

<b>General information about company</b>	
Scrip code	531449
NSE Symbol	GRMOVER
MSEI Symbol	NOTLISTED
ISIN	INE192H01020
Name of the entity	GRM OVERSEAS LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Composition of board of directors explanatory																			
Whether the listed entity has a Regular Chairperson					Yes														
Whether Chairperson is related to MD or CEO					No														
					Disqualification of Directors under section 164 of the Companies Act, 2013														
DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairper in Aud Stakehol Commit held in listed entitie includi this list entity (R Regulat 26(1) of Listing Regulations)
C 00673276	Non-Executive - Non Independent Director	Not Applicable		04-09-1943	No				Active	Yes	29-09-2018	03-01-1995			339	1	0	0	0
WH 02380612	Executive Director	Chairperson related to Promoter	MD	06-10-1978	No				Active	NA		14-02-2011			146	1	0	0	0
A 05110727	Executive Director	Not Applicable		29-12-1972	No				Active	NA		14-08-2019			44	1	0	0	0
01075283	Non-Executive - Non Independent Director	Not Applicable		10-05-1966	No				Active	NA		14-08-2018	30-09-2022		56	1	0	0	0

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairperson in Audit Stakeholder Committee held in listed entity (Refer Regulation 26(1) of Listing Regulations)
7N	08213680	Non-Executive - Independent Director	Not Applicable		03-03-1952	No				Active	NA		29-09-2018	29-09-2018		54	1	1	2	2
39G	08519079	Non-Executive - Independent Director	Not Applicable		06-08-1976	No				Active	NA		14-08-2019	14-08-2019		44	1	1	2	0
4E	09270573	Non-Executive - Independent Director	Not Applicable		15-05-1987	No				Active	NA		12-08-2021	12-08-2021		20	1	1	2	0
7C	07753782	Non-Executive - Independent Director	Not Applicable		05-06-1990	No				Active	NA		05-08-2022	05-08-2022		8	1	1	0	0

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

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

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

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

<b>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00673276	HUKUM CHAND GARG	Non-Executive - Non Independent Director	Chairperson	05-01-2015		
2	02380612	ATUL GARG	Executive Director	Member	05-01-2015		
3	09270573	NIDHI	Non-Executive - Independent Director	Member	23-09-2021		



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

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	29-10-2022				Yes	8	8	4
2	14-11-2022		15		Yes	8	8	4
3	24-11-2022		9		Yes	8	8	4
4		10-02-2023	77		Yes	8	8	4

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	14-11-2022				Yes	3	3	3	0
2	Audit Committee	10-02-2023	87			Yes	3	3	3	0
3	Corporate Social Responsibility Committee	14-11-2022				Yes	3	3	1	0
4	Risk Management Committee	14-11-2022				Yes	3	3	3	0
5	Risk Management Committee	10-02-2023	87			Yes	3	3	3	0

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

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

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

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.grmrice.com/products/">https://www.grmrice.com/products/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.grmrice.com/pdf_file/19-05-21-07-12-53terms-of-ID-final.pdf">https://www.grmrice.com/pdf_file/19-05-21-07-12-53terms-of-ID-final.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.grmrice.com/pdf_file/06-07-22-10-50-2310-01-22-07-44-38board%20and%20committee.pdf">https://www.grmrice.com/pdf_file/06-07-22-10-50-2310-01-22-07-44-38board%20and%20committee.pdf</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.grmrice.com/pdf_file/19-05-21-07-49-06CODE%20OF%20CONDUC.T.pdf">https://www.grmrice.com/pdf_file/19-05-21-07-49-06CODE%20OF%20CONDUC.T.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.grmrice.com/pdf_file/19-05-21-07-46-58Whistle-Blower-Policy-Final.pdf">https://www.grmrice.com/pdf_file/19-05-21-07-46-58Whistle-Blower-Policy-Final.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.grmrice.com/pdf_file/19-05-21-07-13-59Criteria-of-Making-Payment-to-Non-Executive-Director.pdf">https://www.grmrice.com/pdf_file/19-05-21-07-13-59Criteria-of-Making-Payment-to-Non-Executive-Director.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.grmrice.com/pdf_file/19-05-21-07-47-26Policy-on-RPT-final.pdf">https://www.grmrice.com/pdf_file/19-05-21-07-47-26Policy-on-RPT-final.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.grmrice.com/pdf_file/19-05-21-07-45-16POLICY-FOR-DETERMINING-MATERIAL-SUBSIDIARIES.pdf">https://www.grmrice.com/pdf_file/19-05-21-07-45-16POLICY-FOR-DETERMINING-MATERIAL-SUBSIDIARIES.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.grmrice.com/pdf_file/19-05-21-07-46-32Familiarisation-Programme-for-ID-Final.pdf">https://www.grmrice.com/pdf_file/19-05-21-07-46-32Familiarisation-Programme-for-ID-Final.pdf</a>

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.grmrice.com/investor/grivances">https://www.grmrice.com/investor/grivances</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.grmrice.com/contact-us/">https://www.grmrice.com/contact-us/</a>
12	Financial results	Yes		<a href="https://www.grmrice.com/pdf_file/12-08-22-01-03-29Final%20UFR%20merged.pdf">https://www.grmrice.com/pdf_file/12-08-22-01-03-29Final%20UFR%20merged.pdf</a>
13	Shareholding pattern	Yes		<a href="https://www.grmrice.com/pdf_file/01-08-22-08-00-59SHAREHOLDING%20PATTERN_30.06.2022.pdf">https://www.grmrice.com/pdf_file/01-08-22-08-00-59SHAREHOLDING%20PATTERN_30.06.2022.pdf</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		<a href="https://www.grmrice.com/investor/">https://www.grmrice.com/investor/</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.grmrice.com/investor/advert">https://www.grmrice.com/investor/advert</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://www.grmrice.com/investor/creditrating">https://www.grmrice.com/investor/creditrating</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://www.grmrice.com/investor/financials">https://www.grmrice.com/investor/financials</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.grmrice.com/investor/">https://www.grmrice.com/investor/</a>



21	Materiality Policy as per Regulation 30	Yes		<a href="https://www.grmrice.com/investor/intimations">https://www.grmrice.com/investor/intimations</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://www.grmrice.com/pdf_file/19-05-21-07-49-31Dividend-Distribution-Policy.pdf">https://www.grmrice.com/pdf_file/19-05-21-07-49-31Dividend-Distribution-Policy.pdf</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		Yes

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	Manish Kumar
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	Manish Kumar
2	Designation	Company Secretary and Compliance Officer



<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	150000000	150000000	150000000
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0

Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
<b>II. Affirmations</b>			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Vedant Garg		
Designation	CFO		
Place	PANIPAT		
Date	14-04-2023		

<b>Signatory Details</b>	
Name of signatory	Manish Kumar
Designation of person	Company Secretary and Compliance Officer
Place	Panipat
Date	14-04-2023

