



GROVY INDIA LIMITED

CIN: L74130DL1985PLC021532

Regd. Office: 122, 1st Floor, Vinoba Puri, Lajpat Nagar Part II, New Delhi – 110024
Phone: 011-46740000 Web: www.grovyindia.com | Email: grovyindia@gmail.com

NOTICE OF THE 41ST ANNUAL GENERAL MEETING

Wednesday, 08th July 2026 | 03:00 P.M. (IST)

Through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

Deemed Venue: 122, 1st Floor, Vinoba Puri, Lajpat Nagar Part II, New Delhi – 110024

NOTICE is hereby given that the **41st (Forty-First) Annual General Meeting (AGM)** of the members of **Grovy India Limited** (“the Company”) will be held on **Wednesday, the 08th day of July, 2026 at 03:00 P.M.** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility, deemed to be conducted from the Registered Office of the Company, to transact the following businesses:

ORDINARY BUSINESS

Item No. 1: Adoption of Audited Financial Statements

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, 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, 2026, 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: Declaration of Final Dividend

To approve and declare the payment of Final Dividend on Equity Shares @ 1% i.e. Rs. 0.10/- (Ten Paise) per share for the Financial Year ended 31st March, 2026.

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 1,33,36,272 equity shares of Rs. 10 each for the year ended March 31, 2026 as per the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.”

Item No. 3: Re-appointment of Mrs. Anita Jalan as Director

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: To consider and approve Increase in Authorized Share Capital and consequent amendment in the Capital Clause of the 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 the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the rules made thereunder {including any statutory modification(s) thereto or re-enactment thereof, for the time being in force}, read with enabling provisions of Memorandum of Association and Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹ 13,50,00,000/- (Rupees Thirteen Crore Fifty Lakhs Only) divided into 1,35,00,000 (One Crore and Thirty-Five Lakh) equity shares of ₹ 10/- (Rupees Ten Only) each to ₹ 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of ₹ 10/- (Rupees Ten Only) each, by creation of additional 1,15,00,000 (One Crore and Fifteen Lakh) equity shares of ₹ 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT pursuant to provisions of Section 13, and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the consent of the Members of the Company be and is hereby accorded to substitute the existing Capital Clause (Clause V) of the Memorandum of Association of the Company with the following Capital Clause (Clause V):

Clause: V The Authorized Share Capital of the Company is ₹ 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of ₹ 10/- (Rupee Ten Only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, and/ or Ms. Simran Rajput, Company Secretary & Compliance Officer of the Company and Committee of the Board of Directors, be and are hereby severally authorized to take such steps as may be necessary and to do and perform all such acts, deeds, matters, and things and make, sign and file such applications/ forms with Registrar of Companies (ROC) and/ or any other statutory authorities as may be required and accept any alteration(s) or modification(s) as may be necessary for the purpose of giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto or to settle any question or difficulty that may arise in this regard, in such manner as they may deem fit.”

Item No. 5: Issuance of up to 41,69,433 Equity Shares to the persons/ entities belonging to the “Promoter & Promoter Group” & “Public” category on a preferential basis.

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with BSE Limited, where the shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, RBI and/or any other competent authorities, and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis up to 41,69,433 (Forty-One Lakh Sixty-Nine Thousand Four Hundred Thirty-Three) Equity shares of face value of ₹ 10/- (Rupees Ten only) each (“**Equity Shares**”) for cash, at an issue price of ₹ 36/- (Rupees Thirty-Six Only) each, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to ₹ 15,00,99,588/- (Rupees Fifteen Crore Ninety-Nine Thousand Five Hundred Eighty-Eight only), on such terms and conditions and in such manner as may be finalized by the Board of Directors, to the below mentioned persons/ entities belonging to the “Promoter & Promoter Group” and “Public” category (“Proposed Allottees”) in the manner as follows:

