



# THE GROB TEA CO. LTD.

**Dated: 28.11.2025**

To,  
The Secretary  
**National Stock Exchange of India Limited**  
Exchange Palza Bandra Kurla Complex  
Mumbai – 400051  
**SYMBOL: GROBTEA**

To,  
The Secretary  
**The Calcutta Stock Exchange Limited**  
7 Lyons Range,  
Kolkata – 700 001  
**SCRIP CODE: 017201**

**Sub.: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation to our intimation dated 25<sup>th</sup> November, 2025, we are enclosing herewith, the Postal Ballot Notice together with Explanatory Statement, seeking approval of Members of The Grob Tea Company Limited ('Company') through remote e-voting for the following Resolutions:

Item No.	Description of Resolutions	Type of Resolution
1.	To Approve the increase in the limit to give Loan(s)/ provide Guarantee(s) or Security(ies) make Investment(s) under Section 186 of Companies Act, 2013	Special
2.	To Consider increase in the Borrowing Powers of the company under section 180 (1) (C) of the Companies Act, 2013	Special
3.	To approve the increase in Existing Limits of the company under section 180 (1)(a) of the Companies Act, 2013 for Sale, creation of Mortgage or Charge on the assets, properties or undertaking(s) of the Company.	Special
4.	Approval for increasing the limit for making Donation/Contribution pursuant to Section 181 of Companies Act, 2013.	Special

The Postal Ballot Notice along with the Explanatory Statement, has been electronically sent to Members whose names appear in the Register of Members or List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) as on Friday, 21<sup>st</sup> November, 2025 ("Cut-off date") and who have registered their email addresses with the Company or the Registrar & Share Transfer Agent or with the Depositories / Depository Participants, in accordance with the various Circulars issued by Ministry of Corporate Affairs (MCA), including the latest General Circular No. 03/2025 dated 22<sup>nd</sup> September, 2025 ("MCA Circulars") and the Circulars issued from time to time by the Securities and Exchange Board of India ("SEBI") (the "SEBI Circulars"). In terms of the MCA Circulars and SEBI Circulars, the Company is sending the Postal Ballot Notice in electronic form only and hard copies of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelopes are not being sent to the Members.

The Company has engaged the services of National Securities Depository Limited ("NSDL") for providing E-voting facility to the Members. The procedure / instructions for e-voting is / are given in the Postal Ballot Notice. The E-voting facility will be available from **Sunday, 30<sup>th</sup> November, 2025 from 9.00 A.M. (IST) till Monday, 29<sup>th</sup> December, 2025 upto 5.00 P.M. (IST)**. The e-voting module shall be disabled by the NSDL thereafter.



# THE GROB TEA CO. LTD.

The Notice is being made available on the website of the Company, viz., [www.grobtea.com](http://www.grobtea.com) and on the websites of National Stock Exchange of India Limited, viz., [www.nseindia.com](http://www.nseindia.com) and the CSE Limited, at [www.cseindia.com](http://www.cseindia.com). It is also being made available on the website of NSDL at the weblink at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and on the website of Niche Technologies Private Limited at <https://www.nichetechpl.com>.

The voting results of Postal Ballot will be declared within 2 (two) working days from the close of business hours on Monday, 29<sup>th</sup> December, 2025. The Result along with scrutinizer Report, will also be hosted at the company's website i.e [www.grobtea.com](http://www.grobtea.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) . The result will also be intimated to the Stock Exchanges i.e., National Stock Exchange of India Limited (NSE) and The Calcutta Stock Exchange of India Limited (CSE).

Please take the above information on your records.

