

# ANNUAL REPORT

**2023**

## CORPORATE INFORMATION

## BOARD OF DIRECTORS

Name of Director	Nature of Directorship
Mr. Arvind Harlalka	Executive Director (Non-Independent)
Mr. Alok Harlalka	Non-Executive (Non - Independent Director)
Mrs. Soma Nath	Non-Executive (Independent Director)
Mrs. Sujata Pulinja Rao	Non-Executive (Independent Director)
Mrs. Rajkumari Harlalka	Additional Managing Director (Non – Independent)
Mr. Pradeep Mertia	Chief Financial Officer
Mr. Bikram Burnwal	Company Secretary & Compliance Officer

## KEY MANAGERIAL PERSONNEL

Company Secretary & Compliance Officer	Chief Financial Officer
Mr. Bikram Burnwal	Mr. Pradeep Mertia

Statutory Auditor	Secretarial Auditor
M/s. Gupta Agarwal & Associates Chartered Accountants, Firm's Registration No.: 329001E Address: Imax Lohia Square, 23, Gangadhar Babu Lane, 3 <sup>rd</sup> Floor, Room No. 3A, Kolkata- 700012 Email Id: guptaagarwal.associate@gmail.com	M/s. Ekta Goswami & Associates. Company Secretaries, Certificate of Practice No.: 16778 Address: 87, Bhairab Dutta Lane, Salkia Hawrah-711106 Email Id: ektagoswami37@gmail.com

Registrar & Transfer Agent	Listing Details
Bigshare Services Private Limited Address: 1st Floor, Bharta Tin Works Building, Makwana Road, Marol, Andheri East, Mumbai – 400059. Phone: 022 6263 8200 Email: investor@bigshareonline.com Website: www.bigshareonline.com	National Stock Exchange of India Limited- EMERGE Platform Scrip Code: GRETEX

Bankers	Investors Relations
United Bank of India, Salt Lake Branch HDFC Bank Limited, Fort Mumbai Branch ICICI Bank Limited	Mr. Bikram Burnwal Company Secretary & Compliance Officer Email Id: <a href="mailto:cs2@gretexgroup.com">cs2@gretexgroup.com</a>

Our Locations
<ul style="list-style-type: none"> <li>Registered office: 90, Phears Lane, 5<sup>th</sup> Floor, Kolkata- 700012.</li> <li>Kankurgachi Warehouse: 176/1 Maniktala Main Road, Kolkata -700 054.</li> <li>Guwahati Branch &amp; Warehouse: Century Apartment Ganesh Guri, Gs Road 1st floor, Guwahati-781005.</li> <li>Shop No. 082, A Wing, Express Zone, Western Express Highway, Goregaon East, Mumbai.</li> </ul>

**NOTICE OF 14<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 14<sup>th</sup> Annual General Meeting of the members of **GRETEX INDUSTRIES LIMITED** will be held on Friday, September 29, 2023 at 4:00 p.m., at 90, Phears Lane, 5<sup>th</sup> Floor, Kolkata-700012, West Bengal, India to transact the following businesses:

**ORDINARY BUSINESS**

To consider and if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions:

**1. ADOPTION OF ANNUAL AUDITED FINANCIAL STATEMENTS AND REPORTS THEREON**

To consider and adopt the Annual Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended on March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.

**2. CHANGE IN DESIGNATION OF MR. ARVIND HARLALKA (DIN: 00494136) FROM MANAGING DIRECTOR TO EXECUTIVE DIRECTOR:**

“**RESOLVED THAT** designation of Mr. Arvind Harlalka (DIN: 00494136) who was appointed as Managing Director of the Company for period of five years w.e.f. June 29, 2020 to June 28, 2025 be and is hereby changed from Managing Director **to Executive Director** and the consent of the Members of the Company be and is hereby accorded for the same.

**RESOLVED FURTHER THAT** any Directors or Company Secretary of the Company be and is hereby authorized severally to take such steps as may be necessary in relation to the above and file such documents with the Registrar of Companies, Kolkata”

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution including filing of the necessary e-forms for the purpose of compliance under provisions of the Companies Act, 2013 and rules made thereunder.”

**3. CHANGE IN DESIGNATION OF MRS. RAJKUMARI HARLALKA, DIN: 03519046 FROM ADDITIONAL DIRECTOR TO MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS**

“**RESOLVED THAT** Mrs. RAJKUMARI HARLALKA, DIN: 03519046, who was appointed as an Additional Director with effect from May 25, 2023 to holds office up-to the date of this Annual General Meeting in terms of Sections 161 of the Companies Act, 2013 (the “**Act**”) and rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force and was also proposed by the Board to be appointed as Managing Director of the Company for a period of five years, the Consent of Members be and are hereby accorded for such appointment in this Annual General Meeting on such terms and remuneration as decided by the Board from time to time.

