

THE GROB TEA CO. LTD.

CIN: L15494WB1895PLC000963

Regd Office : 9th Floor, 86A, Topsia Road, Kolkata – 700046

Tel No. : 033-40031325/26

E-mail : grobtea@rawalwasia.co.in • website : www.grobtea.com

NOTICE is hereby given that the ANNUAL GENERAL MEETING of the members of THE GROB TEA CO. LTD. will be held at Bharatiya Bhasha Parishad 36A, Shakespeare Sarani, Kolkata – 700017 on Tuesday, 5th September, 2017 at 10:30 a.m. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Board of Directors and Auditors report thereon.
2. To declare a dividend for the financial year ended 31st March, 2017.
3. To appoint a Director in place of Mr. M K Agarwal (DIN No. 00697746) who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution -
 “RESOLVED THAT in terms of section 139 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules 2014, and as recommended by the Audit Committee and agreed to by the Board of Directors, M/s. Dhandhani & Associates, Chartered Accountants, Kolkata be and are hereby appointed as Auditors of the Company in place of the retiring Auditors M/s. G P Agarwal & Co., Chartered Accountants, to hold office for a period of 5 years commencing from the conclusion of this Annual General Meeting, subject to ratification of their appointment at every AGM in the manner required under the Act, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

To consider and if thought fit to pass with or without modification the following Resolutions as an Ordinary Resolution :-

5. Appointment of Mr. Pradeep Kumar Agarwal, as a Managing Director of the Company
 “RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Mr. Pradeep Kumar Agarwal (DIN: 00703745), Non-executive Director of the Company is proposed to be appointed as a Managing Director of the Company for a period of 3 (Three) years with effect from 1st April, 2017, not liable to retirement by rotation, on the remuneration and terms and conditions, enumerated in the Statement attached hereto as recommended by the Nomination and Remuneration Committee and/or approved by Board from time to time and as may be acceptable to Mr. Mr. Pradeep Kumar Agarwal.”
 “RESOLVED FURTHER THAT notwithstanding anything herein above stated where in any Financial Year during the tenure of Mr. Pradeep Kumar Agarwal as a Managing Director of the Company, the Company incurs loss or its profits are inadequate, the Company shall pay Mr. Pradeep Kumar Agarwal the remuneration by way of salary, perquisites and allowances as a minimum remuneration but not exceeding the limits specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.”
 “RESOLVED FURTHER THAT Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution
6. Re-appointment of Mr. I B Sharaf, as an Executive Director of the Company
 “RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of

Directors) Rules, 2014, Mr. I B Sharaf (DIN: 00047266), is proposed to be re-appointed as an Executive Director of the Company for a period of 4(Four) Years with effect from 29th May, 2017, not liable to retirement by rotation, on the remuneration and terms and conditions, enumerated in the Statement attached hereto as recommended by the Nomination and Remuneration Committee and/or approved by Board from time to time and as may be acceptable to Mr. I B Sharaf."

"RESOLVED FURTHER THAT notwithstanding anything herein above stated where in any Financial Year during the tenure of Mr. I B Sharaf as an Executive director of the Company, the Company incurs loss or its profits are inadequate, the Company shall pay Mr. Sharaf the remuneration by way of salary, perquisites and allowances as a minimum remuneration but not exceeding the limits specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

"RESOLVED FURTHER THAT Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

7. Re-appointment of Mr. P J Bhide, as an Independent Director of the Company

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. P J Bhide (DIN: 00012326) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and being eligible is proposed to be re-appointed as an Independent Director of the Company for a period of 3(Three) years, not liable to retirement by rotation."

8. Re-appointment of Mr. H M Parekh, as an Independent Director of the Company

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 Mr. H M Parekh (DIN: 00026530),) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and being eligible is proposed to be re-appointed as an Independent Director of the Company for a period of 3(Three) years, not liable to retirement by rotation."

