

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 01/2026-27 Extra-Ordinary General Meeting (“EOGM”) of the Members of GRM Overseas Limited (the “Company”) will be held on Saturday, May 02, 2026 at 12:30 P.M through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS:

1. To approve alteration in the Object Clause of the Memorandum of Association (“MOA”) of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, if any) and such other Rules and Regulations, as may be applicable and subject to all necessary approvals, consents, permissions, and / or sanctions as may be necessary and subject to such amendments, modifications, terms and conditions as may be suggested or required by such appropriate authorities or the Registrar of Companies and other necessary approval(s) as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, which the Board of Directors is authorised to accept, as it may deem fit, consent of the Members of the Company be and is hereby accorded to alter the existing Clause III (A) of the Memorandum of Association (“the MOA”) of the Company by including the following new sub-clauses 3,4 and 5 such that the existing Clause III (A) shall contain new sub-clauses 1,2,3,4 and 5:

3. To engage in the business of sustainable energy solutions and related infrastructure, including the generation and distribution of power from non-conventional and emerging sources.
4. To undertake manufacturing, processing, and development of specialized advanced materials, high-performance alloys, and strategic industrial components for use in high-growth technology sectors.
5. To design, develop, and trade in precision electronic hardware and systems for industrial, automotive, and consumer applications.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded for commencing and carrying out new business and activities as included in the objects clause of the Company as altered above at such time or times as the Board may in its absolute discretion deem fit.



TANOUSH
ORGANIC

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• Gandhidham, Gujarat

RESOLVED FURTHER THAT the Board of Director(s) of the Company and/or Key Managerial Personnel(s) of the Company, be and are hereby severally authorized to file necessary form(s) with the Registrar of Companies and settle any doubt or question arising with regards to the aforesaid resolution and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same and to do all such acts, deeds, matters & things and take all steps as be necessary, proper or expedient to give effect to this resolution.

2. To approve re-appointment of Mrs. Nidhi (DIN: 09270573) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company and based on the performance evaluation, recommendation of the Nomination & Remuneration Committee and the Board of Directors of the company, Mrs. Nidhi (DIN: 09270573) who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for re-appointment and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 years commencing from August 12, 2026 upto August 11, 2031.

RESOLVED FURTHER THAT the Board of Director(s) of the Company and/or Key Managerial Personnel(s) 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.”

**BY ORDER OF THE BOARD OF DIRECTORS
GRM OVERSEAS LIMITED**

**SD/-
SACHIN NARANG
COMPANY SECRETARY AND COMPLIANCE
OFFICER**

**PLACE: PANIPAT
DATE: APRIL 07, 2026**



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NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (“MCA Circulars”) and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/ CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities Exchange Board of India (“SEBI Circulars”) prescribing the procedures and manner of conducting the Extra-Ordinary General Meeting through VC/ OVAM. In terms of the said circulars, the 01/2026-27 Extra-Ordinary General Meeting (“EOGM”) of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the EOGM through VC/OAVM only.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) with respect to the Special Business as set out in the Notice is annexed hereto.
3. Pursuant to the MCA Circulars and proviso to sub-regulation (4) of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the facility to appoint proxy to attend and cast vote for the Members is not available for this EOGM. However, in pursuance of Sections 112 and 113 of the Companies Act, 2013 (“the Act”), Members are entitled to appoint authorized representatives to vote through remote e-voting and/or attend the EOGM through VC/ OAVM and participate thereat and cast their vote through e-voting during the EOGM.
4. Since the EOGM will be held through VC/ OAVM, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. The Board of Directors has appointed Mr. Devesh Arora, Practicing Company Secretary (M. NO. 49034, CP No. 17860) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
6. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend EOGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to daa.office1@gmail.com with a copy marked to evoting@nsdl.co.in.

