

Date: 01.09.2023

To,

The General Manager  
**BSE Limited**  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400 001  
**BSE Scrip Code: 531449**

The Manager  
**National Stock Exchange of India Limited**  
Listing Department Exchange Plaza  
5th Floor, Plot No. C-1, Block-G  
Bandra-Kurla Complex, Bandra(E)  
Mumbai-400 051  
**NSE Scrip Code: GRMOVER**

**Subject: Submission of Notice of 29<sup>th</sup> Annual General Meeting, Book Closure and E-voting**

Dear Sir/ Madam,

It is hereby informed that the 29<sup>th</sup> Annual General Meeting of the members of the Company is scheduled to be held on Tuesday, 26<sup>th</sup> September, 2023 at 12:30 P.M through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').

Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 20<sup>th</sup> Day of September, 2023 to Tuesday, 26<sup>th</sup> Day of September, 2023 (both days inclusive) for the purpose of 29<sup>th</sup> Annual General Meeting.

The remote e-voting period commences on Saturday, the 23<sup>rd</sup> September, 2023 at 09:00 A.M. and will end on Monday, the 25<sup>th</sup> September, 2023 at 5.00 P.M. During this period, members of the Company holding shares as on the Cut-off date i.e. Tuesday, 19<sup>th</sup> September, 2023 may cast their vote by remote e-voting on the business specified in the Notice of the AGM.

Please find attached herewith the Notice of 29<sup>th</sup> Annual General Meeting.

The above information will be available on the website of company at [www.grmrice.com](http://www.grmrice.com).

You are requested to kindly take the same on your record.

Thanking you.

Yours faithfully,

**FOR GRM OVERSEAS LIMITED**

**SACHIN NARANG**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**  
**M.NO: 65535**



**TANOUSH**  
ORGANIC

**Benti**



**Registered Office**  
128, First Floor,  
Shiva Market Pitampura,  
Delhi 110034, India. • +91-11-4733 0330

**Corporate Office**  
8 K.M. Stone, Gohana-Rohtak Road  
Village Naultha, Panipat 132145  
Haryana, India • +91-972964 7000/8000

**Factory**  
• Gohana Road (Panipat), Haryana  
• Naultha (Panipat), Haryana  
• Gandhidham, Gujarat

**GRM OVERSEAS LIMITED**  
**CIN: L71899DL1995PLC064007**

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

**Website: [www.grmrice.com](http://www.grmrice.com)**

**Email: [Investor.relations@grmrice.com](mailto:Investor.relations@grmrice.com)**

**Phone : 011-47330330**

## **NOTICE**

NOTICE is hereby given that the 29th Annual General Meeting ("AGM") of the Members of GRM Overseas Limited (the "Company") will be held on Tuesday, September 26, 2023 at 12:30 P.M through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

### **ORDINARY BUSINESS:**

#### **1. (A) Adoption of the Audited Standalone Financial Statements as at 31st March, 2023**

To receive, consider and adopt the Audited Standalone Financial Statements for the financial ended 31st March, 2023, together with Reports of Auditors and Directors thereon.

#### **(B) Adoption of the Consolidated Audited Financial Statements as at 31st March, 2023**

To receive, consider and adopt the Consolidated Audited Financial Statement for the financial ended 31st March, 2023, together with Reports of Auditors thereon.

#### **2. To Confirm the Payment of Interim Dividend**

To confirm the payment of interim dividend on equity shares for the year ended March 31, 2023

#### **3. Re-appointment of Retiring Director**

To consider appointment of a Director in place of Mr. Hukam Chand Garg (DIN: 00673276) who retires by rotation and being eligible, offers himself for re-appointment."

