Executive Director	Chairperson related to Promoter	MD	06-10-1978
3	Mrs	MAMTA GARG	AFTPS6072A	05110727	Executive Director	Not Applicable		29-12-1972
4	Mr	NIPUN JAIN	ABIPJ4068J	01075283	Non-Executive - Non Independent Director	Not Applicable		10-05-1966
5	Mr	RAJ KUMAR GARG	ABSPG9297N	08213680	Non-Executive - Independent Director	Not Applicable		03-03-1952
6	Mr	GAUTAM GUPTA	AAUPG5339G	08519079	Non-Executive - Independent Director	Not Applicable		06-08-1976
7	Mrs	NIDHI	AZKPN2894E	09270573	Non-Executive - Independent Director	Not Applicable		15-05-1987
8	Mr	TARUN SINGH	CNCPS3277C	07753782	Non-Executive - Independent Director	Not Applicable		05-06-1990

<b>I. Composition of Board of Directors</b>					
<b>Disqualification of Directors under section 164 of the Companies Act, 2013</b>					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active

I. Composition of Board of Directors												
Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Yes	29-09-2018	03-01-1995			345	1	0	0	0		
2	NA		14-02-2011	26-09-2023		152	1	0	0	0		
3	NA		14-08-2019	26-09-2023		50	1	0	0	0		
4	NA		14-08-2018	30-09-2022		62	1	0	0	0		
5	NA		29-09-2018	26-09-2023		60	1	1	2	2		
6	NA		14-08-2019	14-08-2019		50	1	1	2	0		
7	NA		12-08-2021	12-08-2021		26	1	1	2	0		
8	NA		05-08-2022	05-08-2022		14	1	1	0	0		

<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08213680	RAJ KUMAR GARG	Non-Executive - Independent Director	Chairperson	14-11-2018		
2	08519079	GAUTAM GUPTA	Non-Executive - Independent Director	Member	14-08-2019		
3	09270573	NIDHI	Non-Executive - Independent Director	Member	23-09-2021		

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08213680	RAJ KUMAR GARG	Non-Executive - Independent Director	Chairperson	14-11-2018		
2	08519079	GAUTAM GUPTA	Non-Executive - Independent Director	Member	14-08-2019		
3	09270573	NIDHI	Non-Executive - Independent Director	Member	23-09-2021		

<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08213680	RAJ KUMAR GARG	Non-Executive - Independent Director	Chairperson	14-11-2018		
2	08519079	GAUTAM GUPTA	Non-Executive - Independent Director	Member	14-08-2019		
3	09270573	NIDHI	Non-Executive - Independent Director	Member	23-09-2021		

<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08213680	RAJ KUMAR GARG	Non-Executive - Independent Director	Chairperson	12-08-2021		
2	08519079	GAUTAM GUPTA	Non-Executive - Independent Director	Member	12-08-2021		
3	09270573	NIDHI	Non-Executive - Independent Director	Member	12-08-2021		



<b>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02380612	ATUL GARG	Executive Director	Chairperson	24-05-2023		
2	09270573	NIDHI	Non-Executive - Independent Director	Member	23-09-2021		
3	05110727	MAMTA GARG	Executive Director	Member	24-05-2023		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	24-05-2023				Yes	8	7	4
2		11-08-2023	78		Yes	8	7	4
3		22-08-2023	10		Yes	8	7	4

## Annexure 1

### IV. Meeting of Committees

#### Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	24-05-2023				Yes	3	3	3	0
2	Audit Committee	11-08-2023	78			Yes	3	3	3	0
3	Nomination and remuneration committee	22-08-2023	10			Yes	3	3	3	0
4	Stakeholders Relationship Committee	24-05-2023				Yes	3	3	3	0
5	Risk Management Committee	24-05-2023				Yes	3	3	3	0
6	Corporate Social	24-05-2023				Yes	3	3	1	0

Responsibility Committee									
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## Annexure 1

### IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Corporate Social Responsibility Committee	11-08-2023	78			Yes	3	3	1	0

**Annexure 1****V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



<b>Annexure 1</b>		
<b>Sr</b>	<b>Subject</b>	<b>Compliance status</b>
1	Name of signatory	Sachin Narang
2	Designation	Company Secretary and Compliance Officer

<b>Annexure III</b>				
<b>III. Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
6				

<b>Annexure III</b>		
1	Name of signatory	Sachin Narang
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0

KMPs or any other entity controlled by them	NA	0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0
(D) Additional Information			Textual Information(2)
<b>II. Affirmations</b>			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Vedant Garg		
Designation	CFO		
Place	Panipat		
Date	19-10-2023		

**Details of Cyber security incidence**

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

<b>Signatory Details</b>	
Name of signatory	Sachin Narang
Designation of person	Company Secretary and Compliance Officer
Place	Panipat
Date	19-10-2023

