



THE GROB TEA CO. LTD.

25th May, 2023

To,
The Secretary
National Stock Exchange of India
Limited
Exchange Palza Bandra Kurla
Complex Mumbai - 400051
ISIN : INE646C01018

To,
The Secretary
The Calcutta Stock Exchange Limited
7 Lyons Range,
Kolkata - 700 001
ISIN : INE646C01018

Dear Sir,

Sub : **Outcome of the Board Meeting dated 25th May, 2023**

Meeting Commencement Time	11:30A.M
Meeting Conclusion Time	12:45P.M

1. Audited Financial Results for the quarter and year and year ended 31st March, 2023.

Board has approved Audited Financial Results for the quarter and year ended 31st March, 2023.

Pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation, 2015 we enclose the following:

- Audited Financial Results of the Company for the quarter and year ended 31st March, 2022 along with Audit Report.

2. Declaration of Dividend

Board has approved to Declare Dividend at Rs. 2/- per share for the Financial Year 31st March, 2023.

3. Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 - Completion of tenure of Mrs. Priyanka Singhania as an Independent Director.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Para A of Part A of Schedule III to the said Regulations, this is to inform that Mrs. Priyanka Singhania (DIN: 07195629) an Independent Director of the Company has completed the second term of office on May 28, 2023, thereby completing two terms as an



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Independent Director and consequently he also ceased to be a Director of the Company with effect from close of business hours of May 28, 2023.

Details as required under Regulation 30 of the Listing Regulations and SEBI No.CIR/CFD/CMD/4/2015 dated September 09, 2015 is given below:-

Sl. No.	Disclosure Requirements	
1.	Details Reason for Change viz. appointment, resignation, removal, death or otherwise;	Completion of tenure of Mrs. Priyanka Singhania, Independent Director of the Company.
2.	Date of Appointment / Cessation (as applicable) & term of Appointment	28 th May, 2023

4. Appointment of Additional Independent Director

Based on recommendation of Nomination and Remuneration Committee, Board has approved appointment of Mr. Nirmal Kumar Goyal (DIN : **07522771**) as an Independent Director for a term of five years (5) w.e.f 25th May, 2023 subject to the approval of shareholders and other requisite approval and permission as applicable in accordance with the provisions of Companies Act 2013. Brief Profile of Director is enclosed herewith.

SN.	Requirement	Disclosure - I
1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointment as Independent Director
2.	Date of appointment/ cessation & term of appointment	W.e.f 25 th May 2023 to hold office till the conclusion of the ensuing Annual General Meeting of the Company
3.	Brief Profile	Mr. Nirmal Kumar Goyal is Graduate in commerce. He is having more than 30 years of experience in tea industry. He shoulders responsibility for business strategies and decision making of various companies.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Nirmal Kumar Goyal is not related to any of the Directors or Key Managerial Personnel or Promoters of the Company
5.	Information as required under circular NSE/CML/2018/24 issued by NSE	Mr. Nirmal Kumar Goyal is not debarred from holding the office of director by virtue of any SEBI order or any other such authority..



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5. Approval of reconstitution of Committees of Board of Directors -

Consequent to the changes in the Composition of Board of Director of the Company, the Board of Directors have approved the reconstitution of certain committees of the BOD with effect from 26th May 2023 as under -

I. The BOD has reconstituted the Stakeholder Relationship Committee as under -

Sl. No	Name of the Member	Designation in Committee
1.	Nirmal Kumar Goyal	Chairman
2.	Indra Agarwal	Member
3.	Pradeep Kumar Agarwal	Member
4.	Mukesh Kumar Agarwal	Member

II. The BOD has reconstituted the Nomination and Remuneration Committee as under -

Sl. No	Name of the Member	Designation in Committee
1.	Sanjay Kumar Agarwal	Chairman
2.	Niraj Kumar Harodia	Member
3.	Nirmal Kumar Goyal	Member

III. The BOD has reconstituted the Audit Committee as under -

Sl. No	Name of the Member	Designation in Committee
1.	Sanjay Kumar Agarwal	Chairman
2.	Niraj Kumar Harodia	Member
3.	Nirmal Kumar Goyal	Member
4.	Pradeep Kumar Agarwal	Member

IV. The BOD has reconstituted the CSR Committee as under -

Sl. No	Name of the Member	Designation in Committee
1.	Nirmal Kumar Goyal	Chairman
2.	Pradeep Kumar Agarwal	Member
3.	Mukesh Kumar Agarwal	Member

6. Re - Appointment of Secretarial Auditor

The Board have approved the re - appointment of the Secretarial Auditor, M/s MR & Associates, Partnership Firm of 46, B B Ganguly Street, 4th Floor, R. No: - 6, Kolkata - 700 012 for the Financial Year 2023- 2024 in accordance with Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules.