#### **4. To Appoint Statutory Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if

thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Mehra Goel & Co, Chartered Accountants (FRN-000517N), be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 34th Annual General Meeting of the Company, at such remuneration etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors"

### **SPECIAL BUSINESS:**

#### **5. To Approve Re-appointment of Mr. Atul Garg (DIN: 02380612) as Managing Director of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder and applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law applicable to the Company for time being in force (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with relevant provisions of the Articles of Association of the Company, and upon recommendations of Nomination and Remuneration Committee and Board of Directors of the Company (hereinafter referred to as the 'Board') the consent of the Members be and is hereby accorded for re-appointment of Mr. Atul Garg (DIN: 02380612) as Managing Director of the Company for a further period of five (5) years with effect from 28th May, 2024 on such terms and conditions and at such remuneration, as detailed in the explanatory statement attached hereto.

**“RESOLVED FURTHER THAT** the 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.”

**6.To Approve Re-appointment of Mrs. Mamta Garg (DIN: 05110727) as Executive Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013, rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the re-appointment of Mrs. Mamta Garg (DIN: 05110727) as a Executive Director of the Company for a period of 5 (five) years with effect from **25th August, 2023** on the terms and conditions and at such remuneration, as detailed in the explanatory statement attached hereto.

**“RESOLVED FURTHER THAT** the 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.”

**7. To Re-Appoint Mr. Raj Kumar Garg (DIN: 08213680) as Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination

and Remuneration Committee, and that of the Board, Mr. Raj Kumar Garg (DIN: 08213680), who holds office as an independent director up to 28th September, 2023 be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of 5 (five) years with effect from 29th September, 2023 up to 28th September, 2028.

**“RESOLVED FURTHER THAT** the 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: 22.08.2023**

**By Order of the Board of Directors  
GRM Overseas Limited**

**Sd/-  
Atul Garg  
Chairman & Managing Director  
DIN: 02380612**

**Registered Office:**

**T** (+91) 011-47330330

**E** investor.relations@grmrice.com

**CIN** L74899DL1995PLC064007

**W** www.grmrice.com

**NOTES:**

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual 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 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated December 14, 2021, 02/2022 dated 5th May 2022 and 10/2022 dated December 28, 2022 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 and SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedure and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the 29th Annual General Meeting ("AGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM 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 under Item Nos.05 to 07 as set out in the Notice is annexed hereto.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. 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.
5. 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 AGM 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](mailto:daa.office1@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
6. 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.
7. 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 AGM. 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 AGM will be provided by NSDL.
8. 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 [Investor.relations@grmrice.com](mailto:Investor.relations@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 AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

9. The Registers of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 20, 2023 to Tuesday, September 26, 2023 (both days inclusive) for the purpose of annual closure of books.
10. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2022-23 are available on the website of the Company at [www.grmrice.com](http://www.grmrice.com) and on the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), NSE website [www.nseindia.com](http://www.nseindia.com) and on the website of National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) (the Authorised agency for providing voting through electronic means). The Company's web-link on the above will also be provided in advertisement being published in Financial Express (English edition) and Jansatta (Hindi edition).
11. 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.
12. 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.
13. 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.
14. For receiving all future correspondence (including Annual Report) from the Company electronically—
- In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining Annual Report for FY 2022-2023 and login details for e-voting.
- 
- Physical Holding** Send a signed request letter to Registrar and Transfer Agents of the Company, MAS Services Limited at [info@masserv.com](mailto:info@masserv.com) providing Folio Number, Name of the Shareholder, scanned copy of the Share Certificate (Front and Back), PAN (Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) with subject line (Register E-mail ID Folio No (Mention Folio No) of GRM Overseas Limited).
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- Demat Holding** Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.
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15. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward.



16. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e. Tuesday, September 19, 2023, such person may obtain the User ID and Password from RTA by e-mail request on [info@masserv.com](mailto: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. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/ them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
19. 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 for the year 2013-14 has already been transferred to IEPF. Shareholders who have not encashed their dividend warrant(s), for the years 2014-15 to 2022- 23 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>.

20. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the dematholders 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.
21. 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.
22. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, up to the date of meeting.
23. Instructions for e-voting and joining the AGM 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 29th Annual General Meeting (AGM) through electronic voting system, to members holding shares as on Tuesday, September 19, 2023 (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 e-AGM.