Sr. No.	Name of the Proposed Allottee	Category	No. of Shares to be Issued (up to)
1.	Prakash Chand Jalan	Promoter	5,55,555
2.	Nishit Jalan	Promoter	4,16,666
3.	Ankur Jalan	Promoter	4,16,666
4.	Anita Jalan	Promoter	2,77,777
5.	Dnyanesh R Bhatavadekar	Public	1,05,555
6.	Gaurav Sharma	Public	2,77,777
7.	Girish Gulati (HUF)	Public	8,05,555
8.	Gunjan Bagaria	Public	1,05,555
9.	Jayant Kumar Monga	Public	1,38,888
10.	Kanj Goel	Public	27,777
11.	Kavita Poddar	Public	69,444
12.	Kunal Mehra	Public	69,444
13.	Kunal Mehra (HUF)	Public	69,444
14.	Manoj Mehra	Public	1,38,888
15.	Revati Anupam Bhat	Public	1,11,111

Sr. No.	Name of the Proposed Allottee	Category	No. of Shares to be Issued (up to)
16.	Rishabh Jain	Public	4,16,666
17.	Samta Poddar	Public	69,444
18.	Vinesh Poddar	Public	69,444
19.	Vinod Kumar Poddar	Public	27,777
Total			41,69,433

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, 2018, the Relevant Date for determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned allottee is Monday, June 08, 2026, which is 30 days prior to the date of the Annual General Meeting of the members of the Company scheduled to be held on Wednesday, July 08, 2026.

RESOLVED FURTHER THAT the aforesaid issue of Equity shares shall be subject to the following terms and conditions:

- (a) The Equity shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend, voting powers, and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (b) The Equity Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to BSE, and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- (c) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.
- (d) The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- (e) The Equity Shares to be allotted shall be subject to lock in for such period as specified in the provisions of Chapter V of SEBI ICDR Regulations and any other applicable law for the time being in force.
- (f) The Equity Shares to be issued and allotted to the Proposed Allottee pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- (g) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

- (h) The Proposed Allottee shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI (ICDR) Regulations.
- (i) The Equity Shares so offered/issued and allotted to the Proposed Allottee, shall be issued by the Company for cash consideration.
- (j) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee.
- (k) The monies received by the Company from the Proposed Allottee for subscription to the Equity Shares pursuant to the Preferential Issue shall be kept by the Company in a separate bank account opened/ designated by the Company for this purpose and shall be utilized by the Company only in accordance with the provisions of the Companies Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to Preferential Issue Committee to give effect to the aforesaid resolution(s) including making necessary filings with the Stock Exchange(s) for obtaining in-principle approval and other statutory or regulatory authorities execution of any documents, instruments, agreements on behalf of the Company and to represent the Company before any governmental, legal or statutory or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps and actions which may be incidental, consequential, relevant or ancillary in this condition.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, and/ or Ms. Simran Rajput, Company Secretary & Compliance Officer of the Company and/ or the Committee of the Board of Directors be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation- circulation of the Private Placement Offer Letter in Form PAS-4 as prescribed under the Act, to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

Item No. 6: Appointment of Mr. Prakash Chand Jalan (DIN: 00475545) as Managing Director cum Chairperson of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for the cessation of Mr. Prakash Chand Jalan (DIN: 00475545) as a Non-Executive Director of the Company and his appointment as Managing



Director cum Chairperson of the Company for a period of 05 years with effect from 12th June 2026, upon such terms and conditions including remuneration as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT Mr. Prakash Chand Jalan shall, during his tenure as Managing Director, be entrusted with substantial powers of management of the affairs of the Company subject to the superintendence, control and direction of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, vary and revise the terms and conditions of appointment and remuneration within the limits prescribed under the Companies Act, 2013 and other applicable laws.

