

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF GROVY INDIA LIMITED (THE COMPANY) WILL BE HELD ON FRIDAY, THE 04TH DAY OF APRIL, 2025 AT 12:30 P.M THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) FACILITY DEEMED TO BE CONDUCTED FROM REGISTERED OFFICE OF COMPANY 122, 1ST FLOOR, VINOBA PURI LAJPAT NAGAR PART II NEW DELHI, SOUTH DELHI 110024, TO TRANSACT THE FOLLOWING BUSINESSES:

ITEM NO. 1: TO APPROVE APPOINTMENT OF MR. ANUPAM SINGH SISODIA (DIN: 02637198) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To Consider and Approve the Appointment of An Independent Director of the Company and to Fix Their Remuneration, If Thought Fit, To Pass with Or Without Modification, As **Special Resolution** :

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 160 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Regulation 16 and 25 read with other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company Mr. Anupam Singh Sisodia (DIN:02637198) who was appointed as an Additional Director (Non-Executive-Independent) in their Meetings w.e.f. March 07, 2025 and who has submitted a declaration that he meets the criteria for independence as provided under the Act and the SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term up to 5 consecutive years with effect from March 07, 2025 to March 06, 2030.

RESOLVED THAT any of the director for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

ITEM NO. 2: TO APPROVE REAPPOINTMENT OF MR. NAWAL KISHORE CHOUDHURY (DIN: 00973844) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To Consider and approve the reappointment of Independent Director of the Company and to fix their remuneration, if thought fit, to pass with or without modification, as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 160 read with schedule IV

and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Regulation 16, 17, 17(1A), and 25 read with other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company. Mr. Nawal Kishore Choudhury (DIN: 00973844) who was re-appointed as an Independent Director (Non-Executive-Independent) in their meetings w.e.f. March 07, 2025 and who has submitted a declaration that he meets the criteria for independence as provided under the Act and the SEBI LODR be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term up to 5 consecutive years with effect from 7th March, 2025 to 06th March, 2030.

RESOLVED FURTHER THAT Directors of the Company be and are hereby authorised to file the necessary e-Forms with the Registrar of Companies, NCT of Delhi and other concerned authorities and to take all such steps and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient to give effect of the above resolution.”

ITEM NO. 3: INCREASE IN MANAGERIAL REMUNERATION OF MR. NISHIT JALAN, WHOLE TIME DIRECTOR CUM CHIEF EXECUTIVE OFFICER OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018 and other applicable provisions, if any, and pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with Schedule V of the Companies Act, 2013 and the rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for revision of managerial remuneration of Mr. Nishit Jalan (DIN: 02964239), Whole time Director cum CEO of the Company, which is in Exceed of threshold limits as prescribed under Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (SEBI LODR Regulations) and Schedule V of the Companies Act, 2013 and the Rules made thereunder.

“**RESOLVED FURTHER THAT** the extent and scope of salary and perquisites of the Directors of the Company be altered, enhanced, widened or varied by the Board of Directors in accordance with the provisions of Companies Act, 2013 and other applicable provisions.”

” **RESOLVED FURTHER THAT**” the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during this financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Whole Tisme Director.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may

be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

ITEM NO. 4: INCREASE IN REMUNERATION OF MR. ANKUR JALAN, CHIEF FINANCIAL OFFICER OF THE COMPANY

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

“RESOLVED THAT pursuant to Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018 and other applicable provisions, if any, and pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with Schedule V of the Companies Act, 2013 and the rules made thereunder, including any amendment(s), modification(s) or reenactment(s) thereof for the time being in force; upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for revision of managerial remuneration of Mr. Ankur Jalan, Chief Financial Officer of the Company, which is in excess of threshold limits as prescribed under Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (SEBI LODR Regulations) and Schedule V of the Companies Act, 2013 and the Rules made thereunder.

RESOLVED FURTHER THAT the extent and scope of salary and perquisites of the KMP of the Company be altered, enhanced, widened or varied by the Board of Directors in accordance with the provisions of Companies Act, 2013 and other applicable provisions.

RESOLVED FURTHER THAT the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during this financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Managing Director.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

Place: New Delhi
Dated:07.03.2025

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. 1, 2, 3 and 4 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 and other circulars issued in this respect by the Ministry of Corporate Affairs (MCA) and the securities Exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as "SEBI Circulars") permitted convening the Annual General Meeting ("EGM") 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 EGM 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 EGM shall be the Registered Office of the Company.

In case any member is desirous of obtaining Notice of the EGM 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

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 EGM and facility for those members who are participating in the EGM to cast vote through e-Voting system during the EGM. For this purpose, CDSL will be providing facility for voting through remote e-Voting, for participation in the EGM through VC / OAVM facility and e-Voting during the EGM.

4. The Company will hold EGM through VC / OAVM facility without physical presence of the members. The necessary details for joining the meeting are given below in point no. 14.
5. The meeting will be conducted following the below process:
 - i. Since this meeting is being held through video conferencing, physical attendance of members has been dispensed with. Therefore, appointment of proxies is not applicable.