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

The remote e-voting period begins on 23rd September 2023 at 09:00 A.M. and ends on 25th September, 2023 at 05:00 P.M. 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. September 19, 2023, 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 September 19, 2023.

### 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

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"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/"><b>https://eservices.nsd.com/</b></a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” 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 <b>e-Voting service provider – NSDL</b> 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 &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider - NSDL</b> 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 &amp; voting during the meeting.</li> </ol>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> <a href="https://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="https://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
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Individual Shareholders (holding securities in demat mode) login through their depository participants	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 <b>e-Voting service provider-NSDL</b> 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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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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?**

- 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.



3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - 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:
- 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](http://www.evoting.nsdl.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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.**

### **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](mailto:daa.office1@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto:evoting@nsdl.co.in) to our RTA at [info@masserv.com](mailto:info@masserv.com)

### **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](mailto: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](mailto: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 AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [Investor.grm@gmail.com](mailto:Investor.grm@gmail.com). The same will be replied by the company suitably.

## 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 AGM, 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 AGM but have not cast their votes by availing the remote e-voting facility.
- iv. The Scrutinizer shall after the conclusion of voting at the AGM, 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.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.grmrice.com](http://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 and communicated to the BSE Limited and National Stock Exchange of India.

Place: Panipat  
Date: 22.08.2023

**By Order of the Board of Directors  
GRM Overseas Limited**

**Sd/-  
Atul Garg  
Chairman & Managing Director  
DIN: 02380612**

**Registered Office:**  
T (+91) 011-47330330  
E [investor.relations@grmrice.com](mailto:investor.relations@grmrice.com)  
CIN L74899DL1995PLC064007  
W [www.grmrice.com](http://www.grmrice.com)

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

**Item No. 04: Appointment of Statutory Auditor's**

The members of the company at the 27th Annual General Meeting of the Company held on 28th September, 2021 approved the re-appointment of M/s. Vinod Kumar & Associates, Chartered Accountants as Statutory auditors of the company for a period of Two Years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 29th Annual General Meeting. So, the term of the current statutory auditors are expired.

Accordingly, the Company is required to appoint new Statutory Auditors. The Board of Directors at their meeting held on **22nd August, 2023** and based on the recommendation of the Audit Committee, have recommended to the members appointment of M/s. Mehra Goel & Co., Chartered Accountants (Firm Registration No. 000517N), as Statutory Auditors of the Company, for a term of five consecutive years i.e. from the conclusion of this AGM till the conclusion of 34th Annual General Meeting of the Company at such remuneration as may be mutually agreed by the Board of Directors and the auditors.

The Audit Committee has taken into account the experience and expertise of the Auditors and recommended them to the Board for appointment M/s. Mehra Goel & Co., Chartered Accountants is a leading Chartered Accountancy firm rendering comprehensive professional services which include Audit, Management Consultancy, Tax Consultancy, Accounting Services, Manpower Management, Secretarial Services, etc. The team consists of distinguished Chartered Accountants, Corporate Financial Advisors and Tax Consultants. The firm represents a combination of specialized skills, which are geared to offers sound financial advice and personalized proactive services. Those associated with the firm have regular interaction with industry and other professionals which enables the firm to keep pace with contemporary developments and to meet the needs of its clients.

In accordance with the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Mehra Goel & Co., Chartered Accountants have provided their consent and eligibility certificate to that effect that, their appointment, if made, would be in compliance with the applicable laws and guidelines. The profile of M/s. Mehra Goel & Co., Chartered Accountants as under:

- The firm is peer reviewed and registered with The Institute of Chartered Accountants of India and adheres to the professional audit standards established by the same. The training modules, auditing procedures, review mechanisms are in consonance with the international practices.
- The service portfolio of M/s. Mehra Goel & Co includes Audit, Taxation, Advisory, Management Consulting, Financial restructuring and Secretarial Services. The industry experience of Mehra Goel includes the core sectors of Steel, Telecom, Banking, energy and Automobiles. In addition, the firm has been working extensively in the textile exports, Chemicals and more recently in the BPO industry. The client base consists of Multinational Corporations, Indian Private Companies, Public Sector Enterprises, Joint Ventures, Non-Profit Organizations, Charitable and Religious Trusts, Educational Institutions, High net worth individuals and expatriates.



