



THE GROB TEA CO. LTD.

9th January, 2017

To,
The Secretary
National Stock Exchange of
India Limited
Exchange Palza Bandra Kurla
Complex Mumbai - 400051

To,
The Secretary
The Calcutta Stock Exchange
Limited
7 Lyons Range,
Kolkata - 700 001

Dear Sir,

**Re: Corporate Governance - Compliance
Report -December, 2016**

Pursuant to Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we are enclosing herewith the Compliance Report on Corporate Governance for the quarter ended 31st December, 2016.

This is for your information and record.

Yours Faithfully,
For The Grob Tea Co. Ltd.

Kritika Mohata

(Company Secretary)

Encl: As above

Quarterly Report on Corporate Governance

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

2 Quarter Ending : 31st December, 2016

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN (\$) & DIN	Category (Chairperson/ Executive/ Non Executive/ Independent/ Nominee)	Date of appointment in the current term/ cessation	Tenure *	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of membership in Audit /Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Pradeep Kumar Agarwal	PAN : ACSPA5048G, DIN : 00703745	Non - Executive Director	26/08/2009	-	1	0	1
Mr.	Mukesh Kumar Agarwal	PAN : ACSPA5049H, DIN : 00697746	Non - Executive Director	26/08/2009	-	1	1	0
Mr.	Indu Bhusan Sharaf	PAN : ALSPS1966L, DIN : 00047266	Executive Director	27/05/2009	4 years (w.e.f. 26.05.2017)	1	2	0
Mr.	Purushottam Jagannath Bhide	PAN : AEKPB2976E, DIN : 00012326	Non - Executive Independent Director	30/05/2014	3 years (w.e.f. 30.05.2014)	7		5
Mr.	Harischandra Maneklal Parekh	PAN : AFVPP3500N, DIN : 00026530	Non - Executive Independent Director	30/01/2006	3 years (w.e.f. 30.05.2014)	9	5	5
Mrs.	Priyanka Singhania	PAN : ACQPC9037M, DIN : 07195629	Non - Executive Independent Director	15/09/2015	3 years (w.e.f. 30.05.2015)	1		
Mr.	Sanjay Kumar Agarwal	PAN : AESPA7314R, DIN : 00189691	Non - Executive Independent Director	25/05/2016	3 years (w.e.f. 25.05.2016)	2	1	0

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

& Category of directors means executive / non - executive / independent/ Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II Composition of Committee		
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non Executive/ Independent/ Nominee)
1. Audit Committee	Mr. P J Bhide	Chairperson Non Executive Independent Director
	Mr. H M Parekh	Non Executive Independent Director
	Mr. I B Sharaf	Executive Director
	Mr Sanjay Kumar Agarwal	Non Executive Independent Director
2. Nomination & Remuneration Committee	Mr. H M Parekh	Chairperson Non Executive Independent Director
	Mr. P J Bhide	Non Executive Independent Director
	Mr P K Agarwal	Non Executive Director
	Mr Sanjay Kumar Agarwal	Non Executive Independent Director
3. Risk Management Committee (if applicable)	N.A.	
4. Stakeholders Relationship Committee	Mr P K Agarwal	Chairperson Non Executive Director
	Mr M K Agarwal	Non Executive Director
	Mr I B Sharaf	Executive Director

& Category of directors means executive / non - executive / independent/ Nominee. If a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors		
Date(s) of Meeting in the previous quarter	Date (s) of the Meeting (if any) in the relevant quarter	Maximun gap between any two consecutive meetings (in number of days)
10th August, 2016	12th November, 2016	93 days

IV. Meeting of Committees			
Date(s) of Meeting of Committee in the relevant quarter	Whether Requirement of Quorum met (Details)	Date(s) of Meeting of the Committee in the previous quarter	Maximun gap between any two consecutive meetings (in number of days)*
Audit Committee - 12th November, 2016	Yes	10th August, 2016	93 Days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transaction	
Subject	Compliance Status (Yes/ No/ NA) refer note below
Whether prior approval of audit committee obtained	YES
Whether shareholders approval obtained for material RPT	N. A. (No Such Transaction Entered)
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

Note

- In the column " Compliance Status" , compliance or non compliance may be indicated by Yes/ No/ N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may b Indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A. " may be Indicated.
- If status is "No" details of non - compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
- The composition of the follwing committees is In terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders relationship Committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015
- This report shall be placed in the next Board of Directors meeting. Any Comments/ observations /advice of Board of Directors may be mentioned herein

For The Grob Tea Company Limited

Kritika Mohata

(Kritika Mohata)
Company Secretary