RESOLVED FURTHER THAT Board of Directors of the company and/or Ms. Simran Rajput, Company Secretary cum Compliance officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

Item No. 7: Appointment of Mr. Ankur Jalan (DIN: 02964227) as Non-Executive Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for the cessation of Mr. Ankur Jalan (DIN: 02964227) as Chief Financial Officer of the Company and his appointment as a Non-Executive Director of the Company, liable to retire by rotation, with effect from 12th June 2026.

RESOLVED FURTHER THAT Mr. Ankur Jalan shall hold office as a Non-Executive Director subject to the provisions of the Companies Act, 2013 and Articles of Association of the Company.

RESOLVED FURTHER THAT Board of Directors of the company and/or Ms. Simran Rajput, Company Secretary cum Compliance officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents as may be necessary to give effect to this resolution."

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

Sd/-
Simran Rajput
Company Secretary & Compliance Officer

Date: June 09, 2026
Place: New Delhi

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”), has vide its General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23,2021, No. 20/2021 dated December 8, 2021, No. 03/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023, No. 09/2024 dated September 19, 2024 and the latest being No. 03/2025 dated September 22, 2025 permitted the companies to hold AGM through VC/OAVM without the physical presence of members at a common venue. In compliance with the provisions of the MCA Circulars read with the provisions of the Act and and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC/OAVM facility.

The Deemed Venue for the AGM shall be the Registered Office of the Company.

In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2025-26 and Notice of the 41st 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. Since, the AGM is held through VC/OAVM, physical attendance of Members has been dispensed with and the members are requested to virtually attend and vote at the AGM. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and Route Map 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 41st AGM and facility for those members participating in the 41st AGM to cast vote through e-Voting system during the 41st AGM. For this purpose, CDSL will be providing facility for voting through remote e-Voting, for participation in the 41st AGM through VC / OAVM facility and e-Voting during the 41st 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.



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 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. Wednesday, 01st July 2026. 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, 01st July 2026. 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. Wednesday, 01st July, 2026 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 grovyyindia@gmail.com.
10. The Register of Members of the Company shall remain closed from **30th June, 2026 to 08th July, 2026 (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 Wednesday, 01st July 2026 and those whose names appear as Beneficial Owners as at the close of the business hours on Wednesday, 01st July 2026 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 along with Income Tax Act, 2025 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.grovyyindia.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 30th June, 2026.
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.nsd.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 Sunday, July 05, 2026 (9:00 A.M) and ends on Tuesday, July 07, 2026 (5:00 P.M).

**REMOTE E-VOTING SCHEDULE**

Opens: Sunday, 05th July, 2026 at 9:00 A.M.

Closes: Tuesday, 07th July, 2026 at 5:00 P.M.

E-Voting Platform: CDSL | Scrutinizer: Adv. Akshit Gupta

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

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. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM 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. 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 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 Exchanges i.e. BSE Limited at www.bseindia.com respectively. 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.

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 **Sunday, July 05, 2026 (9:00 A.M)** and ends on Tuesday, July 07, 2026 (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 **Wednesday, July 01, 2026** 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.



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 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 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 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 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 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	<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.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



	<p>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>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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

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 toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

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 meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 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 Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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; _____ (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM 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 /iPad 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. 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 at least **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
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 may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **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.**

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 toll free no. 1800 21 09911

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 toll free no. 1800 21 09911.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required under Section 102 of the Companies Act, 2013 (including any statutory modifications) thereto or re-enactments made thereunder, if any, for the time being in force (the “Act”), the following explanatory statement sets out all material facts relating to the business mentioned in the accompanying Notice:

Item No. 4:

Presently, the Authorized Share Capital of the Company is ₹ 13,50,00,000/- (Rupees Thirteen Crore Fifty Lakhs Only) divided into 1,35,00,000 (One Crore and Thirty-Five Lakh) Equity Shares of ₹ 10/- (Rupees Ten Only) each.