Additional information about Statutory Auditors pursuant to Regulation 36 of the Listing Regulations is provided below:

Particulars	Details
Proposed fees payable to the Statutory Auditor	Rs. 8,00,000
Terms of appointment	For a term of Five consecutive years from the conclusion of 29th AGM till the conclusion of 34th AGM.
Date of First Appointment on the Board	14.08.2018
In case of new Auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	There is no such material change in the fee payable to the new auditor.  The term of current Statutory Auditors M/s Vinod Kumar & Associates will be expiring at the conclusion of the ensuing 29th Annual General Meeting. So, there is a need to change the auditor.
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory Auditor(s) proposed to be appointed	The Firm complies with the eligibility criteria as per Companies Act, 2013 and has relevant experience as mentioned above.

**Item No. 05: To Approve Re-appointment of Mr. Atul Garg as Managing Director of the Company**

The terms of appointment of Mr. Atul Garg as the Managing Director of the company will expire on 27TH May, 2024. The Board of Directors (Board) of the Company at meeting held on 22nd August, 2023 based on the recommendation of the Nomination & Remuneration Committee, has approved the proposal of re-appointment of Mr. Atul Garg as the Managing Director of the Company for a period of five years with effect from 28th May, 2024 on the terms and conditions as stated below subject to the approval of the members in General Meeting.

The remuneration proposed will be within the limits permissible under Schedule V to the Act. Brief profile of Mr. Atul Garg is annexed to the notice. Keeping in view that Mr. Atul Garg has rich and varied experience in the Industry and has been involved in the operations since long time, it would be in the interest of the Company to continue the employment of Mr. Atul Garg as the Managing Director. The said draft Agreement, inter-alia, contain the following material terms and conditions:

**A. Period:** Period of appointment is Five Years w.e.f. 28th May, 2024.

**B. Salary:** The gross Salary will be Rs14,00,000/-per month including the Perquisites & Allowances

**C. Perquisites & Allowances:** The following Perquisites & Allowances are included in gross salary

- i. House Rent Allowance: House Rent Allowance in accordance with the rules of the Company.
- ii. Medical Reimbursement: Expenses incurred for the appointee and his family subject to a ceiling of one month salary in one year.
- iii. Leave Travel Concession: As per rules of the Company.
- iv. Club Fees: Fees of club subject to maximum of two clubs. This will not include admission and life membership fees.
- v. Personal Accident Insurance: Personal Accident Insurance Cover as applicable in line with rules & policies of the Company.
- vi. Contribution to Provident Fund: As per Company rules.
- vii. Gratuity: As per Company rules subject to maximum of half months salary for each completed year of service.
- viii. Encashment of leaves- As per rules of the Company at the end of tenure.

**D.** The terms and conditions of the said re-appointment and/or remuneration and/or agreement may be altered and varied from time to time, by the Board of Directors so as not to exceed the limits set out in Sections 196, 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), for the time being in force or any amendments or modifications that may be made thereto by the Central Government in that behalf from time to time, or any amendments hereto.

**E. Information about the appointee:**

Particulars	
Background Details	<p>Mr. Atul Garg is the visionary behind GRM's commitment to producing high-quality products and creating an unparalleled brand experience. Armed with a degree in International Marketing from the University of West London, Mr. Garg began his career at GRM by immersing himself in the intricacies of milling and quality control to ensure that every grain met the highest standards.</p> <p>Through his customer-centric strategy, Mr. Garg leads his team to acquire actionable insights into their target audience by asking questions about how, when, and where their products and services can enhance their customers' lives. He is managing the day to day affairs of the Company with the assistance of the Board of Directors and executives of the Company</p>
Past Remuneration drawn	14,00,000 Per Month
Remuneration proposed	There is no change in the remuneration.
Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any	The Managing Director have no pecuniary relationship directly or indirectly with the Company except to the extent of their remuneration and shareholdings in the Company

Save and except Mr. Atul Garg and Mr. Hukam Chand Garg and Mrs. Mamta Garg relatives of Director, 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.

