

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 on Tuesday, 29th September, 2020 at 2:00 P.M. through Video Conference/Other Audio Visual Means, to transact the following business. The venue of the meeting shall be deemed to be Registered Office of the Company at 9th Floor, 86A, Topsia Road, Haute Street, Kolkata – 700046.

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Board of Directors and Auditors report thereon.
2. To declare dividend for the financial year ended 31st March, 2020.
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. H M Parekh, 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 and pursuant to regulation 17(1A) of the Security and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015 other applicable provisions, if any, Mr. H M Parekh (DIN 00026530), who has attained the age of seventy five (75) years, 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 4 (Four) years, not liable to retirement by rotation.”
5. Re-appointment of Mr. P J Bhide, 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 and pursuant to regulation 17(1A) of the Security and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015 other applicable provisions, if any, Mr. P J Bhide (DIN 00012326), who has attained the age of seventy five (75) years, 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 4 (Four) years, not liable to retirement by rotation.”
6. Re-appointment of Mr. Pradeep Kumar Agarwal, as a Managing Director of the Company
“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Mr. Pradeep Kumar Agarwal (DIN: 00703745), Executive Director of the Company is proposed to be re-appointed as a Managing

Director of the Company for a period of 3 (Three) years with effect from 1st April, 2020, not liable to retirement by rotation, on the remuneration and terms and conditions, enumerated in the Statement attached hereto as recommended by the Nomination and Remuneration Committee and/or approved by Board from time to time and as may be acceptable to Mr. Pradeep Kumar Agarwal.”

“RESOLVED FURTHER THAT notwithstanding anything herein above stated where in any Financial Year during the tenure of Mr. Pradeep Kumar Agarwal as a Managing Director of the Company, the Company incurs loss or its profits are inadequate, the Company shall pay Mr. Pradeep Kumar Agarwal the remuneration by way of salary, perquisites and allowances as a minimum remuneration but not exceeding the limits specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.”

“RESOLVED FURTHER THAT Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

Registered Office:
 “HAUTE STREET” 9th Floor
 86A, Topsia Road,
 Kolkata-700046
 Dated: 29th June, 2020

By Order of the Board of Directors
 (KRITIKA MOHATA)
 Company Secretary

 Note:

1. In view of the global outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/ 2020 dated 13th April 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19” and General Circular No. 20/ 2020 dated 5th May 2020, in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid-19 pandemic” (“SEBI Circular”) have permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (the “Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), as amended from time to time, read with the MCA Circulars, SEBI Circular and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the Annual General Meeting (“AGM”) of the Company is scheduled to be held on Tuesday, 29th September 2020, at 2 p.m. (IST) through VC/OAVM and the voting for items to be transacted in the Notice to this AGM only through remote electronic voting process (“e-Voting”).
2. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated 5th May 2020, the matters of Special Business as appearing at Item Nos. 4 to 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
3. 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.
4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH

VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

5. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives to attend the AGM through VC or OAVM and to vote thereat through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at hmchoraria@gmail.com with a copy marked to evoting@nsdl.co.in and grobtea@rawalwasia.co.in.
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited's ("NSDL") e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 Members on a first come first served basis as per the MCA Circulars.
9. Further, due to non-availability of postal and courier services, on account of the threat posed by COVID-19 and in terms of the MCA Circulars and the SEBI Circular, the Company is sending this AGM Notice along with the Annual Report for FY20 in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the AGM and the Annual Report for FY20 has been uploaded on the website of the Company at www.grobtea.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited ("NSE") at www.nseindia.com, respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 23rd September 2020 to Tuesday, 29th September 2020, both days inclusive. If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend, subject to deduction of tax at source ("TDS"), will be made within a period of 30 days from the declaration, as under:
 - i) To all Beneficial Owners in respect of shares held in electronic form as per the data as may be made available by NSDL and Central Depository Services (India) Limited ("CDSL") (both collectively referred to as "Depositories") as of the close of business hours on Tuesday, 22nd September 2020;
 - ii) To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition requests lodged with the Company on or before the close of business hours on Tuesday, 22nd September 2020.
11. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. 1st April 2020 and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income-tax Act, 1961 (the "IT Act"). In general, to enable compliance with TDS requirements, Members are requested, to complete and/or update their Residential Status, Permanent Account Number ("PAN"), Category as per the IT Act with their Depository Participants ("DPs") or in case shares are held in physical form, with the Company by sending documents through e-mail by 15th September 2020.
12. Further, in order to receive the dividend in a timely manner, Members holding shares in physical form, who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service ("ECS") or any other means, are requested to send hard copies of the following details/documents to the Company's Registrar and Share Transfer Agent

("RTA"), viz. Niche Technologies Private Limited, 3A, Auckland Place, Room No. 7A & 7B, Kolkata 700017 latest by 15th September 2020:

- a) a signed request letter mentioning your Name, Folio Number, complete address and following details relating to Bank Account in which the dividend is to be received:
 - i. Name and Branch of Bank and Bank Account type;
 - ii. Bank Account Number and type allotted by your bank after implementation of Core Banking Solutions; and
 - iii. 11 digit IFSC Code.
 - b) Self-attested copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
 - c) Self-attested copy of the PAN Card; and
 - d) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
13. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/ deletion in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions to their DP regarding bank accounts in which they wish to receive dividend.
 14. For Members who are unable to receive the dividend directly in their bank accounts through ECS or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/Bankers' cheque/demand draft to such Members upon normalisation of the postal services.
 15. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form
 16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
 17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time
 18. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.grobtea.com (under 'Investor Relations' section). Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
 19. The format of the Register of Members prescribed by the MCA under the Act, requires the Company/ RTA to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. A form for capturing additional details is available on the Company's website www.grobtea.com (under 'Investor Relations' section). Members holding shares in physical form are requested to submit the filled in form to the Company or RTA in physical mode, after restoration of normalcy or in electronic mode to nichetechpl@nichetechpl.com, as per instruc-

- tions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
20. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
 21. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company within the stipulated timeline. Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in e-Form/ web form No. IEPF-5 available on www.iepf.gov.in. Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. The due date of transfer the shares in IEPF is 8th October 2020 for the F.Y. 2012-13. Members are requested to check the website of the company www.grobtea.com for further details.
 22. Members desiring inspection of statutory registers during the AGM may send their request in writing to the Company at grobtea@rawalwasia.co.in.
 23. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to grobtea@rawalwasia.co.in. up to the date of the AGM.
 24. This AGM Notice is being sent by e-mail only to those eligible Members who have already registered their e-mail address with the Depositories/the DP/the Company's RTA/the Company or who will register their e-mail address with RTA, on or before 5:00 p.m. (IST) on Tuesday, 15th September 2020.
 25. To facilitate Members to receive this Notice electronically and cast their vote electronically, the Company has published notice in the newspaper dated 14th August, 2020 for registration of e-mail addresses in terms of the MCA Circulars. Eligible Members who have not submitted their e-mail address to the company and/or RTA, are required to provide their e-mail address to the RTA, on or before 5:00 p.m. (IST) on Tuesday, 15th September, 2020 pursuant to which, any Member may receive on the e-mail address provided by the Member the Annual Report for FY20 and the procedure for remote e-Voting along with the login ID and password for remote e-Voting. The process for registration of e-mail address is as under:
 - I. For Members who hold shares in Electronic form:

Please contact your Depository Participant (DP) and register your email address.
 - II. For Members who hold shares in Physical form:

Send a mail to the Company and Registrars & Share Transfer Agent of the Company, Niche Technologies Pvt. Ltd. at grobtea@rawalwasia.co.in and nichetechpl@nichetechpl.com respectively along with the scanned copy of the request letter duly signed by sole/first shareholder quoting the 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 Aadhar Card) for registering email address.
 26. After successful submission of the e-mail address, NSDL will e-mail a copy of the Annual Report for FY20 along with the remote e-Voting user ID and password, within 48 hours of successful registration of the e-mail address by the Member. In case of any queries, Members may write to nichetechpl@nichetechpl.com or evoting@nsdl.co.in or grobtea@rawalwasia.co.in
 27. For permanent registration of their e-mail address, Members are requested to register their e-mail address, in respect of electronic holdings, with their concerned DP and in respect of physical holdings, with the RTA.

28. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/Annual Reports and other communications electronically to their e-mail address in future.
29. Process and manner for Members opting for e-Voting is, as under:-
- I. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company is offering only e-Voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically as well as for e-Voting during the AGM. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/ they have been passed at the AGM.
 - II. Members are provided with the facility for voting through Voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM.
 - III. Members who have already cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.
 - IV. Members of the Company holding shares either in physical form or electronic form as on the cut-off date of Tuesday, 22nd September 2020, may cast their vote by remote e-Voting. The remote e-Voting period commences on Saturday, 26th September 2020 at 9:00 a.m. (IST) and ends on Monday, 28th September 2020 at 5:00 p.m. (IST). 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 instructions for Members attending the AGM through VC/OAVM are as under:
 - A. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system and they may access the same at <https://www.evoting.nsdl.com> under the Shareholders/Members login by using the remote e-Voting credentials, where the EVEN of the Company will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting and submit votes on announcement by the Chairman. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further, Members may also use the OTP based login for logging into the e-Voting system of NSDL.
 - B. Members may join the AGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
 - C. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at grobtea@rawalwasia.co.in before 3.00 p.m. (IST) on Thursday, 24th September 2020. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

- D. Members who would like to express their views/ask questions as a Speaker at the AGM may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number to grobtea@rawalwasia.co.in between Monday, 21st September 2020 (9:00 a.m. IST) and Thursday, 24th September 2020 (5:00 p.m. IST). Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 - E. 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 or call on toll free no.: 1800-222-990 or send a request to or contact Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 at telephone no. 022- 24994360/022 24994545 or at E-mail id evoting@nsdl.co.in.
- VI. The instructions for Members for e-Voting are as under:

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

How to Log-in to NSDL e-Voting website?

- A. Visit the e-Voting website of NSDL. Open web browser by typing the following: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- B. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
- C. 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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- D. Your User ID details are given below:

Manner of holding shares i.e.

Demat (NSDL or CDSL) or Physical

Your User ID is:

- i. 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*****
- ii. 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*****
- iii. 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***

- E. Your password details are given below:

- i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- ii. 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 compel you to change your password.
 - iii. How to retrieve your 'initial password'?
If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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'.
- F. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
- i. 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.
 - ii. 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. 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.
- G. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
- H. Now, you will have to click on 'Login' button.
- I. 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?
- i. 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.
 - ii. After clicking 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.
 - iii. Select 'EVEN' of company for which you wish to cast your vote.
 - iv. Now you are ready for e-Voting as the Voting page opens.
 - v. 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.
 - vi. Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- VII. The instructions for Members for e-Voting during the proceedings of the AGM are, as under:
- The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/OAVM.
 - Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

General Guidelines for Members

- Institutional Members (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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to hmchoraria@gmail.com with a copy marked to evoting@nsdl.co.in.
 - 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 to reset the password.
 - 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
 - You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Tuesday, 22nd September 2020.
- IX. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Tuesday, 22nd September, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/RTA.
- X. 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 meeting.
- XI. 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 in a fair and transparent manner.
- XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
- XIII. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast during the AGM and, thereafter, unblock the votes cast through remote e-Voting and shall make, not later than 48 hours from 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 authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIV. The Results declared, alongwith the Scrutinizer's Report, shall be placed on the Company's website www.grobtea.com and on the website of NSDL www.evoting.nsdl.com, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. CSE and NSE and be made available on their respective websites viz. www.nseindia.com.

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. H M Parekh (DIN : 00026530) aged 83 years was appointed as Non-Executive Independent Director of the Company from 30.05.2014 and the Board, on recommendation by Nomination and Remuneration Committee hereby proposes his re-appointment further for a period not exceeding four years and the term is not liable for retirement by rotation.

Mr. Parekh has submitted a declaration to the Company to the effect that he meets the criteria of Independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Mr. Parekh 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.

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.

The Board considers that Mr. Parekh continued association would be immense benefit to the Company and it is desirable to continue to avail the services of Mr. Parekh 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. Parekh to whom the resolution relates are interested in the resolution mentioned at item no 4 of the Notice.

Item No. 5

Mr. P J Bhide (DIN : 00012326), aged above 86 years was appointed as Non-Executive Independent Director of the Company from 30.05.2014 and the Board, on recommendation by Nomination and Remuneration Committee hereby proposes his re-appointment further for a period not exceeding four years and the term is not liable for retirement by rotation.

Mr. Bhide has submitted a declaration to the Company to the effect that he meets the criteria of Independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Mr. Bhide 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 of shall be open for inspection by the Members at the Registered office of the Company during the normal business hour on any working days up to the date of the AGM.

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.

The Board considers that Mr. Bhide 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. Bhide 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. Bhide to whom the resolution relates are interested in the resolution mentioned at item no 5 of the Notice.

Item No. 6

Mr. Pradeep Kumar Agarwal (DIN: 00703745) was appointed as Managing Director on the Board of the Company w.e.f. 01.04.2017. Keeping in view of his vast experience in the business of Tea, Telecom and Real Estate the Board of Director of the Company at its meeting held on 14th Feb, 2020, on the recommendation of the Nomination & Remuneration committee, re-appointed Mr. P K Agarwal as Managing Director of the Company w.e.f 1st April, 2020 for a period of three years to take independent and overall control over the affairs of the Company.

The Board at the said meeting, on the recommendation of the Nomination & Remuneration committee also approved, subject to the approval of the members, the remuneration and terms and conditions as set out herein-

a) Remuneration:

- i) A salary at the rate of Rs. 2,75,000 (Rupees Two Lac Seventy Five Thousand only) per month w.e.f. 01.04.2020 subject to increment as may be decided by the Board from time to time with maximum ceiling limit upto Rs. 3,25,000.
- ii) Housing: Rent Free Furnished Accommodation or in lieu thereof House Rent Allowance upto 50% of the salary w.e.f. 01.04.2020 till 31.03.2023. Where accommodation is provided by the Company, the expenditure on Gas, Electricity, Water, Furnishings and Other Utilities to be borne/ reimbursed by the Company shall be evaluated as per the provisions of the Income Tax Act, 1961 and in the absence of any such provisions, the perquisites shall be evaluated at actual cost.
- iii) Medical Reimbursements: The reimbursements of medical expenses incurred by self and family of the Managing Director subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.
- iv) Leave Travel Concession: For self and family as per applicable Rules of the Company.
- v) Club Fees: Fees of clubs subject to a maximum of two clubs.
- vi) Leave: Encashment of leave as per rules of the Company.
- vii) Personal Accident Insurance/ Mediclaim Insurance: Policies in accordance with scheme applicable to senior employees of the Company upto Rs.20,000/ p.m.
- viii) Car: Free use of Car.
- ix) Telephone: The company shall provide a telephone at the residence and shall also provide all mobile phone facilities. Personal long distance calls will be treated as perquisites.
- x) Provident Fund: Company's contribution towards Provident Fund at the rate of 12% of the salary or such rate prescribed as per Employees' Provident Fund and Miscellaneous Provisions Act, 1952.

- xi) Superannuation Fund: Company's contribution subject to a maximum of 15% of the salary for every completed year of service.
 - xii) Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act, 1972
 - xiii) Credit Card: Entry and renewal fees to be paid by the Company. All expense for official purpose to be reimbursed/ paid by the Company at actuals.
 - xiv) Bonus/ Ex Gratia: This will be at the discretion of the Board subject to a limit of 20% of the Basic Salary.
- b) Minimum Remuneration: When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Pradeep Kumar Agarwal in accordance with the applicable provisions of Schedule V of the Companies Act, 2013 and subject to the approval of the Central Government, if required.

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.

Except Mr. Pradeep Kumar Agarwal to whom the resolution relates, Mr. Mukesh Kumar Agarwal Non-Executive Director and their relatives none of the Directors and KMP of the Company or their relative, are interested in the resolution mentioned above.

Brief resume and other details of Managing Director whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith as Annexure to the Notice.

ANNEXURE TO NOTICE :

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Mr. MK Agarwal	Mr. PK Agarwal	Mr. P J Bhide	Mr. H M Parekh
Date of Birth	23.04.1972	21.12.1970	21.06.1934	23.03.1937
Date of Appointment	04.03.2009	04.03.2009	30.06.2014	30.01.2006
Qualification	B Com	B Com	B Com , FCA	B Com
Expertise in Specific functional area	Industrialist having experience in the business of Tea, Telecom	Industrialist having vast experience in the business of Tea, Telecom and Real Estate.	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. (P) 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 (P) Ltd. 2. K L Mechanical Works (P) Ltd. 3. Strip Commodeal (P) Ltd. 4. SRTR Realtors (P) Ltd. 5. Transmission Projects (P) Ltd. 6. Syndicate Realityinfra (P) Ltd. 7. Richmond Plaza (P) Ltd. 8. Richmond Enclave P Ltd. 9. Jyotinetflex Projects (P) Ltd. 	<ol style="list-style-type: none"> 1. Rawalwasia Manufacturing Company (P) Ltd 2. K L Mechanical Works (P) Ltd. 3. Teletronic Products (P) Ltd. 4. Rawalwasia Indus. (P) Ltd. 5. Strip Commodeal (P) Ltd. 6. Pagoda Construction (P) Ltd/ 7. SRTR Realtors (P) Ltd. 8. Shroff Chemicals (P) Ltd. 9. Welkin Telecom Infra (P) Ltd. 10. Richmond Plaza (P) Ltd. 11. Richmond Enclave (P) Ltd 12. Jyotinetflex Projects (P) Limited 13. Dressing Trendz (P) Ltd. 	<ol style="list-style-type: none"> 1. Unick Fix-A-Form and Printers Ltd 2. Greenfield Exports Ltd 3. Western India Mining Services (P) Ltd. 4. Belsund Sugar & Industries Ltd. 5. Marmagoa Steel Ltd. 6. Dhunseri Investment Ltd. 7. Jiva Ferro Limited. 8. Topsel (P) Ltd. 9. Design India (P) Ltd. 10. Riga Sugar Co Ltd. 	<ol style="list-style-type: none"> 1. Diana Tea Co Ltd. 2. Rasoi Ltd 3. Willamson Magor & CO Ltd. 4. The Peria Karamalai Tea and Produce Co. Ltd. 5. Quality Tea Plantation (P) Ltd. 6. Babcock Borsig Ltd. 7. Tezpore Tea Company Limited 8. Moran Tea Co. (India) 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	NIL	<ol style="list-style-type: none"> 1. Dhunseri Investment Ltd. 2. Riga Sugar Co Ltd. 3. Unick Fix-A-Form and Printers Ltd 4. Belsund Sugar Industries Limited. 	<ol style="list-style-type: none"> 1. Diana Tea Co. Ltd 2. Gillanders Arbuthnot & Co Ltd. 3. Rasoi Ltd.
Number of shares held in the Share Capital of the Company	NIL	NIL	NIL	NIL