

CIN: L74130DL1985PLC021532

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

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

NOTICE OF 39TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **39th (Thirty Ninth) Annual General Meeting (AGM)** of the members of **Grovy India Limited** (the Company) will be held on **Friday, the 30th Day of September, 2024 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, 2024 and the Profit & Loss Account for the year ended March 31, 2024 and the reports of the Board of Directors and 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, 2024 and the reports of the Board of Directors and 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, 2024.

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 declared and the same be paid to the eligible members of the Company for payment of dividend @ 1% on 3,33,40,68 equity shares of Rs. 10 each for the year ended March 31, 2024 as per the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.”

Item No. 3: To appoint Mrs. Anita Jalan (DIN: 00475635) as director, liable to retire by rotation, and being eligible, offers herself 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, Mrs. Anita Jalan (DIN: 00475635), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

Item No. 4: Appointment of Statutory Auditor to fill casual vacancy

To Consider and appoint Auditors of the Company and to fix their remuneration, if thought fit, to pass with or without modification, as **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139 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) M/s. SNR & Company, Chartered Accountants, New Delhi (FRN: 014401N), be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Doogar & Associates, Chartered Accountants, (Firm Registration Number: 000561N), New Delhi.

“RESOLVED THAT M/s. SNR & Company, Chartered Accountants, New Delhi (FRN: 014401N) be and are hereby appointed as Statutory Auditors of the Company to hold the office from 30th August, 2024, until the conclusion of the 39th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

Item No. 5: Appointment of Statutory Auditor

To Consider and appoint Auditors of the Company and to fix their remuneration, if thought fit, to pass with or without modification, as **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139 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) M/s. SNR & Company., Chartered Accountants, New Delhi (FRN: 000561N), 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 Thirty Ninth (39th) Annual General Meeting till the conclusion of the till the conclusion of Forty fourth (44th) 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 are hereby authorized to do such act, deeds and things and to file necessary e – forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution.”

Item No.6: Increase in Authorized Share Capital of the Company and alteration of Capital Clause of Memorandum of Association 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 provisions of Section 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded, to increase the Authorised Share Capital of the Company from Rs. 5,40,00,000/- (Rupees Five Crores Forty Lakhs only) divided into 54,00,000 (Fifty Four Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) to Rs. 13,50,00,000/- (Rupees Thirteen Crores Fifty Lakhs only) divided into 1,35,00,000 (One Crore Thirty Five Lakhs) equity shares of Rs. 10/- each by creation of additional 81,00,000 (Eighty One Lakhs) equity shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to provisions of Section 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder; the consent of the members of the Company be and is hereby accorded, for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorised Share Capital of the Company is Rs. 13,50,00,000/- (Rupees Thirteen Crores Fifty Lakhs Only) divided into 1,35,00,000 (One Crore Thirty Five Lakhs) equity shares of Rupees 10/- (Ten Only) each.

RESOLVED FURTHER THAT to give effect to this resolution, any of the Directors of the Company be and is hereby authorized, on behalf of the Company to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all

necessary documents, applications, returns along with filing of necessary e-forms with the concerned Registrar of Companies.”

Item No.7: To approve the issuance of Bonus Shares

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

“**RESOLVED THAT** pursuant to Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debenture) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company, Regulation 293 and other relevant provisions, laid down in Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, subject to the approval of the members of the Company in the ensuing Annual General Meeting and subject to such approvals, consents, sanctions, permissions and provisions of other applicable laws, regulations, rules, directions, guidelines including those issued by Reserve Bank of India and such other regulatory authority(ies) concerned, from time to time, to the extent applicable; the consent of the shareholders be and is hereby accorded to capitalize a sum not exceeding Rs. 10,00,22,240/- (Rupees Ten Crores Twenty Thousand Two Hundred and Forty only) out of the Free Reserves Account or such other account for distribution for the purpose of issuance of bonus shares of Rs. 10/- (Rupees Ten Only) each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the Company whose names appear in the Register of Members maintained by the Company and the List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the Record Date as fixed by the Board for the purpose (which expression shall also include a Committee thereof), in the proportion of 3 (Three) Bonus equity share of Rs. 10/- each for every (1) One existing equity share(s) of Rs. 10/- each held by the Members/Beneficial Owners.

RESOLVED FURTHER THAT:

- i. the Bonus Shares so distributed shall, for all purposes, rank pari passu with the existing equity shares and shall be treated as increase in the paid up share capital of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted.
- ii. no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus shares shall be issued to shareholders holding shares in physical mode and dispatched to the allottees thereof

within the period prescribed or that may be prescribed in this behalf, from time to time, except that the new equity bonus shares will be credited to the demat account of the allottees, who hold the existing equity shares in electronic form.

