GRM OVERSEAS LIMITED

Date: September 06, 2026
To,

The General Manager, Listing Department, **Bombay Stock Exchange Limited,** P.J. Towers, Dalal Street, Mumbai – 400 001 **Scrip Code: 531449**	The Manager, Listing & Compliance Department **The National Stock Exchange of India Limited** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra East, Mumbai – 400051 **Symbol: GRMOVER**

<u>Subject: Submission of Notice of 32nd Annual General Meeting of the Company</u>

Dear Sir/ Madam,

We hereby inform you that the 32nd Annual General Meeting ("AGM") of the members of the Company is scheduled to be held on Tuesday, 29th September, 2026 at 12:30 P.M through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').

Further, please note the following:

Commencement of remote e-voting	Saturday, 26th September, 2026 at 09:00 A.M. (IST)
End of remote e-voting	Monday, 28th September, 2026 at 05.00 P.M (IST)
Cut-off date for determining the eligibility of the Members to caste their vote through remote e-voting prior to the meeting or voting during the meeting	Tuesday, 22nd September, 2026

The electronic copy of the Notice of the Annual General Meeting along with the Annual Report for the Financial Year 2025-26 has been dispatched / sent to the Members through electronic mode whose email were registered with the Company's Registrar and Share Transfer Agent/ Depositories.

The above information also available on the website of company at www.grmrice.com .

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: 2026.09.06 15:13:56 +05'30'
Sachin Narang
Company Secretary & Compliance Officer
Membership No.: 65535

NOTICE
OF AGM

GRM OVERSEAS LIMITED
CIN: L35107DL1995PLC064007
Regd. Office : 128, First Floor, Shiva Market, Pitampura, Delhi - 110034.
Website: www.grmrice.com
Email: Investor.relations@grmrice.com
Phone : 011-47330330

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting ("AGM") of the Members of GRM Overseas Limited (the "Company") will be held on Tuesday, September 29, 2026 at 12:30 P.M through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:
ORDINARY BUSINESS:

1. (A) Adoption of the Audited Standalone Financial Statements as at 31st March, 2026

To receive, consider and adopt the Audited Standalone Financial Statements for the financial ended 31st March, 2026, together with Reports of Auditors and Directors thereon.

(B) Adoption of the Consolidated Audited Financial Statements as at 31st March, 2026

To receive, consider and adopt the Consolidated Audited Financial Statement for the financial ended 31st March, 2026, together with Reports of Auditors thereon.

2. Re-appointment of Retiring Director

To consider appointment of a Director in place of Mr. Hukam Chand Garg (DIN: 00673276), Director (Non-Executive) aged 83 years who retires by rotation and being eligible, offers himself for re-appointment.

TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

RESOLVED THAT pursuant to Section 152(6) of the Companies Act, 2013 and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Hukam Chand Garg (DIN: 00673276) aged 83 years, who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director (Non-Executive), liable to retire by rotation, of the Company.

SPECIAL BUSINESS:

3. To approve the material related party transactions proposed to be entered with GRM Foodkraft Private Limited, material subsidiary of the company for the Financial Year 2027-28

- 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 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules framed thereunder, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company's Policy on "Materiality of Related Party Transactions and also dealing with Related Party Transaction" and pursuant to the approval of Audit Committee and Board of Directors, the approval of the Members of the Company be and is hereby accorded to enter into and/or continue to enter into material related party transactions with GRM Foodkraft Private Limited, a material subsidiary of the Company and a related party as defined under the Act and SEBI (LODR) Regulations for the financial year 2027-28, on such terms and conditions as may be mutually agreed upon between the Company and GRM Foodkraft Private Limited.

RESOLVED FURTHER THAT the transactions as stated above may relate to, inter-alia, purchase, sale, supply, transfer, receipt of goods, raw materials, finished goods, availing or rendering of services, leasing of property, job work, sharing of expenses, reimbursement of costs, transfer of resources, obligations or services, and all other transactions of whatever nature, for an aggregate value not exceeding ₹600,00,00,000/- (Rupees Six hundred crores only) crore during the financial year 2027-28.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard.

4. To approve the material related party transactions proposed to be entered with GRM International Holdings Limited, UK, Subsidiary of the Company for the Financial Year 2027-28

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

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the Company’s Policy on “Materiality of Related Party Transactions and also dealing with Related Party Transaction” and pursuant to the approval of Audit Committee and Board of Directors, the approval of the Members of the Company be and is hereby accorded to enter into and/or continue to enter into material related party transactions with GRM International Holdings Limited, UK, a subsidiary of the Company and a related party as defined under the Act and SEBI (LODR) Regulations, 2015, for the Financial Year 2027-28, on such terms and conditions as may be mutually agreed upon between the Company and GRM International Holdings Limited, UK.

RESOLVED FURTHER THAT the transactions as stated above may relate to, inter-alia, purchase, sale, supply, transfer, receipt of goods, raw materials, finished goods, availing or rendering of services, leasing of property, job work, sharing of expenses, reimbursement of costs, transfer of resources, obligations or services, and all other transactions of whatever nature, for an aggregate value not exceeding ₹ 35,00,00,000/- (Rupees Thirty Five crores only) during the Financial Year 2027-28.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard.”

5. To approve the material related party transactions proposed to be entered with GRM Fine Foods INC., USA, Fellow Subsidiary of the Company for the Financial Year 2027-28

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 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the Company’s Policy on “Materiality of Related Party Transactions and also dealing with Related Party Transaction” and pursuant to the approval of Audit Committee and Board of Directors, the approval of the Members of the Company be and is hereby accorded to enter into and/or continue to enter into material related party transactions with GRM Fine Foods INC., USA, a Fellow Subsidiary of the Company and a related party as defined under the Act and SEBI (LODR) Regulations, 2015 for the Financial Year 2027-28, on such terms and conditions as may be mutually agreed upon between the Company and GRM Fine Foods INC., USA.

RESOLVED FURTHER THAT the transactions as stated above may relate to, inter-alia, purchase, sale, supply, transfer, receipt of goods, raw materials, finished goods, availing or rendering of services, leasing of property, job work, sharing of expenses, reimbursement of costs, transfer of resources, obligations or services, and all other transactions of whatever nature, for an aggregate value not exceeding ₹ 10,00,00,000/- (Rupees Ten crores only) during the Financial Year 2027-28.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard.

6. To approve the material related party transactions proposed to be entered with Eros Agro & Farms Private Limited for the Financial Year 2027-28

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 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules framed thereunder, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company's Policy on "Materiality of Related Party Transactions and also dealing with Related Party Transaction" and pursuant to the approval of Audit Committee and Board of Directors, the approval of the Members of the Company be and is hereby accorded to enter into and/or continue to enter into material related party transactions with Eros Agro & Farms Private Limited, a related party of the company as defined under the Act and SEBI (LODR) Regulations, 2015 for the Financial Year 2027-28 on such terms and conditions as may be mutually agreed upon between the Company and Eros Agro & Farms Private Limited.

RESOLVED FURTHER THAT the transactions as stated above may relate to, inter-alia, purchase, sale, supply, transfer, receipt of goods, raw materials, finished goods, availing or rendering of services, leasing of property, job work, sharing of expenses, reimbursement of costs, transfer of resources, obligations or services, and all other transactions of whatever nature, for an aggregate value not exceeding ₹750,00,00,000/- (Rupees Seven Hundred and Fifty crores only) during the Financial Year 2027-28 respectively.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard.

7. To approve the material related party transactions proposed to be entered with Swmabhan Commerce Private Limited, Associate Company for the Financial Year 2027-28

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 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules framed thereunder, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company's Policy on "Materiality of Related Party Transactions and also dealing with Related Party Transaction" and pursuant to the approval of Audit Committee and Board of Directors, the approval of the Members of the Company be and is hereby accorded to enter into and/or continue to enter into material related party transactions with Swmabhan Commerce Private Limited, a related party of the company as defined under the Act and SEBI (LODR) Regulations, 2015 for the Financial Year 2027-28 on such terms and conditions as may be mutually agreed upon between the Company and Swmabhan Commerce Private Limited.

