

**THE GROB TEA CO. LTD.**  
CIN: L15494WB1895PLC000963  
Regd.Off: Haute Street, 9<sup>th</sup> floor, 86A Topsia Road, Kolkata 700 046  
Tel.No.033-40031325/26  
e-mail: [grobtea@rawalwasia.co.in](mailto:grobtea@rawalwasia.co.in), Website : [www.grobtea.com](http://www.grobtea.com)

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## **NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and all other applicable Laws and Regulations for seeking your consent, to pass the proposed resolutions appended hereunder by way of postal ballot which includes voting by electronic means:-

- a. To alter the object clause of the Memorandum of Association of the company.**
- b. Alteration/substitution of Memorandum of Association.**
- c. Alteration/substitution of Articles of Association.**

Accordingly, the said Resolutions along with the explanatory statement pertaining, setting out the facts concerning and the reasons thereof, as required in terms of Section 102 of the Companies Act, 2013, is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

The Board of Directors at their meeting held on 14<sup>th</sup> November, 2018 has approved Postal Ballot Notice, Postal Ballot and E-voting process and appointed Mr. H M Choraraia, Practicing Company Secretary (CP No 1499), Proprietor of M/s H M Choraria & Co, Company Secretary as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your Assent (FOR) or Dissent (AGAINST) therein and return the same in original duly completed and signed in the attached self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 P.M. on 30<sup>th</sup> December, 2018.

In compliance with provisions of Section 110 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. The Company has engaged the services of National Securities Depository Limited to provide E-voting facility to its Members. It may be noted that e-voting is optional. The Members can opt for only one mode of voting, i.e., either by Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

The Scrutinizer will submit his report to any Director and/or the Company Secretary and/or any other person so authorised by the Company after the completion of scrutiny and the result of the voting by Postal Ballot will be announced by any director and/or the Company Secretary of the Company, on or before 1<sup>st</sup> January, 2019 at the Corporate Office of the Company and will also be displayed on the Company website ([www.grobtea.com](http://www.grobtea.com)), the website of National Securities Depository Limited viz. <https://www.evoting.nsdl.com/> and communicated to the Stock Exchange(s), depositories, registrar and share transfer agent on the said date.

The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the members.

### **Item No. 1: Alteration Of Object Clause Of The Memorandum Of Association Of The Company**

To consider and, if thought fit, to pass with or without modification(s), if any, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act 2013 read with rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), subject to such approvals, sanctions, consents, permissions from such authorities, as may be required, consent of the members of the Company be and is hereby accorded for effecting the following alterations in the existing Object Clause of the Memorandum of Association (the “MOA”) of the Company by insertion of certain clauses in the following manner;

**Inserting the sub-clause 2 & 3 under Part - A of Clause III, after the existing sub-clause 1 as hereunder:**

2. To carry on the business of manufacturing including production and processing and fabrication and assembling, repairing, alternation, buying, importing, marketing, selling and exporting and otherwise dealing in all types of electrical components like LED, Lamps, Bulbs, Tubelight and all light products.

3. To carry on the business of manufacturing, buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, manufacturing, dealing in any manner whatsoever in all type of goods on retail as well as wholesale, whether as owners, co-owners, joint ventures, operators, franchisees, franchisors, and/or any other business model, in India or elsewhere, either alone or jointly, with one or more persons, and whether under its brand name and/or that of one companies, government, or other entities and bodies of any kind as well as on wholesale basis in India or elsewhere and all other lawful activities.

**“RESOLVED FURTHER THAT** the draft Memorandum of Association of the Company with aforesaid changes duly initialed by the Chairman of the Board of Directors and placed before the meeting be and is hereby approved.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby -severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary to give effect to the aforesaid resolution and also to intimate the appropriate authorities by filing necessary returns duly signed by any of the Directors of the Company.”

**Item No. 2: Alteration/ substitution of Memorandum of Association**

To consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution by means of postal ballot and e-voting:

**“RESOLVED THAT** pursuant to provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force (‘the Act’) and subject to the necessary approval(s) required under all other applicable laws and regulations if any, consent of the members of the Company be and is hereby accorded to alter the existing Memorandum of Association of the Company, by replacing, it with the new set of Memorandum of Association in accordance with Table ‘A’ of the Schedule I of the Act and that the new set of Memorandum of Association be and is hereby approved and adopted as the Memorandum of Association of the Company in exclusion and in substitution of the existing Memorandum of Association of the Company.

**“RESOLVED FURTHER THAT** Mr Pradeep Kumar Agarwal, Managing Director, Mr Mukesh Kumar Agarwal, Director, Mr Indu Bhusan Sharaf, Executive Director, of the Company and Company Secretary be and are hereby jointly and severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writing as may be necessary for and behalf of the Company and to settle and finalise all issues that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to delegate all or any powers conferred herein as they deem fit in the best interest of the Company and its members.”

