

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

ANNEXURE TO THE NOTICE FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON TUESDAY, 28TH DAY OF AUGUST, 2018

Name & Registered Address of
Sole/First named Member :

Joint Holders Name if any :

Folio No./ DP ID & Client Id :

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-Voting facility

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 30 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-Voting facility to the members to cast their vote electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Tuesday, 28th day of August, 2018 at 10:30 A.M at " Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata – 700017 and at any adjournment thereof.

The Company has engaged the service of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

EVEN (Electronic Voting Event Number)	USER-ID	PASSWORD
108718		

The E-Voting facility will be available during the following voting period:

Remote e-Voting start on	Remote e-Voting end on
25 th August, 2018 at 9:00 A.M. (IST)	27 th August, 2018 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notes of the AGM Notice before exercising your vote.

**By Order of the Board of Directors
(Kritika Mohata)
Company Secretary**

Place: Kolkata
Date : 29th May, 2018
Enclo: AGM Notice/Attendance Slip/Proxy Form

THE GROB TEA CO. LTD.

CIN: L15494WB1895PLC000963

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

Tel No. 033-40031325/26

email: 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, 28th August, 2018 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, 2018, together with the Board of Directors and Auditors report thereon.
2. To declare a dividend for the financial year ended 31st March, 2018.
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.

Pursuant to the provision of section 164(2) of the Companies Act, 2013 Mr. M K Agarwal Director has given declaration confirming that he has not incurred any disqualification under the said section.

SPECIAL BUSINESS

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

4. **Re-appointment of Mrs. Priyanka Singhania, 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, Mrs. Priyanka Singhania (DIN: 07195629) who has submitted a declaration that she 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 5 (Five) years, not liable to retirement by rotation.”

**By Order of the Board of Directors
(Kritika Mohata)
Company Secretary**

Registered Office:

“HAUTE STREET” 9th Floor
86A, Topsia Road,
Kolkata-700046
Dated: 29th May, 2018

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. **As per Secretarial Standard 2, the Proxy-holder are requested to bring Valid Identity proofs (viz., PAN Card, Voter ID Card, Passport, Aadhar Card, Driving License, Bank pass book with attested customer photograph and signature, etc.) at the venue of the meeting for identification.**

2. Share Transfer Books of the Company will remain closed from 22nd August, 2018 to 28th August, 2018 (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 21st August, 2018 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. The Notice of the AGM and Annual Report for the year ended 2017-18 is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on close of business hours on Friday, 6th July, 2018. Any person who acquires shares and became Member after dispatch of Notice and Annual Report can obtain the same by downloading it from the Company's Website: www.grobtea.com or may request for a copy of the same by writing to the Company at grobtea@rawalwasia.co.in or the Company's RTA at nichetechpl@nichetechpl.com.
7. Members are requested to bring their copy of Annual Report to the AGM. Members holding shares in dematerialized form are requested to bring their supporting evidence in respect of their Client ID & DP ID Nos. for easier identification of the attendance at the meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding as maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
9. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
10. Members holding shares in the physical form and desirous of making/changing nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made there under are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrars and Share Transfer Agent, Niche Technologies (P) Ltd., who will provide the Form on request.
11. 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.
12. 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 to the green initiative in the Corporate Governance.
13. 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.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Niche Technologies (P) Ltd (RTA).
15. The Shareholders, who are still holding shares in physical form are requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory Demat mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate.
16. Pursuant to the provisions of the Companies Act, 2013 and SS-2 : Secretarial Standard on General Meetings, the Company wishes to inform that no distribution of gift will be made by the Company in connection with the 35th Annual General Meeting.
17. Pursuant to the provision of Section 124 (6) read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the "IEPF Rules") as amended, provides that **all shares in respect of which dividend has/have remained unpaid or unclaimed for consecutive seven years the corresponding shares shall also be transferred in the name of Demat Account of IEPF Authority.**
18. Please note that those shareholders whose dividend for the financial year 2010-11 (Final) has remained unpaid / unclaimed, their corresponding shares of the face value of Rs 10/- each, are due to be transferred to Demat Account of IEPF Authority on **2nd November, 2018**. All such shareholders are requested to make an application to the Company / Registrar & Share Transfer Agents latest by **20th August, 2018** with a request for claiming the unpaid dividend so that the shares are not transferred to the IEPF.

19. 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 25th August, 2018 (9:00 am) and ends on 27th August, 2018 (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 21st August, 2018, 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 procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

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 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.
 - b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on 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 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.

1. 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.

2. 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.
 3. Select "EVEN" of the Company.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. 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.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- VI. 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.
- VII. 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.
- VIII. 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 ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- IX. 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.

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. 4

Mrs. Priyanka Singhania (DIN: [07195629](#)) was appointed as Non-Executive Independent Director of the Company of the Company on 28.05.2015 for a period of three years and the Board, on recommendation by Nomination and Remuneration Committee hereby proposes her appointment for a second term for a period of five years and the term is not liable for retirement by rotation.

Mrs. Singhania has submitted a declaration to the Company to the effect that she meets the criteria of Independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Mrs. Singhania fulfils the conditions specified in the Act and Rules framed there under for the appointment as Non- Executive Independent Director and she 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 Mrs. Singhania continued association would be immense benefit to the Company in the area of finance and taxation and it is desirable to continue to avail the services of Mrs. Singhania 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 Mrs. Singhania to whom the resolution relates are interested in the resolution mentioned at item no 4 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. M K Agarwal	Mrs. Priyanka Singhania
Date of Birth	23.04.1972	12.03.1982
Date of Appointment	26.08.2009	28.05.2015
Qualification	B Com	B Com
Expertise in Specific functional area	Industrialist having experience in the business of Tea, Telecom	Mrs. Singhania a Commerce Graduate from Calcutta University with an experience and knowledge in field of finance and accounts
Directorship held in other Companies	1. Rawalwasia Manufacturing Company Pvt. Ltd. 2. K L Mechanical Works Pvt. Ltd. 3. Strip Commodeal Pvt. Ltd. 4. SRTR Realtors Pvt. Ltd.. 5. Transmission Projects Pvt. Ltd. 6. Syndicate Realityinfra Pvt. Ltd.	Nil
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
Number of shares held in the Share Capital of the Company	Nil	100

THE GROB TEA CO. LTD.
CIN: L15494WB1895PLC000963
Regd.Off: Haute Street, 9th floor, 86A Topsia Road, Kolkata 700 046
Tel.No.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 – 28th August 2018)

I hereby record my presence at the Annual General Meeting of the Company held on Tuesday, 28th August 2018 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 28th August 2018 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	Re-appointment of Mrs. Priyanka Singhania (DIN No. 07195629) as Independent Director		

Signed this _____ Day of _____ 2018
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