RESOLVED FURTHER THAT the transactions as stated above may relate to, inter-alia, purchase, sale, supply, transfer, receipt of goods, raw materials, finished goods, availing or rendering of services, leasing of property, job work, sharing of expenses, reimbursement of costs, transfer of resources, obligations or services, and all other transactions of whatever nature, for an aggregate value not exceeding ₹100,00,00,000/- (Rupees One Hundred Crores only) during the Financial Year 2027-28 respectively.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard.

8. Variation in the objects relating to utilization of funds from Preferential Issue

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 applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and on the recommendation of the Audit Committee and the Board of Directors and subject to such approvals, consents, permissions and sanctions as may be necessary from regulatory authorities, if required, consent of the members of the Company, be and is hereby accorded to vary the utilization of proceeds amounting to ₹30 crore out of the preferential issue aggregating to ₹136.05 crore, approved by the shareholders in their extra-ordinary general meeting held on July 13, 2024 as per the following details:

Sr. No.	Particulars	Original Allocation (In Crores)	Amount Utilized (In Crores)	Unutilized Amount (In Crores)	Revised Allocation (In Crores)
1	Working Capital Requirement	60.00	59.40	0.60	80.00
2	Investment in Subsidiary	30.00	0	30	0.00
3	Inorganic Growth Opportunities	10.00	10	0	10.00
4	Investment in Plant and Machinery	5.00	1.82	3.18	5.00
5	General Corporate Purposes	31.05	30.14	0.91	41.05
	Total	**136.05**			**136.05**

RESOLVED FURTHER THAT the variation in the utilization of proceeds of the preferential issue by reallocating an amount of ₹30.00 crore, being the unutilized amount originally earmarked for Investment in Subsidiary, towards Working Capital Requirements and General Corporate Purposes, thereby revising the allocation for Working Capital Requirements from ₹60.00 crore to ₹80.00 crore, reducing the allocation for Investment in Subsidiary from ₹30.00 crore to Nil, and increasing the allocation for General Corporate Purposes from ₹31.05 crore to ₹41.05 crore, while keeping the allocation towards Inorganic Growth Opportunities and Investment in Plant and Machinery unchanged, and keeping the overall size of the preferential issue and the aggregate amount of issue proceeds unchanged, subject to such other approvals, permissions and sanctions as may be required under applicable laws as detailed above, is hereby approved by the Members.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things, execute all such documents, filings, applications, forms and writings, and to take all such steps as may be necessary, desirable or expedient to give effect to this resolution, including making necessary filings and disclosures with the stock exchanges, the registrar of companies and other statutory or regulatory authorities, and to settle any questions, difficulties or doubts that may arise in this regard.

BY ORDER OF THE BOARD OF DIRECTORS
GRM OVERSEAS LIMITED

SD/-
ATUL GARG
CHAIRMAN & MANAGING DIRECTOR
DIN: 02380612

Place: Panipat
Date: 27th August, 2026

NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 ("MCA Circulars") and Circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/ CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities Exchange Board of India ("SEBI Circulars") prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OVAM. In terms of the said circulars, the 32nd Annual General Meeting ("AGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") with respect to the Special Business as set out in the Notice is annexed hereto.

3. Pursuant to the MCA Circulars and proviso to sub-regulation (4) of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Sections 112 and 113 of the Companies Act, 2013 ("the Act"), Members are entitled to appoint authorized representatives to vote through remote e-voting and/or attend the AGM through VC/ OAVM and participate thereat and cast their vote through e-voting during the AGM.

4. Since the AGM will be held through VC/ OAVM, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

5. The Board of Directors has appointed Mr. Devesh Arora, Practicing Company Secretary (M. NO. 49034, CP No. 17860) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

6. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to daa.office1@gmail.com with a copy marked to evoting@nsdl.co.in.

7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

9. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting

can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at cs@grmrice.com. The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

10. The Members can join the AGM through VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 Members on first come first served basis. However, this number does not include the large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

11. The Registers of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 23, 2026 to Tuesday, September 29, 2026 (both days inclusive).

12. The Financial Statements for the Financial Year ("FY") 2025-26 including Board's Report, Auditor's Reports and other documents required to be attached therewith (together referred to as "Annual Report for FY 2025-26") and Notice of AGM are being sent in electronic mode to those Members whose e-mail address is registered with the Company, its Registrar and Transfer Agent (RTA) or the Depository Participant(s) as on Friday, August 28, 2026 and to all other persons so entitled. The Company shall send a physical copy of the Annual Report to those Members who specifically request for the same at cs@grmrice.com mentioning their Folio No. / DP ID and Client ID.

    Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company will also send a letter to those Shareholders whose e-mail address is not registered with the Company or its RTA/ Depository Participant(s) providing the exact web-link of the Company's website from where the Annual Report for FY 2025-26 can be accessed.

13. The Notice calling the AGM and Annual Report for FY 2025-26 have also been uploaded on the website of the Company at www.grmrice.com . The same can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), and the AGM Notice is also available on the website of National Securities Depository Limited ("NSDL") (agency for providing the e-Voting facility) i.e. https://www.evoting.nsdl.com/.

14. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Mas Services Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. 011 26387281/82/83) for assistance in this regard.

Further, Members may please note that SEBI has also mandated the listed companies to issue securities in dematerialized form only, while processing any service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities

certificates/folios transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4 to the Company's RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.

15. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.

17. For receiving all future correspondence (including Annual Report) from the Company electronically – In case you have not registered your email ID with the Company/ Depositary, please follow below instructions to register your email ID for obtaining Annual Report for FY 2025-26 and login details for e-voting.

Physical Holding	Send a signed request letter to Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com providing Folio Number, Name of the Shareholder, scanned copy of the Share Certificate (Front and Back), PAN (Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) with subject line (Register E-mail ID Folio No (Mention Folio No) of GRM Overseas Limited.
Demat Holding	Please contact your Depositary Participant (DP) and register your email address as per the process advised by DP.

18. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward.

19. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e. Tuesday, September 22, 2026, such person may obtain the User ID and Password from RTA by e-mail request on info@masserv.com.

20. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

21. Shareholders of the Company are informed that pursuant to the provisions of the Act and the relevant rules the amount of dividend which remains unpaid/unclaimed for a period of 7 years is transferred to the 'Investor Education & Protection Fund (IEPF)' constituted by the Central Govt. Accordingly the amount of dividend which remained unpaid/unclaimed for a period of 7 years has already been transferred to IEPF. Shareholders who have not encashed their dividend warrant(s), are requested to make claim with the Registrar & Share Transfer Agent of the Company immediately. Further, pursuant to the provisions of Section 124(6) of the Act read with the relevant Rules made thereunder, shares on which dividend has not been paid or claimed for seven (7) consecutive years or more shall be transferred to the IEPF as notified by the Ministry of Corporate Affairs.

    In accordance with the IEPF Rules, the Company has sent notices to all the Shareholders whose shares are due for transfer to the IEPF and has also published the details thereof in notices published in newspapers.

    The Members whose dividend/shares are transferred to the IEPF may claim the dividend/ shares by making an application to the IEPF by following the procedure as detailed in the IEPF Rules and as enumerated on the website of IEPF at http://www.iepf.gov.in/IEPF/refund.html

22. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders at least 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no/email ID with their respective depository participants.

23. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/ Registrar.

24. The documents referred to in the proposed resolutions are available for inspection at its Registered Office and Corporate Office of the Company during normal business hours on any working day except Saturdays, up to the date of meeting.

25. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long period. The statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified periodically.

26. SEBI has introduced a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES 2.0 platform, the investors can initiate dispute resolution through the ODR Portal "SMART ODR" which can be accessed at https://smartodr.in/login.

