

THE GROB TEA CO. LTD.

CIN : L74110WB1895PLC000963

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 Friday, 6th September, 2019 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, 2019, together with the Board of Directors and Auditors report thereon.
2. To declare a dividend for the financial year ended 31st March, 2019.
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 Mr. Sanjay Kumar Agarwal, 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. Sanjay Kumar Agarwal (DIN:00189691) 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 5 (Five) years, not liable to retirement by rotation.”
5. Continuation of Directorship of Mr. H M Parekh as an Independent Director –
“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, subject to approval of members in the Annual General Meeting (AGM) and such other consents and permission as may be necessary, consent of the board of directors be and is hereby accorded for the continuation of Mr. H M Parekh (DIN 00026530), who has attained the age of seventy five (75) years, as a Non-Executive Independent Director of the Company up to March, 2022 being the date of expiry of his current term of office.”
“RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard.”
6. Continuation of Directorship of Mr. P J Bhide as an Independent Director
“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or

re-enactment thereof for the time being in force, subject to approval of members in the Annual General Meeting (AGM) and such other consents and permission as may be necessary, consent of the board of directors be and is hereby accorded for the continuation of Mr. P J Bhide (DIN 00012326), who has attained the age of seventy five (75) years, as a Non-Executive Independent Director of the Company up to March, 2022 being the date of expiry of his current term of office."

"RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

7. Increase in borrowing limits upto Rs 50 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs 50 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

8. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

"RESOLVED THAT consent of shareholders of the company be and is hereby accorded, pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 50 Crores (Rupees Fifty Crores only) at any time."

"RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorised to finalise with Banks/Financial Institutions the documents for creating aforesaid mortgage and/or the charge and to do all such acts, deeds, matters and things as may be necessary, proper and expedient or incidental for giving effect to this resolution."

Registered Office:
"HAUTE STREET" 9th Floor
86A, Topsia Road,
Kolkata-700046
Dated: 23rd May, 2019

By Order of the Board of Directors

(KRITIKA MOHATA)
Company Secretary

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 31st August, 2019 to 6th September, 2019 (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 30th August, 2019 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 2018-19 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, 12th July, 2019. 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 2011-12 (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 4th November, 2019. All such shareholders are requested to make an application to the Company / Registrar & Share Transfer Agents latest by 30th September, 2019 with a request for claiming the unpaid dividend so that the shares are not transferred to the IEPF.
19. Further, pursuant to the provision of Section 124(6) of the Companies Act 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the Investor Education and Protection Fund authority ('IEPF Authority'). The Members / claimants whose shares, unclaimed dividend, etc. have been transferred to the IEPF Authority may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on iepf.gov.in) as per the procedure prescribed in the IEPF Rules.
20. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 28th August 2018 (date of last Annual General Meeting) on the website of the Company (www.groptea.com) as also on the Ministry of Corporate Affairs website (www.mca.gov.in)
21. 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 3rd September, 2019 (9:00 am) and ends on 5th September, 2019 (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 30th August, 2019, 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. Mr. Hanuman Mal Choraria, Proprietor of M/s H M Choraria & Associates, Practicing Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process and voting through Ballot Paper or Poll Paper, in a fair and transparent manner.
- X. 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

Mr. Sanjay Kumar Agarwal (DIN: 00189691) was appointed as Non-Executive Independent Director of the Company of the Company on 28.05.2016 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.

Mr. S K Agarwal 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, Mr. S K Agarwal 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. S K Agarwal 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 Mr. S K Agarwal 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. S K Agarwal to whom the resolution relates are interested in the resolution mentioned at item no 4 of the Notice.

Item No. 5 & 6

As the Members are aware, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”), effective from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be.

Mr. Harischandra Maneklal Parekh (DIN: 00026530) & Mr. Purushottam Jagannath Bhide (DIN:00021326) have already attained the age of seventy five (75) years. Pursuant to Regulation 17(1A) of the Listing Regulations, the Special Resolution for continuation of their directorships with effect from April 1, 2019 up to March, 2022 being the date of expiry of their current term of office, will be required to be passed.

The Board of Directors, at its meeting held on May, 23 2019, has unanimously decided the continuation of directorships of Mr. H M Parekh and Mr. P J Bhide, with effect from April 1, 2019 to March, 2022, being the date of expiry of their current term of office.

Profiles and justification for continuation of the directorship for each of the aforesaid directors are stated below:

MR. HARISCHANDRA PAREKH MANEKLAL

Mr. H M Parekh, born on 23rd March, 1937, is a Non-Executive Independent Director of the Company. He holds a Bachelor’s degree in field of Commerce.

Mr. H M Parekh has over 56 years of experience in the Tea Industry. He is a retired Chairman of J. Thomas & Co. Pvt Ltd, world’s largest tea broking company and is currently a Marketing Consultant in some top tea producing company.

Mr H M Parekh has been an active member of the Board and the Board Committees of which he is a member. He brings independent judgement on the Board of the Company and his continued association will be valuable and positive. With his expertise, skills and knowledge, particularly in the field of Tea and marketing, he articulates and provides his valuable guidance and inputs in all matters pertaining to the Tea Production. Mr. Parekh is physically fit and current with business matters.