By Order of the Board of Directors
(I B Sharaf)
Executive Director

Registered Office:
"HAUTE STREET" 9th Floor
86A, Topsia Road,
Kolkata-700046
Dated: 29th May, 2017

Note :

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Proxies in order to be valid must reach the registered office of the Company at least 48 hours before the meeting. Proxy Form is also sent herewith.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the Company carrying voting rights. A Member holding more than ten percentage of the total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders

2. Share Transfer Books of the Company will remain closed from 30th August, 2017 to 05th September, 2017 (both days inclusive) on account of Annual General Meeting and Dividend payment.
3. The dividend on Equity Shares as recommended by the Board, if declared, will be paid within a period of 30 days from the declaration to those members whose names appear on the Register of Members of the Company as on 29th August, 2017 or to their mandates.
4. The relative Explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.
5. Members are requested to intimate immediately change of Address, if any, to the Company/Registrar.
6. Members are hereby informed that Securities and Exchange Board of India (SEBI) has made it mandatory for all listed Companies to make cash payment through electronic modes to the investors. It is further directed that in case electronic payment is rejected or returned, the Company shall mandatorily print the bank account details of the investor on payment instrument. Members are requested to provide their update Bank Account particulars to enable the Company/Registrar to electronically credit dividend directly in their bank accounts.

Members holding shares in demat mode are requested to send correct bank details (including MICR No, IFSC Code, Account Type etc.) to their respective Depository Participant. Members holding shares in physical form are required to send such bank details along with the cancelled cheques to our Registrar.

7. Members are also requested to inform their correct email address, if any, to the Depositories(if shares held in demat form) and to our Registrar (if shares held in physical form) in support the green initiative in the Corporate Governance
8. Corporate members intending to send their authorised representative's to attend the meeting are requested to send a certified copy of Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
9. Pursuant to Section 124 of the Companies Act, 2013, any money transferred to the unpaid dividend account of a Company remaining unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred to Investor Education and Protection Fund and thereafter no claims shall lie against the fund or the Company, you are advised to claim the same from the Company immediately.
10. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 2nd September, 2017 (9:00 am) and ends on 04th September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29th August, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "The Grob Tea Company Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to hmchoraria@gmail.com with a copy marked to evoting@nSDL.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided as below / at the bottom of the Attendance Slip for this AGM (enclosed herewith) :
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nSDL.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 29th August, 2017.

- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 29th August, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or grobtea@rawalwasia.co.in/ nichetechpl@nichetechpl.com However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. 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 as well as voting at the AGM through ballot paper.
- XIII. Mr. H M Choraria, Company Secretary (Membership No.FCS 2398) of M/s H M Choraria & Co. Practising Company Secretary 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.
- XIV. 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, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.grobtea.com and on the website of NSDL within two days of passing of resolution at the AGM of the Company. The results shall also be communicated to CSE Limited where shares of the Company are listed.
- XVII. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5

Mr. Pradeep Kumar Agarwal (DIN : 00703745) was appointed as Non-Executive Director on the Board of the Company w.e.f. 04/03/2009 . Keeping in view of his vast experience in the business of Tea, Telecom and Real Estate the Board of Director of the Company at its meeting held on 11th Feb, 2017, on the recommendation of the Nomination & Remuneration committee, appointed Mr. Agarwal as Managing Director of the Company w.e.f 1st April, 2017 for a period of three years to take independent and overall control over the affairs of the Company.

The Board at the said meeting, on the recommendation of the Nomination & Remuneration committee also approved, subject to the approval of the members, the remuneration and terms and conditions as set out herein–

a) Remuneration:

- i) A salary at the rate of Rs. 2,00,000 (Rupees Two Lac only) per month w.e.f. 01.04.2017 subject to increment as may be decided by the Board from time to time with maximum ceiling limit upto Rs. 2,50,000.

