

**GRM OVERSEAS LIMITED**  
**CIN: L74899DL1995PLC064007**

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

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

**Email: [Investor.grm@gmail.com](mailto:Investor.grm@gmail.com)**

**Phone: 011-47330330**

### **POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that pursuant to and in compliance with the provisions of Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020 and the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31<sup>st</sup>, 2020 issued by the Ministry of Corporate Affairs (“MCA Circulars”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations, it is proposed to seek the consent of the members (“Members”) of **GRM Overseas Limited** (“Company”), for the resolutions appended below, through postal ballot by remote e-voting process (“e-voting”).

The proposed resolutions along with the explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts and the reasons thereof is annexed hereto for your consideration.

The Board of Directors of the Company has appointed Mr. Devesh Arora, Proprietor of Devesh Arora & Associates, Company Secretary in whole time practice (Membership No. ACS 49034; C.P. No.17860), as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its members to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section “**Instructions and other information relating to e-voting**” in this postal ballot notice (“Postal Ballot Notice”) to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Thursday, April 15, 2021 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars and SEBI Circulars the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who

have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before Saturday, April 17, 2021 and will communicate the same to BSE Limited (“BSE”), National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited, Abhipra Capital Limited (“Abhipra” or “Registrar and Share Transfer Agent”) and will also be displayed on the Company's website www.grmrice.com.

**Resolution No. 1- Approval For Increase Of Authorised Share Capital Of Company and Alteration of the Capital Clause of the Memorandum of Association of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 and 61 and other applicable provisions if any, of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force) and the provision of Memorandum and Articles of Association of the Company and the Equity Listing Agreement entered into with the Stock Exchange by the Company subject to such other approvals, consent, permissions and sanction if any, as may be required under any other Law for the time being in force, consent of the members be and is hereby accorded to increase the, the Authorized Share Capital of the Company from Rs.7,00,00,000 (Rupees Seven Crore Only) to Rs. 20,00,00,000 (Rupees Twenty Crore Only) by creating additional 1,30,00,000 (One Crore Thirty Lakh) equity shares of Rs. 10/- each (Rupees Ten) forming part of the Authorized Share Capital and ranking pari-passu with the existing equity shares of the Company.

**“RESOLVED FURTHER THAT** the Clause V of Memorandum of Association of the Company be and is hereby amended by substituting the following clause in place of existing Clause :

*“V. The Authorized share capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore Only) Equity Shares of Rs. 10/- (Rupees Ten) each.*

**RESOLVED FURTHER THAT** any of the Director and Company Secretary of the Company be and is hereby authorized to do all necessary acts for increase in Authorized Share Capital, filing of necessary forms with the Registrar of Companies and to take such incidental and consequential actions as may be necessary to give effect to the above said resolution.”

**Resolution No. 2 - Amendment of the Object Clause of Memorandum of Association**

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 the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana and or any other authority as may be necessary, the consent of the Members be and is hereby given to replace Clause III (B) of the object that are incidental or ancillary to the attainment of the main objects of the MOA with the title ‘**MATTERS WHICH ARE NECESSARY FOR FURTHERNACE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:-,**

**RESOLVED FURTHER THAT** the matters which are necessary for furtherance of the objects specified in Clause III (B) are altered in order to make it compliant with the main objects of the MOA i.e Clause III (B) 1 to 52 to bring in consonance with the main objects of company.

**RESOLVED FURTHER THAT** pursuant to the provisions of section 4 & 13 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana and, the consent of the members of the company be and is hereby given to remove the Other Objects Clause of the Memorandum of Association of the Company by completely deleting the clause III (C).

**RESOLVED FURTHER THAT** all the Directors and Company Secretary of the company be and are hereby severally authorized to do all such acts, deeds, and things and to sign all such documents, papers and writing as may be necessary to give effect to the resolution.”

**Resolution No. 3- Amendment of The Liability Clause of the Memorandum of Association:**

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 section 4 & 13 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana and or any other authority as may be necessary, the consent of the Members be and is hereby given to alter clause IV of MOA as under:-

**IV. “THE LIABILITY OF MEMBERS IS LIMITED AND THIS LIABILITY IS LIMITED TO THE AMOUNT UNPAID , IF ANY, ON SHARES HELD BY THEM.”**

**RESOLVED FURTHER THAT** all the Directors and Company secretary of the company be and are hereby severally authorized to do all such acts, deeds, and things and to sign all such documents, papers and writing as may be necessary to give effect to the resolution.”