**RESOLVED FURTHER THAT** any one Director or Company Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the said resolution and file such documents with the concerned Registrar of Companies.

**SPECIAL BUSINESS:**

4. **TO APPROVE REMUNERATION OF MR. ARVIND HARLALKA (DIN: 00494136), PROPOSED EXECUTIVE DIRECTOR OF THE COMPANY IN EXCESS OF PRESCRIBED LIMIT OF 5% OF THE NET PROFITS OF THE COMPANY COMPUTED IN ACCORDANCE WITH SECTION 198 OF THE COMPANIES ACT, 2013.**

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

“**RESOLVED THAT** pursuant to Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, Article of Association and Memorandum of Association, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company the Consent of Members be and are hereby accorded for payment of remuneration to Mr. Arvind Harlalka (DIN: 00494136), proposed Executive Director (changed from Managing Director to Executive Director of the Company in excess of prescribed limit of 5% of the net profits of the Company computed in accordance with Section 198 of the Act, in any financial year(s).

**FURTHER RESOLVED THAT** the overall managerial remuneration payable to Mr. Arvind Harlalka shall be such amount as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee & Audit Committee but not exceeding Rs.120 Lakhs per annum at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Executive Director be varied / altered / revised within said overall limit, in such manner as may be required during aforesaid period.

**FURTHER RESOLVED THAT** where in any Financial Year of the said Executive Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

**FURTHER RESOLVED THAT** any Director or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to take all such steps, as may be necessary, proper or expedient, to give effect to this resolution and to do all such acts, deeds, matters and things as may be incidental thereto.”

5. **TO APPROVE REMUNERATION OF MRS. RAJKUMARI HARLALKA (DIN: 03519046), PROPOSED MANAGING DIRECTOR OF THE COMPANY IN EXCESS OF PRESCRIBED LIMIT OF 5% OF THE NET PROFITS OF THE COMPANY COMPUTED IN ACCORDANCE WITH SECTION 198 OF THE COMPANIES ACT, 2013**

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

“**RESOLVED THAT** pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, Article of Association and Memorandum of Association, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the Consent of Members be and are hereby accorded for payment of remuneration to Mrs. Rajkumari Harlalka (DIN: 03519046), proposed to be appointed as Managing Director of the Company for a period of five years, in excess of prescribed limit of 5% of the net profits of the Company computed in accordance with Section 198 of the Act, in any financial year(s) during his tenure as the Managing Director of the Company.

**FURTHER RESOLVED THAT** the overall managerial remuneration payable to Mrs. Rajkumari Harlalka (DIN-03519046) shall be such amount as may be fixed by the Board from time to time on recommendation of

the Nomination and Remuneration Committee but not exceeding Rs. 120 Lakhs per annum at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Managing Director be varied / altered / revised within said overall limit, in such manner as may be required during aforesaid period.

**FURTHER RESOLVED THAT** where in any Financial Year during the tenure of the said Managing Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.”

**RESOLVED FURTHER THAT** any Director or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to take all such steps, as may be necessary, proper or expedient, to give effect to this resolution and to do all such acts, deeds, matters and things as may be incidental thereto.”

**6. APPROVAL TO ENTER INTO CONTRACT(S) / ARRANGEMENT(S) / TRANSACTION(S) WITH ANY RELATED PARTY WITHIN THE MEANING OF SECTION 2(76) OF THE ACT AND REGULATION 2(1ZB) OF THE SEBI (LODR) OR KMP OR RELATIVES OF KMP OR ENTERPRISE WHERE CONTROL EXISTS OF KMP OR RELATIVE OF KMP UP TO A MAXIMUM VALUE OF RS. 10 CRORES**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), and pursuant to the approval of Audit Committee, the Consent of Members be and are hereby accorded to enter into contract(s) / arrangement(s) / transaction(s) with any related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.10 (Ten) Crore per annum for the financial year 2023-24 provided that the said contract(s) / arrangement(s) / transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.”

**RESOLVED FURTHER THAT** any Director or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to take all such steps, as may be necessary, proper or expedient, to give effect to this resolution and to do all such acts, deeds, matters and things as may be incidental thereto.”

**REGISTERED OFFICE:**  
90, Phears Lane, 5<sup>th</sup> Floor,  
Kolkata-  
700012

**Place: Kolkata**  
**Date: September 01, 2023**

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

Sd/  
**Arvind Harlalka**  
**Director**  
**DIN: 00494136**

**Notes:**

1. An Explanatory Statement under Section 102 of the Companies Act, 2013 (“Act”) relating to item nos. 4 to 6 as mentioned above is annexed hereto as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
3. Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
4. In terms of clause 1.2.5 of Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief resume of the directors proposed to be appointed / reappointed at the meeting is enclosed.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.gretexindustries.com](http://www.gretexindustries.com). The Notice can also be accessed from the websites of the Stock Exchange i.e., NSE Limited at [www.nseindia.com](http://www.nseindia.com)
6. Corporate Members: Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
7. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Transfer Books of the Company will remain closed from Thursday, September 21, 2023 to Friday, September 29, 2023 (both days inclusive)
8. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
9. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 days of notice in writing is given to the Company.
10. The notice is being sent to all members, whose names appear on the Register of Members / List of Beneficial Owners as on September 01, 2023.
11. Members may kindly take note for “Green Initiative in the Corporate Governance” in view of Circular No. 17 / 2011 dated 21.04.2011 and 18 / 2011 dated 29.04.2011 issued by Ministry of Corporate Affairs. It is earnestly requested in view of the Circular and other statutory provisions, that the Members who have yet not registered / updated their e-mail ids may notify the same to the Company either at the registered office or at email address [info@gretexindustries.com](mailto:info@gretexindustries.com) quoting full details of Folio No. / DP, Client ID and name of first / sole holder.
12. In case shares are jointly held, 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.

13. Copy of relevant documents referred to in this notice are open for inspection at the registered office of the Company on all working days, except holidays between 11.30 A.M to 2.00 P.M up to the date of declaration of the results of postal ballot.
14. Any member desirous of getting any information on the accounts of the Company is required to forward his / her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting. Members are requested to intimate change in their address if any immediately to Bigshare Services Private Limited., the Company's Registrar and Share Transfer Agents, at their office.
15. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self-attested copy of PAN at the time of sending their request for share transfer / transmission of name / transposition of name.
16. Members / Proxies are requested to bring their Attendance Slip for attending the meeting and bring their copy of Annual Report in the meeting.
17. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
18. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of Annual General Meeting and Annual report for 2022-2023 will be available on Company's website [www. gretexindustries](http://www.gretexindustries) for their download.
19. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the Company electronically.
20. At present the Company's equity shares are listed on the stock exchange at NSE EMERGE of NSE Limited and listing fees for the financial year 2023-2024 have been paid to the aforesaid Stock Exchange. Members are informed that the scripts of the Company have been activated both in Central Depositories Services Limited (CDSL) and National Securities & Depository Limited (NSDL) and may be dematerialized under the ISIN-INE985P01012. The custodian fees for the financial year 2023-2024 have been paid to all the aforesaid Depositories.
21. For any assistance or information about shares etc. members may contact the Company.
22. Ms. Ekta Goswami, Practicing Company Secretary, (C.P No. 16778) has been appointed as the Scrutinizer for conducting the Postal Ballot Process at the AGM in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and in presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
23. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gretexindustries.com](http://www.gretexindustries.com). The same will be communicated to the stock exchanges where the Company shares are listed viz. Emerge Platform of the National Stock Exchange of India Limited.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”):

ITEM NO: 4

**TO APPROVE REMUNERATION OF MR. ARVIND HARLALKA (DIN: 00494136), PROPOSED EXECUTIVE DIRECTOR OF THE COMPANY IN EXCESS OF PRESCRIBED LIMIT OF 5% OF THE NET PROFITS OF THE COMPANY COMPUTED IN ACCORDANCE WITH SECTION 198 OF THE COMPANIES ACT, 2013.**

**The Company had appointed Mr. Arvind Harlalka (00494136) as Managing Director of the Company for a period of five years from September 29, 2021 and now changed his designation to an Executive Director.**

Reference to the provision of Section 197, 198 of the Companies act, 2013, read with schedule V to the companies act 2013 along with the Ministry of Corporate Affairs (MCA) through its notification dated 12 September 2018 notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013, the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof. The Nomination and Remuneration Committee and Board of Directors of the Company at vide their Meeting held on May 25, 2023, has approved payment of remuneration to Mr. Arvind Harlalka (00494136), in excess of prescribed limit under Section 197 and other applicable provisions of the act, subject to the approval of the members at this 14th AGM provides for payment of managerial remuneration by Companies, requires members approval for payment of managerial remuneration to the managerial person in excess of prescribed limit of 5% of the net profits of the Company computed in accordance with Section 198 of the Act, in any financial year(s) during his remaining tenure as the Executive Director of the Company; by way of special resolution.