Thanking you,

Yours faithfully,

**For, The Grob Tea Company Limited**

**Neha Singh**  
**Company Secretary & Compliance Officer**  
**Mem No: A54315**

**Encl.: As above**

**THE GROB TEA COMPANY LIMITED.**

CIN: L74110WB1895PLC000963

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)

**POSTAL BALLOT NOTICE**

Dear Member(s),

**NOTICE IS HEREBY GIVEN THAT** pursuant to the provisions of Sections 110, 108 and all other applicable provisions of the Companies Act, 2013 ("**the Companies Act**" or "**the Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standards – 2 on "General Meetings" issued by the Institute of Company Secretaries of India (ICSI), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, read with the Circulars Nos. 14/2020 dated April 08, 2020 17/2020 dated April 13, 2020 and other relevant Circulars including General Circular No. 09/2024 dated September 19, 2024, 03/2025 dated September 22, 2025 and/or any other circulars issued from time to time by Ministry of Corporate affairs ("MCA")(collectively referred to as "**MCA Circulars**") and the Circulars issued from time to time by the Securities and Exchange Board of India ("**SEBI**") (the "**SEBI Circulars**"), other applicable laws, rules and regulations, if any, that the resolution(s) set forth below, are proposed to be passed by the Members of The Grob Tea Company Limited ("Company") through Postal ballot, only by way of voting through electronics means ("remote e-voting").

In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice along with the Explanatory Statement and remote e-voting instructions only by email to all its Members who have registered their e-mail addresses with the Depositories / Depository Participants / Registrar and Share Transfer Agent of the Company as on **Friday, November 21, 2025 (Cut-off Date)**. If your email address is not registered with the Company/RTA/ Depositories / Depository Participants, please follow the process provided in note No. 11 of the notes to this Postal Ballot notice. The communication of assent/dissent of the Members on the resolutions proposed in the Notice will only take place through remote e-voting system.

Detailed Explanatory Statement under Section 102(1) of the Act setting out the matters fact relating to the resolutions and instructions for remote e-voting are annexed to this Notice.

The Company has engaged serviced of the National Securities Depository Limited ("**NSDL**") for facilitating e-voting. Instructions for remote e-voting are provided in the Notice.

The Postal Ballot Notice will be placed on the website of the company at [www.grobtea.com](http://www.grobtea.com) and the website of the National Securities Depository Limited ("**NSDL**") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). the Postal ballot notice can also be accessed from the website of the Stock Exchange viz., National Stock Exchange of India Limited, at [www.nseindia.com](http://www.nseindia.com) and CSE Limited at [www.cseindia.com](http://www.cseindia.com) where the Equity Shares of the Company are listed and on the website of the Registrar & Share Transfer Agent ("RTA") M/s Niche Technologies Private Limited at [www.nichetechpl.com](http://www.nichetechpl.com).

**The e-voting facility will be available from Sunday, 30<sup>th</sup> November, 2025 (9.00 a.m. IST) and ends on Monday, 29<sup>th</sup> December, 2025 (5.00 p.m. IST).** The e-voting module shall be disabled by NSDL for voting thereafter

The Board of Directors vide its resolution dated 25<sup>th</sup> November, 2025 has appointed Mr. Mohan Ram Goenka Partner of M/s MR & Associates, Practicing Company Secretary holding Certificate of Practice No. 2551, to act as the Scrutinizer for conducting the Postal Ballot through e- voting process in a fair and transparent manner and consent has been received from the Scrutinizer conveying his willingness for the appointment.

In accordance with the provision of the MCA Circular, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the notes under section "General information and instructions relating to e-voting in this postal Ballot Notice to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 05.00 P.M IST on December 29, 2025, failing which it will be strictly considered that no vote has been received from shareholders.

