

CIN: L74130DL1985PLC021532

Regd. Office: 122, 1st Floor, Vinobapuri, Lajpat Nagar Part II, New Delhi-110024 Web:

www.grovyindia.com, Email: grovyindia@gmail.com

NOTICE OF 40TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **40th (Fortieth) Annual General Meeting** (AGM) of the members of **Grovy India Limited** ("the Company") will be held on **Monday, the 29th Day of September, 2025 at 12:30 P.M through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** facility deemed to be conducted from Registered Office of Company 122, 1st Floor, Vinobapuri Lajpat Nagar Part II New Delhi, South Delhi DL 110024 IN, to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1: To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the reports of the Board of Directors and Statutory Auditors thereon.

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

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Statutory Auditors thereon laid before this meeting, be and are hereby considered and adopted."

Item No. 2: To approve and declare the payment of Final Dividend on Equity Shares @ 1% i.e. Rs. 0.1/- (Ten Paise) per share for the Financial Year ended 31st March, 2025.

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

"RESOLVED THAT in terms of the recommendation by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to declared the final dividend and the same be paid to the eligible members of the Company for the payment of dividend @ 1% on **13,33,62,720** equity shares of Rs. 10 each for the year ended March 31, 2025 as per the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015."

Item No. 3: To appoint Mr. Prakash Chand Jalan (DIN: 00475545) as director, liable to retire by rotation, and being eligible, offers himself for re-appointment.

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Prakash Chand Jalan (DIN: 00475545), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Item No. 4: Re- Appointment of M/s. Ajay Rattan & Co., Chartered Accountants (FRN: 012063N) as Statutory Auditor of the Company

To Consider and approve re-appoint Auditors of the Company and to fix their remuneration, if thoughtfit, to pass with or without modification, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139, 141 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and on the recommendations of the audit committee and the Board of Directors of the Company **M/s. Ajay Rattan & Co., Chartered Accountants, New Delhi (FRN: 012063N)**, be and is hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting i.e. Fortieth (40th) Annual General Meeting till the conclusion of the till the conclusion of Forty fifth (45th) Annual General Meeting of the Company on such remuneration as may be mutually agreed between the Company and the Auditors, plus reimbursement of goods and service tax, travelling and out of pocket expenses.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, be and is hereby authorized to do such act, deeds and things and to file necessary e-forms with the concerned Registrar of Companies (ROC), to give effect to the aforementioned resolution.”

SPECIAL BUSINESS:

Item No.5: To Re-Appointment of Mr. Jay Nandan Jha (DIN-00531064) Non-Executive Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, **Mr. Jay Nandan Jha (DIN-00531064)**, who was appointed as a Non-Executive Independent Director of the Company and whose term expires at this Annual General Meeting, be and is hereby re-appointed as a Non-Executive Independent Director of the Company for a further period of 5 consecutive years from the date of this Annual General Meeting, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company, be and is hereby authorized to do such act, deeds and things and to file necessary e-forms with the concerned Registrar of Companies (ROC), to give effect to the aforementioned resolution.”

Item No.6: To Appoint M/s APMG & Associates, Practising Company Secretaries as a Secretarial Auditor of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**: -

"RESOLVED THAT Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with Regulation 24A of SEBI (LODR) Regulations (including any statutory modification(s) or re-enactment thereof, for the time being in force), upon recommendation of the Audit Committee and approval of the Board of Directors in the meeting held on September 04, 2025. consent of the members of the Company be and is hereby accorded, to appointment of M/s APMG & Associates, Practicing Company Secretaries, as the Secretarial Auditor of the Company for a continuous term of five consecutive years commencing from FY 2025-26 till FY 2029-30 on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the remuneration payable to the Secretarial Auditor, on terms mutually agreeable.

RESOLVED FURTHER THAT the Board authorizes the Secretarial Auditor to conduct secretarial audits and provide secretarial audit reports as per the applicable laws and regulations.

RESOLVED FURTHER THAT Megha Mishra, Company Secretary of the Company be and is hereby authorized to sign and execute all necessary documents, agreements, and forms with the Secretarial Auditor, and to take all necessary steps to give effect to this resolution."

Item No.7: To Amend the Memorandum of Association (MoA) by inserting the New clauses

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

"RESOLVED THAT, pursuant to Section 13 and other applicable provisions of the Companies Act, 2013, and subject to the approval of Registrar of Companies (ROC), the consent of the member be and is hereby accorded by way of a **Special Resolution** to amend Clause III (B) Ancillary Objects of the Memorandum of Association (MOA) by inserting the following new sub clause:

1. To carry on the business of investment, finance, hire purchase, and leasing of all movables and immovable, subject to RBI approvals wherever needed.
2. To carry on the business of advisors on matters relating to the administration and organization of industry and business and to advise upon the means and methods for extending, developing and improving all types of business or industries and all systems and processes relating to the production, storage, distribution, marketing and sale of goods and or relating to the rendering of the services and to collect, prepare and distribute information and statistics relating to any type of business or industry.

3. To carry on the profession as consultants on management, employment, engineering, industrial and technical matters to industry and business. To act as consultants, Advisors, architects, civil engineers, designers, town planners, valuer, surveyors and supervisors for all sorts of buildings activities and allied jobs and works, by research, development or invention and to act as consulting engineers and management consultants and to prepare project reports and plan layouts and provide technical advice guidance and supervision in the erection, installation, commissioning of any projects industrial or otherwise.

4. To carry on the business of mechanical and electrical engineers and manufacturers and suppliers of implements and machinery, tool makers, iron and steel works and to buy, sell, manufacture, repair, convert, let on hire and deal in machinery, implements, rolling stocks and hardware of all kinds.

5. To carry on the business of manufacturers, buyers, sellers, dealers, commission agents, importers, exporters and distributors of all type of Information Technology products, hardware and accessories and development of computer software and its sale and any other business allied and incidental thereto and to carry on the business of advisors on problems relating to the administration and organisation of industry and business and to advice upon the means and method for extending, developing and improving all types of business or industries and all systems and processes relating to production, storage, distribution, marketing and sale of goods and/or relating to the rendering of the services.

6. To carry on the business of advisors and consultants on all matters relating to administrations, personnel, finance, investments, management, organisation, manufacture, production, storage, process, system and accounts, training and recruitment, marketing, distributing and selling method relating to any type of business or industry and to carry on business of manufacturers of and dealers in all kinds of electrical machinery and electrical apparatus for any purpose and to manufacture, sell, supply and deal in accumulators, lamps, meters engines, dynamos, batteries, telephonic or telegraphic apparatus of any kind and manufacturers of and dealers in scientific instruments of any kind.

7. To undertake or promote research in economic, fiscal, commercial, financial, technical and scientific studies.

FURTHER RESOLVED THAT Mr. Prakash Chand Jalan and Nishit Jalan, Directors be and are hereby authorised to file all necessary documents including e-Form MGT 14 and to do all acts, deeds, matters, and things as may be necessary to give effect to this resolution."

Place: New Delhi
Date: 04.09.2025

**By Order of the Board
For Grovy India Limited**

Sd/-

Prakash Chand Jalan

ChairmanDIN:

00475545

**R/o-G-6, First Floor, South Extn-2,
New Delhi 110049**

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) with respect to Item Nos. 4, 5, 6 and 7 of the Notice is annexed hereto and forms part of this Notice.
2. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
3. The Ministry of Corporate Affairs ("MCA") vide its circular dated April 8, 2020, April 13, 2020, May 5, 2020, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively, ("MCA Circulars") and Securities & Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/CMD1/CIR/F/2020/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/ CIR/F/2020/79 dated May 12, 2020 and other circulars issued in this respect by the Ministry of Corporate Affairs (MCA) and the securities Exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as "SEBI Circulars") permitted convening the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA and SEBI Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 40th AGM of the Company is being conducted through VC / OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 40th AGM shall be the Registered Office of the Company.

Electronic copy of the Annual Report for the financial year 2025 is being sent to all the members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their e-mail address, hard copies of the Annual Report for the financial year 2025 are being sent in the permitted mode.

In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2025 and Notice of the 40th AGM of the Company, may send request to the Company's e-mail address at grovyindia@gmail.com mentioning Folio No./DP ID and Client ID

4. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, 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 MENTIONED ABOVE 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 OF APPOINTMENT OF PROXIES BY MEMBERS TO ATTEND AND VOTE AT THE AGM IS NOT AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

However, in pursuance of Section 112 and 113 of the Companies Act, 2013, the representatives of the Members may be appointed for the purpose of voting through remote e-Voting or for participation and voting during the meeting held through VC/ OAVM and in this regard should send the necessary documents to the Company.

5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the 40th AGM and facility for those members participating in the 40th AGM to cast vote through e-Voting system during the 40th AGM. For this purpose, CDSL will be providing facility for voting through remote e-Voting, for participation in the 40th AGM through VC / OAVM facility and e-Voting during the 40th AGM.
6. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
7. The Company will hold AGM through VC / OAVM facility without physical presence of the members. The necessary details for joining the meeting are given below in point no. 14.
8. The meeting will be conducted following the below process:
 - I. Since this meeting is being held through video conferencing, physical attendance of members has been dispensed with. Therefore, appointment of proxies is not applicable.
 - II. Pursuant to Section 113 of the Act, corporate members are requested to send duly certified copy of the Board Resolution authorising their representative to attend and vote at the AGM, before e-voting/attending AGM, to grovyindia@gmail.com.
 - III. Members who have questions or seeking clarifications on the Annual Report or on the proposals as contained in this Notice are requested to send e-mail to the Company on grovyindia@gmail.com on or before 5.00 p.m. Tuesday, 23th September 2025. This would enable the Company to compile the information and provide the replies at the meeting.

The members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID/ Folio number and mobile number, on e-mail ID, grovyindia@gmail.com on or before 5.00 p.m. on Tuesday, 23th September 2025. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.
 - IV. The voting on the proposals contained in the Notice of AGM will be conducted as under:

- (a) The members who have registered their e-mail addresses with the Company/their depository can cast their vote through remote e-voting or through the e-voting during the AGM using the process mentioned below for e-voting through electronic system means.
 - (b) The members who are holding shares in physical form and who have not registered their e-mail ID with the Company, can write to compliances@skylinerta.com / groyindia@gmail.com in by providing their name and folio number for the purpose of e-voting in CDSL portal and exercise their vote either through remote e-voting or vote electronically during the AGM. The credentials will be provided to the members after verification of all details. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, 29th August, 2025 may follow step 1 i.e. "Access to CDSL e- Voting system" as mentioned below. Detailed instructions for voting are contained in Point 14 below
 - V. The Board of Directors of the Company has appointed Adv. Akshit Gupta, as Scrutinizer for conducting the voting process of remote e-voting and e-voting during AGM in a fair and transparent manner.
 - VI. The Scrutinizer shall submit his report, to the Chairman or any person authorised by him, on the voting in favour or against, if any, within two working days from the conclusion of the Meeting.
 - VII. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company www.grovyindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
9. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Act, and all other documents referred to in the Notice can be inspected in electronic mode by sending a request on e-mail to groyindia@gmail.com.
 10. The Register of Members of the Company shall remain closed from **24th September, 2025 to 29th September, 2025 (both days inclusive)**.
 11. Payment of dividend as recommended by the Board of Directors, if approved at the meeting, will be made to those members whose names are on the Company's Register of Members on **23rd September, 2025** and those whose names appear as Beneficial Owners as at the close of the business hours on **23rd September, 2025** as per the details to be furnished by the Depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
 12. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from 1st April 2020, dividend declared and paid by the Company is taxable in the hands of its members and the Company is required to deduct tax

at source (TDS) from dividend paid to the members at the applicable rates. A separate e-mail will be sent at the registered e-mail ID of the members describing about the detailed process to submit the documents / declarations along with the formats in respect of deduction of tax at source on the dividend payout.

Sufficient time will be provided for submitting the documents/declarations by the members who are desiring to claim beneficial tax treatment. The intimation will also be uploaded on the website of the Company www.grovyindia.com.

13. Members holding shares in electronic form are advised to keep the bank details updated with the respective Depositories, viz. NSDL and CDSL. Member holding shares in certificate form are requested to update bank details with the Company's Registrar and Transfer Agents.
14. Non-resident shareholders can avail beneficial rates under the Tax Treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the Tax Treaty benefits, by sending an email to compliances@skylinerta.com. The aforesaid declarations and documents should be submitted by the shareholders by 11:59 P.M. IST on 10th September, 2025.
15. Members who are holding shares in physical form are requested to avail dematerialisation facility. For further information, please refer to FAQs posted by National Securities Depository Limited on its website www.nsdl.co.in and Central Depository Services (India) Limited on its website www.cdslindia.com.
16. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations the Company is pleased to offer e-voting facility which will enable the members to cast their votes electronically on all the Resolutions set out in the Notice. Please refer the instructions given below relating to voting through electronic means.

The remote e-voting would commence on Friday, the 26th September, 2025 (9:00 A.M.) and end on Sunday, the 28th September, 2025 (5:00 P.M.)

CDSL e-Voting System – For Remote e-voting and e-voting during AGM/EGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and General Circular No. 02/2021, dated 13th January 2021, General Circular No. 19/2021, dated 08th December 2021, 21/2021 dated 14th December 2021 and 02/2022 dated 05th May, 2022, Circular No. 10/2022 dated 28th December, 2022. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.grovyindia.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

A. Remote E-Voting

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Friday, the 26th September, 2025 (9:00 A.M.) and end on Sunday, the 28th September, 2025 (5:00 P.M.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the re-mote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token Tab and then click on registration option). 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re- directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to

	register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e- Voting service provider name and you will be redirected to e- Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact cdsi helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

STEP 2: Access through CDSL e-VOTING system in case of shareholders holding shares in

physical mode and non-individual shareholders in demat mode.

(v) Login method for e-voting and joining virtual meeting for **shareholders other than individual shareholders holding in demat form & physical shareholders.**

- 1) The Shareholders should log on to the e-voting website www.evotingindia.com.
- 2) click on “shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in physical form should enter folio number registered with the company.
- 4) Next enter the image verification as displayed and click on login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in demat form other than individual and physical form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date Of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the dividend bank details field.
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; grovyindia@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those shareholders whose email/mobile no. are not registered with the company/depositories:

1. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
2. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.
7. **For speaking at the AGM** -Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **by 23rd September, 2025 (5:00 P.M. IST)** mentioning their name, demat account number/folio number, email id, mobile number at grovyindia@gmail.com. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. **For raising queries by e-mail**-The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **by 23rd September, 2025 (5:00 P.M. IST)** mentioning their name, demat account number/folio number, email id, mobile number at grovyindia@gmail.com. These queries will be replied to by the company suitably by email.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted 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 available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e- Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

Since the AGM is proposed to be held through VC / OAVM, the Route Map of the venue has

not been annexed to this Notice.

EXPLANATORY STATEMENT IN RESEPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 5 to 7 the accompanying Notice dated Thursday, September 04, 2025.

Item No. 5: Re-Appointment of Independent Director

Mr. Jay Nandan Jha (DIN-00531064) was appointed as a Non-Executive Independent Director of the Company, and his term is expiring at this Annual General Meeting. Based on his performance evaluation and contribution to the Board, the Nomination and Remuneration Committee and the Board of Directors have recommended his re-appointment for a further term of 5 consecutive years.

The Company has received a notice in writing from a member proposing his candidature for the office of Director, along with the requisite deposit. Mr. Jay Nandan Jha meets the criteria for independence as prescribed under Section 149(6) of the Companies Act, 2013, and the Rules made thereunder.

The Board believes that Mr. Jha's continued association would be beneficial to the Company, and his re-appointment would be in the best interests of the Company. Your directors recommend the resolution for your approval.

Brief profile of Mr. Jay Nandan Jha, including his expertise, qualifications, and other directorships, is annexed to this Notice."

Item No. 6: Appointment of Secretarial Auditor

As per Section 204 of the Companies Act, 2013, and Regulation 24A of SEBI (LODR) Regulations, the Company is required to appoint a Secretarial Auditor to conduct secretarial audits. Based on the recommendation of the audit committee and Board, M/s APMG & Associates, Practising Company Secretaries, are proposed to be appointed as Secretarial Auditor of the Company on the following terms and conditions:

- a. **Term of appointment:** For a term of 5 (Five) consecutive years from April 01, 2025 to March 31, 2030.
- b. **Proposed Fees:** Fees of Rs. 1,68,000 yearly, plus applicable taxes and reimbursement of out-of-pocket expenses on actuals, in connection with the secretarial audit for FY 2025-26 and for subsequent years of the term, such fee as determined by the Board, on recommendation of Audit Committee.

- c. **Basis of recommendations:** The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI Listing Regulations. While recommending the Board of Directors have also considered, experience of the individual, capability, independent assessment, audit experience and also evaluation of the quality of audit work done by him in the past.

M/s APMG & Associates have the necessary expertise and experience in conducting secretarial audits, and their appointment would ensure compliance with applicable laws and regulations. The Board recommends their appointment for your approval.

M/s APMG & Associates has given his consent to act as Secretarial Auditors of the Company and confirmed that his appointment, if approved would be within the prescribed limits and that he is not disqualified to be appointed as Secretarial Auditor in terms of provisions of the Act & Rules made thereunder and SEBI Listing Regulations.

The resolution also authorizes the Board to fix the remuneration payable to the Secretarial Auditor on mutually agreeable terms and authorizes the Secretarial Auditor to conduct secretarial audits and provide reports. Additionally, the resolution authorizes the Company Secretary to sign and execute necessary documents and take necessary steps to give effect to this resolution.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Your Directors recommend the resolution for your approval."

Item No. 7: Amendment to Memorandum of Association (MoA)

The Company proposes to expand its business activities and diversify into new areas. To facilitate this, it is necessary to amend the Memorandum of Association (MoA) to include new clauses under Ancillary Objects.

The proposed amendments aim to enable the Company to engage in various business activities, including:

- Investment, finance, hire purchase, and leasing
- Advisory services on administration, organization, and management
- Consulting services on management, employment, engineering, and technical matters
- Manufacturing, buying, selling, and dealing in IT products, hardware, and software
- Advisory and consulting services on administration, personnel, finance, and management
- Research and development in economic, fiscal, commercial, and scientific studies

The proposed amendments will provide the Company with the flexibility to explore new business opportunities and enhance its growth prospects.

The Board recommends the resolution for your approval. Mr. Prakash Chand Jalan and Nishit Jalan, Directors, are authorized to file necessary documents and take all necessary steps to give effect to this resolution."

**By Order of the Board
For Grovy India Limited**

**Sd/-
Prakash Chand Jalan
Chairman**

DIN: 00475545

**R/o-G-6, First Floor, South Extn-2,
New Delhi 110049**

**Place: New Delhi
Dated :04.09.2025**

INFORMATION OF DIRECTORS PROPOSED TO BE RE-APPOINTED IN ACCORDANCE WITH PROVISIONS of REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETING FOR ITEM NO. 3 AND 5 AS ON THE DATE OF THIS NOTICE FURNISHED BELOW:

Name of the Director	Mr. Prakash Chand Jalan	Mr. Jay Nandan Jha
Directors Identification Number (DIN)	00475545	00531064
Date of Birth (Age)	06/04/1958 (67 Years)	01/11/1965 (60)
Original date of appointment	08/06/1990	18/12/2020
Qualifications	Chartered Accountant	Graduate
Experience	Administrational skills and Accounting Skills	Administrational skills
Remuneration sought to be paid	-	-
Remuneration Last Drawn	-	-
Number of Meetings of Board attended from April 01, 2024, till March 31, 2025	8 (Eight)	8 (Eight)
Number of Committee Meetings attended from April 01, 2024, till March 31, 2025	7(seven)	6(Six)
Shareholding (as on March 31, 2025) in Grovy India Limited, either directly or as beneficial holder	3021464 Equity Shares of Rs.10 each	NIL
Relationship with other Directors / KMPs	Mrs. Anita Jalan, Wife Mr. Nishit Jalan & Ankur Jalan, Son	None
Terms and conditions of appointment		
Listed Companies from which the person has resigned from the directorship in past 3 (three) years	NIL	NIL
Directorships held in other Companies (excluding foreign Companies)	- Grotrust Advisors Private Limited - Ganesh Stockinvest Private Limited	NIL
Membership / Chairmanship of committees of other Boards of Companies (excluding foreign Companies)	In Grovy India Limited: - Audit Committee; - Stakeholders Relationship Committee - Nomination and	In Grovy India Limited: - Audit Committee; - Nomination and Remuneration Committee

	Remuneration Committee	
skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Administrational skills and Accounting Expertise	Administrational skills

* Committee positions of only Audit, Shareholders'/Investors' Grievance and Remuneration and Nomination Committee included.

PURSUANT TO REGULATION 36 (5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 INFORMATION ABOUT THE STATUTORY AUDITOR PROPOSED TO BE RE-APPOINTED IS FURNISHED BELOW:

Name of the Statutory Auditor	M/s. Ajay Rattan & Co., Chartered Accountants (FRN: 012063N)
Proposed fees payable to the statutory auditor	3,00,000 yearly, plus applicable taxes and reimbursement of out-of-pocket expenses on actuals, in connection with the Statutory audit for FY 2025-26 and for subsequent years of the term, such fee as determined by the Board, on recommendation of Audit Committee.
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s)	The recommendations have been made based on the fulfilment of eligibility criteria and qualifications as prescribed under the applicable provisions of the Companies Act, relevant Rules framed thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations. While making its recommendations, the Audit Committee has duly considered the individual's professional experience, technical capability, independence, prior audit engagements, and a qualitative evaluation of the audit work performed by the individual in the past.

**By Order of the Board
For Grovy India Limited**

Sd/-

Prakash Chand Jalan
Chairman cum Director

DIN: 00475545

R/o-G-6, First Floor, South Extn-2,
New Delhi 110049

Place: New Delhi

Dated: 04.09.2025