The Details of Directors seeking Appointment/ Re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 are enclosed as **Annexure A**.

The Board recommends the resolution as set out at Item No. 5 of the Notice for approval of members as Special Resolution.

**Item No. 06: To Approve Re-appointment of Mrs. Mamta Garg as Executive Director of the Company**

The Board of Directors at their meeting held on 22nd August, 2023 and based on the recommendations of Nomination and Remuneration Committee has approved the re-appointment of Mrs. Mamta Garg as a Executive Director of the company, liable to retire by rotation for a further period of 5 (Five) Years w.e.f 22nd August, 2023, upon the terms and conditions contained in the draft Agreement to be entered into by the Company with her and subject to the approval of the members in General Meeting.

Mrs. Mamta Garg is an experienced professional with an extensive knowledge of the finance domain. She has continually proven to be instrumental in the day to day activities of the company. Mrs. Garg has consistently demonstrated a strong aptitude for optimizing financial performance and driving business growth

The Board recommends the Special Resolution under **Item No: 6** for approval by the Members. Except Mrs. Mamta Garg and Mr. Hukam Chand Garg and Mr. Atul Garg relatives of Director, no other Director(s) or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise.

In the Resolution set out at Item No. 6. Disclosure pursuant to regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the 'Annexure A' to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

**Item No. 07: To Approve Re-appointment of Mr. Raj Kumar Garg as Independent Director of the Company.**

The first term of appointment of Mr. Raj Kumar Garg will be expired on 28th September, 2023. He is eligible for re-appointment as Independent Director of the company as per the provisions of SEBI (Listing Obligations and Disclosure requirements) regulations, 2015. The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Mr. Raj Kumar Garg during his first term of 5 (Five) years and considering his knowledge, expertise, experience and substantial contribution and time commitment, has recommended to the Board his reappointment for a second term of 5 (five) years.

The Board of Directors at their meeting held on 22nd August, 2023 and based on the recommendations of Nomination and Remuneration Committee has approved the re-appointment of Mr. Raj Kumar Garg as an Independent Director of the company for a further period of 5 (Five) Years w.e.f 29th September 2023.

Mr. Raj Kumar Garg 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.

The Board recommends the Special Resolution under **Item No: 7** for approval by the Members.

Except Mr. Raj Kumar Garg, no other Director(s) or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 7. Disclosure pursuant to regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the 'Annexure A' to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

Place: Panipat  
Date: 22.08.2023

**By Order of the Board of Directors**  
**GRM Overseas Limited**

**Sd/-**  
**Atul Garg**  
**Chairman & Managing Director**  
**DIN: 02380612**

## ANNEXURE A

## DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

**Item No: 3 Re-Appointment of Mr. Hukam Chand Garg, who retires by Rotation and offer himself for Re-appointment**

Name of Director	Mr. Hukam Chand Garg
Qualification	Diploma holder in Engineering from Chandigarh University
Date of Birth	14/09/1943
Date of First Appointment on the Board	03.01.1995
Brief Profile, Nature of expertise in specific functional areas	Mr. Hukam Chand Garg is having more than 40 years of experience in the field of Rice Industry. He is 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 plays a key role on the project implementation of the Company.
Name of the companies in which he holds Directorship as on 31.03.2023 along with the name of listed entities from which he has resigned in the past three years	GRM Overseas Limited (Director) Eros Agro & Farms Private Limited (Director)  He has not resigned as a Director from any listed entity in the past three years.
Name of the Committees in which he holds Membership/ Chairmanship as on 31.03.2023	Corporate Social Responsibility Committee (Chairperson)
Inter-se Relationships between Directors and Key Managerial Personnel	Mr. Atul Garg is son of Mr. Hukam Chand Garg and Mrs. Mamta Garg is daughter in law of Mr. Hukam Chand Garg.