The Scrutinizer will submit the report to the Company Secretary of the after completion of scrutiny of the e- voting. The results of Postal Ballot by way of e-voting shall be declared **within 2 (two) working days from the conclusion of the remote e-voting**. The voting results declared along with the Scrutinizer's Report will be intimated to the Stock Exchanges, viz., National Stock Exchange of India Limited ('NSE') and the Calcutta Stock Exchange Limited ('CSE') where the Equity Shares of the Company are listed. The same will also be uploaded on the company's website at [www.grobtea.com](http://www.grobtea.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

#### **SPECIAL BUSINESS:**

##### **1. To Approve the increase in the limit to give Loan(s)/ provide Guarantee(s) or Security(ies) make Investment(s) under Section 186 of Companies Act, 2013**

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

**"RESOLVED THAT** Pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Meeting of Board and its Power) Rules, 2014 and other applicable Rule, if any (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, consent of the Members 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, unless the context otherwise required, any duly constituted Committee thereof or any Director or Officer(s) authorized by the Board to exercise the power conferred on the Board under this resolution to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate whether Indian or overseas, from time to time in one or more tranches as the Board in their absolute discretion deemed beneficial and in the interest of the company, however the aggregate amount of the loans given/guarantees or securities provided/investments so far made, along with the loans/guarantees/securities/investments proposed to be made by the company from time to time, in future shall not exceed at any time Rs. 250 Crores (Rupees Two Hundred Fifty Crores only) over and above the prescribed limit under section 186(2) of the Companies Act, 2013 i.e, sixty per cent of the paid up share capital, free reserve and securities premium account of the Company one hundred per cent of free reserve and securities premium account of the Company, whichever is more.

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans/guarantees/securities/investments including the timing, amount and other terms and conditions of such loans/guarantees/securities/investments and varying the same either in part or full as it may deem appropriate and to execute such documents, deeds, writings, papers and/ or agreements as may be required to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any decision, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.

**"RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and are hereby jointly/severally authorized to sign and are hereby jointly/ severally authorized to sign such forms/returns as may be required to be submitted to the Register of Companies or such other authorities as may be required and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution".

**2. To Consider increase in the Borrowing Powers of the Company under Section 180(1)(C) of the Companies Act, 2013**

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

**“RESOLVED THAT** in supersession to the earlier resolutions passed in this regard, and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which expression includes the Finance Committee or any other Committee duly constituted by the Board to exercise its powers, including powers conferred by this resolution), to borrow from time to time all such sums of money as they may deem requisite for the purpose of the business (including but not limited to, financing any capital or revenue requirements, or funding new business ventures or organic / inorganic opportunities) of the Company, notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital of the Company, free reserves and securities premium, provided, however, the total amount so borrowed / to be borrowed (other than temporary loans from the Company’s banker) and outstanding at any point of time by the board of directors from existing limit Rs. 200 Crores (Rupees Two Hundred Crores) to Rs. 250 Crores (Rupees Two Hundred Fifty Crores Only).

**RESOLVED FURTHER THAT** subject to the provisions of the Act, the Rules framed thereunder and other applicable laws (if any), the borrowings stated above may be secured or unsecured, and shall include, but shall not be limited to, borrowings from any person(s) (whether natural or artificial), by way of Loans, Inter Corporate Deposits (ICDs), Term Loan and Working Capital and any other facilities from Banks / Financial Institutions, Commercial Papers (CPs), Public Deposits, External Commercial Borrowings (ECBs), Debentures (whether convertible or non-convertible), Bonds (including Foreign Currency Convertible Bonds) or any other debt instruments permitted to be issued by the Company under any law for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which expression includes the Finance Committee or any other Committee duly constituted by the Board to exercise its powers, including powers conferred by this resolution), be and is hereby severally authorized to arrange, finalize and settle the terms and conditions, on which monies shall be borrowed from time to time including but not limited to interest, repayment, security or otherwise to negotiate, sign and execute the necessary agreements, documents, instruments, undertakings or such other writings as may be required and to obtain necessary permissions and approvals as the case may be, and to do all such acts, deeds, matters and things as may be necessary, incidental and/or consequential to give effect to the above resolution.

**RESOLVED FURTHER THAT** a true copy of the foregoing resolution, certified to be true by any one of the Directors or the Chief Financial Officer or the Company Secretary of the Company, be furnished to the concerned authority(ies)/person(s)/Bank(s) and they be requested to act accordingly.”

