

Date: 03rd July, 2021

To,
Department of Corporate Services,
Bombay Stock Exchange Limited,
Ground Floor, P. J. Towers,
Dalal Street Fort,
Mumbai- 400001

(Scrip Code: 531449)

Sub: Proceeding of Postal Ballot

With reference to the above captioned subject, we are enclosing herewith the proceeding of Postal Ballot result declared on 03rd July,2021 conducted pursuant to Postal Ballot Notice dated 01st June, 2021.

You are requested to kindly take the same on record.
Thanking you,

Yours truly
For GRM Overseas Limited

Balveer Singh
Company Secretary
M No. 59007

PROCEEDING OF THE DECLARATION OF RESULTS OF THE POSTAL BALLOT AT THE CORPORATE OFFICE OF THE COMPANY AT VILLAGE NAULTHA, TEHSIL ISRANA, PANIPAT 132145 FOR THE RESOLUTIONS AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 01ST JUNE, 2021.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had issued a Postal Ballot Notice dated 01ST June, 2021 to obtain approval of shareholders through remote e-voting for:

Resolution 1- Approval of issue of Bonus Shares

The Board of Directors had engaged services of National Securities Depository Limited (NSDL) to provide e-voting facility to all the members as on cut-off date i.e. 28th May, 2021.

The remote e-voting period commenced from Thursday, June 03, 2021(9:00 A.M. IST) and ended on Friday, July 02, 2021 (5:00 P.M. IST).

The Board of Directors had appointed Devesh Arora, (Proprietor) of M/s Devesh Arora & Associates, Company Secretaries as Scrutinizer for postal ballot which was conducted only through electronic means in respect of the resolutions contained in the Notice dated 01.06.2021 in a fair and transparent manner.

Pursuant to the provisions of the Act and MCA Circulars issued by Ministry of Corporate Affairs, the Company has sent Postal Ballot notice(s) to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited /Central Depository Services (India) Limited as on the Cut-off date i.e. 28th May, 2021 and whose e-mail IDs was available with the Company and Depositories, through electronic means only and has not dispatched physical notices to any member. The said Notice was also placed on the website of the Company. The intimation about completion of dispatch of the Notice of Postal Ballot by Email and the last date for receipt of reply from shareholders was also intimated to the members by way of publication of advertisement in the newspapers.

Further the Company vide the Postal Ballot notice dated 01ST June, 2021 had also requested its shareholders to register their email addresses with the Registrar and Transfer Agent of the Company.

Members were advised to carefully read the instructions before casting their votes, The Scrutinizer after scrutiny of all Remote e-voting received within the scheduled time has submitted his report on 03rd July, 2021.

Based on the Consolidated Scrutinizer Report dated 03rd July, 2021 the results of the Postal Ballot through Remote E Voting are as under

Sr. No.	Particular of Resolution	Total Valid Votes		Votes In Favour			Votes Against		
		Total Valid Votes		Votes in Favour			Votes Against		
		Voters	No. of Votes	Voters	No. of Votes	%	Voters	No. of Votes	%
1	Approval of issue of Bonus Shares	99	2973240	93	2973234	99.999	06	06	0.001

On the basis of Scrutinizer's report, Mr. Atul Garg, Chairman & Managing Director declared the result of Postal ballot through Remote E-voting on 03rd July, 2021 at around 01.25 PM. The resolutions as mentioned in the Postal Ballot Notice dated 01st June, 2021, was duly passed with requisite majority on 3rd July, 2021. The certified true copy of the resolution passed are attached.

Yours truly
For GRM Overseas Limited

Balveer Singh
Company Secretary
M No. 59007

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF GRM OVERSEAS LIMITED THOROUGH POSTAL BALLOT REMOTE E VOTING ON SATURDAY, 03RD JULY, 2021

Approval of issue of Bonus Shares:

“RESOLVED THAT in accordance with Article 76 of the Articles of Association of the Company and pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable Regulations and Guidelines issued by the Securities and Exchange Board of India (the “SEBI”) and Reserve Bank of India (the “RBI”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and the terms and conditions, if any, as may be specified while according such approvals and subject to acceptance of such terms and conditions by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) and pursuant to the recommendation of the Board, the consent of the members of the Company be and is hereby accorded for such sums as may be determined to be required by the Board, from and out of the amount standing to the credit of the Free reserves / Securities Premium Account of the Company as at March 31, 2021, to capitalize and transfer to the Share Capital Account, for the purpose of allotment of new equity shares of the Company of Rs.10 (Rupee Ten only) each as fully paidup Bonus Shares, to be allotted as fully paid-up equity shares to the existing equity shareholders of the Company, in the proportion of (2:1) two new equity share for every one existing equity share, held by the Members of the Company, whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the Depositories, as on the record date to be fixed by the Board in this regard.”

“RESOLVED FURTHER THAT the new equity shares of Rs. 10 (Rupees Ten only) each to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing fully paid-up equity shares of the Company in all respects and shall be entitled to participate in full in any dividends and any other corporate action declared after the new equity shares are allotted and no allotment letters shall be issued to the allottees of the bonus shares.”

“RESOLVED FURTHER THAT the bonus shares shall be issued to the allottees in the same mode as existing shares are held by them on the record date and the bonus equity shares in physical form shall thereafter be dispatched to the allottees, except in respect of those allottees who hold existing equity shares in dematerialized form, within the period prescribed or that may be prescribed in this behalf, from time to time.”

“RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent they relate to Non- Resident Indians, Foreign Portfolio Investors, Foreign Nationals, Foreign Corporate Bodies

(including Overseas Corporate Bodies), Persons of Indian Origin and other Foreign Investors of the Company, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary, expedient or incidental in this regard including but without limitation to file any documents with the Securities and Exchange Board of India, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto.”

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

**Balveer Singh
Company Secretary
M No. 59007**