27. All Documents, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's RTA i,e MAS Services Limited, at the address mentioned below:

MAS Services Limited
2nd Floor, T-34, Block T Okhla Industrial Estate
Phase 2 Rd, Pocket W, Okhla Phase II,
Okhla Industrial Estate,
New Delhi, Delhi 110020
Contact: 011-2638 7281
Email: info@masserv.com

28. Instructions for e-voting and joining the AGM are as follows:

    In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice 32nd Annual General Meeting (AGM) through electronic voting system, to members holding shares as on Tuesday, September 22, 2026 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 26th September 2026 at 09:00 A.M. (IST) and ends on Monday, 28th September, 2026 at 05:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 22, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 22, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for **NSDL IDeAS facility**, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under "Login" which is available under **"IDeAS"** section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or **e-Voting service provider – NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS"** Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi.
	2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote.
	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 e-Voting 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 ID For 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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a. If you are already registered for e-Voting, then you can user 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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.
   b. **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in to our RTA at info@masserv.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please send signed request with Folio No., Name of shareholder, scanned copy of any one share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@masserv.com.

2. In case shares are held in demat mode, please update your email id with your depository. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e.Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.** After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@grmrice.com. The same will be replied by the company suitably.

General Instructions

i. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e- voting.

ii. Mr. Devesh Arora, Practicing Company Secretary (Membership No. ACS- 49034 & CP No. 17860), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

iii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present VC / OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.

iv. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and e-Voting system at the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 2 (Two) working days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any and submit to the Chairman or a person authorised by him in writing who shall counter sign the same.

v. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.grmrice.com and on the website of NSDL i.e www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited and National Stock Exchange of India Limited.

BY ORDER OF THE BOARD OF DIRECTORS
GRM OVERSEAS LIMITED

SD/-
ATUL GARG
CHAIRMAN & MANAGING DIRECTOR
DIN: 02380612

Place: Panipat
Date: 27th August, 2026

Annexure to the Notice
Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

The following Statement given hereunder sets out all material facts relating to the Special Businesses mentioned at Item No. 3 to 8 in the accompanying Notice.

As an additional information, the Statement also contains material facts pertaining to Ordinary Business mentioned at Item No. 2 of the said Notice.

Item No. 02: Re-appointment of Retiring Director

Pursuant to the provisions of Section 152 of the Companies Act, 2013 ("Act"), Mr. Hukam Chand Garg (DIN: 00673276) retires by rotation at this AGM and being eligible, has offered himself for re-appointment.

In terms of Section 152 of the Act, the re-appointment of a rotational director at the annual general meeting is an ordinary business and ordinary resolution is required to be passed.

However, Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") provides that no listed company shall appoint or continue the directorship of any person as non - executive director who has attained the age of 75 (Seventy Five) years, unless a special resolution is passed to that effect and justification thereof is disclosed in the explanatory statement annexed to the Notice for such appointment.

Accordingly, the re-appointment of Mr. Hukam Chand Garg aged 83 years, is recommended at this AGM by way of a Special Resolution in compliance of the SEBI Listing Regulations.

Mr. Hukam Chand Garg is having more than 40 years of experience in the field of Rice Industry. He is founder Chairman of GRM Overseas Limited. He has been instrumental in turning the company into a global brand and the leader in Indian Industry. He plays a key role on the project implementation of the Company.

A brief profile of Mr. Hukam Chand Garg, to be reappointed as a Non-Executive Director is given under "Annexure A" Information of Directors being appointed/ re-appointment at this AGM, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance with provisions of Companies Act, 2013 and Secretarial Standards-2, as on the date of Notice

The Board is of the view that continued association of Mr. Garg would be immensely beneficial to the Company and it is desirable to avail his services as a Non- executive Director of the Company.

In view of above, the Board of Directors, in its meeting held on August 27, 2026 has approved the re-appointment of Mr. Hukam Chand Garg, as a Director (Non-Executive), liable to retire by rotation and recommends the same for the approval of the shareholders of the Company by way of a special resolution..

Except Mr. Hukam Chand Garg, being the appointee, and his relatives, Mr. Atul Garg (Managing Director), Mrs. Mamta Garg (Director) and Mr. Vedant Garg (CFO), none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out in Item No. 2 of the accompanying Notice for approval of the Members.

Item No. 03: To approve the material related party transactions proposed to be entered with GRM Foodkraft Private Limited, material subsidiary of the company for the financial year 2027-28.

Pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and the Company's Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company ("the Policy"), all material related party transactions of the Company require prior approval of the members of the Company through an ordinary resolution.

In accordance with Regulation 23 of the SEBI Listing Regulations, "Material Related Party Transaction" means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 ("Circular") has mandated listed companies to follow the Industry Standards on 'Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions' ('RPTs') ('ISF Note'). Pursuant to the said Circular, the minimum information for the proposed related party transactions with GRM Foodkraft Private Limited ("GFPL") is set out below.

The Company, in the ordinary course of its business, regularly enters into transactions with its subsidiary, GRM Foodkraft Private Limited ("GFPL"), which is a material subsidiary and a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 ("the Act") and Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")

The transactions with GFPL are in the nature of purchase, sale, supply, transfer and receipt of goods, raw materials and finished goods, availing or rendering of services, leasing of property, job work, sharing of expenses, reimbursement of costs, transfer of resources, obligations or services, and other business transactions necessary for carrying on the Company's operations.

Since the estimated value of such transactions during the Financial Year 2027-28 is expected to exceed the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations, prior approval of shareholders by way of an Ordinary Resolution is required.

Members are kindly informed that, the Audit Committee and Board of Directors at their meetings held on 27th August, 2026 have reviewed and approved the proposed related party transactions with GFPL and recommended the same for approval of the Members.

The approval of Members is therefore being sought to enable the Company to enter into and/or continue to enter into such transactions with GFPL for an aggregate value not exceeding ₹600,00,00,000/- (Rupees Six Hundred Crore only) during the Financial Year 2027-28, on such terms and conditions as may be mutually agreed between the Company and GFPL

The said transactions are in the ordinary course of business of the Company and are on an arm's length basis.

The information as required under the ISF Note for approval of RPTs, as placed before the Audit Committee, has been incorporated below as a part of the Explanatory Statement, along with minimum information for the Members for approval of the material RPT:

Part A – Minimum information of the proposed RPTs with GRM Foodkraft Private Limited ('GFPL')

A (1) Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the Management
1.	Name of the related party	GRM Foodkraft Private Limited (CIN: U01100DL2020PTC365723)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	GFPL is engaged in the business of purchase of rice and other food products and undertaking domestic sale thereof through its established distribution network.

A (2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the Management
1.	Relationship between the listed entity and the related party, including nature of its concern (financial or otherwise)	GFPL is a material unlisted subsidiary of the Company. The Company holds 91.48% of the paid-up share capital of GFPL.
2.	• Shareholding of the listed entity (whether direct or indirect), in the related party	91.48%
	• Where the related party is a partnership firm or sole proprietorship or a body corporate without share capital, capital contribution, if any, made by the listed entity	Not Applicable – GFPL is a private limited company with share capital
	• Shareholding of the related party, whether direct or indirect, in the listed entity	Nil

A (3) Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the Management		
1	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year (FY 2025-26)	**S. No.**	**Nature of Transactions**	**Amount (In Crores)**
		1	Sale of Goods	135.92
		2	Purchase of Goods	2.60
		3	Reimbursement of expenses	0.02
		4	Rent Received	0.18
		Total		**138.71**
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which approval is sought (April, 2026 to June, 2026)	**S. No.**	**Nature of Transactions**	**Amount (In Crores)**
		1	Sale of Goods	24.07
		2	Purchase of Goods	0.32
		3	Reimbursement of expenses	0.00
		4	Rent Received	0.05
		Total		**24.44**
3.	Any default, if any, made by the related party concerning any obligation undertaken under a transaction or arrangement entered into with the listed entity during the last financial year	No		

A (4) Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the Management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / Shareholders	₹600,00,00,000/- (Rupees Six Hundred Crore only)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	33.91% of the annual consolidated turnover for the FY ended March 31, 2026.
4.	Value of the proposed transactions as a percentage of the subsidiary's (GFPL's) annual standalone turnover for the immediately preceding financial year	81.08 % of the annual standalone turnover of GFPL's for the FY ended March 31, 2026.
5.	Value of the proposed transactions as a percentage of the related party's annual turnover for the immediately preceding financial year, if available	81.08 % of the annual standalone turnover of GFPL's for the FY ended March 31, 2026.
6.	Financial performance of the related party for the immediately preceding financial year	(see table below)

S. No.	Nature of Transactions	Amount (In Crores)
1	Turnover	739.97
2	Profit after Tax	15.18
3	Net worth	63.19

A (5) Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the Management
1.	Specific type of the proposed transaction	Sale/purchase of goods (including rice and packaging material transfer of resources, services or obligations to meet business objectives/requirements; and leasing/ rental services.
2.	Details of each type of the proposed transaction	(see table and notes below)

S. No.	Nature of Transactions	Amount (In Crores)
1	Sale of Goods	500.00
2	Purchase of Goods	99.00
3	Reimbursement of expenses	0.50
4	Rent Received	0.50
Total		**600.00**

Notes : The values shown against various categories of the nature of transactions are indicative and may vary inter se. The approval of members is being sought for the total value of related party transactions specified in the resolution with GFPL and transactions will remain within such overall values proposed for approval of the Members.