**Item No: 5 Re-Appointment of Mr. Atul Garg as Managing Director of the Company**

Name of Director	Mr. Atul Garg
Qualification	B.B.A
Date of Birth	06/10/1978
Date of First Appointment on the Board	14.02.2011
Brief Profile, Nature of expertise in specific functional areas	Mr. Atul Garg is the visionary behind GRM's commitment to producing high-quality products and creating an unparalleled brand experience. Armed with a degree in International Marketing from the University of West London, Mr. Garg began his career at GRM by immersing himself in the intricacies of milling and quality control to ensure that every grain met the highest standards.  Through his customer-centric strategy, Mr. Garg leads his team to acquire actionable insights into their target audience by asking questions about how, when, and where their products and services can enhance their customers' lives. He is managing the day to day affairs of the Company with the assistance of the Board of Directors and executives of the Company
Name of the companies in which he holds Directorship as on 31.03.2023 along with the name of listed entities from which he has resigned in the past three years	GRM Overseas Limited (Director) Eros Agro & Farms Private Limited (Director) Rohit Buildtech Private Limited (Director) GRM Foodkraft Private Limited (Director)  He has not resigned as a Director from any listed entity in the past three years.

Name of the Committees in which he holds Membership/ Chairmanship as on 31.03.2023	Corporate Social Responsibility Committee (Member)
Terms and Conditions of appointment	Terms and Conditions of appointment or reappointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website.
Inter-se Relationships between Directors and Key Managerial Personnel	Mr. Hukam Chand Garg is Father of Mr. Atul Garg and Mr. Atul Garg is brother in law of Mrs. Mamta Garg.

**Item No: 6 :Re-Appointment of Mrs. Mamta Garg as Executive Director of the Company**

Name of Director	Mrs. Mamta Garg
Qualification	M.com
Date of Birth	29/12/1972
Date of First Appointment on the Board	14.08.2019
Brief Profile, Nature of expertise in specific functional areas	Mrs. Mamta Garg is an experienced professional with an extensive knowledge of the finance domain. She has continually proven to be instrumental in the day to day activities of the company. Mrs. Garg has consistently demonstrated a strong aptitude for optimizing financial performance and driving business growth.
Name of the companies in which he holds Directorship as on 31.03.2023 along with the name of listed entities from which he has resigned in the past three years	Eros Agro & Farms Private Limited (Director) GRM Overseas Limited (Director)  She has not resigned as a Director from any listed entity in the past three years.
Name of the Committees in which he holds Membership/ Chairmanship as on 31.03.2023	NIL
Terms and Conditions of appointment	Terms and Conditions of appointment or reappointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website
Inter-se Relationships between Directors and Key Managerial Personnel	Mr. Hukam Chand Garg is Father-in-law of Mrs. Mamta Garg and Mr. Atul Garg is brother in law of Mrs. Mamta Garg.



**Item No: 7: Re-Appointment of Mr. Raj Kumar Garg as Independent Director of the Company**

Name of Director	Mr. Raj Kumar Garg
Qualification	MBBS
Date of Birth	
Date of First Appointment on the Board	29.09.2018
Brief Profile, Nature of expertise in specific functional areas	Dr. Raj Kumar Garg is a MBBS and also hold MD degree. He has numerous senior positions as surgeon in various reputed private and government hospitals.
Name of the companies in which he holds Directorship as on 31.03.2023 along with the name of listed entities from which he has resigned in the past three years	GRM Overseas Limited (Independent Director)  He has not resigned as a Director from any listed entity in the past three years.
Name of the Committees in which he holds Membership/ Chairmanship as on 31.03.2023	Audit Committee (Chairperson). Nomination and Remuneration Committee (Chairperson) Stakeholders Relationship Committee (Chairperson) Risk Management Committee (Chairperson)
Terms and Conditions of appointment	Terms and Conditions of appointment or reappointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website
Inter-se Relationships between Directors and Key Managerial Personnel	NIL