Considering the share capital expansion plans of the Company including issuance of requisite number of fresh Equity Shares pursuant to the Preferential Issue as proposed under Item No. 5, the Company needs to have enough unissued Authorized Share Capital. The Board at its Meeting held on Tuesday, June 09, 2026, considered it desirable to increase the Authorized Share Capital of the Company from ₹ 13,50,00,000/- (Rupees Thirteen Crore Fifty Lakhs Only) divided into 1,35,00,000 (One Crore and Thirty-Five Lakh) equity shares of ₹ 10/- (Rupees Ten Only) each to ₹ 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of ₹ 10/- (Rupees Ten Only) each.

Consequent upon the increase in authorized share capital as proposed, the existing Clause V of the Memorandum of Association of the Company will also have to be replaced. The copy of altered Memorandum of Association of the Company will be available for inspection electronically. Any member/shareholder seeking inspection may write to us at grovyindia@gmail.com.

The provisions of the Companies Act, 2013 require the Company to seek approval of the members for increase in authorized share capital and consequent alteration of the Capital Clause of the Memorandum of Association and Article of Association; accordingly, the Board recommends the resolution set forth in Item No. 1 for the approval of the members of the Company by way of an **Ordinary Resolution**.

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 resolution.

Item No. 5:

The **Special Resolution** contained in Item No. 5 of this Notice, has been proposed pursuant to the provisions of Sections 23(1)(b), 42, and 62 of the Companies Act, 2013, read with the applicable rules made there under to issue and allot, up to 41,69,433 (Forty-One Lakh Sixty-Nine Thousand Four Hundred Thirty-Three) Equity shares of face value of ₹ 10/- (Rupees Ten only) each (“Equity Shares”) for cash, at an issue price of ₹ 36/- (Rupees Thirty-Six Only) each, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to ₹ 15,00,99,588/- (Rupees Fifteen Crore Ninety-Nine Thousand Five Hundred Eighty-Eight only), on such terms and conditions and in such manner as may be finalized by the Board of Directors, to the below mentioned persons/ entities belonging to the “Promoter & Promoter Group” and “Public” category, on a preferential basis.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board of Directors (“**Board**”) in their meeting held on Tuesday, June 09, 2026.

The approval of the members of the Company is accordingly being sought by way of a ‘**Special Resolution**’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

a. Objects of the Preferential Issue

The Company intends to utilize the proceeds raised through the issue (“**Issue Proceeds**”) towards the following objects:

Sr. No.	Particulars	Estimated utilization of Net Proceeds (In ₹)	Tentative timelines for utilization of net proceeds from the date of receipt of funds
1.	Repayment/ Prepayment of Loans.	7,00,00,000	By November 30, 2026
2.	Development of existing Projects of the Company namely: <ul style="list-style-type: none"> i. C 8 Anand Niketan, New Delhi ii. A 138 Neeti Bagh, New Delhi iii. B 107 Gulmohar Park, New Delhi 	5,00,99,588	By April 30, 2027
3.	General Corporate Purposes	3,00,00,000	By February 28, 2027
Total		15,00,99,588	-

Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have flexibility to deploy the Issue Proceeds. Pending utilization of the Issue Proceeds for the Objects described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

b. Monitoring of Utilization of Funds

Given that the issue size does not exceed ₹ 100 Crore (Rupees One Hundred Crore Only), in terms of Regulation 162A of the SEBI (ICDR) Regulations, the Company is not required to appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue (“**Monitoring Agency**”).

c. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board of Directors of the Company at their meeting held on Tuesday, June 09, 2026, had, subject to the approval of the members of the Company (“**Members**”) and such other approvals as may be required, approved the issue of up to 41,69,433 (Forty-One Lakh Sixty-Nine Thousand Four Hundred Thirty-Three) Equity Shares of face value of ₹ 10/- (Rupees Ten only), at an price of ₹ 36/- (Rupees Thirty-Six only) (including a premium of ₹ 26/- (Rupees Twenty-Six only) per Equity Share), for Cash consideration on a preferential basis, for an

aggregate amount of up to ₹ 15,00,99,588/- (Rupees Fifteen Crore Ninety-Nine Thousand Five Hundred Eighty-Eight Only) determined in terms of Chapter V of SEBI ICDR Regulations.