- II.** Pursuant to Section 113 of the Act, corporate members are requested to send duly certified copy of the Board Resolution authorising their representative to attend and vote at the EGM, before e-voting/attending EGM, to grovyindia@gmail.com.
- III.** Members who have any question or seeking clarifications on the matters 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 Friday, 28th March 2025. This would enable the Company to compile the information and provide the replies at the meeting.
- IV.** 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. Friday, 28th March 2025. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.
- V.** The voting on the proposals contained in the Notice of EGM 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 EGM using the process mentioned below for e-voting through electronic system means.
- 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 EGM. 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, 28th March 2025 may follow step 1 i.e. "Access to CDSL e- Voting system" as mentioned below. Detailed instructions for voting are contained in Point 14 below
- VI.** 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 EGM in a fair and transparent manner.
- VII.** 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.
- VIII.** 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.

6. 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.
7. 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.
8. 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.
9. 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 Tuesday, the 01st April, 2025 (9:00 A.M.) and end on Thursday, the 03rd April, 2025 (5:00 P.M.)

PROCEDURES / INSTRUCTIONS

CDSL e-Voting System – For Remote e-voting and e-voting during 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 EGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/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 EGM/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/EGM will be provided by CDSL.
3. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM 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 EGM. 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 EGM 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 EGM 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 EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
7. The EGM 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 EGMs are due in the Year 2023 or 2024, to conduct their EGMs 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 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 **Tuesday, the 01st April, 2025 (9:00 A.M.)** and end on **Thursday, the 03rd April, 2025 (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 21.03.2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

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

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

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

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

	<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 OR DATE OF BIRTH (DOB)	ENTER THE DIVIDEND BANK DETAILS OR DATE OF BIRTH (IN DD/MM/YYYY FORMAT) AS RECORDED IN YOUR DEMAT ACCOUNT OR IN THE COMPANY RECORDS IN ORDER TO LOGIN. IF BOTH THE DETAILS ARE NOT RECORDED WITH THE DEPOSITORY OR COMPANY, PLEASE ENTER THE MEMBER ID / FOLIO NUMBER IN THE DIVIDEND BANK DETAILS FIELD.
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- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting

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

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

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

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

1. The procedure for attending meeting & e-Voting on the day of the EGM 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 EGM.
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 EGM** -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 28th March, 2025 (5:00 P.M. IST)** mentioning their name, demat account number/folio number, email id, mobile number at grovyindia@gmail.com. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. **For raising queries by e-mail**-The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **by 28th March, 2025 (5:00 P.M. IST)** mentioning their name, demat account number/folio number, email id, mobile number at grovyindia@gmail.com. These queries will be replied to by the company suitably by email.
9. Only those shareholders, who are present in the 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.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM 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 EGM & 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 EGM is proposed to be held through VC / OAVM, the Route Map of the venue has not been annexed to this Notice.

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

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 to 4 the accompanying Notice dated Friday, March 07, 2025.

ITEM NO 1.

Mr. Anupam Singh Sisodia (DIN: 02637198), was appointed as an Additional – Independent Director of the Company on the board of the Company by the directors in their Board Meeting held on 07th March, 2025, with effect from such Board meeting. Based on the recommendation of the Nomination & Remuneration Committee the Resolution passed on 04th March, 2025, proposed the appointment of Mr. Anupam Singh Sisodia as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 07th March, 2025 up to 06th March, 2030 (both days inclusive), for the approval of the Members by way of a Special Resolution.

In accordance with provisions of the Companies Act, 2013, In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Anupam Singh Sisodia shall hold office up to the date of the forthcoming Extra-ordinary General Meeting and is eligible to be regularized as an Independent Director for a term up to five years.

A brief profile of Mr. Anupam Singh Sisodia, including nature of her expertise, is provided as Annexure-I of this Notice.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of Mr. Anupam Singh Sisodia (DIN: 02637198) from Additional Independent Director to Independent Director of the Company for a term up to 5 years with effect from conclusion of this EGM. The Company has also received a declaration from Mr. Anupam Singh Sisodia declaring that she meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company other than Mr. Anupam Singh Sisodia, are concerned or interested, financially or otherwise, in the resolution

ITEM NO 2.

Mr. Nawal Kishore Choudhury (DIN: 00973844) is currently working as an Independent Director of the Company. Mr. Nawal Kishore Choudhury was appointed as an Independent Director of the Company w.e.f 02nd March 2020 by the Board at their meeting held 02nd March 2020 and approved by the Members at the 35th Annual General Meeting of the Company held on 30th July, 2020 for a period of 5 (five) consecutive years and is eligible for re-appointment for a second term on the Board of the Company. Based on the recommendation of the Nomination & Remuneration Committee the Resolution passed on 04th March, 2025, proposed the re-appointment of Mr. Nawal Kishore Choudhury an Independent Director of the Company for a second term of 5 (five) consecutive years

commencing from 07th March, 2025 up to 06th March, 2030 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Nawal Kishore Choudhury (DIN: 00973844) has a Qualified Chartered Accountant and has more the 25 years of experience in the field of Administration and Management.

