



THE GROB TEA CO. LTD.

13th April, 2017

To,
The Secretary
National Stock Exchange of
India Limited
Exchange Palza Bandra Kurla
Complex Mumbai - 400051

To,
The Secretary
The Calcutta Stock
Exchange Limited
7 Lyons Range,
Kolkata - 700 001

Dear Sir,

**Re: Corporate Governance - Compliance
Report - March, 2017**

Pursuant to Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we are enclosing herewith the Compliance Report on Corporate Governance for the quarter and financial year ended 31st March, 2017.

This is for your information and record.

Yours Faithfully,
For The Grob Tea Co. Ltd.

Kritika Mohanta

(Company Secretary)

Encl: As above

Quarterly Report on Corporate Governance

1 Name of the Listed Entity : The Grob Tea Company Limited.
2 Quarter Ending : 31st March, 2017

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN (\$) & DIN	Category (Chairperson/ Executive/ Non Executive/ Independent/ Nominee)	Date of appointment in the current term/ cessation	Tenure *	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of membership in Audit /Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Pradeep Kumar Agarwal	PAN : ACSPA5048G, DIN : 00703745	Non - Executive Director	26/08/2009	-	1	0	1
Mr.	Mukesh Kumar Agarwal	PAN : ACSPA5049H, DIN : 00697746	Non - Executive Director	26/08/2009	-	1	1	0
Mr.	Indu Bhusan Sharaf	PAN : ALSP51966L, DIN : 00047266	Executive Director	27/05/2009	4 years (w.e.f. 26.05.2013)	1	2	0
Mr.	Purushottam Jagannath Bhide	PAN : AEKPB2976E, DIN : 00012326	Non - Executive Independent Director	30/05/2014	3 years (w.e.f. 30.05.2014)	7	0	5
Mr.	Harischandra Maneklal Parekh	PAN : AFVPP3500N, DIN : 00026530	Non - Executive Independent Director	30/01/2006	3 years (w.e.f. 30.05.2014)	9	5	5
Mrs.	Priyanka Singhania	PAN : ACQPC9037M, DIN : 07195629	Non - Executive Independent Director	15/09/2015	3 years (w.e.f. 30.05.2015)	1	-	-
Mr.	Sanjay Kumar Agarwal	PAN : AESPA7314R, DIN : 00189691	Non - Executive Independent Director	25/05/2016	3 years (w.e.f. 25.05.2016)	2	1	0

§ PAN Number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive / non - executive / independent/ Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II. Composition of Committee		
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non Executive/ Independent/ Nominee)
1. Audit Committee	Mr. P J Bhide	Chairperson Non Executive Independent Director
	Mr. H M Parekh	Non Executive Independent Director
	Mr. J B Sharaf	Executive Director
	Mr Sanjay Kumar Agarwal	Non Executive Independent Director
2. Nomination & Remuneration Committee	Mr. H M Parekh	Chairperson Non Executive Independent Director
	Mr. P J Bhide	Non Executive Independent Director
	Mr P K Agarwal	Non Executive Director
	Mr Sanjay Kumar Agarwal	Non Executive Independent Director
3. Risk Management Committee (if applicable)	N.A.	
4. Stakeholders Relationship Committee	Mr P K Agarwal	Chairperson Non Executive Director
	Mr M K Agarwal	Non Executive Director
	Mr J B Sharaf	Executive Director

& Category of directors means executive / non - executive / independent/ Nominee. If a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors		
Date(s) of Meeting in the previous quarter	Date (s) of the Meeting (if any) in the relevant quarter	Maximun gap between any two consecutive meetings (in number of days)
12th November, 2016	11th February, 2017	90 days

IV. Meeting of Committees			
Date(s) of Meeting of Committee in the relevant quarter	Whether Requirement of Quorum met (Details)	Date(s) of Meeting of the Committee in the previous quarter	Maximun gap between any two consecutive meetings (in number of days)*
Audit Committee - 11th February, 2017	Yes	12th November, 2016	90 Days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transaction	
Subject	Compliance Status (Yes/ No/ NA) refer note below
Whether prior approval of audit committee obtained	YES
Whether shareholders approval obtained for material RPT	N. A. (No Such Transaction Entered)
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

Note

- In the column " Compliance Status" , compliance or non compliance may be indicated by Yes/ No/ N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may b indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A. " may be indicated.
- If status is "No" details of non - compliance may be given here.

VI. Affirmations
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
2. The composition of the follwing committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
a) Audit Committee
b) Nomination & Remuneration Committee
c) Stakeholders relationship Committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015
5. This report shall be placed in the next Board of Directors meeting. Any Comments/ observations /advice of Board of Directors may be mentioned herein

For The Grob Tea Company Limited

Kritika Mohata

(Kritika Mohata)
Company Secretary

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA

Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied

For The Grob Tea Company Limited

Kritika Mohata

(Kritika Mohata)

Company Secretary