- ii) Housing: Rent Free Furnished Accommodation or in lieu thereof House Rent Allowance upto 50% of the salary w.e.f. 01.04.2017 till 31.03.2020. Where accommodation is provided by the Company, the expenditure on Gas, Electricity, Water, Furnishings and Other Utilities to be borne/ reimbursed by the Company shall be evaluated as per the provisions of the Income Tax Act, 1961 and in the absence of any such provisions, the perquisites shall be evaluated at actual cost.
 - iii) Medical Reimbursements: The reimbursements of medical expenses incurred by self and family of the Managing Director subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.
 - iv) Leave Travel Concession: For self and family as per applicable Rules of the Company.
 - v) Club Fees: Fees of clubs subject to a maximum of two clubs.
 - vi) Leave: Encashment of leave as per rules of the Company.
 - vii) Personal Accident Insurance/ Mediclaim Insurance: Policies in accordance with scheme applicable to senior employees of the Company upto Rs.20,000/ p.m.
 - viii) Car: Free use of Car.
 - ix) Telephone: The company shall provide a telephone at the residence and shall also provide all mobile phone facilities. Personal long distance calls will be treated as perquisites.
 - x) Provident Fund: Company's contribution towards Provident Fund at the rate of 12% of the salary or such rate prescribed as per Employees' Provident Fund and Miscellaneous Provisions Act, 1952.
 - xi) Superannuation Fund: Company's contribution subject to a maximum of 15% of the salary for every completed year of service.
 - xii) Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act, 1972
 - xiii) Credit Card: Entry and renewal fees to be paid by the Company. All expense for official purpose to be reimbursed/ paid by the Company at actuals.
 - xiv) Bonus/ Ex Gratia: This will be at the discretion of the Board subject to a limit of 20% of the Basic Salary.
- b) Minimum Remuneration: When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Pradeep Kumar Agarwal in accordance with the applicable provisions of Schedule V of the Companies Act, 2013 and subject to the approval of the Central Government, if required.

The terms and condition of the appointment shall be open for inspection by the Members at the Registered office of the Company during the normal business hour on any working days up to the date of the AGM.

Except Mr. Pradeep Kumar Agarwal to whom the resolution relates, Mr. Mukesh Kumar Agarwal Non-Executive Director and their relatives none of the Directors and KMP of the Company or their relative, are interested in the resolution mentioned at item no 5 of the Notice.

Brief resume and other details of Managing Director whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith as Annexure to the Notice.

Item No. 6

The Board of Directors at its meeting held on 29th May 2017, re-appointed Mr. I B Sharaf as Executive Director of the Company with effect from 29th May, 2017 for a period of four year on the basis of recommendation of Nomination & Remuneration Committee and subject to the approval of shareholders on the remuneration and terms and condition as set out herein –

- a) Remuneration:
 - i. A salary at the rate of Rs.1,40,000 (Rupees One Lakh Forty Thousand only) per month subject to increment as may be decided by the Board from time to time with maximum ceiling limit upto Rs. 1,70,000/-.
 - ii. Housing: Rent Free Furnished Accommodation or in lieu thereof House Rent Allowance upto 50% of the salary w.e.f. 01.04.2017 till 31.03.2021. Where accommodation is provided by the Company, the expenditure on Gas, Electricity, Water, Furnishings and Other Utilities to be borne/ reimbursed by the Company shall be

evaluated as per the provisions of the Income Tax Act, 1961 and in the absence of any such provisions, the perquisites shall be evaluated at actual cost.

- iii. Medical Reimbursements: The reimbursements of medical expenses incurred by self and family of the Executive Director subject to a ceiling of one month's salary in a year or three month's salary over a period of four years.
 - iv. Leave Travel Concession: For self and family as per applicable Rules of the Company.
 - v. Club Fees: Fees of clubs subject to a maximum of two clubs.
 - vi. Leave: Encashment of leave as per rules of the Company.
 - vii. Personal Accident Insurance/ Mediclaim Insurance: Policies in accordance with scheme applicable to senior employees of the Company upto Rs.20,000/ p.m.
 - viii. Car: Free use of Car.
 - ix. Telephone: The company shall provide a telephone at the residence and shall also provide all mobile phone facilities. Personal long distance calls will be treated as perquisites.
 - x. Provident Fund: Company's contribution towards Provident Fund at the rate of 12% of the salary or such rate prescribed as per Employees' Provident Fund and Miscellaneous Provisions Act, 1952.
 - xi. Superannuation Fund: Company's contribution subject to a maximum of 15% of the salary for every completed year of service.
 - xii. Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act, 1972
 - xiii. Credit Card: Entry and renewal fees to be paid by the Company. All expense for official purpose to be reimbursed/ paid by the Company at actuals.
 - xiv. Bonus/ Ex Gratia: This will be at the discretion of the Board subject to a limit of 20% of the Basic Salary.
- b) Minimum Remuneration: When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Indu Bhusan Sharaf in accordance with the applicable provisions of Schedule V of the Companies Act, 2013 and subject to the approval of the Central Government, if required.

