

<b>General information about company</b>	
Scrip code	531449
NSE Symbol	
MSEI Symbol	
ISIN	INE192H01012
Name of the entity	GRM OVERSEAS LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

**Annexure I**

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

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	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 post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	HUKAM CHAND GARG	AAIPG2662C	00673276	Non-Executive - Non Independent Director	Chairperson related to Promoter		04-09-1943	Yes	29-09-2018	03-01-1995				1	0	0	0		
2	Mr	ATUL GARG	ACXPG9200H	02380612	Executive Director	Not Applicable	MD	06-10-1978	NA		14-02-2011				1	0	0	0		
3	Mrs	MAMTA GARG	AFTPS6072A	05110727	Executive Director	Not Applicable		29-12-1972	NA		14-08-2019				1	0	0	0		
4	Mr	VISHNU BHAGWAN	AANPB0074A	00605506	Non-Executive - Independent Director	Not Applicable		07-12-1940	Yes	30-09-2019	29-03-2019			12	1	1	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

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	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 post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	NIPUN JAIN	ABIPJ4068J	01075283	Non-Executive - Non Independent Director	Not Applicable		10-05-1966	NA		14-08-2018				1	0	0	0		
6	Mrs	KIRAN DUA	AJVPD8160A	06951055	Non-Executive - Independent Director	Not Applicable		12-01-1963	NA		20-08-2014	20-08-2019		7	1	1	2	0		
7	Mr	RAJ KUMAR GARG	ABSPG9297N	08213680	Non-Executive - Independent Director	Not Applicable		03-03-1952	NA		29-09-2018			18	1	1	2	2		
8	Mr	GAUTAM GUPTA	AAUPG5339G	08519079	Non-Executive - Independent Director	Not Applicable		06-08-1976	NA		14-08-2019			8	1	1	2	0		

Audit Committee Details							
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	06951055	KIRAN DUA	Non-Executive - Independent Director	Member	30-09-2014		
3	08519079	GAUTAM GUPTA	Non-Executive - Independent Director	Member	14-08-2019		

Nomination and remuneration committee							
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	06951055	KIRAN DUA	Non-Executive - Independent Director	Member	30-09-2014		
3	08519079	GAUTAM GUPTA	Non-Executive - Independent Director	Member	14-08-2019		

Stakeholders Relationship Committee							
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	06951055	KIRAN DUA	Non-Executive - Independent Director	Member	30-09-2014		
3	08519079	GAUTAM GUPTA	Non-Executive - Independent Director	Member	14-08-2019		



Corporate Social Responsibility Committee							
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	HUKAM CHAND GARG	Non-Executive - Non Independent Director	Chairperson	05-01-2015		
2	02380612	ATUL GARG	Executive Director	Member	05-01-2015		
3	06951055	KIRAN DUA	Non-Executive - Independent Director	Member	05-01-2015		

<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)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	14-11-2019				Yes	8	4
2		14-02-2020	91		Yes	7	3
3		22-02-2020	7		Yes	7	3

**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)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	14-11-2019				Yes	3	3
2	Audit Committee	14-02-2020	91			Yes	3	3
3	Stakeholders Relationship Committee	02-12-2019				Yes	3	3
4	Corporate Social Responsibility Committee	14-02-2020	73			Yes	3	1

**Annexure 1**

**V. Related Party Transactions**

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	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

**Annexure 1****VI. Affirmations**

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 500 listed entities)	NA
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

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Balveer Singh
2	Designation	Company Secretary and Compliance Officer

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

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		WWW.GRMRICE.COM
2	Terms and conditions of appointment of independent directors	Yes		WWW.GRMRICE.COM
3	Composition of various committees of board of directors	Yes		WWW.GRMRICE.COM
4	Code of conduct of board of directors and senior management personnel	Yes		WWW.GRMRICE.COM
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		WWW.GRMRICE.COM
6	Criteria of making payments to non-executive directors	Yes		WWW.GRMRICE.COM
7	Policy on dealing with related party transactions	Yes		WWW.GRMRICE.COM
8	Policy for determining 'material' subsidiaries	Yes		WWW.GRMRICE.COM
9	Details of familiarization programmes imparted to independent directors	Yes		WWW.GRMRICE.COM

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

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		WWW.GRMRICE.COM
11	email address for grievance redressal and other relevant details	Yes		WWW.GRMRICE.COM
12	Financial results	Yes		WWW.GRMRICE.COM
13	Shareholding pattern	Yes		WWW.GRMRICE.COM
14	Details of agreements entered into with the media companies and/or their associates	Yes		WWW.GRMRICE.COM
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		WWW.GRMRICE.COM
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		WWW.GRMRICE.COM
18	Credit rating or revision in credit rating obtained	Yes		WWW.GRMRICE.COM
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		WWW.GRMRICE.COM
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		WWW.GRMRICE.COM
21	Materiality Policy as per Regulation 30	Yes		WWW.GRMRICE.COM
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		WWW.GRMRICE.COM

**Annexure II****II. Annual Affirmations**

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	

**Annexure II****II. Annual Affirmations**

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	

**Annexure II****II. Annual Affirmations**

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)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
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)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

**Annexure II**

**II. Annual Affirmations**

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)	NA	
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			

**Annexure II**

1	Name of signatory	Balveer Singh
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<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	

**Annexure II**

1	Name of signatory	Balveer Singh
2	Designation	Company Secretary and Compliance Officer

<b>Signatory Details</b>	
Name of signatory	Balveer Singh
Designation of person	Company Secretary and Compliance Officer
Place	Delhi
Date	14-05-2020