**3. To approve the increase in Existing Limits of the Company under section 180 (1)(a) of the Companies Act, 2013 for Sale, creation of Mortgage or Charge on the assets, properties or undertaking(s) of the Company**

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

**“RESOLVED THAT** in supersession to the earlier resolutions passed in this regard, and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company which expression includes the Finance Committee or any other duly constituted Committee constituted by the Board to exercise its powers, including powers conferred by this resolution), to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever



(hereinafter referred to as the "Assets") and/or creating a charge on the Assets to or in favour of banks, financial institutions, investors, trustees or any other lenders, under their respective Agreements, promoters to secure the amount borrowed by the Company or subsidiary(ies) of the Company from time to time for the due re- payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of the said borrowings provided that the aggregate indebtedness so secured by the Assets does not exceed Rs. 250 crores (Rupees Two Hundred Fifty Crores Only) at any time.

**RESOLVED FURTHER THAT** the securities/charges to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorized to finalize with the Lending Agencies/ Trustees, the documents for creating, modifying the aforesaid security, mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents to sign the necessary agreements, documents as the case may be, obtain necessary permissions, approvals as the case may be, to settle all questions and difficulties in connection with the sale without requiring to seek any further approval of the members and to do all such acts, deeds, matters and things as may be necessary, incidental and/or consequential to give effect to the above resolution including filing of necessary forms, returns, applications and submissions under the Act ."

#### **4. Approval for increasing the limit for making Donation/Contribution pursuant to Section 181 of Companies Act, 2013**

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

**"RESOLVED THAT** Pursuant to Section 181 of the Companies Act, 2013 ("the Act") and other applicable provision (including any statutory amendment(s), modification(s), clarification(s), substitution(s), enactment(s), or re-enactment(s) thereof for the time being in force) and other rules, regulations, guidelines, statutory modifications made by any statutory authorities and modifications thereof, and in accordance with the recommendation of the Board of Directors of the company, the consent of the Members of the Company be and is hereby accorded to contribute, donate or otherwise provide assistance from time to time to any bonafide charitable, social, benevolent and other funds, body, society, trust, etc., as the board of director of the company may in their discretion deem fit, an amount not exceeding Rs. 1 Crore (One Crore Only) in any financial year, notwithstanding the fact that the aggregate of such contributions may exceeds 5% of net profits of the company's average net profit for the preceding three financial years.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the aforesaid resolution and to authorize any of the Directors and/ or Key managerial personnel and/or officers of the company to take necessary actions on behalf of the company in this regard".

