



**THE GROB TEA CO. LTD.**

14<sup>th</sup> April, 2018

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, 2018**

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 31<sup>st</sup> March, 2018.

This is for your information and record.

Yours Faithfully,  
For The Grob Tea Co. Ltd.

*Kritika Mohata*

(Company Secretary)

Encl: As above

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CIN: L15494WB1895PLC000963

## Quarterly Report on Corporate Governance

1 Name of the Listed Entity : The Grob Tea Company Limited

2 Quarter Ending : 31st March, 2018

| 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 : 0070374S | Chairperson Executive Director   | 01/04/2017   | -         | 1  | 1  | 0   |
| Mr.                                  | Mukesh Kumar Agarwal         | PAN : ACSPA5049H, DIN : 00697746 | Non - Executive Director   | 26/08/2009   | -         | 1  | 0  | 1   |
| Mr.                                  | Indu Bhusan Sharaf           | PAN : ALSPS1966L, DIN : 00047266 | Executive Director   | 27/05/2009   | -         | 1  | 2  | 0   |
| Mr.                                  | Purushottam Jagannath Bhide  | PAN : AEKPB2976E, DIN : 00012326 | Non - Executive Independent Director                                   | 30/05/2014   | 46 months | 7  | 0  | 5   |
| Mr.                                  | Harischandra Maneklal Parekh | PAN : AFVPP3500N, DIN : 00026530 | Non - Executive Independent Director                                   | 30/05/2014   | 46 months | 9  | 5  | 5   |
| Mrs.                                 | Priyanka Singhania           | PAN : ACQPC9037M, DIN : 07195629 | Non - Executive Independent Director                                   | 28/05/2015   | 34 months | 1  | -  | -   |
| Mr.                                  | Sanjay Kumar Agarwal         | PAN : AESPA7314R, DIN : 00189691 | Non - Executive Independent Director                                   | 25/05/2016   | 22 months | 2  | 1  | 0   |

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

&amp; 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. I 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 M 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 M K Agarwal            | Chairperson Non Executive Director                                     |
|  | Mr P K Agarwal            | Executive Director   |
|  | Mr I B Sharaf             | Executive Director   |

&amp; 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) |
| 7th December, 2017                         | 12th February, 2018                                      | 66 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 - 12th February, 2018                   | Yes   | 7th December, 2017  | 66 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 |
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|------------------|

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & Remuneration Committee
  - Stakeholders relationship Committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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
- 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<br>(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<br>(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