The terms and condition of the appointment shall be open for inspection by the Members at the Registered office of the Company during the normal business hour on any working days up to the date of the AGM.

None of the Directors and KMP of the Company or their relative, except Mr. I B Sharaf to whom the resolution relates are interested in the resolution mentioned at item no 6 of the Notice.

Brief resume and other details of Executive Director whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith as Annexure to the Notice.

Item No 7

Mr. P J Bhide (DIN : 00012326) was appointed as Non-Executive Independent Director of the Company of the Company on 30/05/2014 for a period of three years and the Board, on recommendation by Nomination and Remuneration Committee hereby proposes his appointment for a second term for a period of three years and the term is not liable for retirement by rotation.

Mr. Bhide has submitted a declaration to the Company to the effect that he meets the criteria of Independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Mr. Bhide fulfils the conditions specified in the Act and Rules framed there under for the appointment as Non- Executive Independent Director and he is independent of the Management. The terms and condition of the appointment of shall be open for inspection by the Members at the Registered office of the Company during the normal business hour on any working days up to the date of the AGM.

The Board considers that Mr. Bhide continued association would be immense benefit to the Company and it is desirable to continue to avail the services of Mr. Bhide as an Independent Director.

Brief resume and other details of the Independent Director whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith as Annexure to the Notice.

None of the Directors and KMP of the Company or their relative, except Mr. Bhide to whom the resolution relates are interested in the resolution mentioned at item no 7 of the Notice.

Item No 8

Mr. H M Parekh (DIN : 00026530) was appointed as Non-Executive Independent Director of the Company of the Company on 30/05/2014 for a period of three years and the Board, on recommendation by Nomination and Remuneration Committee hereby proposes his appointment for a second term for a period of three years and the term is not liable for retirement by rotation.

Mr. Parekh has submitted a declaration to the Company to the effect that he meets the criteria of Independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Mr. Parekh fulfils the conditions specified in the Act and Rules framed there under for the appointment as Non-Executive Independent Director and he is independent of the Management. The terms and condition of the appointment shall be open for inspection by the Members at the Registered office of the Company during the normal business hour on any working days up to the date of the AGM.

The Board considers that Mr. Parekh continued association would be immense benefit to the Company and it is desirable to continue to avail the services of Mr. Parekh as an Independent Director.

Brief resume and other details of the Independent Director whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith as Annexure to the Notice.

None of the Directors and KMP of the Company or their relative, except Mr. Bhide to whom the resolution relates are interested in the resolution mentioned at item no 8 of the Notice.

ANNEXURE TO NOTICE :

