



GRETEX INDUSTRIES LIMITED

Regd. Office: 158, LENIN SARANI, 3RD FLOOR, ROOM NO. 7B, KOLKATA – 700013

CIN: U17296WB2009PLC136911

E-mail: arvind@gretexgroup.com, Website: www.gretexindustries.com

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, relating to passing of resolutions by postal ballot (the "Postal Ballot Rules") to the members of the Gretex Industries Limited (hereinafter referred to as "the Company") that the resolution appended below is proposed to be passed as a Special Resolution by way of postal ballot (hereinafter "Postal Ballot"). The Explanatory Statement pertaining to the Resolution, setting out the material facts and the reason thereof is annexed hereto along with the Postal Ballot Form (hereinafter referred to as "the Postal Ballot Form") for your consideration, which form part of this Notice.

The Board met on 23rd June, 2017 and appointed CS Nomita Verma, a Practising Company Secretary (CP No.14563) as Scrutinizer ("the Scrutinizer") for conducting the Postal Ballot process in a fair and transparent manner. The Board has authorised Ms Sweta Harlalka to be responsible for the entire postal ballot process and to take all steps and to do all such acts, deeds and things etc., as may be necessary or expedient in connection with or in relation to the Postal Ballot process.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form (no other form or photocopy is permitted) duly completed in the attached self-addressed, postage envelope so as to reach the Scrutinizer by 5.00 p.m. on or before July 25, 2017. Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned member has not been received. The postage will be borne and paid by the Company.

The Scrutinizer will submit his report to the Chairman or any Director or Company Secretary of the Company on or before July 27, 2017. The result of postal ballot shall be declared on or before July 29, 2017 at the Company's registered office. In addition to the results being communicated to depository, registrar and share transfer agent, it shall also be displayed at the Company's registered office and would also be displayed on the Company's website www.gretexindustries.com.

Place: Kolkata

Date: June 23rd, 2017

**By Order of the Board
Gretex Industries Limited**

Registered Office: 158, Lenin Sarani, 3rd Floor
Room No. 7B, Kolkata – 700 013

**Sd/-
(Sweta Harlalka)
Company Secretary**

RESOLUTION

Item No. 1: Addition and Re-arranging the Objects Clause

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable Rules and Regulations made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the regulatory authorities, if any, approval of the members be and is hereby accorded to alter the existing Memorandum of Association of the Company by inserting the following new sub clause under Part A of Clause III, after the existing sub clause 2:

3. To carry on the business of buying, selling and dealing and manufacturing in all types of musical instruments, parts of musical instruments and to develop music education, training & teaching practices and to conduct cultural, educational programs to enhance the business and to deals in professional & domestic audio equipments.

RESOLVED FURTHER THAT any of the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts pertaining to the Resolution(s) are annexed hereto along with a Postal Ballot Form for your consideration.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on June 23, 2017 ('**Cut-off Date**') and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said Cut-off Date.
3. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode, along with a self-addressed Business Reply Envelope.
4. The Board of Directors of the Company has appointed Ms. Nomita Verma, Practicing Company Secretary as the Scrutinizer to receive and scrutinize the completed Postal Ballot papers received from the Members and for conducting the Postal Ballot process in a fair and transparent manner.
5. Members can cast their vote through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on July 25, 2017. Please note that any Postal Ballot Form(s) received after that date and time will be treated as not having been received.
6. Shareholders are requested to make all correspondences pertaining to shares of the Company to the Compliance Officer of the Company i.e. Ms. Sweta Harlalka.
7. The Postal Ballot Form and self-addressed envelopes are enclosed for use of the shareholders and it bears the address to which the duly completed Postal Ballot Forms are to be sent.
8. For any grievances connected with the voting by Postal Ballot contact the Compliance Officer of the Company, Ms. Sweta Harlalka.
9. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company on all working days (except Saturday & Sunday) from 10:00 a.m. to 5:00 p.m. till July 25, 2017.
10. Eligible Members who have not received the Postal Ballot Notice or received the Postal Ballot notice by email and wish to vote through physical ballot can download the form from the link www.gretexindustries.com
11. Member cannot exercise his / her vote by proxy on Postal Ballot.
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any other director of the Company duly authorized, on or before July 27, 2017 and will also be displayed on the website of the Company www.gretexindustries.com and communicated to the registrar and share transfer agent on the said date.
13. The Special Resolutions mentioned above shall be declared as passed if the numbers of votes cast in its favour are not less than three times the number of votes, if any, cast against the said Resolution.

EXPLANATORY STATEMENT

(Pursuant to Sections 102(1) and 110 of the Companies Act, 2013)

Item No. 1

The principal business of the Company is manufacturing in Textile. The Company proposes to undertake the activity of trading in musical instruments as the company proposes to acquire and carry on the business of Dynamic Trading Co. (Prop. ALok Harlalka HUF).

To enable the Company to carry on the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, as stated in the Resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies, West Bengal and any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days up to the date of the Meeting.

The Board of Directors recommends the Resolutions at Item No. 1 of the accompanying Notice for the approval of the Members of the Company as Special Resolution.

None of the other Directors of the Company or the Key Managerial Persons of the Company or their respective relatives is concerned or interested in the passing of the above Resolution

Place: Kolkata

Date: June 23rd, 2017

Registered Office: 158, Lenin Sarani, 3rd Floor

Room No. 7B, Kolkata – 700 013

**By Order of the Board
Gretex Industries Limited**

**Sd/-
(Sweta Harlalka)
Company Secretary**

Form No. MGT – 12

POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Sr. No	Particulars	Details
1	Name and Registered Address of the Sole/First named Shareholders	
2	Name(s) of the Joint Holder(s), (if any)	
3	Registered Folio Number/DP ID No.* *(Applicable to Investors holding shares in dematerialized Form)	
4	Number of Share(s) held	
	I/We hereby exercise my/our votes in respect of the Special Resolutions set out in the Notice dated June 23, 2017 as set out below to be passed by the means of Postal Ballot by sending my/our assent or dissent to the said Resolutions by placing the tick (√) mark at the appropriate boxes below (tick in the both boxes will render the ballot invalid).	

Sr. No.	Description	Type of Resolution	No. of Shares	(FOR) I/We assent to the Resolution	(AGAINST) I/We dissent to the Resolution
1	Addition in the Main Object Clause	Special			

Place:

Date:

(Signature of Shareholder)

Note: LAST DATE OF RECEIPT OF POSTAL BALLOT FORMS BY SCRUTINIZER: JULY 25, 2017

INSTRUCTIONS FOR VOTING FORM:-

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Member(s) receiving the postal ballot notice through email shall send the postal ballot form to the scrutinizer at the below mentioned address:

To
Nomita Verma
The Scrutinizer: Gretex Industries Ltd
2/22, Ashok Nagar,
2nd Floor
Kolkata – 700 040
Email: namita.verma99@gmail.com
Contact: 9883819757/8697719757

2. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
3. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
4. This Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the power of attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/ client ID irrespective of the number of joint holders.
5. In the case of equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot form should be accompanied by a certified true copy of board resolution/authority letter.
6. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
7. Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than July 25, 2017 before 5.00 p.m. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
9. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium/s like pencil).
10. The members whose name appears in the Register of members/Record of Depositories as on June 23, 2017 will be considered for voting.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Members are requested not to send any other paper along with the Postal Ballot form in the enclosed self-addressed envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach Scrutinizer not later than the date specified under instruction 8 above.
14. A Member need not use all his votes nor cast all his votes in the same way.
15. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice.