THE GROB TEA CO. LTD.

14th November, 2018

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 14th November, 2018**

Meeting Commencement Time	05:00 P.M.
Meeting Conclusion Time	05.45 P.M.

1. **Un - Audited Financial Results for the quarter and half year ended 30th September, 2018.**

   Board has approved Un - Audited Financial Results for the quarter and half year ended 30th September, 2018.

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

   a. Un - Audited Financial Results of the Company for the quarter and half year ended 30th September, 2018 along with Independent Auditors Review Report.

2. Change in Main Object Clause by inserting 2 (Two) new clauses in Clause III of the Memorandum of Association of the Company subject to the approval of shareholders through Postal Ballot and other requisite approval and permission as applicable in accordance with the provisions of Companies Act 2013.
3. Adoption of new set of Memorandum of Association of the Company as per "Table A", subject to the approval of shareholders through Postal Ballot and other requisite approval and permission as applicable in accordance with the provisions of Companies Act 2013.
4. Adoption of new set of Articles of Association of the Company as per "Table F", subject to the approval of shareholders through Postal Ballot and other requisite approval and permission as applicable in accordance with the provisions of Companies Act 2013.
5. Approval of Notice of Postal Ballot seeking the consent of the Members for the approval of change in objet clause of the Memorandum of Association of the Company.
6. Appointment of M/s H M Choraria & Co., Practicing Company Secretary as Scrutinizers for the Postal Ballot process.
7. The Cut-off date for voting is 16th November, 2018. Accordingly all the shareholders as on the date will be entitled to vote on the resolution proposed in the Notice of Postal Ballot.

Kindly acknowledge the receipts and take on the record.

Thanking You,

Yours Faithfully,
For the Grob Tea Co. Ltd.

Kritika Mohata

Kritika Mohata
(Company Secretary)

"Haute Street", 9th Floor, 86A, Topsia Road (S), Kolkata - 700 046
Phone : +91-33-4003-1325 / 26, Fax : 40040892, E-mail : grobtea@rawalwasia.co.in
CIN : L15494WB1895PLC000963

Estd. 1986

DHANDHANIA & ASSOCIATES
CHARTERED ACCOUNTANTS

13, Crooked Lane, Kolkata - 700 069. Phone : 3025-4477 / 78 / 2248-4813. E-mail : pkd@pkd.co.in. Web : www.pkd.co.in

INDEPENDENT AUDITORS REVIEW REPORT

TO THE BOARD OF DIRECTORS OF
THE GROB TEA CO. LTD.

We have reviewed the accompanying Statement of Standalone Unaudited Financial Results ('the Statement') of **THE GROB TEA CO. LTD.** ('the Company'), for the Quarter and Six month ended 30th September, 2018. The Statement has been prepared by the Company pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the " Listing Regulations,2015 "), as modified by Circular No. CIR/CFD/FAC/62/2016 dated 5th July, 2016. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors, has been prepared in accordance with recognition and measurement Principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("IND AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free from material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus, provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of Unaudited Financial Results prepared in accordance with applicable Indian Accounting Standards (Ind AS) and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the " Listing Regulations,2015 "), as modified by Circular No. CIR/CFD/FAC/62/2016 dated 5th July, 2016 including the manner in which it is to be disclosed, or that it contains material misstatement except the Provision for Deferred Taxas per Ind AS 12 on "Accounting for Taxes on Income" & Actuarial Gain/(Loss) in terms of Post Employment Benefits (IND AS-19) for which the management opined that these cannot be ascertained at this stage and will be accounted for at the end of the year.

P K Dhandhania

PRABHAT KUMAR DHANDHANIA, FCA, PARTNER
(Membership No. : 052613)
For & On behalf of
DHANDHANIA & ASSOCIATES
Chartered Accountants
Registration No. *316052E*

DHANDHANIA & ASSOCIATES * Chartered Accountants * Kolkata-69

Place: Kolkata
Dated: 14th November, 2018

THE GROB TEA CO. LTD

Regd Office : 86A, Topsia Road, "Haute Street" 9th Floor, Kolkata - 700 046

Phone No. +91-33-4003-1325/26, Fax No. 033-40040892, Email: grobtea@rawalwasia.co.in

CIN: L15494WB1895PLC000963

Statement of Unaudited Financial Result for the Three Months and Six Months ended 30th September, 2018

PART-1 (Rs. In Lacs)

