

Date: 07.11.2024

To,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001

(Scrip Code: 539522)

Subject:- Notice of the Extraordinary General Meeting (EGM) will be held on November 29, 2024 (Friday)

Dear Sir,

This is to inform you that, in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities Exchange Board of India, the Extra-Ordinary General Meeting ("EGM") of the Company will be held on Friday, November 29, 2024 at 12:30 P.M through Video Conferencing (VC)/Other Audio-Visual Means (OAVM). The copy of the Notice of EGM is enclosed herewith for your kind reference.

The Notice of EGM has been dispatched electronically to the members whose email IDs are registered with the Company/ Depositories.

The EGM Notice is also being made available on the website of the Company at www.grovyindia.com

This is for your information and records please.

Thanking You.

For and on behalf of
Grovy India Limited

Megha Mishra
Company Secretary and Compliance Officer
Membership Number: A73040

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 29th Day of November, 2024 AT 12:30 P.M through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** facility deemed to be conducted from **Registered Office of Company 122, 1st Floor, Vinobapuri Lajpat Nagar Part II New Delhi, South Delhi 110024**, to transact the following businesses:

ITEM NO. 1: APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY

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

“**RESOLVED THAT** pursuant to Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s Ajay Rattan & Co., Chartered Accountants (FRN: 012063N), be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. SNR & Company, Chartered Accountants, New Delhi (FRN: 014401N).

“**RESOLVED THAT** M/s Ajay Rattan & Co., Chartered Accountants (FRN: 012063N) be and are hereby appointed as Statutory Auditors of the Company to hold the office from November 05, 2024, until the conclusion of the 40th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

ITEM NO. 2: INCREASED BORROWING LIMIT UP-TO RS. 200 CRORES (RUPEES ‘TWO HUNDRED CRORES ONLY) UNDER SECTION 180(1)(C) OF COMPANIES ACT, 2013

To Consider and appoint Auditors 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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and in supersession of all the earlier resolutions passed in this regard, consent of members be and is hereby accorded to increase the Borrowing power of the Board to borrow any sum or sums of money from time to time, on such terms and conditions and with or without security, notwithstanding that the money or monies to be

borrowed together with monies already borrowed by the company (apart from temporary loans obtained from the Company banker's in the ordinary course of business) may exceed the aggregate of the paid up capital and its free reserves, i.e. reserves not to be set aside for any specific purposes, provided that the total amount so borrowed and remaining outstanding at any particular time shall not exceed Rs. 200 Crore (Rupees Two Hundred Crore Only).

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: OMNIBUS APPROVAL OF RELATED PARTY TRANSACTIONS FOR FINANCIAL YEAR 2024-25.

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

“**RESOLVED THAT** pursuant to the provisions of Section 2(76), 177 and Section 188 of the Companies Act, 2013, read with rules made thereunder, consent of members be and is hereby accorded for the omnibus approval of the committee for the following transaction(s) related to loan to be taken by the related party under section 188 of the Companies Act, 2013. The transaction proposed to be entered into by the company with related parties as per respective agreements as detailed below.

S. No.	Name of the related party	Maximum amount per transaction as below, with overall limits of Rs. 200Cr. In a year per Company / firm
1.	Gauri Infotech Private Limited	Rs. 20 Crores (Rupees Twenty Crores Only)

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to approve such transactions on case to case basis within the approved limit and do all such acts, deeds, matters and things as may be necessary to give effect to the foregoing resolution.”

ITEM NO.4: TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee

constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

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: 05.11.2024

By Order of the Board
For Grovy India Limited

Sd/-

Prakash Chand Jalan
Chairman

DIN: 00475545

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

NOTE:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) with respect to Item Nos. 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

4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the EGM and facility for those members 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

5. 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.
6. The meeting will be conducted following the below process:
 - I. Since this meeting is being held through video conferencing, physical attendance of members has been dispensed with. Therefore, appointment of proxies is not applicable.
 - II. Pursuant to Section 113 of the Act, corporate members are requested to send a duly certified copy of the Board Resolution authorising their representative to attend and vote at the EGM, before e-voting/attending EGM, to groyindia@gmail.com.
 - III. Members who have questions or seeking clarifications on contained in this Notice are requested to send e-mail to the Company on groyindia@gmail.com on or before 5.00 p.m. on Friday, 22nd November 2024. This would enable the Company to compile the information and provide the replies at the meeting.
The members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID/ Folio number and mobile number, on e-mail ID, groyindia@gmail.com on or before 5.00 p.m. Friday, 22nd November 2024. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.
 - IV. The voting on the proposals contained in the Notice of 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.
 - (b) The members who are holding shares in physical form and who have not registered their e-mail ID with the Company, can write to compliances@skylinerta.com / groyindia@gmail.com in by providing their name and folio number for the purpose of e-voting in CDSL portal and exercise their vote either through remote e-voting or vote electronically during the 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, 22nd November, 2024 may follow step 1 i.e. "Access to CDSL e- Voting system" as mentioned below. Detailed instructions for voting are contained in Point 14 below