- iii. the allotment of the new equity bonus shares and payment in respect of fractional entitlement, if any, to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 or and other applicable laws, rules, regulations, etc., if any as may be deemed necessary.
- iv. No members shall entitle to a fraction of an equity share as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer.
- v. All fractions of bonus equity shares shall be ignored and accordingly the number of issuance of bonus share may be reduced.
- vi. Board / Committee of the Board be and is hereby authorized to take necessary steps for Listing of such Bonus Shares on the Stock Exchanges where the equity shares of the Company are listed, in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Guidelines, Rules and Regulations and amendments made thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution(s), including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board / Committee of the Board in its discretion thinks fit and proper.”

Place: New Delhi
Dated: 30.08.2024

By Order of the Board
For Grovy India Limited
Sd/-

Prakash Chand Jalan
Chairman
DIN: 00475545
G-6, First Floor, South Extn-2,
New Delhi 110049

NOTE:

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. The meeting shall be deemed to be conducted at the Registered Office of the Company situated at 122, 1st Floor, Vinoba Puri, Lajpat Nagar Part II, New Delhi-110024
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 (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 39th 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 39th AGM shall be the Registered Office of the Company.

Electronic copy of the Annual Report for the financial year 2024 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 2024 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 2024 and Notice of the 39th AGM of the Company, may send request to the Company's e-mail address at grovindia@gmail.com mentioning Folio No./DP ID and Client ID

4. 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 39th AGM and facility for those members participating in the 39th AGM

to cast vote through e-Voting system during the 39th AGM. For this purpose, CDSL will be providing facility for voting through remote e-Voting, for participation in the 39th AGM through VC / OAVM facility and e-Voting during the 39th AGM.

5. 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.

6. 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 a 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. on Wednesday, 25th September 2024. 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 Wednesday, 25th September 2024. 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 / grovyindia@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, 30th August, 2024 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.
7. 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 grovyindia@gmail.com.
 8. The Register of Members of the Company shall remain closed from 23rd September, 2024 to 30th September, 2024 (both days inclusive).
 9. 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 21st September, 2024 and those whose names appear as Beneficial Owners as at the close of the business hours on 21st September, 2024 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.
 10. 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.

11. 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.
12. 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, 2021.
13. 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.
14. 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 27th September, 2024 (9:00 A.M.) and end on Sunday, the 29th September, 2024 (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 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 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 INTRUCTIONS 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 27th September, 2024 (9:00 A.M.)** and end on **Sunday, the 29th September, 2024 (5:00 P.M.)**. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2024 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	<ol style="list-style-type: none"> 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 cdsi 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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote 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 cdsi 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 a 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 evoting 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	<ol style="list-style-type: none"> 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.nsd.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

	<p>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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 CDSL 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 10DIGIT 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	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.
OR DATE OF BIRTH (DOB)	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.

- (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 25th September, 2024 (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 25th September, 2024 (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 SECTION 102 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. 4 to 6 the accompanying Notice dated Friday, August 30, 2024.

ITEM NO. 4 and 5. Appointment of Statutory Auditor to fill casual vacancy

M/s Doogar & Associates, Chartered Accountants, (Firm Registration Number: 000561N), New Delhi tendered their resignation w.e.f. 28th August, 2024 due to inability to continue as the Statutory Auditors of the Company hence they would not be able to continue as the Statutory Auditor of the Company and conduct the Audit for the financial year 2024-2025 w.e.f. 28th August, 2024.

In order to fill up such casual vacancy, the company has appointed M/s. SNR & Company Chartered Accountants, to conduct the audit in the Board Meeting held on 30th August, 2024.

In pursuance to the provisions of Section 139(8) of the Companies Act, 2013, the company needs to approve the appointment of M/s. SNR & Company, Chartered Accountants, in the General Meeting of the Company within 3 (three) months from the date of appointment by the Board. Hence, the company has proposed their approval of the members in the item number 4 of the notice.

Further, the company has proposed their appointment in the item number 5 of the notice, for the period of 5 (five) years subject to the ratification by the members at every Annual General Meeting.

The Board recommends the Ordinary Resolutions set out at Item Nos. 4 and 5 of the Notice for approval by the members.

ITEM NO. 6. Increase in Authorized Share Capital of the Company and alteration of Capital Clause of Memorandum of Association of the Company.