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7. 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.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EOGM will be provided by NSDL.
9. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at cs@grmrice.com. The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EOGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EOGM.
10. The Members can join the EOGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/ OAVM will be made available for 1,000 Members on first come first served basis. However, this number does not include the large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.
11. The Registers of Members and Share Transfer Books of the Company will remain closed from Sunday, April 26, 2026 to Saturday, May 02, 2026 (both days inclusive).
12. The Notice calling the EOGM have also been uploaded on the website of the Company at www.grmrice.com . The same can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), and the EOGM Notice is also available on the website of National Securities Depository Limited (“NSDL”) (agency for providing the e-Voting facility) i.e. <https://www.evoting.nsdl.com/>.



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13. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Mas Services Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. 011 26387281/82/83) for assistance in this regard.

Further, Members may please note that SEBI has also mandated the listed companies to issue securities in dematerialized form only, while processing any service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4 to the Company's RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.

14. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.

15. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.

16. In case a person has become a member of the Company after dispatch of the EOGM Notice, but on or before the cut-off date for e-voting i.e. Saturday, April 25, 2026 such person may obtain the User ID and Password from RTA by e-mail request on info@masserv.com.

17. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

18. Shareholders of the Company are informed that pursuant to the provisions of the Act and the relevant rules the amount of dividend which remains unpaid/unclaimed for a period of 7 years is transferred to the 'Investor Education & Protection Fund (IEPF)' constituted by the Central Govt. Accordingly the amount of dividend which remained unpaid/unclaimed for a period of 7 years has already been transferred to



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IEPF. Shareholders who have not encashed their dividend warrant(s), are requested to make claim with the Registrar & Share Transfer Agent of the Company immediately. Further, pursuant to the provisions of Section 124(6) of the Act read with the relevant Rules made thereunder, shares on which dividend has not been paid or claimed for seven (7) consecutive years or more shall be transferred to the IEPF as notified by the Ministry of Corporate Affairs.

In accordance with the IEPF Rules, the Company has sent notices to all the Shareholders whose shares are due for transfer to the IEPF and has also published the details thereof in notices published in newspapers.

The Members whose dividend/shares are transferred to the IEPF may claim the dividend/ shares by making an application to the IEPF by following the procedure as detailed in the IEPF Rules and as enumerated on the website of IEPF at <http://www.iepf.gov.in/IEPF/refund.html>

19. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming EOGM to the demat holders at least 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no/email ID with their respective depository participants.
20. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
21. The documents referred to in the proposed resolutions are available for inspection at its Registered Office and Corporate Office of the Company during normal business hours on any working day except Saturdays, up to the date of meeting.
22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long period. The statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified periodically.
23. SEBI has introduced a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES 2.0 platform, the investors can initiate dispute resolution through the ODR Portal “SMART ODR” which can be accessed at <https://smartodr.in/login>.



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24. All Documents, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's RTA i.e MAS Services Limited, at the address mentioned below:

MAS Services Limited
2nd Floor, T-34, Block T Okhla Industrial Estate
Phase 2 Rd, Pocket W, Okhla Phase II,
Okhla Industrial Estate,
New Delhi, Delhi 110020
Contact: 011-2638 7281
Email: info@masserv.com

25. Instructions for e-voting and joining the EOGM are as follows:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice Extra-Ordinary General Meeting (EOGM) through electronic voting system, to members holding shares as on Saturday, April 25, 2026 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the EOGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, 29th April, 2026 at 09:00 A.M. (IST) and ends on Friday, 01st May, 2026 at 05:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. April 25, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, April 25, 2026.

How do I vote electronically using NSDL e-Voting system?

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 and joining virtual meeting for Individual shareholders holding securities in demat mode](#)



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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.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi tab and then use your existing my easi username and password. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

[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.](#)



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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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

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***



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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use 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 and join General Meeting on NSDL e-Voting system.



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How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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.

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 and 1800 22 44 30 or send a request at evoting@nsdl.co.in to our RTA at info@masserv.com



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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. In case shares are held in physical mode please send signed request with Folio No., Name of shareholder, scanned copy of any one share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@masserv.com.
2. In case shares are held in demat mode, please update your email id with your depository. If you are an Individual shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. 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.
4. 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EOGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EOGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM THROUGH VC/OAVM ARE AS UNDER:



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1. Member will be provided with a facility to attend the EOGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

General Instructions

- I. 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.
- II. Mr. Devesh Arora, Practicing Company Secretary (Membership No. ACS-49034 & CP No. 17860), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- III. The Chairman shall, at the EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present VC / OAVM at the EOGM but have not cast their votes by availing the remote e-voting facility.
- IV. The Scrutinizer shall, immediately after the conclusion of voting at the EOGM, unblock the votes cast through remote e-Voting and e-Voting system at the EOGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 2 (Two) working days of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any and submit to the Chairman or a person authorised by him in writing who shall counter sign the same.



