

THE GROB TEA CO. LTD.  
CIN: L15494WB1895PLC000963  
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)

**ANNEXURE TO THE NOTICE FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON TUESDAY,13<sup>TH</sup> DAY OF SEPTEMBER, 2016**

Name & Registered Address of  
Sole/First named Member :

Joint Holders Name if any :

Folio No./ DP ID & Client Id :

No. of Equity Shares Held :

Dear Shareholder,

**Subject: Process and manner for availing E-Voting facility**

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 30 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-Voting facility to the members to cast their vote electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Tuesday, 13<sup>th</sup> day of September, 2016 at 10:30 A.M at " Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata – 700017 and at any adjournment thereof.

The Company has engaged the service of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

<b>EVEN</b> (Electronic Voting Event Number)	<b>USER-ID</b>	<b>PASSWORD</b>
<b>104416</b>		

The E-Voting facility will be available during the following voting period:

Remote e-Voting start on	Remote e-Voting end on
10 <sup>th</sup> September, 2016 at 9:00 A.M. (IST)	12 <sup>th</sup> September, 2016 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notes of the AGM Notice before exercising your vote.

**By Order of the Board of Directors**

**(I B Sharaf)**  
Executive Director  
(DIN : 00047266)

Place: Kolkata  
Date : 1st August, 2016  
Enclo: AGM Notice/Attendance Slip/Proxy Form

# THE GROB TEA CO. LTD.

CIN: L15494WB1895PLC000963

Regd Office : 9<sup>th</sup> Floor, 86A, Topsia Road, Kolkata – 700046

Tel No. 033-40031325/26

email: [grobtea@rawalwasia.co.in](mailto:grobtea@rawalwasia.co.in), website : [www.grobtea.com](http://www.grobtea.com)

NOTICE is hereby given that the ANNUAL GENERAL MEETING of the members of THE GROB TEA CO. LTD. will be held at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700017 on Tuesday, 13<sup>th</sup> September, 2016 at 10:30 a.m. to transact the following business :

## ORDINARY BUSINESS

1. To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016, together with the Board of Directors and Auditors report thereon.
2. To declare a dividend of ` 2 per equity share of ` 10 each for the financial year ended 31<sup>st</sup> March, 2016
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.

4. To appoint Auditors of the Company to hold office, from the conclusion of the ensuing Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

## SPECIAL BUSINESS

5. To consider and if thought fit to pass with or without modification the following Resolution as an ORDINARY Resolution:-  
“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sanjay Kumar Agarwal (DIN 00189691), who was appointed as an Additional Director from May 25, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (Three) consecutive years for a term up to March 31, 2019.”

**By Order of the Board of Directors**

**(I B Sharaf)**  
**Executive Director**  
(DIN : 00047266)

Registered Office:  
“HAUTE STREET” 9<sup>th</sup> Floor  
86A, Topsia Road,  
Kolkata-700046  
Dated: 28<sup>th</sup> May, 2016

Note:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Proxies in order to be valid must reach the registered office of the Company at least 48 hours before the meeting. Proxy Form is also sent herewith.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the Company carrying voting rights. A Member holding more than ten percentage of the total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.

2. Share Transfer Books of the Company will remain closed from 07<sup>th</sup> September, 2016 to 13<sup>th</sup> September, 2016(both days inclusive) on account of Annual General Meeting and Dividend payment.
3. The dividend on Equity Shares as recommended by the Board, if declared at the Annual General Meeting, will be paid within a period of 30 days from the declaration to those members or their mandates whose names appear on the Company Register of Members or who are notified as beneficial owners by the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited at the close of business hours on 06<sup>th</sup> September, 2016.
4. The relative Explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.
5. Members are requested to intimate immediately change of Address, if any, to the Company/Registrar.
6. Members are hereby informed that Securities and Exchange Board of India (SEBI) has made it mandatory for all listed Companies to make cash payment through electronic modes to the investors. It is further directed that in case electronic payment is rejected or returned, the Company shall mandatorily print the bank account details of the investor on payment instrument. Members are requested to provide their updated Bank Account particulars to enable the Company/Registrar to electronically credit dividend directly in their bank accounts.

Members holding shares in demat mode are requested to send correct bank details (including MICR No, IFSC Code, Account Type etc.) to their respective Depository Participant. Members holding shares in physical form are required to send such bank details along with the cancelled cheques to our Registrar.

7. Members are also requested to inform their correct email address, if any, to the Depositories(if shares held in demat form) and to our Registrar (if shares held in physical form) in support of the green initiative in the Corporate Governance.
8. Corporate members intending to send their authorised representative's to attend the meeting are requested to send a certified copy of Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
9. Pursuant to Section 124 of the Companies Act, 2013, any money transferred to the unpaid dividend account of a Company remaining unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred to Investor Education and Protection Fund and thereafter no claims shall lie against the fund or the Company, you are advised to claim the same from the Company immediately.
10. Voting through electronic means
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- IV. The remote e-voting period commences on 10<sup>th</sup> September, 2016 (9:00 am) and ends on 12<sup>th</sup> September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 06<sup>th</sup> September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder - [Login](#)
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "**The Grob Tea Company Limited**".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [hmchoraria@gmail.com](mailto:hmchoraria@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith):
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. 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).
- IX. 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 06<sup>th</sup> September, 2016. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 06<sup>th</sup> September, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [grobtea@rawalwasia.co.in](mailto:grobtea@rawalwasia.co.in).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. 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 of 6<sup>th</sup> September, 2016 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. H M Choraria, Company Secretary (Membership No.FCS 2398) of M/s H M Choraria & Co. Practising Company Secretary has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.grobtea.com](http://www.grobtea.com) and on the website of NSDL within two days of passing of resolution at the AGM of the Company. The results shall also be communicated to CSE Limited where shares of the Company are listed.
- XVII. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.