At present the Authorised Share Capital of the Company is Rs. 5,40,00,000/- (Rupees Five Crores Forty Lakhs Only) divided into 54,00,000 (Fifty Four Lakhs) equity shares of Rs. 10/- each out of which paid up share capital of the Company is Rs. 3,33,40,680 (Rupees Three Crores Thirty Three Lakhs Forty Thousand Six Hundred and Eighty Only) divided into 33,34,068 (Thirty Three Lakhs

Thirty Four Thousand and Sixty Eight) equity shares of Rs. 10/- each.

The Board of Directors of the Company in their meeting held on Friday, August 31, 2024 has accorded its approval to the proposal of capitalization of the profits of the Company by way of issue of Bonus Shares in the proportion of 3:1 [i.e. 3 (Three) fully paid up bonus shares for every 1 (One) existing equity shares] of Rs. 10/- each fully paid up held by the existing shareholders which necessitate increase of Authorised Share Capital of the Company. In this regard, the Board, at the same meeting, has also accorded its approval for increasing the Authorised Share Capital from Rs. 5,40,00,000/- (Rupees Five Crores Forty Lakhs only) divided into 54,00,000 (Fifty Four Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) to Rs. 13,50,00,000/- (Rupees Thirteen Crores Fifty Lakhs only) divided into 1,35,00,000 (One Crore Thirty Five Lakhs) equity shares of Rs. 10/- each by creation of additional 81,00,000 (Eighty One Lakhs) equity shares of Rs. 10/- each., subject to the shareholders' approval.

Further, in view of increasing the Authorised Share Capital it is also necessary to amend Clause V of the Memorandum of Association to increase the Authorised Share Capital from Rs. 5,40,00,000/- to Rs. 13,50,00,000/-.

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association.

Accordingly, the Board recommends the matter and the resolution set out under Item no. 6 for the approval of the Members by way of passing a Special Resolution for Increasing the Authorized Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

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

ITEM NO. 7. To approve the issuance of Bonus Shares

Over the years, the Company has performed significantly well both in terms of profit and business. As on March 31, 2024 total free reserves and surplus of the Company is Rs. 13,99,70,000/- including Security Premium Account of Rs. 6,52,59,000/-.

With a view to capitalize a sum of Rs. 10,00,22,040/- (Rupees Ten Crores Twenty Two Thousand and Forty only) from Free Reserves as per the audited financial statements of the Company for the financial year ended March 31, 2024, the Board of Directors in its meeting held on Friday, August 30, 2024 have recommended the issuance of bonus shares in the proportion of 3:1 [i.e. 3 (Three) fully paid up bonus shares for every 1 (One) existing equity

shares] of Rs. 10/- each fully paid up held by the shareholders as on Record Date to be hereafter fixed by the Board / Committee of the Board thereof. Consequently 1,00,02,204 equity shares shall be issued as bonus shares thereby increasing the paid-up share capital of the Company from Rs. 3,33,40,680 to Rs. 13,33,62,720 comprising of 1,33,36,272 equity shares of Rs. 10/- each.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debenture) Rules, 2014, SEBI Rules and Regulations and subject to such approvals, if required, from the statutory authorities.

As per the provisions of Sections 63 of the Companies Act, 2013 and Articles of Association of the Company, approval of the shareholders is required to be obtained by way of passing a Special Resolution for issue of bonus shares by capitalization of reserves.

Further, it is necessary to authorize the Board of Directors/ Committee of the Board of the Company to complete all the regulatory formalities prescribed by the SEBI, RBI, the Stock Exchanges on which the Company's securities are listed and any other regulatory authority in connection with issue and allotment of the Bonus Shares.

None of the Directors or Key Managerial Personnel or their relative(s) except Mr. Nishit Jalan, Mr. Prakash Chand, Mrs. Anita Jalan and Mr. Ankur Jalan or their relative(s), are in any way concerned or interested, in passing of the above-mentioned resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 6 for the approval of the Members by way of passing a Ordinary Resolution.

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

**Sd/-
Prakash Chand Jalan
Chairman**

DIN: 00475545

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

**Place: New Delhi
Dated: 30.08.2024**

PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 WITH THE STOCK EXCHANGES AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED IS FURNISHED BELOW:

Name of Director	Date of Birth & No. of Equity Shares Held	Qualification (Relationship with other Directors)	Nature of Expertise	Name of listed Companies in which he/ she holds Directorship	Name of Committees of the Companies of which he/ she holds Membership
Mrs. Anita Jalan	19.01.1962 (428057 Equity Shares of Rs.10 each)	Graduate (Mr. Prakash Chand Jalan: Husband Mr. Nishit Jalan-Son)	Excellent administrative skills	NIL	NIL

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

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

**Sd/-
Prakash Chand Jalan
Chairman**

DIN: 00475545

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

**Place: New Delhi
Dated: 30.08.2024**