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Mr. P K Agarwal	Mr. M K Agarwal	Mr. I B Sharaf	Mr. P J Bhide	Mr. H M Parekh
Date of Birth	21.12.1970	23.04.1972	20.05.1950	21.06.1934	23.03.1937
Date of Appointment	04.03.2009	26.08.2009	27.05.2009	30.06.2014	30.01.2006
Qualification	B Com	B Com	B Com	B Com , FCA	B Com
Expertise in Specific functional area	Industrialist having vast experience in the business of Tea, Telecom and Real Estate.	Industrialist having experience in the business of Tea Telecom	Over 43 years of rich experience in Tea Industry.	Mr. Bhide is a Praticing CA having more then 45 Years of Experience. His area of Expertise in Direct and Indirect Taxation, Project Management and Finance	He has over 54 years of experience in the Tea Industry. Retired as Chairman of J. Thomas & Co. Pvt. Ltd., world's largest tea broking company and is currently a Marketing Consultant in some top tea producing Companies.
Directorship held in other Companies	1. Rawalwasia Manufacturing Company Pvt. Ltd. 2. K L Mechanical Works Pvt. Ltd. 3. Teletronic Products Pvt. Ltd. 4. Rawalwasia Inds. Pvt. Ltd. 5. Strip Commo-deal Pvt. Ltd. 6. Pagoda Constn. Pvt. Ltd. 7. SRTR Realtors Pvt. Ltd. 8. Shroff Chemicals Pvt. Ltd. 9. Welkin Telecom Infra Private Ltd. 10. Welkin Security Services Llp 11. Karukrit Richm_ond Projects Llp	1. Rawalwasia Manufacturing Company Pvt. Ltd. 2. K L Mechanical Works Pvt. Ltd. 3. Strip Commo-deal Pvt. Ltd. 4. SRTR Realtors Pvt. Ltd. 5. Transmission Projects Pvt. Ltd. 6. Syndicate Realityinfra Pvt. Ltd.	NIL	1.Unick Fix-A-Form and Printers Ltd 2. Greenfield Exports Ltd. 3. Marmagoa Steel Ltd. 4. Western India Mining Services Pvt. Ltd. 5. Delsund Sugar & Industries Ltd. 6. Jiva Metal and Trading Ltd. 7. Tonsel Pvt. Ltd. 8. Dhunseri Investment Ltd. 9. Design India Pvt. Ltd. 11. The Cochin Malabar Estate & Ind. Ltd	1.Rasoi Ltd 2. Diana Tea Co Ltd. 3. Gillanders Arbuthnot & Co Ltd. 4. Willamson Magor & CO Ltd. 5. Moran Tea Co. (India) Ltd. 6. Quality Tea Plantation Pvt. Ltd. 7. Babcock Borsig Ltd. 8. Rossell India Ltd. 9. B M G Enterprise Ltd. 10. The Peria Karamalai Tea & Produce Co. Ltd. 11. Tezpore Tea Co. Ltd.
Chairman/Member of the Committee in which he is a Director apart from this Company (include only Audit Committee and Stakeholders Relationship Committee	NIL	NIL	NIL	1.Marmagoa Steel Ltd 2. Dhunseri Invst. Ltd. 3. The Cochin Malabar Estate & Ind. Ltd. 4. Unick Fix-A-Form and Printers Ltd	1. Rossell India Ltd. 2. Diana Tea Co. Ltd 3. Gillanders Arbuthnot & Co Ltd. 4. Rasoi Ltd.
Number of shares held in the Share Capital of the Company	NIL	NIL	400	NIL	NIL

INFORMATION IN TERMS OF SCHEDULE V OF COMPANIES ACT, 2013

I. General Information

- 1) Nature of Industry : Cultivation and Manufacturing of Tea
- 2) Date of commencement of commercial production : The company is in the business since 1895.
- 3) Financial performance based on given indicator :

(Rs. In Lakh)

Particulars	Current Year	Previous Year
Profit before depreciation, tax and exceptional item	502.46	1011.68
Profit after tax	89.89	469.22
Earnings per share	7.73	40.37

- 4) Foreign Investment and Collaboration : The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.

II. Information about the Appointee :

1) Background Details:

- a. Mr. I B Sharaf : He is the Executive Director of the Company since 27/05/2009, aged about 66 years and is a Graduate in Commerce. He has more than 43 years of experience in the business of Tea.