#### **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. 5**

The Board of Directors (based on the recommendations of Nomination and Remuneration Committee) had appointed Mr. Sanjay Kumar Agarwal as an Additional Director of the Company with effect from 25<sup>th</sup> May, 2016 and would hold office upto the date of the ensuing Annual General Meeting of the Company. Mr. Agarwal is aged about **48** years, a Fellow member of the Institute of Chartered Accountant of India and has a vast experience in the field of audit, taxation and financial services.

The Company has received a notice in writing along with deposit of requisite amount under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Agarwal for the office of Director of the Company. He is not disqualified from being appointed as a Director and has given his consent to act as a Director and a declaration in writing to the effect that he meets the criteria of Independence as provided in Section 149 of Companies Act, 2013.

Keeping in view his experience and knowledge it will be in the interest of the Company to appoint him as an Independent Director to hold such office for a consecutive period of three years upto 31<sup>st</sup> March, 2019.

Save and except Mr. Sanjay Kumar Agarwal none of the Directors, in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 5 of the Notice. The Board commends the Ordinary Resolution set out at item No. 5 of the Notice for approval by shareholders.

**ANNEXURE TO NOTICE**

**Brief Profile of Mr. M K Agarwal, Non – Executive Director seeking re-appointment**

Mr. M K Agarwal, Non- Executive Director of the Company, aged **44** years retires at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. A brief resume, experience and functional expertise and membership on various Board and Committee of Mr. M K Agarwal as per regulation 36(3) and 26(4) of SEBI (LODR) Regulation, 2015 –

Date of Birth	23/04/1972
Date of first appointment	04/03/2009
Qualification	Graduate in Commerce
Experience in specific functional areas	Industrialist having experience in the business of Tea, Telecom and Real Estate.
Directorship in other companies apart from this Company	<ol style="list-style-type: none"><li>1. Rawalwasia Manufacturing Company Pvt. Ltd.</li><li>2. K L Mechanical Works Pvt. Ltd.</li><li>3. Strip Commodeal Pvt. Ltd.</li><li>4. SRTR Realtors Pvt. Ltd.</li><li>5. Transmission Projects Pvt. Ltd.</li><li>6. Syndicate Realityinfra Pvt. Ltd.</li></ol>
Chairman/Member of the Committee in which he is a Director apart from this Company	Nil
Shares of the Company held by him	Nil

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**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting Hall)

(Annual General Meeting – 13<sup>th</sup> September 2016)

I hereby record my presence at the Annual General Meeting of the Company held on Tuesday, 13<sup>th</sup> September 2016 at 10.30 A.M. at Bharatiya Bhasha Parishad, 36A Shakespeare Sarani, Kolkata 700 017.

Full Name of the member (in BLOCK LETTERS): \_\_\_\_\_

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Full Name of Proxy (in BLOCK LETTERS) : \_\_\_\_\_

Member/Proxy's Signature : \_\_\_\_\_

----- tear here -----

**FORM NO.MGT-11**

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 of the Companies (Management & Administration) Rules, 2014)

CIN : L15494WB1895PLC000963

Name of the Co. : THE GROB TEA CO. LTD.

Regd. Office : Haute Street, 9<sup>th</sup> floor, 86A Topsia Road, Kolkata 700 046

Name of the Members :

Registered Address :

E-Mail Id :

Folio no. / Client No. :

DP Id :

I/We, being the member(s) of \_\_\_\_\_ shares of the above Company, hereby appoint.

1. Name \_\_\_\_\_ Address \_\_\_\_\_  
E-Mail Id: \_\_\_\_\_ Signature \_\_\_\_\_ Or failing him
2. Name \_\_\_\_\_ Address \_\_\_\_\_  
E-Mail Id: \_\_\_\_\_ Signature \_\_\_\_\_ Or failing him
3. Name \_\_\_\_\_ Address \_\_\_\_\_  
E-Mail Id: \_\_\_\_\_ Signature \_\_\_\_\_

As my our proxy to attend and vote (on a poll) for me/us on my/our behalf at the AGM of the Company, to be held on Tuesday, 13<sup>th</sup> September 2016 at 10.30 A.M. at Bharatiya Bhasha Parishad, 36A Shakespeare Sarani, Kolkata 700 017 and at any adjournment thereof in respect of such resolution(s) as are indicated below.

	Resolution	For	Against
1	Consider & adopt of Audited Financial Statements. Reports of the Board of Directors & Auditors		
2	Declaration of Dividends		
3	Re-appointment of Mr.M.K.Agarwal (DIN No. 00697746) who retires by rotation		
4	Appointment of Auditors & to fix their remuneration		
5	Appointment of Mr. Sanjay Kumar Agarwal (DIN No. 00189691 ) as Independent Director		

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2016

Signature of the Shareholder(s) \_\_\_\_\_ Signature of Proxy(s) \_\_\_\_\_

**Notes: This form of proxy in order to be effective should be duly completed & deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**

Affix  
Revenu  
e Stamp