**Item No. 3: Alteration/ substitution of Articles of Association**

To consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution by means of postal ballot and e-voting:

**“RESOLVED THAT** pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force (‘the Act’) and subject to the necessary approval(s) required under all other applicable laws and regulations if any, consent of the members of the Company be and is hereby accorded to alter the existing Articles of Association of the Company, by replacing, it with the new set of Articles of Association in accordance with Table ‘F’ of the Schedule I of the Act and that the new set of Article of Association be and is hereby approved and adopted as the Article of Association of the Company in exclusion and in substitution of the existing Article of Association of the Company.

**“RESOLVED FURTHER THAT** Mr Pradeep Kumar Agarwal, Managing Director, Mr Mukesh Kumar Agarwal, Director, Mr Indu Bhusan Sharaf, Executive Director, of the Company and Company Secretary be and are hereby jointly and severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writing as may be necessary for and behalf of the Company and to settle and finalise all issues that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to delegate all or any powers conferred herein as they deem fit in the best interest of the Company and its members.”

**Registered Office:**

Haute Street, 9<sup>th</sup> floor,  
86A Topsia Road,  
Kolkata 700 046

**Dated: 14<sup>th</sup> November, 2018**

**By Order of the Board**

**Sd/-**

**Pradeep Kumar Agarwal**

**Managing Director**

**(DIN:- [00703745](#))**

**Notes:**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the aforesaid proposed resolutions is annexed hereto.
2. Notice of the Postal Ballot is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) as on 16th November, 2018 (cut-off date/ Relevant Date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
3. Notice of the Postal Ballot is being sent by email to those Members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For Members whose email IDs are not registered, physical copies of Notice of Postal Ballot are being sent by permitted mode, along with a self-addressed postage pre-paid Business Reply Envelope.
4. Members holding shares in physical form are requested to notify the change in their addresses to the Niche Technologies Pvt. Ltd., Registrar and Share Transfer Agent at 3A, Auckland Place 7th Floor, Room No. 7A & 7B, Kolkata 700017 or to the Company and always quote their Folio No. in all correspondence.
5. The Securities and Exchange Board of India (SEBI) mandate the submission of Permanent Account Number (PAN) by every participant in securities market. The Companies Act, 2013 and Rules made thereunder also require the further details to be submitted to the Company like e-mail address, Father's/ Mother's/ Spouse's name. Members holding shares in electronic form are, therefore requested to submit PAN and other details to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN and other details to the Company's Registrar and Share Transfer Agent.
6. The Notice of Postal Ballot of the Company circulated to the Members of the Company will be made available on the Company's website at [www.grobtea.com](http://www.grobtea.com).
7. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members who have not registered their e-mail address are requested to register the same with the Registrar and Share Transfer Agent/ Depositories.
8. In compliance with provisions of Section 110 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
9. Only a Member holding shares as on the cut-off date is entitled to exercise their vote through e-voting/Postal Ballot Form and send it to the Scrutinizer at the address as mentioned in the Business Reply Envelope.
10. The Board of Directors at their meeting held on 14th November, 2018 has approved Postal Ballot Notice, Postal Ballot and E-voting process and appointed Mr. H M Choraria, Practicing Company Secretary (CP No 1499), Proprietor of M/s H M Choraria & Co, Company Secretaries as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
11. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting shall be final and binding.

12. Resolution(s) passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
13. Postal Ballot Form and the self-addressed postage pre-paid business reply envelope are enclosed for use by the Member(s).
14. The Members can opt for only one mode of voting, i.e., either by Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
15. Members can cast their vote online from 1st December, 2018 (09:00 A.M. onwards) till 30<sup>th</sup> December, 2018 (upto 5:00 p.m.) as the e-voting module shall be disabled for voting by NSDL thereafter. No voting shall be allowed beyond 5:00 p.m. on 30<sup>th</sup> December, 2018. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed overleaf of the form enclosed herewith and return it, duly completed and signed along with your Assent (FOR) or Dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on 30<sup>th</sup> December, 2018. Please note that any Postal Ballot Form(s) received after the last date will be treated as reply has not been received.
16. Documents related to the above mentioned resolution(s) are open for inspection at the Corporate Office of the Company on all working days (except Saturday & Sunday) from 11:00 a.m. to 1:00 p.m. from the date of dispatch of notice upto the date of declaration of results of Postal Ballot.
17. A Member cannot exercise his vote by proxy on Postal Ballot.
18. The Scrutinizer will submit his report to any Director and/or the Company Secretary and/or any other person so authorised by the Company after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by any director and/or the Company Secretary of the Company, on or before 1<sup>st</sup> January 2019 at the Corporate Office of the Company and will also be displayed on the Company website ([www.grobtea.com](http://www.grobtea.com)), the website of National Securities Depository Limited viz. <https://www.evoting.nsdl.com/> and communicated to the Stock Exchange(s), depositories, registrar and share transfer agent on the said date.
19. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the members.
20. Mrs. Kritika Mohata, Company Secretary of the Company shall be responsible for addressing all the grievances in relation to this Postal Ballot including e-voting. Her details are as followed:

**Name** : Mrs. Kritika Mohata  
**Designation** : Company Secretary  
**Address** : "Haute Street" 9th Floor, 86a, Topsia Road  
Kolkata – 700046  
**Email id** : [grobtea@rawalwasia.co.in](mailto:grobtea@rawalwasia.co.in)  
**Phone No.** : 033-4003 - 1325

## 21. The process and manner for e-voting are as under:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 will be as per details given below :
  - 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. Your password details are given below:
  - a. If you are already registered for e-Voting, then you can use 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, your 'initial password' is communicated to you on your postal address.
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](http://www.evoting.nsdl.com).
  - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
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 on NSDL e-Voting system.

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then click on Active Voting Cycles.
  - After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
  - Select "EVEN" of the Company.
  - Now you are ready for e-Voting as the Voting page opens.
  - 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.
  - Upon confirmation, the message "Vote cast successfully" will be displayed.
  - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  - Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
  - .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](mailto:hmchoraria@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
10. In case a Member receives physical copy of the Notice [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- User ID and Initial password is provided at the bottom of the Postal Ballot Form enclosed herewith with this Notice.
  - Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
11. The Postal Ballot Notice shall be available on the website of the Company i.e. [www.grobtea.com](http://www.grobtea.com).
12. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
13. 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).
14. The period for e-voting starts at 9.00 a.m. on December 1, 2018 and ends at 5.00 p.m. on December 30, 2018, e-voting will be disabled by NSDL at 5.00 p.m. on December 30, 2018. During the period shareholder of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date November 16, 2018 may cast their vote electronically.
15. The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizers Report of the votes cast in favour or against, if any, and submit his report to the Chairman of the Company.

## **ANNEXURE TO THE NOTICE**

### **Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013("the Act")**

#### **Item No. 1: Alteration Of Object Clause Of The Memorandum Of Association Of The Company:**

The Company is presently engaged in the business of tea products and other business activities as stated in its Memorandum of Association, and the Company in order to enlarge its area of business operations, intends to run business in electrical equipment etc.

The Company is pursuing growth opportunities in various fields of business and always consider new business proposals which have good future prospects and potentials to increase the shareholders' return.

To facilitate such initiatives, alteration is proposed by way of additions to the Object Clause in the Memorandum of Association as set out in the resolution at Item No. 1 of the Notice. These additional Objects may conveniently and advantageously be combined with the existing business of the Company.

The proposed alteration in the object clause of the Memorandum of Association of the Company requires the approval of the Members, hence the Board of Directors recommends the above resolution to be passed as Special Resolution as set out at Item No. 1 of the notice.

A Copy of the Memorandum & Articles of Association and relevant documents are available for inspection at the registered office of the company in working hours.

None of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution, except and to the extent of their shareholdings, if any, in the Company.

The Board recommends the Special Resolution set out in Item No. 1 of the Notice for approval by the members.

#### **Item No. 2: Alteration/ substitution of Memorandum of Association:**

The existing Memorandum of Association ("MoA") of the Company, based on Companies Act, 1956 ("1956 Act") are no longer in conformity with Companies Act, 2013 ("2013 Act"). With the enactment of 2013 Act, several clauses of MoA require alteration/deletion. Given this position, it is considered expedient to adopt the new set of Memorandum of Association (primarily based on Table A set out under Schedule I to the Act) in place of existing MoA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 13 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of new set of Memorandum of Association. The entire set of proposed new Memorandum will be available in the website of the Company. Members can also obtain a copy of the same from the Company's Registered Office.

None of Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Board recommends the Special Resolution set out in Item No. 2 of the Notice for approval by the members as Special Resolution.

#### **Item No.3: Alteration/ substitution of Article of Association:**

The existing Article of Association ("AoA") of the Company, based on Companies Act, 1956 ("1956 Act") are no longer in conformity with Companies Act, 2013 ("2013 Act"). With the enactment of 2013 Act, several clauses of AoA require alteration/deletion. Given this position, it is considered expedient to adopt the new set of Article of Association (primarily based on Table F set out under Schedule I to the Act) in place of existing AoA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 14 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of new set of Article of Association. The entire set of proposed new Article will be available in the website of the Company. Members can also obtain a copy of the same from the Company's Registered Office.

None of Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Board recommends the Special Resolution set out in Item No. 3 of the Notice for approval by the members as Special Resolution.