Sl. No.	Particulars	Three months ended 30/09/2018	Three months ended 30/06/2018	Corresponding Three months ended 30/09/2017 in the previous year	Six months ended 30/09/2018	Corresponding Six months ended 30/09/2017 in the previous year	For the year ended 31/03/2018
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Revenue from operations	2,656.89	1,543.35	2,769.14	4,200.24	4,280.27	7,696.31
2	Other income	41.54	34.93	45.65	76.46	50.65	85.86
	Total income	**2,698.43**	**1,578.28**	**2,814.79**	**4,276.70**	**4,330.92**	**7,782.17**
3	**Expenses**						
	a) Cost of materials consumed	255.88	275.67	219.62	531.55	512.87	1,216.30
	b) Purchase of green leaf	56.95	20.93	19.07	77.88	33.47	35.16
	c) Changes in inventories of finished goods and work-in-progress	(664.68)	(542.28)	(326.61)	(1,206.96)	(770.06)	157.07
	d) Employee benefits expense	1,316.02	1,293.91	1,137.84	2,609.93	2,194.64	4,191.36
	e) Finance costs	17.41	17.54	13.80	34.96	27.14	39.39
	f) Depreciation and amortisation expense	69.56	66.23	78.05	135.79	155.79	334.36
	g) Other expenses	505.12	361.72	485.55	866.84	909.09	1,549.44
	Total expenses	**1,556.27**	**1,493.71**	**1,627.34**	**3,049.99**	**3,062.95**	**7,523.09**
4	**Profit before exceptional items and tax (1+2-3)**	**1,142.16**	**84.57**	**1,187.45**	**1,226.72**	**1,267.97**	**259.09**
5	Exceptional items	-	-	-	-	-	-
6	**Profit before tax (4-5)**	**1,142.16**	**84.57**	**1,187.45**	**1,226.72**	**1,267.97**	**259.09**
7	**Tax expense**						
	Current Tax	16.00	-	13.00	16.00	17.00	70.00
	Deferred Tax	-	-	-	-	-	4.56
8	**Profit for the period (6-7)**	**1,126.16**	**84.57**	**1,174.45**	**1,210.72**	**1,250.97**	**184.53**
9	**Other Comprehensive Income (net of tax)**	**7.96**	**26.46**	**(3.39)**	**34.42**	**(19.16)**	68.56
10	**Total Comprehensive Income for the period (8 + 9)**	**1,134.12**	**111.02**	**1,171.06**	**1,245.13**	**1,231.81**	**253.09**
11	**Paid- up Equity share capital** (Face value of Rs.10/- each)	**116.23**	**116.23**	**116.23**	**116.23**	**116.23**	**116.23**
12	Reserves excluding Revaluation Reserve as per Balance sheet of previous accounting year	-	-	-	-	-	4,040.32
13	**Earnings per share (Before & after extraordinary Items)** (of Rs.10/-each) (not annualised for quarterly figures):						
	a) Basic (Rs.)	**96.89**	**7.28**	**101.05**	**104.17**	**107.63**	**15.88**
	b) Diluted (Rs.)	**96.89**	**7.28**	**101.05**	**104.17**	**107.63**	**15.88**

See accompanying notes to the financial results

DHANDHANIA & ASSOCIATES * Chartered Accountants * Kolkata-69

J. B. Saraf

THE GROB TEA COMPANY LIMITED

Statement of Assets and Liabilities

	Particulars	As at 30th September, 2018 (Un-audited) ₹		As at 31st March, 2018 (Audited) ₹	
A	**ASSETS**				
	1 Non-Current Assets				
	a) Property Plant & Equipment	3,624.69		3,724.68	
	b) Capital Work in Progress	347.97		316.80	
	c) Financial Assets				
	i) Investments	167.12		132.71	
	ii) Other Financial Assets	91.42		87.86	
	d) Deferred Tax Assets (net)	27.08		27.08	
	e) Other Non-Current Assets	0.73		0.66	
	Total Non-Current Assets		**4,259.01**		**4,289.78**
	2 Current Assets				
	a) Inventories	1,656.03		555.54	
	b) Biological Assets other than Bearer Plants	67.74		37.62	
	c) Financial Assets				
	i) Investments	557.80		574.10	
	ii) Trade receivables	815.02		143.10	
	iii) Cash and bank balances	38.97		28.04	
	iv) Bank balanes other than (iii) above	111.69		111.69	
	v) Loans	305.73		205.87	
	vi) Other Financial Assets	162.92		62.79	
	d) Other current assets	114.19		64.69	
	Total Current Assets		**3,830.09**		**1,783.45**
	TOTAL ASSETS		**8,089.09**		**6,073.23**
B	**EQUITY AND LIABILITIES**				
	1 Equity				
	a) Equity Share Capital	116.23		116.23	
	b) Other Equity	5,257.47		4,040.32	
	Total Equity		**5,373.71**		**4,156.55**
	2 Liabilities				
	Non-Current Liabilities				
	a) Financial Liabilities				
	i) Borrowings	-		3.77	
	b) Other non current liabilities	89.18		89.18	
	c) Provisions	270.18		284.56	
	Total Non Current Liabilities		**359.36**		**377.50**
	3 Current Liabilities				
	a) Financial Liabilities				
	i) Borrowings	854.44		442.27	
	ii) Trade payables	216.70		280.37	
	iii) Other Financial Liabilities	963.06		655.07	
	b) Other current liabilities	298.92		125.79	
	c) Provisions	6.20		7.96	
	d) Current Tax Liabilities (net)	16.72		27.70	
	Total Current Liabilities		**2,356.03**		**1,539.17**
	TOTAL EQUITY AND LIABILITIES		**8,089.09**		**6,073.23**