**By the Order of the Board of Directors  
For, The Grob Tea Company Limited**

**Sd/-  
Neha Singh  
Company Secretary & Compliance Officer  
(Mem No: ACS 54315)**

**Kolkata, 25<sup>th</sup> November, 2025**

**Registered Office:**

"Haute Street, 9<sup>th</sup> Floor  
86A, Topsia Road, Kolkata-700046

**Website:** [www.grobtea.com](http://www.grobtea.com)

**E-mai:** [grobtea@rawalwasia.co.in](mailto:grobtea@rawalwasia.co.in)

**CIN:** L74110WB1895PLC000963`

### **NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("**the Act**") setting out all material facts relating to the Resolutions mentioned in this Postal Ballot Notice is attached.
2. This Notice is being electronically 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 **Friday, 21<sup>st</sup> November, 2025** and who have registered their e-mail addresses with the Depositories / Depository Participants / Registrar and Share Transfer Agent. A person who is not a Member as on the Cut-off date shall consider this Notice for information purpose only.
3. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the Cut-off date, i.e., **Friday 21<sup>st</sup> November, 2025**. A person whose name is recorded in the Register of members of the company and/or in the Register of Beneficial Owners maintained by the Depositories as on the cut -off date shall only be entitled to cast vote through remote e-voting.
4. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules framed thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**") and the relevant Circulars issued by the Ministry of Corporate Affairs ("**the MCA Circulars**"), the Company is pleased to provide its Members the facility to exercise their right to vote electronically on the Postal Ballot through the Electronic Voting (e-voting) Services provided by National Securities Depository Limited ("**NSDL**"). The instructions for electronic voting are annexed to this Notice. Accordingly, the physical copies of Notice of postal ballot forms will not be sent to the members and accordingly, the Members are required to communicate their assent dissent through remote e-voting.
5. E-voting facility will be available from **Sunday, 30<sup>th</sup> November, 2025 from 9.00 A.M. (IST) till Monday, 29<sup>th</sup> December, 2025 upto 5.00 P.M. (IST)**. The e-voting module shall be disabled by NSDL for voting after the above mentioned time. Members are requested to refer to instructions for e-voting, appended to this Notice. The remote e-voting module be disabled by NSDL During the e-voting period, Members can login to NSDL's e-voting platform any number of times till they have voted on the Resolutions. Once the vote on the Resolutions is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
6. The resolution if passed by the requisite majority through postal ballot, will be deemed to have been passed on the last date specified for voting i.e, 29<sup>th</sup> December, 2025. Further resolution passed by the shareholders through postal ballot is deemed to have been passed as if the same has been passed at a general meeting of the shareholders.
7. Mr. Mohan Ram Goenka (FCS No. 2551) Partner of M/s MR & Associates, Practicing Company Secretaries have been appointed as the Scrutinizer for conducting the Postal Ballot through remote E-voting process in a fair and transparent manner.
8. The Scrutinizer immediately after the conclusion of voting, shall unblock the vote cast through remote e-voting, upon completion of scrutiny of the remote e-voting, the scrutinizer shall submit his report to the chairman or any other person authorised by him. The result of the postal ballot will be announced within 2 (two) working days from the conclusion of the remote e-voting and will also be displayed on the website of the company at [www.grobletea.com](http://www.grobletea.com) besides being communicated to the Stock Exchanges, Depositories and the Registrar & Share Transfer Agent.
9. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the company situated at 'Haute Street', 9<sup>th</sup> Floor, 86A Topsia Road, Kolkata-700046 between 11.00 am to 5.00 pm and will also be applicable for inspection electronically until the last date for receipt of voted through the e-voting process. Members seeking to inspect such documents can send

an email to [grobtea@rawalwasia.co.in](mailto:grobtea@rawalwasia.co.in) from their registered email address along with details of their Folio No/DP ID and Client ID.

#### DISPATCH OF POSTAL BALLOT NOTICE THROUGH E-MAIL AND REGISTRATION OF E-MAIL IDS:

10. In accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Postal Ballot Notice will not be circulated. The Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depository(ies) / Depository Participant(s), as on **Friday, 21<sup>st</sup> November, 2025**, and who have registered their e-mail addresses with the Company or with the Depositories / Depository Participants.  
Therefore, Members are requested and encouraged to register / update their email addresses, with their Depository Participant (in case of Shares held in dematerialized form) or with Niche Technologies Private Limited our Registrar and Share Transfer Agent ("RTA") (in case of Shares held in physical form).
11. Members holding shares in physical mode and who have not registered / updated their e-mail addresses are requested to update their e-mail addresses with the Registrar and Transfer Agents of the Company, viz., Niche Technologies Private Limited in prescribed Form ISR-1 and other forms pursuant to Circular issued by the Securities and Exchange Board of India (SEBI), bearing No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021. The formats of the forms are available on the Company's website at [www.grobtea.com](http://www.grobtea.com) and on the website of the Niche Technologies Private Limited at [www.nichetechpl.com](http://www.nichetechpl.com). Members holding shares in dematerialized mode are requested to register/ update their e-mail addresses with the relevant Depository Participant(s). The Company and RTA will co-ordinate with NSDL and provide the login credentials to the abovementioned Members, subject to receipt of the required documents and information from the Members. The Postal Ballot Notice is also being uploaded on the website of the Company [www.grobtea.com](http://www.grobtea.com) and on the websites of the Stock Exchanges at CSE Limited ([www.cseindia.com](http://www.cseindia.com)) and the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).
12. The results of voting on the Resolutions will be declared **within 2 (two) working days from the close of business hours on Monday, 29th December, 2025** and will be displayed at the Registered Office of the Company and on the website of the Company [www.grobtea.com](http://www.grobtea.com) besides being communicated to the concerned Stock Exchanges and NSDL.