- V. The Board of Directors of the Company has appointed Adv. Akshit Gupta, as Scrutinizer for conducting the voting process of remote e-voting and e-voting during EGM in a fair and transparent manner.
 - VI. The Scrutinizer shall submit his report, to the Chairman or any person authorised by him, on the voting in favour or against, if any, within two working days from the conclusion of the Meeting.
 - VII. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company www.grovyindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
7. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Act, and all other documents referred to in the Notice can be inspected in electronic mode by sending a request on e-mail to grovyindia@gmail.com.
 8. 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.
 9. 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.
 10. 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 Monday, the 25th November, 2024 (9:00 A.M.) A. and end on Thursday, the 28th November, 2024 (5:00 P.M.)

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

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

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

- (i) The voting period begins on **Monday, the 25th November, 2024 (9:00 A.M.)** and end on **Thursday, the 28th November, 2024 (5:00 P.M.)** During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut- off date of 22nd November, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit 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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company

	<p>name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.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.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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@CDLINDIA.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 22nd November, 2024 (5:00 P.M. IST)** mentioning their name, demat account number/folio number, email id, mobile number at grovyindia@gmail.com. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. **For raising queries by e-mail**-The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **by 22nd November, 2024 (5:00 P.M. IST)** mentioning their name, demat account number/folio number, email id, mobile number at grovyindia@gmail.com. These queries will be replied to by the company suitably by email.
9. Only those shareholders, who are present in the 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.

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), AADHAR (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 0991

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 SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4 to 6 the accompanying Notice dated Friday, August 30, 2024.

ITEM NO 1. APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY

M/s. SNR & Company, Chartered Accountants, New Delhi (FRN: 014401N), New Delhi tendered their resignation w.e.f. 23rd October, 2024 due to inability to continue as the Statutory Auditors of the Company hence they would not be able to continue as the Statutory Auditor of the Company and conduct the Audit for the financial year 2024-2025 w.e.f. 23rd October, 2024.

In order to fill up such casual vacancy, the company has appointed M/s Ajay Rattan & Co., Chartered Accountants (FRN: 012063N), as Statutory Auditors to conduct the audit in the Board Meeting held on 05th November, 2024.

In pursuance to the provisions of Section 139(8) of the Companies Act, 2013, the company needs to approve the appointment of M/s Ajay Rattan & Co., Chartered Accountants, in the General Meeting of the Company within 3 (three) months from the date of appointment by the Board The Auditor appointed in this General meeting shall hold office until the conclusion of the next Annual general Meeting of the Company i.e. AGM of 2025. Hence, the company has proposed their approval of the members in the item number 1 of the notice.

The Board recommends the Ordinary Resolutions set out at Item No. 1 of the Notice for approval by the members.

ITEM NO. 2. INCREASED BORROWING LIMIT UP-TO RS. 200 CRORES (RUPEES ‘TWO HUNDRED CRORES ONLY) UNDER SECTION 180(1)(C) OF COMPANIES ACT, 2013.

In terms of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company, shall exercise the power to borrow money, where money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid up share capital and free reserves, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business only the consent of the Company by passing a Special Resolution.

The Board of the Directors of the Company have a limit of Rs. 50 crore (Rupees Fifty Crore Only) authorizing the Board of Directors of the Company to borrow monies for and on behalf of the Company from time to time as deemed by it to be requisite and proper for the

business of the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business).

In pursuance to the operations of the Company, company seeks to increase the limit of 50 crore (Rupees Fifty Crore Only) to Rs. 200 Crores (Rupees Two Hundred Crore Only), for enabling the Board to borrow the funds as and when required for smooth functioning of the operations of the Company.

The relevant resolutions proposed for the Member's approval are specified collectively at item No.1. The Board of Directors recommend the Special Resolution as set out in item No. 1 of the Notice for the approval of the Shareholders through the process of remote Evoting.

None of the Directors, Key Managerial Personnel or their relatives is in any way concerned or otherwise interested in this resolution..

ITEM NO. 3. OMNIBUS APPROVAL OF RELATED PARTY TRANSACTIONS FOR FINANCIAL YEAR 2024-25

As per the section 188 and rule 6A of Companies (Meetings of Board and its Powers) Rules, 2014, the Audit Committee is required to take approval of the Board for the Omnibus approval. The Board has approved the same in its meeting held on 05th November , 2024 and required the same to be approved by the Members of the Company at the Extraordinary General meeting of the Company.

The Company is not required to comply regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 is not applicable pursuant to the regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as the company's having paid up equity share capital not exceeds rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year.

Though the transactions with its related party as per resolution as set out in item no. 3 of this Notice would be on the arm length basis and ordinary course of business of the Company, the approval of the members of the Company is being sought as per the applicable provisions of the Act and also for availing services as a measure of good corporate governance.

ITEM NO. 4. TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 200 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 4 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

**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: 05.11.2024