Notes:

1) The above unaudited financial results were reviewed by the Audit Committee and thereafter the Board of Directors has approved the above results at their respective meetings held on 14th November, 2018.

2) The Statutory Auditors have conducted the Limited Review of the above Financial Results.

3) No adjustment has been made in respect of Deferred Taxation as per Ind AS 12 - Income taxes, as the same would be provided at year end.

4) Tea Industry being seasonal in character, figures for the quarter and six months ended 30th Septmber 2018, should be constructed as indicative of likely results for the full year.

5) The Company is primarily engaged in the business of cultivation, manufacture and sale of tea, and is manged organisatinally as a single unit. Accordingly, the Company is single business segment Company.

6) The figures of previous periods have been regrouped/reclassfied wherever necessary to make them comparable with those of the current period.

For and on behalf of the Board of Directors
THE GROB TEA CO. LTD.

G. B. Saraf
Executive Director

Place of Signature : Kolkata
Dated: 14thNovember, 2018

DHANDHANIA & ASSOCIATES * Chartered Accountants * Kolkata-69

THE GROB TEA CO. LTD.
CIN: L15494WB1895PLC000963
Regd.Off: Haute Street, 9th floor, 86A Topsia Road, Kolkata 700 046
Tel.No.033-40031325/26
e-mail: grobtea@rawalwasia.co.in, Website : www.grobtea.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the **"Act"**) if any, read together with the Companies (Management and Administration) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and all other applicable Laws and Regulations for seeking your consent, to pass the proposed resolutions appended hereunder by way of postal ballot which includes voting by electronic means:-

a. **To alter the object clause of the memorandum of association of the company.**
b. **Alteration/substitution of Memorandum of Association.**
c. **Alteration/substitution of Articles of Association.**

Accordingly, the said Resolutions along with the explanatory statement pertaining, setting out the facts concerning and the reasons thereof, as required in terms of Section 102 of the Companies Act, 2013, is annexed hereto along with a Postal Ballot Form (the **"Form"**) for your consideration.

The Board of Directors at their meeting held on 14th November, 2018 has approved Postal Ballot Notice, Postal Ballot and E-voting process and appointed Mr. H M Choraraia, Practicing Company Secretary (CP No 1499), Proprietor of M/s H M Choraria & Co, Company Secretaries as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your Assent (FOR) or Dissent (AGAINST) therein and return the same in original duly completed and signed in the attached self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 P.M. on 30th December, 2018.

In compliance with provisions of Section 110 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. The Company has engaged the services of National Securities Depository Limited to provide E-voting facility to its Members. It may be noted that e-voting is optional. The Members can opt for only one mode of voting, i.e., either by Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

The Scrutinizer will submit his report to any Director and/or the Company Secretary and/or any other person so authorised by the Company after the completion of scrutiny and the result of the voting by Postal Ballot will be announced by any director and/or the Company Secretary of the Company, on or before 1st January, 2019 at the Corporate Office of the Company and will also be displayed on the Company website (**www.grobtea.com**), the website of National Securities Depository Limited viz. **https://www.evoting.nsdl.com/** and communicated to the Stock Exchange(s), depositories, registrar and share transfer agent on the said date.

The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the members.