The Board is of the opinion that Mr. Nawal Kishore Choudhury continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has received a declaration from Mr. Nawal Kishore Choudhury confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Nawal Kishore Choudhury has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr. Nawal Kishore Choudhury has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Nawal Kishore Choudhury has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

Mr. Nawal Kishore Choudhury has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr. Nawal Kishore Choudhury fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for reappointment as an Independent Director and that he is independent of the Management.

A brief profile of Mr. Nawal Kishore Choudhury, including nature of her expertise, is provided as Annexure-II of this Notice

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Nawal Kishore Choudhury as an Independent Director is now placed for the approval of the Members by a Special Resolution. Accordingly, the approval of Members of the Company is being sought by way of a Special Resolution.

The Board commends the Special Resolution set out in Item No. 2 of the accompanying Notice for approval of the Members. None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Nawal Kishore Choudhury and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

ITEM NO 3.

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 07th March, 2025 approved the revision of remuneration payable to Mr. Nishit Jalan of the Company effective from 01st April, 2025. Further the members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and incremental thereof for basic pay of Rupees 90,000 per month.

The Board of Directors in their meeting held on 07th March, 2025 proposed to increase remuneration payable to Mr. Nishit Jalan, subject to approval of members of the Company. In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of special resolution, for payment of remuneration to Mr. Nishit Jalan, Whole time Director.

Accordingly, the Board recommends the resolution set forth in Item No. 3 relating to increase in the managerial remuneration payable to Mr. Nishit Jalan, Whole time Director, by way of Special Resolution.

Except Mr. Nishit Jalan, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO 4.

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 07th March, 2025 approved the revision of remuneration payable to Mr. Ankur Jalan of the Company effective from 01st April, 2025. Further the members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and incremental thereof for basic pay of Rupees 90,000 per month.

The Board of Directors in their meeting held on 07th March, 2025 proposed to increase remuneration payable to Mr. Ankur Jalan, subject to approval of members of the Company. In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of special resolution, for payment of remuneration to Mr. Ankur Jalan, Chief Financial Officer.

Accordingly, the Board recommends the resolution set forth in Item No. 4 relating to increase in the managerial remuneration payable to Mr. Ankur Jalan, Chief Financial officer, by way of Special Resolution.

Except Mr. Ankur Jalan, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings]

Annexure-1

Name of the Director	Mr. Anupam Singh Sisodia
DIN	02637198
Date of Birth	03/02/1990
Expertise in Specific Functional area/ Experience	Mr. Anupam Singh Sisodia brings extensive experience in business management, with a specialization in Sustainable Development Practices.
Qualification	PGDM in Sustainable Development Practice
Terms and Conditions of appointment	With effect from 07.03.2025 Mr. Anupam Singh Sisodia shall be Director of the Company for the 5 financial years
Number of Meetings of the Board attended during the year 2023- 24	NIL
Date of Appointment	With effect from 07th March, 2025 to 06th March 2030
Date of First appointment on the Board	07-03-2025
Directorship of other Listed Companies as of Date Chairman/Member of Committees (including Audit Committee and Stakeholder Relationship Committee) of other Companies	NIL
Number of shares held in the Company	NIL
Remuneration sought to be paid	NIL
Remuneration last drawn	NIL
Relationship with other Directors, Manger and other Key Managerial personnel of the Company	There is no inter se relationship between Mr. Anupam Singh Sisodia, other Members of the Board and Key Managerial Personnel of the Company.

DETAILS OF DIRECTORS SEEKING APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings]

Annexure-II

Name of the Director	Mr. Nawal Kishore Choudhury
DIN	00973844
Date of Birth	07-01-1947
Expertise in Specific Functional area/ Experience	More than 25 years of experience in the field of finance and Accountancy
Qualification	Chartered Accountant
Terms and Conditions of Reappointment	Mr. Nawal Kishore Choudhury will serve for a second term of 5 (Five) consecutive years commencing from 07th March 2025 to 06th March 2030
Number of Meetings of the Board attended during the year 2023- 24	During the financial year, the Board met Seven (7) times. Mr. Nawal Kishore Choudhury attended all the seven Board Meetings
Date of Reappointment	With effect from 07th March, 2025 to 06th March 2030
Date of First appointment on the Board	02-03-2020
Directorship of other Listed Companies as of Date Chairman/Member of Committees (including Audit Committee and Stakeholder Relationship Committee) of other Companies	NIL
Number of shares held in the Company	NIL
Remuneration sought to be paid	NIL
Remuneration last drawn	NIL
Relationship with other Directors, Manger and other Key Managerial personnel of the Company	There is no inter se relationship between Mr. Nawal Kishore Choudhury, other Members of the Board and Key Managerial Personnel of the Company.

**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: 07.03.2025