In respect of the Equity Shares proposed to be allotted, an amount equivalent to 100% of the consideration for the Equity Shares shall be payable at the time of allotment of Equity Shares.

d. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

Except as stated below, none of the Promoters, Directors, Key Managerial Personnel, or Senior Management Personnel of the Issuer intends to subscribe to the offer given under Item No. 5:

Sr. No.	Name	Category	No. of Shares to be Issued (up to)
1.	Prakash Chand Jalan	Promoter	5,55,555
2.	Nishit Jalan	Promoter	4,16,666
3.	Ankur Jalan	Promoter	4,16,666
4.	Anita Jalan	Promoter	2,77,777

e. The Shareholding Pattern of the Issuer before and after the Preferential Issue:

The Shareholding Pattern of the Company before and after the proposed preferential issue to the “Promoter & Promoter Group” & “Public” category is likely to be as follows:

Category	Pre Issue Shareholding Structure		Equity Shares to be issued (Up to)	Post Issue Shareholding Structure	
	No. of Shares	%		No. of Shares	% [#]
(A) Promoter Shareholding					
(1) Indian					
(a) Individuals & HUF	97,35,253	73.00	16,66,664	1,14,01,917	65.13
(b) Bodies Corporate	0	0.00	0	0	0.00
Sub Total (A)(1)	97,35,253	73.00	16,66,664	1,14,01,917	65.13
(2) Foreign promoters	0	0.00	0	0	0.00
Total Promoter shareholding A=A1+A2	97,35,253	73.00	16,66,664	1,14,01,917	65.13
(B) Public Shareholding					
B1) Institutional Investors	0	0.00	0	0	0.00
B2) Central Govt./Stat Govt./POI	0	0.00	0	0	0.00
B3) Non-Institutional Investors					
Individuals	16,89,454	12.67	16,27,770	33,17,224	18.95
Body Corporate	8,91,320	6.68	0	8,91,320	5.09
Others (Including HUF, LLP & NRI)	10,20,245	7.65	8,74,999	18,95,244	10.83
Total Public Shareholding B=B1+B2+B3	36,01,019	27.00	25,02,769	61,03,788	34.87
C) Public – Non-Public	-	-	-		
Grand Total (A+B+C)	1,33,36,272	100.00	41,69,433	1,75,05,705	100.00

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company, i.e.,

₹ 17,50,57,050/- (Rupees Seventeen Crore Fifty Lakh Fifty-Seven Thousand and Fifty Only) divided into 1,75,05,705 (One Crore Seventy-Five Lakh Five Thousand Seven Hundred and Five Only) Equity Shares of face value of ₹ 10- each (Rupees Ten Only).

Notes:

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, June 05, 2026.
2. Post shareholding structure may change depending upon any other corporate action in between.

f. Proposed time frame within which the Preferential Issue shall be completed:

As required under Regulation 170 of the SEBI ICDR Regulations, Preferential Issue of the said Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 5. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of the last of such approvals or permissions.

g. Number of people to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:

Not Applicable, since the Company has not made any allotment on a preferential basis during the year.

h. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

Sr. No.	Name of the Proposed Allottees	Category	Name of the Ultimate Beneficial Owner
1.	Prakash Chand Jalan	Promoter	Not Applicable, allottee being an individual
2.	Nishit Jalan	Promoter	Not Applicable, allottee being an individual
3.	Ankur Jalan	Promoter	Not Applicable, allottee being an individual
4.	Anita Jalan	Promoter	Not Applicable, allottee being an individual
5.	Dnyanesh R Bhatavadekar	Public	Not Applicable, allottee being an individual
6.	Gaurav Sharma	Public	Not Applicable, allottee being an individual
7.	Girish Gulati (HUF)	Public	Girish Gulati
8.	Gunjan Bagaria	Public	Not Applicable, allottee being an individual
9.	Jayant Kumar Monga	Public	Not Applicable, allottee being an individual
10.	Kanj Goel	Public	Not Applicable, allottee being an individual
11.	Kavita Poddar	Public	Not Applicable, allottee being an individual
12.	Kunal Mehra	Public	Not Applicable, allottee being an individual
13.	Kunal Mehra (HUF)	Public	Kunal Mehra
14.	Manoj Mehra	Public	Not Applicable, allottee being an individual
15.	Revati Anupam Bhat	Public	Not Applicable, allottee being an individual
16.	Rishabh Jain	Public	Not Applicable, allottee being an individual
17.	Samta Poddar	Public	Not Applicable, allottee being an individual
18.	Vinesh Poddar	Public	Not Applicable, allottee being an individual
19.	Vinod Kumar Poddar	Public	Not Applicable, allottee being an individual

i. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the

preferential issue.

Name of the Proposed Allottees	Pre-Issue Shareholding Structure ⁽¹⁾		Equity Shares to be issued up to	Post issue Shareholding Structure ^{(2) & (3)}	
	No. of Shares	% age		No. of Shares	% age
Prakash Chand Jalan	30,21,464	22.66	5,55,555	35,77,019	20.43
Nishit Jalan	18,96,016	14.22	4,16,666	23,12,682	13.21
Ankur Jalan	18,82,971	14.12	4,16,666	22,99,637	13.14
Anita Jalan	17,24,732	12.93	2,77,777	20,02,509	11.44
Dnyanesh R Bhatavadekar	0	0.00	1,05,555	1,05,555	0.60
Gaurav Sharma	0	0.00	2,77,777	2,77,777	1.59
Girish Gulati (HUF)	0	0.00	8,05,555	8,05,555	4.60
Gunjan Bagaria	44,557.00	0.33	1,05,555	1,50,112.00	0.86
Jayant Kumar Monga	0	0.00	1,38,888	1,38,888	0.79
Kanj Goel	0	0.00	27,777	27,777	0.16
Kavita Poddar	20,400.00	0.15	69,444	89,844.00	0.51
Kunal Mehra	0	0.00	69,444	69,444	0.40
Kunal Mehra (HUF)	0	0.00	69,444	69,444	0.40
Manoj Mehra	31,909.00	0.24	1,38,888	1,70,797.00	0.98
Revati Anupam Bhat	0	0.00	1,11,111	1,11,111	0.63
Rishabh Jain	0	0.00	4,16,666	4,16,666	2.38
Samta Poddar	11,200.00	0.08	69,444	80,644.00	0.46
Vinesh Poddar	17,348.00	0.13	69,444	86,792.00	0.50
Vinod Kumar Poddar	5,692.00	0.04	27,777	33,469.00	0.19

Notes:

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, June 05, 2026.
2. These percentages have been calculated on the basis of post-preferential share capital of the Company, i.e., ₹ 17,50,57,050/- (Rupees Seventeen Crore Fifty Lakh Fifty-Seven Thousand and Fifty Only) divided into 1,75,05,705 (One Crore Seventy-Five Lakh Five Thousand Seven Hundred and Five Only) Equity Shares of face value of ₹ 10- each (Rupees Ten Only).
3. Post shareholding structure may change depending upon any other corporate action in between.

j. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

k. Lock-in Period:

- (a) Equity Shares to be allotted shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- (b) The entire pre-preferential shareholding, if any, of the Proposed Allottees, in the Company, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

l. Issue price and Relevant Date:

In terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue of Equity Shares has been reckoned as Monday, June 08, 2026, which is 30 days prior to the date of Annual General Meeting of the members of the Company scheduled to be held on Wednesday, July 08, 2026.

The Equity Shares of the Company are listed on the BSE Limited (“BSE”) (“Stock Exchange”). The Equity Shares of the Company are infrequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI ICDR Regulations, 2018.