#### 13. INSTRUCTIONS FOR VOTING:

##### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

##### **Step 1: Access to NSDL e-Voting system**





##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification



<p>mode with NSDL.</p>	<p>code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as</li> </ol>

	<p>per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911
<p><b>B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.</b></p> <p><b><u>How to Log-in to NSDL e-Voting website?</u></b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under</li> </ol>	

‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [goenkamohan@gmail.com](mailto:goenkamohan@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [www.grobtea.com](http://www.grobtea.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [www.grobtea.com](http://www.grobtea.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all the material facts relating to the Special Businesses mentioned in this Postal Ballot Notice is given below:

**Item No 1:**

Under the provision of Section 186 of the Companies Act, 2013 the power to make loan(s) and/or give guarantees or provide security(ies) in connection with loan(s) made and to make investments in shares, debentures and/or any other securities of any other body corporates, in excess of the limit prescribed, can be exercised by the Board of Directors only with the consent of the shareholders obtained by means of a Special Resolution.

As per section 186(2) of the Act, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of paid up share capital, free reserves and securities premium account of the company or one hundred per cent of its free reserves and securities premium account of the company, whichever is more.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of funds by giving commensurate loan(s) / providing guarantee(s) or securities(s) in connection with loans/ to make investment(s) to person(s) or bodies corporate(s), from time to time, in excess of the limits specified under Section 186 of the Companies Act, 2013.

The Board of Directors at their meeting held on November 25, 2025, subject to the approval of members of the Company, had proposed and approved, for seeking the member's approval for increase in limit under Section 186 of the Act, to an aggregate sum of Rs. 250 Crores (Rupees Two Hundred Fifty Crores Only), notwithstanding that the aggregate of loan and investment so far made, the amounts for which guarantee is given along with the investments, loans, inter-corporate deposit, guarantee proposed to be made or given by the Board may exceed the prescribed limit under section 186 of the Companies Act, 2013. Also, as required under section 186 of the act read with the Companies (Meeting of the Board and its Power) Rules, 2014.



Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 1 of this Postal Ballot Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the members of the Company as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their Directorship and Shareholding, in the resolution set out at Item No. 1 of the Notice

The Board recommends the Resolution set forth in Item No. 1 for the approval of the Members.

## **Item No 2:**

The member of the company passed the Special Resolution through Postal Ballot on 23<sup>rd</sup> February, 2021 and authorized the Board of Directors of the Company, for borrowing monies on behalf of the company from time to time, upon an aggregate amount not exceeding Rs. 200 crores (Rupees Two Hundred Crores) over and above the limit the paid up share capital of the company and its free reserves.

Considering the future expansion plans, the Company may require additional funds to support from banks, financial institutions, NBFCs or any other entities.

Keeping in view the above requirements, it is proposed to revise the borrowing power of the Board of directors (hereinafter referred as "the Board" which term shall be deemed to include, any Committee, including the Committee of Directors or any officer(s) authorized by the Board or committee to exercise the powers conferred on the Board by this Resolution) upto Rs. 250 Crores (Rupees Two Hundred Fifty Crores Only) for smooth functioning of the company.

It is further informed that the provision of section 180(1)(c) of the companies Act, 2013 ("Act") imposes restriction on the borrowing power of the Board to the extent of aggregate amount of paid up share capital, free reserve and securities premium. However, an amount in excess of the said limit can be borrowed after obtaining prior approval of shareholders of the company by way of special Resolution.