Item No. 1: Alteration Of Object Clause Of The Memorandum Of Association Of The Company

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

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act 2013 read with rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), subject to such approvals, sanctions, consents, permissions from such authorities, as may be required, consent of the members of the Company be and is hereby accorded for effecting the following alterations in the existing Object Clause of the Memorandum of Association (the "MOA") of the Company by insertion of certain clauses in the following manner;

Inserting the sub-clause 2 & 3 under Part - A of Clause III, after the existing sub-clause 1 as hereunder;

2. To carry on the business of manufacturing including production and processing and fabrication and assembling, repairing, alternation, buying, importing, marketing, selling and exporting and otherwise dealing in all types of electrical components like LED, Lamps, Bulbs, Tubelight and all light products.

3.To carry on the business of manufacturing, buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, manufacturing, dealing in any manner whatsoever in all type of goods on retail as well as wholesale, whether as owners, co-owners, joint ventures, operators, franchisees, franchisors, and/or any other business model, in India or elsewhere, either alone or jointly, with one or more persons, and whether under its brand name and/or that of one companies, government, or other entities and bodies of any kind as well as on wholesale basis in India or elsewhere and all other lawful activities.

"RESOLVED FURTHER THAT the draft Memorandum of Association of the Company with aforesaid changes duly initialed by the Chairman of the Board of Directors and placed before the meeting be and is hereby approved."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby -severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary to give effect to the aforesaid resolution and also to intimate the appropriate authorities by filing necessary returns duly signed by any of the Directors of the Company."

Item No. 2: Alteration/ substitution of Memorandum of Association

To consider and if thought fir, to pass with or without modification (s), the following resolution as a Special Resolution by means of postal ballot and e-voting:

"RESOLVED THAT pursuant to provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force ('the Act') and subject to the necessary approval(s) required under all other applicable laws and regulations if any, consent of the members of the Company be and is hereby accorded to alter the existing Memorandum of Association of the Company, by replacing, it with the new set of Memorandum of Association in accordance with Table 'A' of the Schedule I of the Act and that the new set of Memorandum of Association be and is hereby approved and adopted as the Memorandum of Association of the Company in exclusion and in substitution of the existing Memorandum of Association of the Company.

"RESOLVED FURTHER THAT Mr Pradeep Kumar Agarwal, Managing Director, Mr Mukesh Kumar Agarwal, Director, Mr Indu Bhusan Sharaf, Executive Director, of the Company and Company Secretary be and are hereby jointly and severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writing as may be necessary for and behalf of the Company and to settle and finalise all issues that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to delegate all or any powers conferred herein as they deem fit in the best interest of the Company and its members."

Item No. 3: Alteration/ substitution of Articles of Association

To consider and if thought fir, to pass with or without modification (s), the following resolution as a Special Resolution by means of postal ballot and e-voting:

"**RESOLVED THAT** pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force ('the Act') and subject to the necessary approval(s) required under all other applicable laws and regulations if any, consent of the members of the Company be and is hereby accorded to alter the existing Articles of Association of the Company, by replacing, it with the new set of Articles of Association in accordance with Table 'F' of the Schedule I of the Act and that the new set of Article of Association be and is hereby approved and adopted as the Article of Association of the Company in exclusion and in substitution of the existing Article of Association of the Company.

"RESOLVED FURTHER THAT Mr Pradeep Kumar Agarwal, Managing Director, Mr Mukesh Kumar Agarwal, Director, Mr Indu Bhusan Sharaf, Executive Director, of the Company and Company Secretary be and are hereby jointly and severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writing as may be necessary for and behalf of the Company and to settle and finalise all issues that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to delegate all or any powers conferred herein as they deem fit in the best interest of the Company and its members."

Registered Office:
Haute Street, 9th floor,
86A Topsia Road,
Kolkata 700 046
Dated: 14th November, 2018

By Order of the Board
Sd/-
Pradeep Kumar Agarwal
Managing Director
(DIN:- 00703745)

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the aforesaid proposed resolutions is annexed hereto.

2. Notice of the Postal Ballot is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) as on 16th November, 2018 (cut-off date/ Relevant Date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.

3. Notice of the Postal Ballot is being sent by email to those Members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For Members whose email IDs are not registered, physical copies of Notice of Postal Ballot are being sent by permitted mode, along with a self-addressed postage pre-paid Business Reply Envelope.

4. Members holding shares in physical form are requested to notify the change in their addresses to the Niche Technologies Pvt. Ltd., Registrar and Share Transfer Agent at 3A, Auckland Place 7th Floor, Room No. 7A & 7B, Kolkata Kolkata 700017 or to the Company and always quote their Folio No. in all correspondence.

5. The Securities and Exchange Board of India (SEBI) mandate the submission of Permanent Account Number (PAN) by every participant in securities market. The Companies Act, 2013 and Rules made thereunder also require the further details to be submitted to the Company like e-mail address, Father's/ Mother's/ Spouse's name. Members holding shares in electronic form are, therefore requested to submit PAN and other details to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN and other details to the Company's Registrar and Share Transfer Agent.

6. The Notice of Postal Ballot of the Company circulated to the Members of the Company will be made available on the Company's website at **www.grobtea.com**.

7. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members who have not registered their e-mail address are requested to register the same with the Registrar and Share Transfer Agent/ Depositories.

8. In compliance with provisions of Section 110 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with National Securities Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.

9. Only a Member holding shares as on the cut-off date is entitled to exercise their vote through e-voting/Postal Ballot Form and send it to the Scrutinizer at the address as mentioned in the Business Reply Envelope.

10. The Board of Directors at their meeting held on 14th November, 2018 has approved Postal Ballot Notice, Postal Ballot and E-voting process and appointed Mr. H M Choraria, Practicing Company Secretary (CP No 1499), Proprietor of M/s H M Choraria & Co, Company Secretaries as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

11. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting shall be final and binding.

12. Resolution(s) passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

13. Postal Ballot Form and the self-addressed postage pre-paid business reply envelope are enclosed for use by the Member(s).

14. The Members can opt for only one mode of voting, i.e., either by Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

15. Members can cast their vote online from 1st December, 2018 (09:00 A.M. onwards) till 30th December, 2018 (upto 5:00 p.m.) as the e-voting module shall be disabled for voting by NSDL thereafter. No voting shall be allowed beyond 5:00 p.m. on 30th December, 2018. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed overleaf of the form enclosed herewith and return it, duly completed and signed along with your Assent (FOR) or Dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on 30th December, 2018. Please note that any Postal Ballot Form(s) received after the last date will be treated as reply has not been received.

16. Documents related to the above mentioned resolution(s) are open for inspection at the Corporate Office of the Company on all working days (except Saturday & Sunday) from 11:00 a.m. to 1:00 p.m. from the date of dispatch of notice upto the date of declaration of results of Postal Ballot.

17. A Member cannot exercise his vote by proxy on Postal Ballot.

18. The Scrutinizer will submit his report to any Director and/or the Company Secretary and/or any other person so authorised by the Company after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by any director and/or the Company Secretary of the Company, on or before 1st January 2019 at the Corporate Office of the Company and will also be displayed on the Company website (www.grobtea.com), the website of National Securities Depository Limited viz. https://www.evoting.nsdl.com/ and communicated to the Stock Exchange(s), depositories, registrar and share transfer agent on the said date.

19. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the members.

20. Mrs. Kritika Mohata, Company Secretary of the Company shall be responsible for addressing all the grievances in relation to this Postal Ballot including e-voting. Her details are as followed:

Name	***: Mrs. Kritika Mohata***
Designation	***: Company Secretary***
Address	***: "HAUTE STREET" 9TH FLOOR, 86A, TOPSIA ROAD KOLKATA WB 700046 IN***
Email id	***: grobtea@rawalwasia.co.in***
Phone No.	***: 033-4003 - 1325***

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013("the Act")

Item No. 1: Alteration Of Object Clause Of The Memorandum Of Association Of The Company:

The Company is presently engaged in the business of tea products and other business activities as stated in its Memorandum of Association, and the Company in order to enlarge its area of business operations, intends to run business in electrical equipment etc.

The Company is pursuing growth opportunities in various fields of business and always consider new business proposals which have good future prospects and potentials to increase the shareholders' return.

To facilitate such initiatives, alteration is proposed by way of additions to the Object Clause in the Memorandum of Association as set out in the resolution at Item No. 1 of the Notice. These additional Objects may conveniently and advantageously be combined with the existing business of the Company.

The proposed alteration in the object clause of the Memorandum of Association of the Company requires the approval of the Members, hence the Board of Directors recommends the above resolution to be passed as Special Resolution as set out at Item No. 1 of the notice.

A Copy of the Memorandum & Articles of Association and relevant documents are available for inspection at the registered office of the company in working hours.

None of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution, except and to the extent of their shareholdings, if any, in the Company.

The Board recommends the Special Resolution set out in Item No. 1 of the Notice for approval by the members.