In terms of Regulation 165 of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares to be issued shall be determined through the Valuation Report of M/s. Corporate Professionals Valuation Services Private Limited, Independent Registered Valuer (Registration No.: IBBI/RV-E/02/2019/106). i.e., ₹ 35.89/- per Equity Share. The said report is available on the website of the Company at <https://www.grovyindia.com/wp-content/uploads/2026/06/Valuation-Report.pdf>

Accordingly, the minimum issue price of Equity Shares to be issued on a Preferential basis shall be ₹ 35.89/- each. However, the Board of Directors of the Company has decided on the issue of Equity Shares at an Issue Price of ₹ 36/- (Rupees Thirty-Six Only) each, which is higher than the above-mentioned price.

m. Undertakings:

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

n. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable, since none of the Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India.

o. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or Public:

Sr. No.	Name of the Proposed Allottees	Current Status	Post Status
1	Prakash Chand Jalan	Promoter	Promoter
2	Nishit Jalan	Promoter	Promoter
3	Ankur Jalan	Promoter	Promoter
4	Anita Jalan	Promoter	Promoter
5	Dnyanesh R Bhatavadekar	Public	Public
6	Gaurav Sharma	Public	Public
7	Girish Gulati (HUF)	Public	Public
8	Gunjan Bagaria	Public	Public
9	Jayant Kumar Monga	Public	Public
10	Kanj Goel	Public	Public
11	Kavita Poddar	Public	Public
12	Kunal Mehra	Public	Public
13	Kunal Mehra (HUF)	Public	Public
14	Manoj Mehra	Public	Public
15	Revati Anupam Bhat	Public	Public
16	Rishabh Jain	Public	Public
17	Samta Poddar	Public	Public
18	Vinesh Poddar	Public	Public
19	Vinod Kumar Poddar	Public	Public

p. Practicing Company Secretary's Certificate:

The certificate from APMG & Associates, Practicing Company Secretaries (PR No.: 3255/2023) (COP No.: 16237), certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI (ICDR) Regulations 2018, have been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website viz: <https://www.grovyindia.com/wp-content/uploads/2026/06/Compliance-Certificate-under-Reg1632.pdf>

q. Details of the Directors, Key Managerial Persons, or their relatives, in any way concerned or interested in the said resolution:

Except as given below, no Director, key managerial personnel or their relatives, in any way are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 5 of this Notice:

S. N.	Name	Designation	Equity Shares to be issued (Up to)
1.	Prakash Chand Jalan	Non-Executive - Non-Independent Director	5,55,555
2.	Nishit Jalan	Executive Director	4,16,666
3.	Ankur Jalan	Chief Financial Officer	4,16,666
4.	Anita Jalan	Non-Executive - Non-Independent Director	2,77,777

The Board of Directors recommends the resolutions as set out in Item No. 5 of this notice for the issue of Equity shares, on a preferential basis, to the proposed allottee by way of **Special Resolution**.

Item No.6

Mr. Prakash Chand Jalan (DIN: 00475545) is presently associated with the Company as a Non-Executive Director and Chairperson of the Company.

Considering his extensive experience in the real estate sector, deep understanding of the Company's business operations, strategic vision and leadership capabilities, the Nomination and Remuneration Committee, at its meeting held on 10th June 2026, recommended his appointment as Managing Director cum Chairperson of the Company.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 12th June 2026, approved the cessation of Mr. Prakash Chand Jalan as Non-Executive Director and his appointment as Managing Director cum Chairperson of the Company for a period of 05 years with effect from 12th June 2026, subject to the approval of the Members of the Company.

The Board is of the opinion that under the leadership of Mr. Prakash Chand Jalan, the Company would benefit from stronger executive oversight, faster decision-making and enhanced operational efficiency. The proposed appointment is also aimed at strengthening the leadership framework of the Company and ensuring focused strategic direction for future growth.