The proposed limit of ₹600 Crores is based on business forecast as well as to provide for any additional demand based on promising market conditions.

3.	Tenure of the proposed transaction	2027-28
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year	₹600 Crores plus applicable taxes in force
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	GFPL purchases rice from the Company and undertakes domestic sales under its established distribution network. This arrangement allows optimal utilisation of the Company's rice shelling facilities, ensures wider market reach through GFPL's retail presence, and enhances overall revenues and profitability. The transactions are in the ordinary course of business and on an arm's length basis, and are in the best interest of the Company and its shareholders.
7.	Details of the Promoter(s)/Director(s)/Key Managerial Personnel of the listed entity who have interest in the transaction, whether directly or indirectly	None of the Directors, Key Managerial Personnel (KMP) of the Company, are in any way concerned or interested in the proposed transaction, except to the extent of common directorship/KMP positions and/or shareholding held in related party, directly or indirectly.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable
9.	Other information relevant for decision making	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102 (1) of the Act, forming part of this Notice.

Part B – Information to be provided only if a specific type of RPT mentioned below is proposed to be undertaken, in addition to Part A.

B (1) Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the Management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The transactions with GFPL are not based on a bidding process, as GFPL is a material subsidiary through which the Company undertakes domestic sale of rice and other food products using its established retail distribution network.
2.	Basis of determination of price	Pricing for the sale/purchase of goods and services between the Company and GFPL is on an arm's-length basis, benchmarked against prevailing market prices for comparable products, and in the ordinary course of business.
3.	In case of Trade advance (of up to 365 days or such period as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction	In relation to the proposed transactions, no trade advances are currently envisaged to be extended to the related party. Accordingly, the details are presently not applicable. (a) Amount of Trade Advance: Nil (b) Tenure: Not Applicable (c) Whether self-liquidating: Not Applicable

Further, as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all related parties of the Company, including among others, GRM group entities and the Directors or KMP of the Company shall not participate or vote on above resolutions.

None of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives (to the extent of their shareholding in the Company, if any) are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out in **Item No. 3** of the accompanying Notice for approval of the Members.

Item No. 04: To approve the material related party transactions proposed to be entered with GRM International Holdings Limited, UK, Subsidiary of the Company for the Financial Year 2027-28

Pursuant to the applicable provision of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof (“SEBI Listing Regulations”) and the Company’s Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company (“the Policy”), all material related party transactions of the Company require prior approval of the members of the Company through ordinary resolution.

In accordance with Regulation 23 of the SEBI Listing Regulations, “Material Related Party Transaction” means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 (“Circular”) has mandated listed companies to follow the Industry Standards on ‘Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions’ (‘RPTs’) (‘ISF Note’). Pursuant to the said Circular, the minimum information for the proposed related party transactions with GRM International Holding Limited (“GIHL”) is set out below.

The Company, in the ordinary course of its business, regularly enters into transactions with its subsidiary, GRM International Holding Limited (“GIHL”), which is a wholly owned subsidiary and a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 (“the Act”) and Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”).

The nature of the transactions may include, inter-alia, purchase, sale, supply, transfer, receipt of goods, raw materials, finished goods, availing or rendering of services, leasing of property, job work, sharing of expenses, reimbursement of costs, transfer of resources, obligations or services, and other transactions of similar nature, for an aggregate value not exceeding ₹ 35,00,00,000/- (Rupees Thirty Five Crores only) during the Financial Year 2027-28.

Since the estimated value of such transactions during the financial year 2027-28 is expected to exceed the materiality threshold prescribed under Regulation 23 of SEBI LODR Regulations (i.e. 10% of the consolidated annual turnover of the Company as per the last audited financial statements), prior approval of shareholders by way of an Ordinary Resolution is required.

Members are kindly informed that, the Audit Committee and Board of Directors at their meetings held on 27th August, 2026 have reviewed and approved the proposed related party transactions with GRM International Holdings Limited and recommended the same for approval of the Members.

The approval of Members is therefore being sought to enable the Company to enter into and/or continue to enter into such transactions with GIHL for an aggregate value not exceeding ₹ 35,00,00,000/- (Rupees Thirty Five Crore only) during the Financial Year 2027-28, on such terms and conditions as may be mutually agreed between the Company and GIHL.

The information as required under the ISF Note for approval of RPTs, as placed before the Audit Committee, has been incorporated below as a part of the Explanatory Statement, along with minimum information for the Members for approval of the material RPT:

Part A – Minimum information of the proposed RPTs with GRM International Holding Limited ('GIHL')

A (1) Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the Management
1.	Name of the related party	GRM International Holding Limited (Company Registration No. 10474555)
2.	Country of incorporation of the related party	United Kingdom
3.	Nature of business of the related party	GIHL is engaged in the marketing, distribution and sale of basmati rice and other food products in the United Kingdom and other international markets, and undertakes related trading and business support activities for the Company's overseas operations.

A (2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the Management
1.	Relationship between the listed entity and the related party, including nature of its concern (financial or otherwise)	GIHL is a wholly owned subsidiary of the Company. The Company holds 100% of the paid-up share capital of GIHL.
2.	• Shareholding of the listed entity (whether direct or indirect), in the related party	100.00%
	• Where the related party is a partnership firm or sole proprietorship or a body corporate without share capital, capital contribution, if any, made by the listed entity	Not Applicable – GIHL is a body corporate with share capital
	• Shareholding of the related party, whether direct or indirect, in the listed entity	Nil

A (3) Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the Management
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year (FY 2025-26)	**S. No. | Nature of Transactions | Amount (In Crores)** 1 | Sale of Goods | 2.51 **Total | 2.51**
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which approval is sought (April, 2026 to June, 2026)	**S. No. | Nature of Transactions | Amount (In Crores)** 1 | Sale of Goods | 0.00 **Total | 0.00**
3.	Any default, if any, made by the related party concerning any obligation undertaken under a transaction or arrangement entered into with the listed entity during the last financial year	**No**

A (4) Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the Management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / Shareholders	₹ 35,00,00,000/- (Rupees Thirty Five Crore only)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	1.98 % of the annual consolidated turnover for the FY ended March 31, 2026.
4.	Value of the proposed transactions as a percentage of the subsidiary's (GFPL's) annual standalone turnover for the immediately preceding financial year	795.45 % of the annual standalone turnover of GIHL for the FY ended March 31, 2026.
5.	Value of the proposed transactions as a percentage of the related party's annual turnover for the immediately preceding financial year, if available	795.45 % of the annual standalone turnover of GIHL for the FY ended March 31, 2026.
6.	Financial performance of the related party for the immediately preceding financial year	**S. No. | Nature of Transactions | Amount (In Crores)** 1 | Turnover | 4.40 2 | Profit after Tax | 8.24 3 | Net worth | (1.49)

A (5) Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the Management
1.	Specific type of the proposed transaction	Sale/purchase of goods (including rice and packaging material transfer of resources, services or obligations to meet business objectives/requirements; and leasing/rental services.
2.	Details of each type of the proposed transaction	**S. No. / Nature of Transactions / Amount (In Crores)** 1 / Sale of Goods / 35.00 **Total / 35.00** **Notes:** The proposed transactions with GIHL comprise sale of goods only. The value shown is indicative. The approval of members is being sought for the total value of related party transactions specified in the resolution with GIHL and transactions will remain within such overall value proposed for approval of the Members. The proposed limit of ₹35 Crore is based on business forecast as well as to provide for any additional demand based on promising market conditions in the international markets serviced through GIHL.
3.	Tenure of the proposed transaction	2027-28
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year	₹ 35 Crores plus applicable taxes in force
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	GIHL is the Company's overseas arm through which the Company services the United Kingdom and other international markets. The proposed transactions promote business synergies, enhance global market reach, optimize supply chain efficiencies and leverage GIHL's established presence and customer relationships in the international markets. These transactions strengthen the Company's export capabilities and improve operational efficiency, and are expected to enhance overall revenues and profitability. The transactions are in the ordinary course of business and on an arm's length basis, and are in the best interest of the Company and its shareholders.
7.	Details of the Promoter(s)/Director(s)/Key Managerial Personnel of the listed entity who have interest in the transaction, whether directly or indirectly	None of the Directors, Key Managerial Personnel (KMP) of the Company, are in any way concerned or interested in the proposed transaction, except to the extent of common directorship/KMP positions and/or shareholding held in related party, directly or indirectly.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable

9.	Other information relevant for decision making	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102 (1) of the Act, forming part of this Notice.