Item No. 2: Alteration/ substitution of Memorandum of Association:

The existing Memorandum of Association ("MoA") of the Company, based on Companies Act, 1956 ("1956 Act") are no longer in conformity with Companies Act, 2013 ("2013 Act"). With the enactment of 2013 Act, several clauses of MoA require alteration/deletion. Given this position, it is considered expedient to adopt the new set of Memorandum of Association (primarily based on Table A set out under Schedule I to the Act) in place of existing MoA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 13 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of new set of Memorandum of Association. The entire set of prosed new Memorandum will be available in the website of the Company. Members can also obtain a copy of the same from the Company's Registered Office.

None of Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Board recommends the Special Resolution set out in Item No. 2 of the Notice for approval by the members as Special Resolution.

Item No.3: Alteration/ substitution of Article of Association:

The existing Article of Association ("AoA") of the Company, based on Companies Act, 1956 ("1956 Act") are no longer in conformity with Companies Act, 2013 ("2013 Act"). With the enactment of 2013 Act, several clauses of AoA require alteration/deletion. Given this position, it is considered expedient to adopt the new set of Article of Association (primarily based on Table F set out under Schedule I to the Act) in place of existing AoA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 14 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of new set of Article of Association. The entire set of prosed new Memorandum will be available in the website of the Company. Members can also obtain a copy of the same from the Company's Registered Office.

None of Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Board recommends the Special Resolution set out in Item No. 3 of the Notice for approval by the members as Special Resolution.

Registered Office:
Haute Street, 9th floor,
86A Topsia Road,
Kolkata 700 046

Dated: 14th November, 2018

By Order of the Board
Sd/-
Pradeep Kumar Agarwal
Managing Director
(DIN:- 00703745)

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Form and send it to the Scrutinizer in the attached self-addressed postage prepaid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot, if sent by courier at the expenses of the Members will also be accepted.
2. This Postal Ballot Form should be completed and signed (as per specimen signature(s) registered with the Company) by the shareholder. In case of joint shareholding, this form should be completed and signed (as per specimen signature(s) registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration no. of the POA and enclosing an attested copy of POA. Unsigned Postal Ballot forms will be rejected.
3. Members are requested to fill the Postal Ballot Form in indelible ink (avoid filling it by using pencil etc.)
4. Where the Postal Ballot Form has been signed by an authorised representative of a Body Corporate / Trust / Society etc., a certified copy of the relevant authorisation to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the form has been signed by the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Ballot Form. A Member may sign the form through an Attorney specifically appointed for this purpose, in such case an attested true copy of the Power of Attorney should also be attached to the Ballot Form.
5. Members are requested not to send any paper (other than the resolution/authority as mentioned under Instruction 4 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid business reply envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
6. The consent should be given either in favor or against by putting the tick mark (√) in the column provided for assent or dissent. Ballot papers bearing tick marks in both the columns will render the Postal Ballot Form invalid. Incomplete, unsigned or incorrect filled Postal Ballot Form will be rejected.
7. Facility of voting through electronic mode is also being provided by the Company. ***(for Instructions please see the Notice)***
8. Duly completed Postal Ballot Form should reach as per the address mentioned on the envelope, on or before the close of working hours i.e. 05:00P.M. on 30th December 2018. The Postal Ballot received after this date will not be considered and treated as if the reply from the Member has not been received.
9. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Shareholders / Beneficial Owners on the relevant date/Cut-Off date i.e. 16th November, 2018.
10. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to **Mrs. Kritika Mohata, Company Secretary** of the Company.
11. The vote of a Member will be considered invalid on any of the following grounds:-
    a. If the Member's signature does not tally, or if the Postal Ballot Form is not signed as per the process mentioned above;
    b. if the Member has marked his/her/its vote both 'FOR' and 'AGAINST' in the Postal Ballot Form in such a manner that the aggregate shares voted 'FOR' and 'AGAINST' exceeds the total number of shares held under serial no. 4 of the Postal Ballot Form;
    c. if the Ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the identity of the Member or the number of votes or as to whether the votes are in favor or against or inability of the signature to be verified or on one or more of the above grounds.
    d. Member(s) shall opt for one mode of voting. If a Member has opted for e-voting then he should not vote by physical Ballot and vice-versa. However, if the Members cast their vote by physical Ballot as well as through e-voting, then the voting through physical Ballot shall be treated as invalid.
12. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
13. Members can also download the Postal Ballot Form from Company's website www.grobtea.com or seek duplicate Postal Ballot Form from M/s Niche Technologies Pvt. Ltd., Registrar and Share Transfer Agent at 3A, Auckland Place 7th Floor, Room No. 7A & 7B, Kolkata Kolkata 700017.