Mr. Prakash Chand Jalan possesses rich experience in business management, corporate strategy, project execution and administration. The Board believes that his continued association in an executive leadership role would be of immense benefit to the Company.

The Company has received:

- Consent to act as Managing Director;
- Disclosure of interest in Form MBP-1;
- Declaration that he is not disqualified under Section 164 of the Companies Act, 2013;
- Confirmation that he is not debarred from holding the office of Director pursuant to any order of SEBI or any other authority.

A brief profile of Mr. Prakash Chand Jalan together with disclosures required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 is provided in **Annexure-I** forming part of this Notice.

Except Mr. Prakash Chand Jalan and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No. __ for approval of the Members.

Item No. 7

Mr. Ankur Jalan is presently serving as the Chief Financial Officer of the Company and has been associated with the financial management and strategic planning functions of the Company for several years.

In order to strengthen the governance framework and leverage his experience at the Board level, the Nomination and Remuneration Committee, at its meeting held on 05th June 2026, recommended his appointment as a Non-Executive Director of the Company.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 12th June 2026, approved the cessation of Mr. Ankur Jalan as Chief Financial Officer



and his appointment as Non-Executive Director of the Company, liable to retire by rotation, with effect from 12th June 2026, subject to approval of the Members.

The Board is of the opinion that Mr. Ankur Jalan's extensive knowledge of the Company's financial affairs, business operations and industry dynamics will significantly contribute to the deliberations and decision-making process of the Board.

The Company has received:

- Consent in Form DIR-2 to act as Director;
- Declaration that he is not disqualified under Section 164 of the Companies Act, 2013;
- Disclosure of interest in Form MBP-1;
- Confirmation that he is not debarred from holding the office of Director pursuant to any order of SEBI or any other authority.

A brief profile of Mr. Ankur Jalan together with disclosures required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 is provided in **Annexure-II** forming part of this Notice.

Except Mr. Ankur Jalan and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

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

**Sd/-
Simran Rajput
Company Secretary & Compliance Officer**

**Date: June 09, 2026
Place: New Delhi**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT****[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings]**

Particulars	Details
Name	Mr. Prakash Chand Jalan
DIN	00475545
Designation proposed	Managing Director cum Chairperson
Date of Birth	06.04.1958
Qualification	An esteemed member of ICAI (Institute of Chartered Accountants of India)
Experience	Extensive experience in real estate development, business strategy and management
Date of first appointment on Board	08.06.1990
Terms of Appointment	Managing Director cum Chairperson for 05 years
Shareholding in Company	3021464 Equity Shares
Relationship with Directors/KMP	Related to Mr. Nishit Jalan, Mr. Ankur Jalan and Mrs. Anita Jalan
Directorships other Listed Companies as of Date Chairman/Member of Committees (Including Audit Committee and Stakeholder Relationship Committee) of other Companies	NIL
Remuneration proposed	9,60,000 per annum

**ANNEXURE – II****DETAILS OF DIRECTORS SEEKING APPOINTMENT****[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings]**

Particulars	Details
Name	Mr. Ankur Jalan
DIN	02964227
Designation proposed	Non-Executive Director
Date of Birth	13.02.1991
Qualification	Post-Graduation
Experience	Extensive experience in finance, accounts and corporate management
Date of first appointment with Company	18.06.2015
Terms of Appointment	Non-Executive Director liable to retire by rotation
Shareholding in Company	1882971 shares
Relationship with Directors/KMP	Related to Mr. Prakash Chand Jalan, Mr. Nishit Jalan and Mrs. Anita Jalan
Directorships other Listed Companies as of Date Chairman/Member of Committees (Including Audit Committee and Stakeholder Relationship Committee) of other Companies	_____
Remuneration proposed	NIL

Place: New Delhi
Date: 09.06.2026By Order of the Board of Directors
For Grovy India Limited**Simran Rajput**
Company Secretary | Membership No. A77691