Part B – Information to be provided only if a specific type of RPT mentioned below is proposed to be undertaken, in addition to Part A.

B (1) Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the Management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The transactions with GIHL are not based on a bidding process, as GIHL is a wholly owned subsidiary through which the Company undertakes the marketing, distribution and sale of its products in the United Kingdom and other international markets using GIHL's established overseas distribution network.
2.	Basis of determination of price	Pricing for the sale/purchase of goods and services between the Company and GIHL is on an arm's-length basis, benchmarked against prevailing market prices and in the ordinary course of business.
3.	In case of Trade advance (of up to 365 days or such period as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction	In relation to the proposed transactions, no trade advances are currently envisaged to be extended to the related party. Accordingly, the details are presently not applicable. a. Amount of Trade Advance: Nil b. Tenure: Not Applicable c. Whether self-liquidating: Not Applicable

Further, as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all related parties of the Company, including among others, GRM group entities and the Directors or KMP of the Company shall not participate or vote on above resolutions.

None of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives (to the extent of their shareholding in the Company, if any) are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out in **Item No. 4** of the accompanying Notice for approval of the Members.

Item No. 05: To approve the material related party transactions proposed to be entered with GRM Fine Foods INC., USA, Fellow Subsidiary of the Company for the Financial Year 2027-28

GRM Fine Foods Inc., USA , being a Fellow Subsidiary of the Company, is a related party in terms of the provisions of Section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

Pursuant to the applicable provision of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof ("SEBI Listing Regulations") and the Company's Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company ("the Policy"), all material related party transactions of the Company require prior approval of the members of the Company through ordinary resolution.

SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 ("Circular") has mandated listed companies to follow the Industry Standards on 'Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions' ('RPTs') ('ISF Note'). Pursuant to the said Circular, the minimum information for the proposed related party transactions with GRM Fine Foods Inc. ("GFFI") is set out below.

The Company proposes to enter into/continue to enter into transactions with GRM Fine Foods Inc., USA, a fellow subsidiary of the Company and a related party as defined under the Act and SEBI LODR Regulations, during the Financial Year 2027-28. These transactions are in the ordinary course of business and at arm's length basis.

The nature of the transactions may include, inter-alia, purchase, sale, supply, transfer, receipt of goods, raw materials, finished goods, availing or rendering of services, leasing of property, job work, sharing of expenses, reimbursement of costs, transfer of resources, obligations or services, and other transactions of similar nature, for an aggregate value not exceeding ₹ 10,00,00,000/- (Rupees Ten Crores only) during the Financial Year 2027-28.

Members are kindly informed that, the Audit Committee and Board of Directors at their meetings held on 27th August, 2026 have reviewed and approved the proposed related party transactions with GRM Fine Foods Inc., USA and recommended the same for approval of the Members.

The approval of Members is therefore being sought to enable the Company to enter into and/or continue to enter into such transactions with GFFI for an aggregate value not exceeding ₹10,00,00,000/- (Rupees Ten Crore only) during the Financial Year 2027-28, on such terms and conditions as may be mutually agreed between the Company and GFFI.
The information as required under the ISF Note for approval of RPTs, as placed before the Audit Committee, has been incorporated below as a part of the Explanatory Statement, along with minimum information for the Members for approval of the said RPT:

Part A – Minimum information of the proposed RPTs with GRM Fine Foods Inc. ('GFFI')

A (1) Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the Management
1.	Name of the related party	GRM Fine Foods Inc.
2.	Country of incorporation of the related party	United States of America
3.	Nature of business of the related party	GFFI is set up for the marketing, distribution and sale of basmati rice and other food products in the United States market.

A (2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the Management
1.	Relationship between the listed entity and the related party, including nature of its concern (financial or otherwise)	GFFI is a wholly owned step-down subsidiary of the Company. The entire paid-up share capital of GFFI is held by GRM International Holding Limited, UK, a wholly owned subsidiary of the Company. Accordingly, GFFI is a subsidiary of the Company in terms of Explanation (a) to Section 2(87) of the Act. GFFI is not a material subsidiary of the Company.
	• Shareholding of the listed entity (whether direct or indirect), in the related party	Direct: Nil Indirect: 100.00% (held through GRM International Holding Limited, UK)
	• Where the related party is a partnership firm or sole proprietorship or a body corporate without share capital, capital contribution, if any, made by the listed entity	Not Applicable – GFFI is a body corporate with share capital
	• Shareholding of the related party, whether direct or indirect, in the listed entity	Nil

A (3) Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the Management
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year (FY 2025-26)	Nil – no transactions were undertaken by the Company with GFFI during the Financial Year 2025-26.
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which approval is sought	Nil
3.	Any default, if any, made by the related party concerning any obligation undertaken under a transaction or arrangement entered into with the listed entity during the last financial year	No

A (4) Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the Management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / Shareholders	₹ 10,00,00,000/- (Rupees Ten Crore only),
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	No – the proposed transactions are below the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations. Approval of the Members is being sought as a measure of good corporate governance.

3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	0.57 % of the annual consolidated turnover for the FY ended March 31, 2026.
4.	Value of the proposed transactions as a percentage of the subsidiary's (GFPL's) annual standalone turnover for the immediately preceding financial year	Not computable – GFFI had Nil turnover during the FY ended March 31, 2026.
5.	Value of the proposed transactions as a percentage of the related party's annual turnover for the immediately preceding financial year, if available	Not computable – GFFI had Nil turnover during the FY ended March 31, 2026.
6.	Financial performance of the related party for the immediately preceding financial year	**S. No. / Nature of Transactions / Amount (In Crores)** 1 / Turnover / 0.00 2 / Profit after Tax / 0.00 3 / Net worth / (0.06)

A (5) Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the Management
1.	Specific type of the proposed transaction	Sale/purchase of goods (including rice and packaging material transfer of resources, services or obligations to meet business objectives/requirements; and leasing/rental services.
2.	Details of each type of the proposed transaction	**S. No. / Nature of Transactions / Amount (In Crores)** 1 / Sale of Goods / 10.00 **Total / 10.00** Notes: The proposed transactions with GFFI comprise sale of goods only. The value shown is indicative. The approval of members is being sought for the total value of related party transactions specified in the resolution with GFFI and transactions will remain within such overall value proposed for approval of the Members. The proposed limit of ₹10 Crore is based on business forecast as well as to provide for any additional demand based on promising market conditions in the United States market serviced through GFFI.
3.	Tenure of the proposed transaction	2027-28
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year	₹ 10 Crores plus applicable taxes in force

6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	GFFI is the Company's arm for the United States market. The proposed transactions are intended to enable the Company to commence and scale up direct supply of its products to the United States through GFFI, thereby promoting business synergies, enhancing global market reach and strengthening the Company's export capabilities in a large consumer market. The transactions are in the ordinary course of business and on an arm's length basis, and are in the best interest of the Company and its shareholders.
7.	Details of the Promoter(s)/Director(s)/Key Managerial Personnel of the listed entity who have interest in the transaction, whether directly or indirectly	None of the Directors, Key Managerial Personnel (KMP) of the Company, are in any way concerned or interested in the proposed transaction, except to the extent of common directorship/KMP positions and/or shareholding held in related party, directly or indirectly.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable
9.	Other information relevant for decision making	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102 (1) of the Act, forming part of this Notice.

