

Date: 19th February, 2022

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 19th February, 2022 conducted pursuant to Postal Ballot Notice dated 14th January, 2022.

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

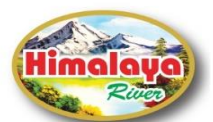
Yours truly
For GRM Overseas Limited

Balveer Singh
Company Secretary
M No. 59007



TANOUSH
ORGANIC

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Registered Office

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

Corporate Office

8 K.M. Stone, Gohana-Rohtak Road
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Factory

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

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 14TH JANUARY, 2022.

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 14th January, 2022 to obtain approval of shareholders through remote e-voting for:

Resolution 1- To approve and ratify material related party transaction limits with GRM Foodkraft Private Limited

Resolution 2- To approve material related party transaction limits with GRM International Holding Limited, UK

Resolution 3 - To approve material related party transaction limits with GRM Fine Foods INC., USA

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. 14th January, 2022.

The remote e-voting period commenced from January 20, 2022(9:00 A.M. IST) and ended on, February 18, 2022 (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 14.01.2022 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. 14th January, 2022 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 14th January, 2022 had also requested its shareholders to register their email addresses with the Registrar and Transfer Agent of the Company.



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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 19th February, 2022.

Based on the Consolidated Scrutinizer Report dated 19th February, 2022 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		
		Voters	No. of Votes	Voters	No. of Votes	%	Voters	No. of Votes	%
1	To approve and ratify material related party transaction limits with GRM Foodkraft Private LTD	131	1818161	126	1818062	99.9946	5	99	0.0054
2	To approve material related party transaction limits with GRM International Holding Limited, UK	131	1818161	127	1818072	99.9951	4	89	0.0049
3	To approve material related party transaction limits with GRM Fine Foods INC., US	131	1818161	127	1818072	99.9951	4	89	0.0049

On the basis of Scrutinizer's report, Mr. Atul Garg, Chairman & Managing Director declared the result of Postal ballot through Remote E-voting on 19th February, 2022 at around 07.09 PM. The resolutions as mentioned in the Postal Ballot Notice dated 14.01.2022, was duly passed with requisite majority on 18th February 2022. The 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 FRIDAY, 18TH FEBRUARY, 2022

To approve and ratify material related party transaction limits with GRM Foodkraft Private Limited:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s) with GRM Foodkraft Private Limited, a subsidiary and related party of the Company, for effecting sale / purchase of goods / products, raw material, packaging materials and such other products for an amount not exceeding in the aggregate Rs. 500,00,00,000/- (Rupees Five Hundred crores only) per financial year, for the period of 3 (three) financial years, commencing from financial year 2021-2022 and upto and including financial year 2023-2024 provided that the said transactions are entered into/ carried out on arm’s length basis and in the ordinary course of business and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

RESOLVED FURTHER THAT the members hereby ratify the material related party transactions between the Company and GRM Foodkraft Private Limited for the financial year 2021-22, at arm’s length basis and in the ordinary course of business.”

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

**Yours truly
For GRM Overseas Limited**

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



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To approve material related party transaction limits with GRM International Holding Limited, UK:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s) with GRM International Holding Limited, UK, a subsidiary and related party of the Company, for effecting sale / purchase of goods / products, raw material, packaging materials and such other products for an amount not exceeding in the aggregate Rs. 75,00,00,000/- (Rupees Seventy Five crores only) per financial year, for the period of 3 (three) financial years, commencing from financial year 2021-2022 and upto and including financial year 2023-2024 provided that the said transactions are entered into/ carried out on arm’s length basis and in the ordinary course of business and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

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To approve material related party transaction limits with GRM Fine Foods INC., USA:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/transaction(s) with GRM Fine Foods INC., USA, a step down subsidiary and related party of the Company, for effecting sale / purchase of goods / products, raw material, packaging materials and such other products for an amount not exceeding in the aggregate Rs. 25,00,00,000/- (Rupees Twenty Five crores only) per financial year, for the period of 3 (three) financial years, commencing from financial year 2021-2022 and upto and including financial year 2023-2024 provided that the said transactions are entered into/ carried out on arm’s length basis and in the ordinary course of business and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution”

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