

Date: 30.05.2024

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 Annual Secretarial Compliance Report of the Company for the Year Ended March 31, 2024

Dear Sir/Madam,

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, and Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, please find attached herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2024 issued by M/s Devesh Arora & Associates, Practicing Company Secretaries.

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

Thanking you.

Yours faithfully,

FOR GRM OVERSEAS LIMITED

Sachin
Narang

Digitally signed
by Sachin Narang
Date: 2024.05.30
18:07:11 +05'30'

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



ANNUAL SECRETARIAL COMPLIANCE REPORT OF GRM OVERSEAS LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2024

**[pursuant to Regulation 24A of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]**

I, Devesh Arora, Practising company secretary and proprietor of M/s Devesh Arora & Associates, have examined;

- all the documents and records made available to us, and explanation provided by GRM Overseas Limited ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2024 ("Review Period") in respect of compliance with the provisions of:

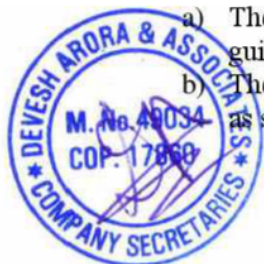
- the securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. (Not Applicable to the listed entity during the year under review)
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable to the listed entity during the year under review)
- Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021; (Not Applicable to the listed entity during the year under review)
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Other regulations, if any, as applicable and circulars guidelines issued thereunder;
- Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and circulars/ guidelines issued thereunder;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the review period:

- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in Annexure I as attached.
- The listed Entity has taken actions to comply with the observations made in previous reports as specified in Annexure - II to this Report.



- c) Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019, reports is as specified in Annexure - III to this Report
- d) Further, in accordance with the requirement of SEBI Circular CIR/CFD/CMD 1/114/2019 dated 18 October 2019 read with Notice No. 20230316-14 dated 16.03.2023 and 202304 10-41 dated 10.04.2023 as issued by the BSE Limited and Circular No. NSE/CML/2023/21 dated 16.03.2023 and Circular No. NSE/CML/2023/30 dated 10.04.2023 as issued by the National Stock Exchange of India Limited, Additional Affirmations are provided in Annex- IV to this Report.
- e) The Company has complied with the requirement of Structured Digital Database (SDD) as per circulars issued by BSE and NSE.

Assumptions & Limitation

Assumptions & Limitation of scope and Review for conducting review of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Devesh Arora & Associates
Company Secretaries**



**Date: 29.05.2024
Place: New Delhi**

**Devesh Arora (Prop.)
C. P. No. 17860
Peer Review
Certificate No. -2080/2022
UDIN: A049034F000490266**

Annexure- I

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

1	2	3	4	5
S. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines, including specific clause),	Regulation /Circular Number	Deviations	Actions Taken by Advisory/Clarification / Fine/ Show Cause Notice/Warning etc.
1	SEBI (LODR) Regulations, 2015	Reg 20 (3A)	SRC Committee Meeting not shown in Corporate Governance Report submitted to the Exchange for the quarter ended March 31, 2023	Clarification
2	SEBI (LODR) Regulations, 2015	Reg 23(9)	The Value of the related party transaction as approved by the audit committee in RPT XBRL is not provided by the company.	Clarification

6	7	8	9	10	11
Type of Action	Details of Violation	Fine Amount	Observations /Remarks of Practising Company Secretary	Management Response	Remarks
NIL	As referred in Column 4	Not Applicable	Deviation made good as stated in column 10	The Company has filed the revised CGR within the due timeline.	NIL
NIL	As referred in Column 4	Not Applicable	Deviation made good as stated in column 10	The Company has duly submitted the above said disclosure within the prescribed time limit. However, while preparing the Related Party Transactions Report for the half year ended September 30,	NIL



				2023 few values of Related Party Transactions as approved by the Audit Committee were inadvertently left blank. This is due to oversight of the company, while preparing the Related Party Transactions Report. We further inform that the Related Party transactions are duly approved by the Audit Committee as and wherever required. So, we have uploaded the revised XBRL file of Related Party Transactions for the half year ended September 30, 2023.	
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Annexure II

The listed entity has taken the following actions to comply with the observations made in the previous reports:

1	2	3	4	5
S. No.	Compliance Requirement (Regulations/ Guidelines, including specific clause),	Regulation /Circular Number	Deviations	Actions Taken by Advisory/Clarification / Fine/ Show Cause Notice/Warning etc.
Not Applicable				

6	7	8	9	10	11
Type of Action	Details of Violation	Fine Amount	Observations /Remarks of Practising Company Secretary	Management Response	Remarks
Not Applicable					



Annexure III

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

S. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year	NA	No such incidence in FY 2023-24
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:		
	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been	NA	No such incidence in FY 2023-24 and no such concern was noticed from the records of the Company.



	brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMDI/ 114/2019 dated 18th October, 2019	NA	No such incidence in FY 2023-24



Annexure IV

Additional affirmations to be provided while submitting Annual Secretarial Compliance Report.

S. No	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1	Secretarial Standard		
	The compliances of the listed entity are in accordance with the applicable mandatory Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	YES	NIL
2	Adoption and timely up dation of the Policies:		
	All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.	YES	NIL
	All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI	YES	NIL
3	Maintenance and disclosures on Website:		
	The Listed entity is maintaining a functional website.	YES	NIL
	Timely dissemination of the documents/ information under a separate section on the website.	YES	NIL
	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.	YES	NIL
4	Disqualification of Director:		
	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	YES	NIL
5	To examine details related to Subsidiaries of listed entities:		
	(a) Identification of material subsidiary companies.	YES	NIL
	(b) Requirements with respect to disclosure of material as well as other subsidiaries.	YES	NIL
6	Preservation of Documents:		
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015.	YES	NIL



7	Performance Evaluation:		
	The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year as prescribed in SEBI Regulations.	YES	NIL
8	Related Party Transactions:		
	(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee, in case of no prior approval has been obtained.	YES	NIL
9	Disclosure of events or information:		
	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	NIL
10	Prohibition of Insider Trading:		
	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	NIL
11	Actions taken by SEBI or Stock Exchange (if any): Refer Annexure- I.		Same as given in Annexure- I.
12	Additional non-compliances, if any:		NIL