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- V. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.grmrice.com and on the website of NSDL i.e www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited and National Stock Exchange of India Limited.

**BY ORDER OF THE BOARD OF DIRECTORS
GRM OVERSEAS LIMITED**

**PLACE: PANIPAT
DATE: APRIL 07, 2026**

**SD/-
SACHIN NARANG
COMPANY SECRETARY AND COMPLIANCE
OFFICER**



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Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 01: To approve increase in authorized share capital and alteration of capital clause of Memorandum of Association of the company

The Company is currently evaluating various strategic opportunities to enhance shareholder value by leveraging its existing operational expertise. As part of a long-term diversification strategy, the Board of Directors believes it is prudent to expand the Company's footprint into high-growth 'Sunrise Sectors' that align with global technological and environmental shifts.

While the Company continues to assess the commercial viability of specific projects, the proposed amendments to the Memorandum of Association are primarily enabling in nature. They are intended to provide the Board with the necessary agility and legal mandate to enter into new business verticals—specifically in the realms of *green energy, advanced material sciences, and electronic manufacturing—*as and when favorable market conditions arise.

No specific investment commitment has been finalized at this stage. The Board recommends these resolutions to ensure the Company is legally positioned to capitalize on emerging industrial trends without delay.

Further, to comply with the provisions of Section 4(1)(c), Section 13 and other applicable provisions, if any, of the Act, it is proposed to alter the existing Clause III (A) of the Memorandum of Association ("the MOA") of the Company by including the new sub-clauses.

The Board of Directors, on April 07, 2026, approved the aforesaid alteration in the Object Clause of the MOA of the Company, subject to the approval of the Members of the Company and thereafter by the respective Registrar of Companies, New Delhi.

A copy of the MOA of the Company showing the proposed changes is available for inspection by the members at the Company's registered office on any working day except Saturdays during business hours. Further, the amended copies of the MOA can be made available to the members concerned on demand for the purpose of verification by members.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the resolution set out at Item No. 01 of this EOGM Notice for approval of the Members as **Special Resolution**

Item No. 02: To approve re-appointment of Mrs. Nidhi (DIN: 09270573) as an Independent Director of the Company

Mrs. Nidhi (DIN: 09270573) was appointed as an Independent Director on the Board of the Company for the first term of 5 (Five) consecutive years w.e.f. 12th August, 2021 to 11th August,



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2026 pursuant to the provisions of Section 149 of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014. She holds office as an Independent Director of the Company up to 11th August, 2026 (“first term” in accordance with the explanation to Sections 149(10) and 149(11) of the Act).

The Board of Directors on the recommendation of Nomination and Remuneration Committee and on the basis of the report of performance evaluation of Independent Director and considering her skills, enriched experience, functional expertise and knowledge, being key requirement for this role, has recommended re-appointment of Mrs. Nidhi for a second term of 5 (Five) consecutive years w.e.f. 12th August, 2026 till 11th August, 2031 on the Board of the Company.

Mrs. Nidhi is a Science Graduate from Rohilkhand University, Bareilly, with specialization in Botany and Chemistry, and also holds a Post Graduate degree in Chemistry from the same university. She possesses rich experience in the field of business, particularly in the export of handicraft and handloom products. With her extensive knowledge, industry exposure, and valuable insights, she has been contributing effectively to the growth and governance of the Company.

Mrs. Nidhi fulfills the requirements of an independent director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations.

Further, in terms of Section 149 and other applicable provisions of the Act, Mrs. Nidhi, being eligible and offers herself for re-appointment, is proposed to be re-appointed as an Independent Director for a second term of 5 consecutive years w.e.f. 12th August, 2026 up to 11th August, 2031.