**Resolution No. 4 - To Adopt New Articles of Association of The Company in Conformity With The Companies Act, 2013**

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 Section 14 and other applicable provisions, of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 or any other law for the time being in force (including any statutory modification(s) or re-enactment thereof, for the time being in force), the modification to Articles of Association of the Company, a copy of which is available for inspection at the registered office of the Company and also available on the website of the Company <https://www.grmrice.com>, be and is hereby approved and adopted in total exclusion, substitution and superseding the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** any of the Director and Company Secretary of the Company be and is hereby authorized to do all necessary acts for increase in Authorized Share Capital, filing of necessary forms with the Registrar of Companies and to take such incidental and consequential actions as may be necessary to give effect to the above said resolution. “

**By Order of the Board**  
**For GRM Overseas Limited**  
**Sd/-**  
**Atul Garg**  
**DIRECTOR**  
**DIN: 02380612**

Date: 10.03.2021  
Place: Panipat

**Notes:**

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith. A Copy of Notice is also available on the website of company at [www.grmrice.com](http://www.grmrice.com).
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Wednesday, March 10, 2021.
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.grmrice.com](http://www.grmrice.com) , website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Abhipra Capital Limited. Members may note that pursuant to the MCA Circulars, the Members may update their email address by sending a mail at [Investor.grm@gmail.com](mailto:Investor.grm@gmail.com).
5. In accordance with the provisions of the MCA Circulars, SEBI Circulars, Shareholders can vote only through the remote e-voting process. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Wednesday, March 10, 2021 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Wednesday, March 10, 2021. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "**Instructions and other information relating to e-voting**" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Thursday, April 15, 2021 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any

Director of the Company duly authorised, on or before Saturday, April 17, 2021 and will also be displayed on the website of the Company ([www.grmrice.com](http://www.grmrice.com)), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

11. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Thursday, April 15, 2021 i.e., the last date specified for receipt of votes through the e-voting process.

12. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [Investor.grm@gmail.com](mailto:Investor.grm@gmail.com).

### INSTRUCTIONS FOR VOTING:

#### Instructions and other information relating to e-voting are as under:

The instructions for e-voting are as follows:

Step 1: Log in to NSDL's e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL's e-voting system.

#### Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 eVoting 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 IDFor 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 110417 then user ID is 110417001***

5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password: a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address. d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below: How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 or 1800-22-44-30 send a request to [atevoting@nsdl.co.in](mailto:atevoting@nsdl.co.in).
4. The result of the Postal Ballots will also be displayed at the Company’s Registered Office and will be posted, along with the scrutinizer’s on the website of the Company [www.grmrice.com](http://www.grmrice.com) besides being communicated to the Stock Exchange on which the shares of the Company are listed.
5. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at its registered office of the Company between 11:00 A.M. to 5:00 P.M. on all working days (except Sunday and Public holiday) till the declaration of result of Postal Ballot.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT

The following Explanatory Statement relating to the accompanying Notice sets out all material facts in respect of the resolutions:

### *Item No. 1*

Considering the overall business growth and operational needs of the Company, , the Company may propose to raise additional capital in future, by way of rights issue, bonus issue, preferential issue, placement of shares to Qualified Institutional Buyers through Qualified Institutions Placement (QIP) and / or private placement and / or issue of fully / partly convertible debentures, preference shares convertible into Equity Shares, and / or any other financial instruments or securities convertible into Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form etc. The issue of securities may be consummated in one or more tranches at such time or times at such price as the Board may in its absolute discretion decide, subject, however, to the SEBI ICDR Regulations and other applicable Guidelines, Notifications, Rules and Regulations

To enable the Company to issue new shares in future, it is proposed to increase the Authorized Share Capital of the Company. Presently the Authorized Share Capital of the Company is Rs. 7,00,00,000 (Rupees Seven Crore Only) divided into 70,00,000 (Seventy Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten only) each. Your Board proposes to increase the Authorized Share Capital to Rs. 20,00,00,000 (Rupees Twenty Crores Only) by creating additional 1,30,00,000 (One Crore Thirty Lakh) Equity Shares of Rs. 10/- each. Consequently Clause V, i.e. Capital clause of Memorandum of Association will also be changed so as to reflect the enhanced Equity Share Capital

None of the Directors, KMP and their relatives are interested financially or otherwise in the resolution except to the extent of their shareholdings. The Board recommends the resolution as set out in Item No.1 for the approval of members.

### *Item No. 2, 3 & 4*

GRM Overseas Limited was incorporated on 03.01.1995 under the provisions of the Companies Act, 1956. The existing Memorandum and Articles of Association (“MOA & AOA”) were based on the Companies Act, 1956 and several clauses / regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force.

The Clause III(B) relating to Object that are incidental and ancillary to the attainment of main object of the Memorandum of Association are altered with the new objects in conformity with the Companies Act, 2013 and titled as **’MATTERS WHICH ARE NECESSARY FOR FURTHERNACE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE’** and the Clause III(C) relating to Other Objects are deleted as per the requirements of Section 4(1)(c) in the Companies Act, 2013. The modification in Memorandum of Association is carried out to give effect to provisions of the Companies Act, 2013.

Further , Clause IV relating to Liability of members are altered in conformity with the Companies Act, 2013 and substituted with the words **’THE LIABILITY OF MEMBERS IS LIMITED AND THIS LIABILITY IS LIMITED TO THE AMOUNT UNPAID , IF ANY, ON SHARES HELD BY THEM.**

The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013.

The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013.

Consent of the shareholders by way of a Special Resolution is required in this regard. The entire set of proposed Articles of Association and Memorandum of Association is available on the website of the company. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

None of the Directors, Key Managerial Personnel 1 and their relatives are in any way concerned or interested in the said resolution. The Directors recommend the aforesaid resolution as set out in Item No. 2, 3 and 4 for the approval by the members as a Special Resolution

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

**Sd/-  
Atul Garg  
DIRECTOR  
DIN: 02380612**

Date: 10.03.2021  
Place: Panipat