

# THE GROB TEA CO LTD

"HAUTE STREET" 9TH FLOOR, 86A, TOPSIA ROAD KOLKATA WB 700046;

CIN No.: L74110WB1895PLC000963; Phone: +91 33 4003 1325/26;

E-mail: [grobtea@rawalwasia.co.in](mailto:grobtea@rawalwasia.co.in) Website: [www.grobtea.com](http://www.grobtea.com)

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29<sup>th</sup> May, 2022

To,  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza Bandra Kurla Complex  
Mumbai- 400051

To,  
Listing Department  
The Calcutta Stock Exchange Limited  
7 Lyons Range  
Kolkata - 700001

Dear Sir,

Sub : Submission of Annual Secretarial Compliance Report for the year ended 31<sup>st</sup>  
March, 2022

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements 2015; read along with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company issued by CS MR & Associates (Practicing Company Secretary) for the financial year 2021 - 2022.

Please take the same in record and acknowledge.

Yours Faithfully,

For The Grob Tea Co. Ltd.

KRITIKA  
MOHATA

Digitally signed by  
KRITIKA MOHATA  
Date: 2022.05.29  
16:10:48 +05'30'

(Company Secretary)

Encl : As Above





# MR & Associates

COMPANY SECRETARIES

46, B. B. Ganguly Street, 406, Kolkata - 700 012

Tel No: 033 2237 9517 / 4007 7907

Email : mrosso1996@gmail.com / goenkamohan@gmail.com

**SECRETARIAL COMPLIANCE REPORT  
OF  
THE GROB TEA COMPANY LIMITED**

**FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022**  
[Pursuant to Circular No. CIR/CFD/CMD 1/27/2019 dated 08/02/2019 issued by  
Securities and Exchange Board of India]

To,  
The Members,  
THE GROB TEA COMPANY LIMITED  
"HAUTE STREET" 9<sup>th</sup> Floor,  
86A Topsia Road,  
Kolkata- 700046

We have examined:

(a) all the documents and records made available to us and explanation provided by M/s. **THE GROB TEA COMPANY LIMITED** ("the listed entity")

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document / filing, as may be relevant, which has been relied upon to make this certification, for the year ended on 31st March, 2022 ("Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-



- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - Not Applicable as there was no reportable events during the Financial Year under review
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - Not Applicable as there was no reportable events during the Financial Year under review
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 / Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as applicable; - Not Applicable as there was no reportable events during the Financial Year under review
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 / Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as applicable; - Not Applicable as there was no reportable events during the Financial Year under review
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 / Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as applicable; - Not Applicable as there was no reportable events during the Financial Year under review
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 / Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as applicable - Not Applicable as there was no reportable events during the Financial Year under review.
- (k) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

Based on the above examination, and considering the various relaxations granted, from time to time, by the Securities and Exchange Board of India and the Ministry of Corporate Affairs and other Regulatory authorities, in view of spread of COVID-19 pandemic, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-



Sr.No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Composition of Board of Directors	The Board of Directors of the Company is not constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The number of Independent directors on the Board is less than required 50% of the Board as specified in Regulation 17(1)(b) as on 31.03.2022.
2.	Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect	Approval of shareholders is yet to be taken for the appointment of Mr. Devraj Agarwal, additional director w.e.f., 14.02.2022 aged is more than 75 years according to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries(if any) either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	National Stock Exchange Limited vide letter no. NSE/LIST-SOP/COMB/FINES/0823 Dated 20.05.2021	Notice for non-compliance with Regulation 17(1) and 17(1A) of SEBI (LODR) Regulations, 2015	Fine imposed of Rs. 379960/-	Due to non-compliance of Regulation 17(1) and 17(1A) of SEBI (LODR) Regulations, 2015 fine is imposed by NSE and the Company has applied for waiver.



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Delay in submission of Annual Report	31.03.2021	The Company has applied for waiver of fees.	As stated by the management the Company has applied for waiver of fees and the National Stock Exchange Limited has waived off the fees vide NSE letter no. NSE/LIST/SOP/GROBTEA dated 25.08.2021. In the current year annual report was submitted timely.

Place : Kolkata  
Date :26.05.2022



For MR & Associates  
Company Secretaries  
A Peer Reviewed Firm  
Peer Review Certificate No.: 720/2020

Tanvee  
Partner

C P No.: 13573

UDIN : A034974D000400240