**Registered Office:**  
**Haute Street, 9<sup>th</sup> floor,**  
**86A Topsia Road,**  
**Kolkata 700 046**  
**Dated: 14<sup>th</sup> November, 2018**

**By Order of the Board**  
**Sd/-**  
**Pradeep Kumar Agarwal**  
**Managing Director**  
**(DIN:- [00703745](#))**

**POSTAL BALLOT FORM**

Postal Ballot No.:

1. Name of Sole / First Shareholder :
2. Registered Address of the Sole/  
First named shareholder :
3. Name(s) of Joint Holders (if any) :
4. Registered Folio No./ DP-ID No.  
Client ID No. :
5. No. of Shares Held :

I / We hereby exercise my / our vote in respect of the following resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 14<sup>th</sup> November, 2018 by conveying my / our assent or dissent to the said resolutions by placing tick (√) mark at the appropriate box below:

Serial No.	Description of Resolution	No. of Shares	I/we assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1	Alteration Of Object Clause Of The Memorandum Of Association Of The Company:			
2.	Alteration/ substitution of Memorandum of Association			
3.	Alteration/ substitution of Articles of Association			

Place:

Date:

\_\_\_\_\_  
**Signature of the Shareholder / Beneficial Owner**

The Company is pleased to offer all its Members, e-voting facility as an alternative mode for casting their votes electronically, instead of conveying the Postal Ballot Forms to the Scrutinizer. However, e-voting is optional.

EVEN (E-Voting Event Number)	USER ID	PASSWORD

**ELECTRONIC VOTING PARTICULARS**

- Note:** i) If the voting Rights are exercised electronically, there is no need to use the form.  
ii) Please read carefully the instructions overleaf before exercising the Vote.  
iii) The Voting period will start on : 1<sup>st</sup> December, 2018 at 09: 00A.M. and will end on : 30<sup>th</sup> December, 2018 at 05:00 P.M.

## **INSTRUCTIONS**

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Form and send it to the Scrutinizer in the attached self-addressed postage prepaid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot, if sent by courier at the expenses of the Members will also be accepted.
2. This Postal Ballot Form should be completed and signed (as per specimen signature(s) registered with the Company) by the shareholder. In case of joint shareholding, this form should be completed and signed (as per specimen signature(s) registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration no. of the POA and enclosing an attested copy of POA. Unsigned Postal Ballot forms will be rejected.
3. Members are requested to fill the Postal Ballot Form in indelible ink (avoid filling it by using pencil etc.)
4. Where the Postal Ballot Form has been signed by an authorised representative of a Body Corporate / Trust / Society etc., a certified copy of the relevant authorisation to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the form has been signed by the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Ballot Form. A Member may sign the form through an Attorney specifically appointed for this purpose, in such case an attested true copy of the Power of Attorney should also be attached to the Ballot Form.
5. Members are requested not to send any paper (other than the resolution/authority as mentioned under Instruction 4 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid business reply envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
6. The consent should be given either in favor or against by putting the tick mark (√) in the column provided for assent or dissent. Ballot papers bearing tick marks in both the columns will render the Postal Ballot Form invalid. Incomplete, unsigned or incorrect filled Postal Ballot Form will be rejected.
7. Facility of voting through electronic mode is also being provided by the Company. **(for Instructions please see the Notice)**
8. Duly completed Postal Ballot Form should reach as per the address mentioned on the envelope, on or before the close of working hours i.e. 05:00 P.M. on 30<sup>th</sup> December 2018. The Postal Ballot received after this date will not be considered and treated as if the reply from the Member has not been received.
9. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Shareholders / Beneficial Owners on the relevant date/Cut-Off date i.e. 16<sup>th</sup> November, 2018.
10. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to **Mrs. Kritika Mohata, Company Secretary** of the Company.
11. The vote of a Member will be considered invalid on any of the following grounds:-
  - a. If the Member's signature does not tally, or if the Postal Ballot Form is not signed as per the process mentioned above;
  - b. if the Member has marked his/her/its vote both 'FOR' and 'AGAINST' in the Postal Ballot Form in such a manner that the aggregate shares voted 'FOR' and 'AGAINST' exceeds the total number of shares held under serial no. 4 of the Postal Ballot Form;
  - c. if the Ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the identity of the Member or the number of votes or as to whether the votes are in favor or against or inability of the signature to be verified or on one or more of the above grounds.
  - d. Member(s) shall opt for one mode of voting. If a Member has opted for e-voting then he should not vote by physical Ballot and vice-versa. However, if the Members cast their vote by physical Ballot as well as through e-voting, then the voting through physical Ballot shall be treated as invalid.
12. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
13. Members can also download the Postal Ballot Form from Company's website [www.grobtea.com](http://www.grobtea.com) or seek duplicate Postal Ballot Form from M/s Niche Technologies Pvt. Ltd., Registrar and Share Transfer Agent at 3A, Auckland Place 7th Floor, Room No. 7A & 7B, Kolkata 700017.