2) Past Remuneration : Remuneration paid during the last three year –

Year	Amount (Rs. in lacs)
2014- 15	15.57
2015-16	17.12
2016-17	18.32

- 3) Job profile : Mr. Sharaf has in-depth knowledge of Tea Industry having more than 43 years of experience in Tea industry. Mr. Sharaf has been entrusted with the responsibilities to manage the affairs of the Company on a day to day basis and with his vast knowledge and experience the performance of the Company has scaled a new height. Thus, the Board is of the opinion that Mr. Sharaf has the requisite qualification, expertise and experience for the job he is holding.
- 4) Remuneration Proposed : Already given in the explanatory statement.
- 5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. I B Sharaf, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.
- 6) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel: Beside the remuneration to be paid to Mr. I B Sharaf he do not have any other pecuniary relationship with Companies or relationship with managerial personnel.

III. Other Information

1) Reason of inadequate profit :

Tea industry is passing through a difficult phase, the steep rise in employees cost due to wage revision as per industry wise Agreement and significant decline in average price realization per kg. of Tea has been adversely affected the profitability of the Company.

- 2) Steps taken or proposed to be taken for improvement : The Company has taken necessary measures to combat the vagaries of nature and continues to work on quality upgradation of production for Tea for better sale realisation.
- 3) Expected increase in productivity and profits in measureable terms : It is difficult to quantify the productivity and profitability due to unpredictable weather condition and cyclic nature of business.

IV. Disclosure

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Corporate Governance Report forming part of Annual Report for the year ended March 31, 2017.

THE GROB TEA CO. LTD.

CIN: L15494WB1895PLC000963

Regd.Off : Haute Street, 9th floor, 86A Topsia Road, Kolkata 700 046

Tel. : 033-40031325/26 • E-mail : grobtea@rawalwasia.co.in • Website : www.grobtea.com

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting Hall)

(Annual General Meeting – 5th September 2017)

I hereby record my presence at the Annual General Meeting of the Company held on Tuesday, 5th September 2017 at 10.30 A.M. at Bharatiya Bhasha Parishad, 36A Shakespeare Sarani, Kolkata 700 017.

Full Name of the member (in BLOCK LETTERS) : _____

Folio No. _____ DP ID No. _____ Client ID No. _____

Full Name of Proxy (in BLOCK LETTERS) : _____

Member/Proxy's Signature : _____

----- TEAR HERE -----

FORM NO. MGT-11 PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 of the Companies (Management & Administration) Rules, 2014)

CIN : L15494WB1895PLC000963
Name of the Co. : THE GROB TEA CO. LTD.
Regd. Office : Haute Street, 9th floor, 86A Topsia Road, Kolkata 700 046
Name of the Members :
Registered Address :
E-Mail ID :
Folio no. / Client No. :
DP ID :

I/We, being the member(s) of _____ shares of the above Company, hereby appoint.

- Name _____ Address _____
E-Mail ID : _____ Signature _____ Or failing him
- Name _____ Address _____
E-Mail ID : _____ Signature _____ Or failing him
- Name _____ Address _____
E-Mail ID : _____ Signature _____ Or failing him

As my our proxy to attend and vote (on a poll) for me/us on my/our behalf at the AGM of the Company, to be held on 5th September 2017 at 10.30 A.M. at Bharatiya Bhasha Parishad, 36A Shakespeare Sarani, Kolkata 700 017 and at any adjournment thereof in respect of such resolution(s) as are indicated below.

	Resolution	For	Against
1.	Consider & adopt of Audited Financial Statements. Reports of the Board of Directors & Auditors		
2.	Declaration of Dividends		
3.	Re-appointment of Mr.M.K.Agarwal (DIN No. 00697746) who retires by rotation		
4.	Appointment of Auditors & to fix their remuneration		
5.	Appointment of Mr. Pradeep Kumar Agarwal (DIN No. 00703745) as Managing Director		
6.	Re-appointment of Mr. I.B. Sharaf (DIN No. 00047266) as Executive Director		
7.	Re-appointment of Mr. P.J. Bhide (DIN No. 00012326) as Independent Director		
8.	Re-appointment of Mr. H.M. Parekh (DIN No. 00026530) as Independent Director		

Signed this _____ Day of _____ 2017

Signature of the Shareholder(s) _____ Signature of Proxy(s) _____

Notes: This form of proxy in order to be effective should be duly completed & deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

Affix
Revenue
Stamp