The Company has received the following documents in relation to her appointment;

- 1) Notice in writing in terms of Section 160 of the Companies Act, 2013;
- 2) Consent to act as director of the Company, in the stipulated form DIR-2;
- 3) Disclosure in terms of Section 184 of the Companies Act, 2014, in form MBP-1;
- 4) Disclosure in terms of Section 164 of the Companies Act, 2013, in form DIR-8, stating that she is not disqualified for holding office of Director in the Company, if appointed as Independent Director;
- 5) Declaration in terms of Circulars No. NSE/CML/2018/24 issued by NSE and LIST/COMP/14/2018-19 issued by BSE dated 20th June, 2018 stating that she is not debarred/restrained for being re-appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.
- 6) Declarations that she meets the criteria of Independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and

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Disclosure Requirements), Regulations, 2015, as amended and has also confirmed that she is the registered member of Independent Director databank maintained by Indian Institute of Corporate Affairs (IICA).

The Board has ensured that there is an appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

Brief profile and other details, in compliance with the Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended and secretarial standard issued by Institute of Company Secretaries of India, are enclosed as “Annexure A”.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further in terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution. Accordingly, the re-appointment of Mrs. Nidhi requires the approval of the Members by way of a **Special Resolution**.

The Board considers that Mrs. Nidhi continued association would immensely benefit the Company and it is desirable to continue to avail her services as an Independent Director.

Accordingly, the Board of Directors recommends the resolution set forth in Item No. 2 for the approval of Members by way of a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mrs. Nidhi, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

**BY ORDER OF THE BOARD OF DIRECTORS
GRM OVERSEAS LIMITED**

**SD/-
SACHIN NARANG
COMPANY SECRETARY AND COMPLIANCE
OFFICER**

**PLACE: PANIPAT
DATE: APRIL 07, 2026**



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“Annexure A”

Details of the directors seeking Appointment/Re-appointment

(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India)

Name of Director	Mrs. Nidhi
Date of First Appointment on the Board of the Company	12 th August, 2021
Experience (including expertise in specific functional area)/ Brief Resume	Mrs. Nidhi is a Science Graduate from Rohilkhand University, Bareilly, with specialization in Botany and Chemistry, and also holds a Post Graduate degree in Chemistry from the same university. She possesses rich experience in the field of business, particularly in the export of handicraft and handloom products. With her extensive knowledge, industry exposure, and valuable insights, she has been contributing effectively to the growth and governance of the Company.
Age/Date of Birth	38 Years/ 15 th May, 1987
Qualification	Mrs. Nidhi is a Science Graduate from Rohilkhand University, Bareilly, with specialization in Botany and Chemistry, and also holds a Post Graduate degree in Chemistry from the same university
Terms and Conditions of appointment/ re-appointment	Re-appointment for the second term of consecutive 5 years from 12 th August, 2026 to 11 th August, 2031 (both days inclusive).
Skills and Capabilities	The necessary skills and capabilities required for the role is been possessed by Mrs. Nidhi.
Proposed Remuneration	Not Applicable except sitting fees (if any).
Past Remuneration drawn	Not Applicable
Shareholding in the Company as on the date of Notice (self and beneficial basis)	Nil
Inter-se relationship between Director/Manager and other KMPs	Mrs. Nidhi is not related to any Director, Manager or Key Managerial Personnel of the Company.
Number of Meeting attended during the year 2025-26	During the F.Y 2025-26, Fourteen (14) Board Meetings were attended by Mrs. Nidhi.



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<p>Names of listed entities in which they also holds the directorship and the membership of Committees of the board</p>	<p><u>Directorship</u> GRM Overseas Limited</p> <p><u>Membership of Committees</u> GRM Overseas Limited Audit Committee Nomination and Remuneration Committee Stakeholders' Relationship Committee Risk Management Committee</p>
<p>Details of listed entities from which they has resigned in the past three years.</p>	<p>Mrs. Nidhi has not resigned from any Listed Entity in preceding three years.</p>
<p>Directorships other than listed Company</p>	<p>Mrs. Nidhi does not hold directorship in any other company.</p>



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