Accordingly, it is proposed to obtain the approval of the Members for this purpose in modification to the previous resolution approved by the members through Postal ballot on 23<sup>rd</sup> February, 2021. The Board accordingly recommends the Resolution set out in item No. 2 of this Postal ballot notice for approval by Members by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their Directorship and Shareholding, if any, in the Company, in the resolution set out at Item No. 2 of the Notice.

## **Item No 3:**

The members of the company passed the Special Resolution through Postal Ballot on 23<sup>rd</sup> February, 2021 and authorized the Board of directors of the company for creation of charge/ mortgage on the assets of the company under section 180(1)(a) of the companies Act, 2013 to the extent of Rs. 200 Crores (Two Hundred Crores). Pursuant to provision of section 180(1)(a) of the Companies Act, 2013, The board of directors shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any of such undertakings only with the consent of the members by a Special Resolution.

In this regard it is proposed to seek consent of the Members by way of Special Resolution to revise the limit for creation of charge of mortgage, and/or charge, in addition to the mortgages/charge created/ to be created by the company, in such form and manner and on such terms as the Board (hereinafter referred as "the Board" which term shall be deemed to include, any Committee, including the Committee of Directors or any officer(s) authorized by the Board or committee to exercise the powers conferred on the Board by this Resolution) may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, in favour of the lenders, agents and Trustees for securing the borrowings of the Company availed/ to be availed by way of Loan, from time to time, subject to limit upto Rs. 250 Crores (Two Hundred Fifty Crores Only).

Accordingly, it is proposed to obtain approval of the members for this purpose in modification to the previous resolution approved by the members through Postal ballot 23<sup>rd</sup> February, 2021. The Board accordingly

recommends the resolution set out in Item No. 3 of this Postal Ballot Notice for approval of the members by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their Directorship and Shareholding, if any, in the Company, in the resolution set out at Item No. 3 of the Notice.

**Item No 4:**

In sync of business responsibility, company's involvement in the social/environmental and sustainability initiatives becomes obligatory and in the normal course of business, the company may be required to make donation and/or contribution for charitable, religious or other bona fide causes and timely support to various eligible charitable organizations, other funds, body, society, trust, etc., from time to time.

In terms of the provision of section 181 of the companies Act, 2013, any amount contributed to any charitable and other funds in excess of 5 % of the company's average net profits during the three immediately preceding financial years requires prior approval of members of the company. Therefore, approval of the members of the company is sought as an enabling authorization, for making donation/contribution to charitable, social, benevolent and other funds, body, society, trust, etc., Pursuant to section 181 of the companies Act, 2013 enabling the Board of directors (including any committee thereof) to contribute, donate, subscribe or otherwise provide assistance from time to time to any bonafide charitable, social, benevolent and other funds, body, university, institute, society, trusts, etc. for charitable and other purpose for the welfare of the society at large an amount not exceeding Rs. 1 Crore (One Crore Only) in any financial year, notwithstanding that such amount in any financial year may exceed the limit of 5% of average net profits for the three immediately preceding financial years of the company.

Accordingly, the Board recommends the resolution as set out in Item No.4 of this Postal ballot notice, as a Special Resolution, for approval by the Shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their Directorship and Shareholding, if any, in the Company, in the resolution set out at Item No.4 of the Notice.

**By the Order of the Board of Directors  
For, The Grob Tea Company Limited**

**Sd/-**

**Neha Singh  
Company Secretary & Compliance Officer  
(Mem No: ACS 54315)**

**Kolkata, 25<sup>th</sup> November, 2025**

**Registered Office:**

"Haute Street, 9<sup>th</sup> Floor  
86A, Topsia Road, Kolkata-700046

**Website:** [www.grobtea.com](http://www.grobtea.com)

**E-mai:** [grobtea@rawalwasia.co.in](mailto:grobtea@rawalwasia.co.in)

**CIN:** L74110WB1895PLC000963