Details of Mr. H M Parekh attendance at the Board, Committee and General Meetings held during the last three financial years are given below :

Financial year	Board Meeting	Audit Committee Meeting	Nomination and Remuneration Committee meeting	AGM
2018-2019	1 out of 4	1 out of 4	1 out of 1	No
2017-2018	3 out of 4	3 out of 4	1 out of 1	Yes
2016-2017	4 out of 4	4 out of 4	2 out of 2	Yes

MR. PURUSHOTTAM JAGANNATH BHIDE

Mr. P J Bhide, born on 21st June, 1934, is a Non-Executive Independent Director of the Company. He holds a Bachelor's degree in field of Commerce and is a Fellow of Institute of Chartered Accountants.

Mr. P J Bhide is a Practising Chartered Accountant having more than 47 years of experience. His area of expertise is Direct and Indirect Taxation, Project Management and Finance.

Mr P J Bhide has been an active member of the Board and the Board Committees of which he is a member. He brings independent judgement on the Board of the Company and his continued association will be valuable and positive. With his expertise, skills and knowledge, particularly in the field of finance and accounts, he articulates and provides his valuable guidance and inputs in all matters pertaining to the financial statements. Mr. P J Bhide is physically fit and current with finance and business matters.

Details of Mr. P J Bhide attendance at the Board, Committee and General Meetings held during the last three financial years are given below :

Financial year	Board Meeting	Audit Committee Meeting	Nomination and Remuneration Committee meeting	AGM
2018-2019	4 out of 4	4 out of 4	1 out of 1	Yes
2017-2018	4 out of 4	4 out of 4	1 out of 1	No
2016-2017	3 out of 4	3 out of 4	1 out of 2	Yes

Item No. 7 & 8

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. Section 180(1)(c) of the Companies Act, 2013 provides Companies to borrow monies exceeding paid up share capital and free reserves. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in passing of the Resolution.

The Board recommends that the resolution be adopted by the members.

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	Mr. S K Agarwal	Mr. P J Bhide	Mr. H M Parekh
Date of Birth	23.04.1972	05.11.1968	21.06.1934	23.03.1937
Date of Appointment	26.08.2009	25.05.2016	30.06.2014	30.01.2006
Qualification	B Com	B Com , FCA	B Com , FCA	B Com
Expertise functional area	Industrialist having in Specific experience in the business of Tea, Telecom	Mr. Agarwal is aged about 48 years, a Fellow member of the Institute of Chartered Accountant of India and has a vast experience in the field of audit, taxation and financial services	Mr. Bhide is a Practising Chartered Accountant having more than 47 years of experience. His area of expertise is Direct and Indirect Taxation, Project Management and Finance.	He has over 56 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	<ol style="list-style-type: none"> 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. 7. Cogenerate Technologies Private Limited 	<ol style="list-style-type: none"> 1. Flower Trading & Investment Co Ltd 2. Mehul Filaments Private Limited 3. Embee Ferro Alloy Private Limited 4. Shri Hanuman Dhatu Private Limited 5. Steelex Pipes Private Limited 6. Mayfair Commotrade Private Limited 7. Yancy Vincom Limited 8. Timila Barter Limited 9. Kb Infraproperties Private Limited 	<ol style="list-style-type: none"> 1. Unick Fix-A-Form and Printers Ltd 2. Greenfield Exports Limited 3. Western India Mining Services Pvt. Ltd. 4. Belsund Sugar & Industries Ltd. 5. Jiva Ferro Limited. 6. Tonsel Pvt. Ltd. 7. Dhunseri Investment Limited 8. The Cochin Malabar Estate & Ind. Ltd 	<ol style="list-style-type: none"> 1. Rasoi Ltd 2. Diana Tea Co Ltd. 3. Gillanders Arbuthnot & Co Ltd. 4. Williamson Magor & Co. Ltd. 5. Quality Tea Plantation Pvt. Ltd. 6. Babcock Borsig Ltd. 7. Rossell India Ltd. 8. The Peria Karamalai Tea and Produce 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		<ol style="list-style-type: none"> 1. Dhunseri Investment Limited 2. The Cochin Malabar Estate & Ind. Ltd. 3. Unick Fix-A-Form and Printers Ltd 4. Belsund Sugar Industries Limited. 	<ol style="list-style-type: none"> 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	Nil	Nil

THE GROB TEA CO. LTD.

CIN : L74110WB1895PLC000963

Regd. Office : 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 – 20th August 2019)

I hereby record my presence at the Annual General Meeting of the Company held on Friday, 6th September, 2019 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 : CIN : L74110WB1895PLC000963
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 6th September, 2019 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 Mr. S K Agarwal (DIN No. 00189691) as Independent Director.		
5.	Continuation of Mr. H M Parekh (DIN No. 00026530) as Independent Director.		
6.	Continuation of Mr. P J Bhide (DIN No. 00012326) as Independent Director.		
7.	Increase in borrowing limits upto Rs 50 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher		
8.	Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.		

Signed this _____ Day of _____ 2019

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