Part B – Information to be provided only if a specific type of RPT mentioned below is proposed to be undertaken, in addition to Part A.

B (1) Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the Management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The transactions with GFFI are not based on a bidding process, as GFFI is a wholly owned step-down subsidiary through which the Company proposes to undertake the marketing, distribution and sale of its products in the United States market.
2.	Basis of determination of price	Pricing for the sale/purchase of goods and services between the Company and GFFI is on an arm's-length basis, benchmarked against prevailing market prices and in the ordinary course of business.
3.	In case of Trade advance (of up to 365 days or such period as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction	In relation to the proposed transactions, no trade advances are currently envisaged to be extended to the related party. Accordingly, the details are presently not applicable. a. Amount of Trade Advance: Nil b. Tenure: Not Applicable c. Whether self-liquidating: Not Applicable

Further, as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all related parties of the Company, including among others, GRM group entities and the Directors or KMP of the Company shall not participate or vote on above resolutions.

None of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives (to the extent of their shareholding in the Company, if any) are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out in **Item No. 5** of the accompanying Notice for approval of the Members.

Item No. 06: To approve the material related party transactions proposed to be entered with Eros Agro & Farms Private Limited for the Financial Year 2027-28

Eros Agro & Farms Private Limited is a related party in terms of the provisions of Section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”).

Pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and the Company’s Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company (“the Policy”), all material related party transactions of the Company require prior approval of the members of the Company through an ordinary resolution.

In accordance with Regulation 23 of the SEBI Listing Regulations, “Material Related Party Transaction” means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 (“Circular”) has mandated listed companies to follow the Industry Standards on ‘Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions’ (‘RPTs’) (‘ISF Note’). Pursuant to the said Circular, the minimum information for the proposed related party transactions with Eros Agro & Farms Private Limited (“Eros”) is set out below.

The Company proposes to enter into/continue to enter into transactions with Eros Agro & Farms Private Limited, a related party as defined under the Act and SEBI LODR Regulations, during the Financial Year 2027-28. These transactions are in the ordinary course of business and at arm’s length basis.

The nature of the transactions may include, inter-alia, purchase, sale, supply, transfer, receipt of goods, raw materials, finished goods, availing or rendering of services, leasing of property, job work, sharing of expenses, reimbursement of costs, transfer of resources, obligations or services, availing of unsecured loans or advances and other transactions of similar nature, for an aggregate value not exceeding ₹750,00,00,000/- (Rupees Seven Hundred and Fifty crores only) during the Financial Year 2027-28.

Since the estimated value of such transactions during the Financial Year 2027-28 is expected to exceed the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations, prior approval of shareholders by way of an Ordinary Resolution is required.

Members are kindly informed that, the Audit Committee and Board of Directors at their meetings held on 27th August, 2026 have reviewed and approved the proposed related party transactions with Eros Agro & Farms Private Limited and recommended the same for approval of the Members.

The approval of Members is therefore being sought to enable the Company to enter into and/or continue to enter into such transactions with Eros Agro & Farms Private Limited for an aggregate value not exceeding ₹750,00,00,000/- (Rupees Seven Hundred and Fifty crores only) during the Financial Year 2027-28, on such terms and conditions as may be mutually agreed between the Company and Eros Agro and Farms Private Limited.

The said transactions are in the ordinary course of business of the Company and are on an arm's length basis.

The information as required under the ISF Note for approval of RPTs, as placed before the Audit Committee, has been incorporated below as a part of the Explanatory Statement, along with minimum information for the Members for approval of the material RPT:

Part A – Minimum information of the proposed RPTs with Eros Agro & Farms Private Limited ('Eros')

A (1) Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the Management
1.	Name of the related party	Eros Agro & Farms Private Limited (CIN: U01403DL2007PTC165962)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Eros is engaged in the business of trading and export of rice.

A (2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the Management
1.	Relationship between the listed entity and the related party, including nature of its concern (financial or otherwise)	Eros is a related party of the Company in terms of Section 2(76) of the Act read with Regulation 2(1)(zb) of the SEBI LODR Regulations, by virtue of common Directors and Key Managerial Personnel between the Company and Eros.
	• Shareholding of the listed entity (whether direct or indirect), in the related party	Nil
	• Where the related party is a partnership firm or sole proprietorship or a body corporate without share capital, capital contribution, if any, made by the listed entity	Not Applicable – Eros is a private limited company with share capital
	• Shareholding of the related party, whether direct or indirect, in the listed entity	Nil

A (3) Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the Management		
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year (FY 2025-26)	**S. No.**	**Nature of Transactions**	**Amount (In Crores)**
		1	Sale of Goods	105.50
		2	Rent Received	0.06
		3	Interest Paid	2.95
		4	Loan Availed	0.86
		5	Loan Repaid	5.62
		6	Advances Received	88.82
		7	Advances Repaid	18.19
			Total	**220.01**
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which approval is sought (April, 2026 to June, 2026)	**S. No.**	**Nature of Transactions**	**Amount (In Crores)**
		1	Sale of Goods	85.02
		2	Rent Received	0.02
		3	Interest Paid	0.66
		4	Loan Availed	3.10
		5	Loan Repaid	14.79
			Total	**103.59**
3.	Any default, if any, made by the related party concerning any obligation undertaken under a transaction or arrangement entered into with the listed entity during the last financial year	**No**		

A (4) Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the Management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / Shareholders	₹ 750,00,00,000/- (Rupees Seven Hundred Fifty Crores only)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	42.39% of the annual consolidated turnover for the FY ended March 31, 2026.
4.	Value of the proposed transactions as a percentage of the subsidiary's (GFPL's) annual standalone turnover for the immediately preceding financial year	Not Applicable – Eros is not a subsidiary of the Company.
5.	Value of the proposed transactions as a percentage of the related party's annual turnover for the immediately preceding financial year, if available	669.94 % of the annual turnover of Eros for the FY ended March 31, 2026.

<table>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year</td><td>
<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>Amount (In Crores)</th></tr>
<tr><td>1</td><td>Turnover</td><td>111.95</td></tr>
<tr><td>2</td><td>Profit after Tax</td><td>3.63</td></tr>
<tr><td>3</td><td>Net worth</td><td>40.12</td></tr>
</table>
</td></tr>
</table>

A (5) Amount of the proposed transaction(s)

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th>Information provided by the Management</th></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction</td><td>Sale and purchase of goods, including paddy, rice, and packaging material; transfer of resources, services or obligations to meet business objectives/ requirements; leasing/rental services; and availing of unsecured loans or advances</td></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td><td>
<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>Amount (In Crores)</th></tr>
<tr><td>1</td><td>Sale of Goods</td><td>550.00</td></tr>
<tr><td>2</td><td>Rent Received</td><td>0.50</td></tr>
<tr><td>3</td><td>Interest Paid</td><td>19.50</td></tr>
<tr><td>4</td><td>Loan Availed</td><td>90.00</td></tr>
<tr><td>5</td><td>Loan Repaid</td><td>90.00</td></tr>
<tr><td></td><td>Total</td><td>750.00</td></tr>
</table>
Notes: The values shown against various categories of the nature of transactions are indicative and may vary inter se. The approval of members is being sought for the total value of related party transactions specified in the resolution with Eros and transactions will remain within such overall values proposed for approval of the Members.

The proposed limit of ₹ 750 Crores is based on business forecast as well as to provide for any additional demand based on promising market conditions as well as to meet the Company’s procurement, processing and working capital requirements.</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction</td><td>2027-28</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year</td><td>₹ 750 Crores plus applicable taxes in force</td></tr>
<tr><td>6.</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>The proposed transactions with the related party are in the ordinary course of business and on an arm’s length basis. Such transactions are necessary for ensuring smooth business operations, uninterrupted supply of raw materials/packaging materials, and efficient utilization of resources.</td></tr>
</table>

7.	Details of the Promoter(s)/Director(s)/Key Managerial Personnel of the listed entity who have interest in the transaction, whether directly or indirectly	None of the Directors, Key Managerial Personnel (KMP) of the Company, are in any way concerned or interested in the proposed transaction, except to the extent of common directorship/KMP positions and/or shareholding held in related party, directly or indirectly.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable
9.	Other information relevant for decision making	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102 (1) of the Act, forming part of this Notice.