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Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015

S.No	Particulars	M/s MR & Associates, Practising Company Secretary
1	Reason for Change Viz., appointment. Resignation, removal, death or otherwise;	Re - ppointment : M/s MR & Associates, Practising Company Secretary
2	Date of Appointment/cessation(as applicable) & terms of appointment	25.05.2023 CS Tanvee, Partner of M/s MR & Associates , Practicing Company Secretaries is appointed as Secretarial Auditor of the Company.
3	Brief profile (in case of appointment)	Name of Auditor: CS Tanvee, partner of M/s MR & Associates Office Address: 46, B B Ganguly Street, 4 th Floor, R. No: - 6, Kolkata - 700 012 Email: goenkamohan@ gmail.com Field of Experience: Having good working experience and proficiency in all matters related to company law, SEBI and various other business laws. Terms of appointment: Conduct Secretarial Audit for Financial Year 2023 - 2024. About the auditor: CS Tanvee (ACS) is an Associate Member of The Institute of Company Secretaries of India (ICSI). Having good working experience and proficiency in all matters related to company law, SEBI and various other business laws and have command over compliance management with respect to statutory reporting and other statutory requirements.
4	Disclosure of relationships between directors (in case of appointment of a director).	None

7. **Appointment of Internal Auditor of the Company.**

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended this is to inform you that Board of Directors has approved the appointment of M/s A.R.MAITI & CO Chartered Accountants having FRN 307093E as Internal Auditors of the Company for Financial Year 2023-24 in their meeting held on 25th May, 2023. Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements)



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Regulations 2015 read with SEBI circular No. CIR/CFD/ CMD/4/2015 dated 9th September 2015 are attached as ANNEXURE-A.

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with circular No. CIR/CFD/ CMD/4/2015 dated 9th September, 2015

S.No	Particulars	M/s A. R. MAITI & CO, Practising Chartered Accountant
1	Reason for Change Viz., appointment. Resignation, removal, death or otherwise;	Appointment: to comply with the Companies Act 2013 and the requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2	Date of Appointment/ cessation(as applicable) & terms of appointment	25.05.2023 CA A. R.MAITI, Partner of A. R. MAITI & CO , Practicing Chartered Accountant is appointed as Auditor of the Company.
3	Brief profile (in case of appointment)	Name of Auditor: CA A.R.MAITI , partner of M/s A. R. MAITI & CO Office Address: "Center Point", Room No. 442, 21, Old Court House Street, Kolkata - 700 001 Email: armco_ca@rediffmail.com Field of Experience: Having Specialisation in Tea Industry and good working experience and proficiency in all matters related to company law, SEBI, Taxation and various other business laws. Terms of appointment: Conduct Audit for Financial Year 2023 - 2024. About the auditor: CA A.R.MAITI is an Associate Member of The Institute of Chartered Accountant of India (ICAI). Having Specialisation in Tea Industry and good working experience and proficiency in all matters related to taxation, labour laws, SEBI and various other business laws and have command over compliance management with respect to statutory reporting and other statutory requirements.
4	Disclosure of relationships between directors (in case of appointment of a director).	None



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8. Appointment of Cost Auditor

On recommendation of Audit Committee Meeting held on August 14, 2021, appointed M/s D Sabyasachi & Co, Cost Accountants as the Cost Auditor of the company to conduct the Cost Audit for the financial year 2023-2024. Brief Profile and other statutory information in terms of SEBI Listing Regulations of the Cost Auditor is attached as Annexure.

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with circular No. CIR/CFD/ CMD/4/2015 dated 9th September, 2015

S.No	Particulars	M/s Sabyasachi & Co, Cost Accountant
1	Reason for Change Viz., appointment. Resignation, removal, death or otherwise;	Appointment
2	Date of Appointment/ cessation (as applicable) & terms of appointment	25.05.2023
3	Brief profile (in case of appointment)	Name of Auditor: Dipak Lal, Partner of M/s D. Sabyasachi & Co. Office Address: 4/7, Rani Rashmani Garden Lane, Kolkata - 700 015 Email: sabdutta@rediffmail.com Field of Experience: M/s Sabyasachi & Co is having experience of more than 25 years and having expertise in Cost Audit, Introduction of Cost Auditing system, GST, Income Tax etc. Terms of appointment: Conduct Cost Audit for Financial Year 2023 - 2024. About the auditor: Dipak Lal is an Associate Member of The Institute Of Cost & Management Accountants of India (ICMA). Having good working experience and proficiency in all matters related to cost and management accountant.
4	Disclosure of relationships between directors (in case of appointment of a director).	None

Kindly acknowledge the receipts and take on the record.

Thanking You,

Yours Faithfully,

For the Grob Tea Co. Ltd.

Chitra Jaiswal

(Company Secretary)