Part B – Information to be provided only if a specific type of RPT mentioned below is proposed to be undertaken, in addition to Part A.

B (1) Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the Management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The transactions with Eros are not based on a bidding process. Eros is engaged in the business of trading and export of rice, and the Company transacts with Eros on terms comparable to those available from unrelated suppliers/customers, having regard to quality, delivery schedules and prevailing market prices.
2.	Basis of determination of price	Pricing for the sale/purchase of goods and services between the Company and Eros is on an arm's-length basis, benchmarked against prevailing market prices, and in the ordinary course of business.
3.	In case of Trade advance (of up to 365 days or such period as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction	In relation to the proposed transactions, no trade advances are currently envisaged to be extended to the related party. Accordingly, the details are presently not applicable. a. Amount of Trade Advance: Nil b. Tenure: Not Applicable c. Whether self-liquidating: Not Applicable

Further, as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all related parties of the Company, including among others, GRM group entities and the Directors or KMP of the Company shall not participate or vote on above resolutions.

None of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives (to the extent of their shareholding in the Company, if any) are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out in **Item No. 6** of the accompanying Notice for approval of the Members.

Item No. 07: To approve the material related party transactions proposed to be entered with Swmabhan Commerce Private Limited for the Financial Year 2027-28

Swmabhan Commerce Private Limited ("Swmabhan") is an Associate Company of the Company, the Company holding 32.41% of its share capital. Accordingly, Swmabhan is a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 ("Act"), Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the applicable Indian Accounting Standards.

Pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and the Company's Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company ("the Policy"), all material related party transactions of the Company require prior approval of the members of the Company through an ordinary resolution.

SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 ("Circular") has mandated listed companies to follow the Industry Standards on 'Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions' ('RPTs') ('ISF Note'). Pursuant to the said Circular, the minimum information for the proposed related party transactions with Swmabhan Commerce Private Limited ("Swmabhan") is set out below.

The Company proposes to enter into and/or continue to enter into transactions with Swmabhan during the Financial Year 2027-28 for an aggregate value not exceeding ₹100,00,00,000/- (Rupees One Hundred Crore only). The transactions may include, inter alia, purchase, sale, supply, transfer and receipt of goods, raw materials, packaging material and finished goods, availing or rendering of services, leasing or rental of property, job work, sharing of expenses, reimbursement of costs, transfer of resources, obligations or services, grant of loans, advances or financial assistance together with interest thereon, and other transactions of a similar nature, all in the ordinary course of business and on an arm's length basis.

Each of the above constitutes a transfer of resources, services or obligations and therefore a related party transaction in terms of Regulation 2(1)(zc) of the SEBI Listing Regulations, regardless of whether a price is charged.

Members are kindly informed that, the Audit Committee and Board of Directors at their meetings held on 27th August, 2026 have reviewed and approved the proposed related party transactions with Swmabhan Commerce Private Limited and recommended the same for approval of the Members.

The approval of Members is therefore being sought to enable the Company to enter into and/or continue to enter into such transactions with Swmabhan Commerce Private Limited for an aggregate value not exceeding ₹ 100,00,00,000/- (Rupees One Hundred crores only) during the Financial Year 2027-28, on such terms and conditions as may be mutually agreed between the Company and Swmabhan Commerce Private Limited.

The said transactions are in the ordinary course of business of the Company and are on an arm's length basis.

The information as required under the ISF Note for approval of RPTs, as placed before the Audit Committee, has been incorporated below as a part of the Explanatory Statement, along with minimum information for the Members for approval of the material RPT:

Part A – Minimum information of the proposed RPTs with Swmabhan Commerce Private Limited ('Swmabhan')

A (1) Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the Management
1.	Name of the related party	Swmabhan Commerce Private Limited (CIN: U74995DL2018PTC337174)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Swmabhan Commerce Private Limited is the leading Manufacturer of Instant Flavored Coffee many items.

A (2) Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the Management
1.	Relationship between the listed entity and the related party, including nature of its concern (financial or otherwise)	Swmabhan is an Associate Company of the Company as per Companies Act, 2013 the Company holding 32.41% of its share capital. It is accordingly a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations. Swmabhan is not a subsidiary of the Company.
	• Shareholding of the listed entity (whether direct or indirect), in the related party	32.41%
	• Where the related party is a partnership firm or sole proprietorship or a body corporate without share capital, capital contribution, if any, made by the listed entity	Not Applicable – Swmabhan Commerce Private Limited is a private limited company with share capital.
	• Shareholding of the related party, whether direct or indirect, in the listed entity	Nil

A (3) Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the Management		
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year (FY 2025-26)	**S. No.**	**Nature of Transactions**	**Amount (In Crores)**
		1	Loan Given	2.30
		2	Interest Received	0.17
			Total	**2.47**
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which approval is sought (April, 2026 to June, 2026)	**S. No.**	**Nature of Transactions**	**Amount (In Crores)**
		1	Loan Given	2.55
		2	Interest Received	0.13
			Total	**2.68**
3.	Any default, if any, made by the related party concerning any obligation undertaken under a transaction or arrangement entered into with the listed entity during the last financial year	**No**		

A (4) Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the Management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / Shareholders	₹ 100,00,00,000/- (Rupees Hundred Crores only)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	5.65% of the annual consolidated turnover for the FY ended March 31, 2026.
4.	Value of the proposed transactions as a percentage of the subsidiary's (GFPL's) annual standalone turnover for the immediately preceding financial year	Not Applicable – Swmabhan is an Associate Company and not a subsidiary of the Company.
5.	Value of the proposed transactions as a percentage of the related party's annual turnover for the immediately preceding financial year, if available	773.07 % of the annual turnover of Swmabhan for the FY ended March 31, 2026.
6.	Financial performance of the related party for the immediately preceding financial year	<table><tr><th>S. No.</th><th>Nature of Transactions</th><th>Amount (In Crores)</th></tr><tr><td>1</td><td>Turnover</td><td>12.94</td></tr><tr><td>2</td><td>Profit after Tax</td><td>(5.25)</td></tr><tr><td>3</td><td>Net worth</td><td>2.67</td></tr></table>

A (5) Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the Management
1.	Specific type of the proposed transaction	Sale and purchase of goods, raw materials, packaging material and finished goods; availing or rendering of services; leasing/rental services; transfer of resources, services or obligations to meet business objectives/requirements; reimbursement of costs; and grant of loans, advances or financial assistance together with interest receivable thereon.

2.	Details of each type of the proposed transaction	**S. No.** | **Nature of Transactions** | **Amount (In Crores)** 1 | Loan Given | 25.00 2 | Loan Repayment | 25.00 3 | Interest Received | 5.00 4 | Sale of Goods | 25.00 5 | Purchase of Goods | 20.00 | **Total** | **100.00** Notes: The values shown against the various categories are indicative and may vary inter se. The approval of the Members is being sought for the total value of related party transactions specified in the resolution, and transactions will remain within such overall value. The proposed limit of ₹100 Crore is based on the business and funding requirements of Swmabhan as assessed by the Company for the FY 2027-28.
3.	Tenure of the proposed transaction	2027-28
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year	₹ 100 Crores plus applicable taxes in force
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company holds a 32.41% share capital in Swmabhan and has a direct economic interest in its growth and performance. The proposed transactions enable the Company to transact commercially with Swmabhan in the ordinary course of business on arm's length terms, and to provide funding support so that Swmabhan can meet its business and working capital requirements without recourse to higher-cost external borrowings, thereby protecting and enhancing the value of the Company's investment. The transactions are accordingly not prejudicial to the interest of the Company or its public shareholders and are in the best interest of the Company and its shareholders.
7.	Details of the Promoter(s)/Director(s)/Key Managerial Personnel of the listed entity who have interest in the transaction, whether directly or indirectly	None of the Directors, Key Managerial Personnel (KMP) of the Company, are in any way concerned or interested in the proposed transaction, except to the extent of common directorship/KMP positions and/or shareholding held in related party, directly or indirectly.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable
9.	Other information relevant for decision making	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102 (1) of the Act, forming part of this Notice.

Part B – Information to be provided only if a specific type of RPT mentioned below is proposed to be undertaken, in addition to Part A.

B (1) Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the Management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The transactions with Swmabhan are not based on a bidding process. Swmabhan is an Associate Company in which the Company holds a 32.41% share capital, and the Company if transacts with Swmabhan on terms comparable to those available from unrelated buyers and suppliers, having regard to product specifications, delivery schedules and prevailing market prices.
2.	Basis of determination of price	Pricing for the sale and purchase of goods and services between the Company and Swmabhan is on an arm's-length basis, benchmarked against prevailing market prices for comparable products and services and against the terms applicable to unrelated parties, and in the ordinary course of business.
3.	In case of Trade advance (of up to 365 days or such period as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction	In relation to the proposed transactions, no trade advances are currently envisaged to be extended to the related party. Accordingly, the details are presently not applicable. a. Amount of Trade Advance: Nil b. Tenure: Not Applicable c. Whether self-liquidating: Not Applicable

Further, as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all related parties of the Company, including among others, GRM group entities and the Directors or KMP of the Company shall not participate or vote on above resolutions.

None of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives (to the extent of their shareholding in the Company, if any) are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set out in **Item No. 7** of the accompanying Notice for approval of the Members.

Item No. 8: Variation in the objects relating to utilization of funds from Preferential Issue

Pursuant to the applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, any variation in the objects of utilization of proceeds of a preferential issue requires the approval of the shareholders by way of a Special Resolution, on the recommendation of the Audit Committee and the Board of Directors.

The Company had allotted 90,70,000 (Ninety Lakh Seventy Thousand) Convertible Warrants on preferential basis to persons/entities belonging to Promoter and Non-Promoter Category on August 08, 2024, at a price of ₹150/- per warrant (comprising a Warrant Subscription Price of ₹37.5/- and a Warrant Exercise Price of ₹112.5/- each), aggregating to a Total Issue Size of ₹136.05 crore, approved by the members at the extra-ordinary general meeting held on July 13, 2024. Pursuant to the exercise of conversion rights by the allottees in accordance with the SEBI (ICDR) Regulations, 2018, the Board of Directors, at its meeting held on May 28, 2025, approved the conversion of 13,52,000 (Thirteen Lakh Fifty Two Thousand) warrants into an equal number of equity shares of face value ₹2/- each, upon receipt of ₹15.21 crore from the allottees at the rate of ₹112.5/- per warrant (being 75% of the warrant issue price).

Subsequently, the Company received the balance amount of ₹86.83 crore from the warrant holders towards the balance 77,18,000 (Seventy Seven Lakh Eighteen Thousand) warrants, at the rate of ₹112.5/- per warrant, and the same were accordingly converted into equity shares vide the Board's approval dated February 06, 2026. With this, all 90,70,000 warrants originally allotted stand fully converted into equity shares, and the entire preferential issue proceeds of ₹136.05 crore have been received by the Company.

Out of the total proceeds, a portion remains unutilized. Based on the current operational requirements and business priorities, the management has reviewed the utilisation plan and proposes to reallocate the unutilized amount of ₹30.00 crore, originally earmarked for Investment in Subsidiary, towards Working Capital Requirements and General Corporate Purposes.

The proposed variation is necessitated as the investment in subsidiary originally envisaged is no longer required to the extent estimated, whereas the Company's working capital requirements and general corporate purposes have increased owing to business operations.

The proposed reallocation is expected to enable more efficient deployment of the unutilized funds and is considered to be in the best interests of the Company and its shareholders.

The proposed variation relates only to the unutilized proceeds of the preferential issue and does not affect the amounts already utilized towards the approved objects.

A statement setting out the objects for which the funds were raised, the original allocation, the amount utilized, the unutilized balance and the proposed revised allocation of the issue proceeds is provided hereunder:

Sr. No.	Particulars	Original Allocation (In Crores)	Amount Utilized (In Crores)	Unutilized Amount (In Crores)	Revised Allocation (In Crores)
1	Working Capital Requirement	60.00	59.40	0.60	80.00
2	Investment in Subsidiary	30.00	0	30	0.00
3	Inorganic Growth Opportunities	10.00	10	0	10.00
4	Investment in Plant and Machinery	5.00	1.82	3.18	5.00
5	General Corporate Purposes	31.05	30.14	0.91	41.05
	Total	**136.05**			**136.05**

The proposed variation involves reallocation of the unutilized amount of ₹30.00 crore, originally earmarked for Investment in Subsidiary, as follows: ₹20.00 crore towards Working Capital Requirements and ₹10.00 crore towards General Corporate Purposes.

Consequently, the allocation towards Investment in Subsidiary stands revised from ₹30.00 crore to Nil; the allocation towards Working Capital Requirement stands revised from ₹60.00 crore to ₹80.00 crore; and the allocation towards General Corporate Purposes stands revised from ₹31.05 crore to ₹41.05 crore. There is no change in the allocation towards Inorganic Growth Opportunities and Investment in Plant and Machinery.

There is no change in the total size of the preferential issue or the aggregate amount of issue proceeds, and the proposed variation pertains solely to the unutilized proceeds.

The members are requested to consider the statement of variation, setting out the original allocation, amounts utilized, unutilized balance, and the proposed revised allocation.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, the Board recommends the Special Resolution set out in Item No.08 of the accompanying Notice for approval of the Members.

BY ORDER OF THE BOARD OF DIRECTORS
GRM OVERSEAS LIMITED

SD/-
ATUL GARG
CHAIRMAN & MANAGING DIRECTOR
DIN: 02380612

Place: Panipat
Date: 27th August, 2026

ANNEXURE A

Information of Directors being appointed/ re-appointment at this AGM, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance with provisions of Companies Act, 2013 and Secretarial Standards-2, as on the date of Notice:

Item No: 2 Re-Appointment of Mr. Hukam Chand Garg (DIN: 00673276), who retires by Rotation and offer himself for Re-appointment

Name of Director	Mr. Hukam Chand Garg
DIN	00673276
Qualification	Diploma holder in Engineering from Chandigarh University
Date of Birth	14/09/1943
Date of First Appointment on the Board	03/01/1995
Brief Profile, Nature of expertise in specific functional areas	Mr. Hukam Chand Garg is having more than 40 years of experience in the field of Rice Industry. He is founder Chairman of GRM Overseas Limited. He has been instrumental in turning the company into a global brand and the leader in Indian Industry. He plays a key role on the project implementation of the Company.
Terms and conditions of re-appointment	In terms of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Hukam Chand Garg who retires by rotation, be and is hereby proposed to be re-appointed as a Director of the Company, liable to retire by rotation.
Remuneration last drawn	He is a Non-Executive Director and is not drawing any remuneration from the Company.
Details of remuneration sought to be paid	Not Applicable
Shareholding in the Company including shareholding as a beneficial owner	4,53,33,000 shares representing 21.88%. of total share capital.
Number of Board Meetings attended during the FY 2025-26	The details of his attendance are given in the Corporate Governance Report which forms a part of this Annual Report.
List of directorships held in other companies (includes directorships in public and private companies but excluding foreign companies)	Mr. Hukam Chand Garg does not hold any directorships in other companies.
Chairman/ Member in the Committees of the Boards of other companies in which he is Director (excluding foreign companies).	Mr. Hukam Chand Garg does not hold chairmanship/membership in the Committees of the Boards of other companies in which he is Director.
Listed entities from which the Director has Resigned from directorship in the past three (3) years	Nil
Inter-se Relationships between Directors and Key Managerial Personnel	Mr. Hukam Chand Garg is the father of Mr. Atul Garg (Managing Director), father-in-law of Mrs. Mamta Garg (Director), and grandfather of Mr. Vedant Garg (CFO).
Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018- 19 and the National Stock Exchange of India Limited with ref no. NSE/ CML/2018/24, dated June 20, 2018.	Mr. Hukam Chand Garg (DIN: 00673276) is not debarred from holding the office of Director pursuant to any order passed by SEBI or other authority.

Notes:

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