Hence, the Board recommends the resolution for member approval by way of special resolution, provided that such variation or increase in remuneration may be beyond the specified limit as specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

Keeping in view of the increased responsibilities and challenges involved, it is proposed to pay the managerial remuneration upto Rs. 120 Lakhs per annum during his tenure as the Executive Director, in accordance with norms and other applicable provisions of Companies act, 2013 and rules made thereunder.

Mr. Arvind Harlalka has completed Bachelor of Commerce from the University of Calcutta in the year 1996 and is a qualified Company Secretary from the Institute of Company Secretaries of India since September 2009. He has an experience more than two decades in client/ supplier management, HR & office administration, all legal compliance related to income tax, RoC, SEBI, BSE, NSE, Sales Tax/ Vat/ GST/ Services Tax, TDS, P. Tax, ESI, Banks, Financial Institutions etc, including filing of returns, Assessment, Appeal, finalisation of accounts and office administration.

Accordingly, the Board recommends the resolution set forth in Item No. 4 relating to approve and increase in the limit of managerial remuneration payable to Mr. Arvind Harlalka, Executive Director in excess of 5% of the net profits of the Company, by way of Special Resolution. In compliance with the general circular number 20/2020 dated May 5, 2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.



Except Mr. Arvind Harlalka, Mr. Alok Harlalka and Rajkumari Harlalka, 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. 5

**TO APPROVE REMUNERATION OF MRS. RAJKUMARI HARLALKA (DIN: 03519046), PROPOSED MANAGING DIRECTOR OF THE COMPANY IN EXCESS OF PRESCRIBED LIMIT OF 5% OF THE NET PROFITS OF THE COMPANY COMPUTED IN ACCORDANCE WITH SECTION 198 OF THE COMPANIES ACT, 2013**

The Board of Directors has appointed Mrs. Rajkumari Harlalka (DIN-03519046) as Managing Director of the Company for a period of five years with the effect from September 29, 2023.

Reference to the provision of Section 197, 198 of the Companies act, 2013, read with schedule V to the companies act 2013 along with the Ministry of Corporate Affairs (MCA) through its notification dated 12 September 2018 notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013, the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof. The Nomination and Remuneration Committee and Board of Directors of the Company at vide their Meeting held on May 25, 2023, has approved payment of remuneration to Mrs. Rajkumari Harlalka (DIN-03519046), in excess of prescribed limit under Section 197 and other applicable provisions of the act, subject to the approval of the members at this 14th AGM provides for payment of managerial remuneration by Companies, requires members approval for payment of managerial remuneration to the managerial person in excess of prescribed limit of 5% of the net profits of the Company computed in accordance with Section 198 of the Act, in any financial year(s) during his remaining tenure as the Managing Director of the Company; by way of special resolution.

Hence, the Board recommends the resolution for member approval by way of special resolution, provided that such variation or increase in remuneration may be beyond the specified limit as specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

Keeping in view of the increased responsibilities and challenges involved, it is proposed to pay the managerial remuneration Rs. 120 Lakhs per annum during his tenure as the Managing Director, in accordance with norms laid down in Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder.

Accordingly, the Board recommends the resolution set forth in Item No. 5 relating to approve and increase in the limit of managerial remuneration payable to Mrs. Rajkumari Harlalka, Managing Director in excess of 5% of the net profits of the Company, by way of Special Resolution. In compliance with the general circular number 20/2020 dated May 5, 2020, issued by the MCA, this item is considered unavoidable and forms part of this Notice.

Except Mr. Arvind Harlalka and Mr. Alok Harlalka, 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. 6

**APPROVAL TO ENTER INTO CONTRACT(S) / ARRANGEMENT(S) / TRANSACTION(S) WITH ANY RELATED PARTY WITHIN THE MEANING OF SECTION 2(76) OF THE ACT AND REGULATION 2(1ZB) OF THE SEBI (LODR) OR KMP OR RELATIVES OF KMP OR**

**ENTERPRISE WHERE CONTROL EXISTS OF KMP OR RELATIVE OF KMP UP TO A MAXIMUM VALUE OF RS. 10 CRORES**

Name of Related Party	Nature Of Relationship	Nature of Transaction	Amount (INR in Lakhs)*
M/s Gretex Admin and HR Services	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Company is availing Services	120.00
Pooja Harlalka	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Leasing of Property	25.00
Apsara Selection Limited	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Loan	500.00
Sankhu Merchandise Private Limited	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Loan	500.00
Arvind Harlalka	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Leasing of Property	25.00
Gretex Share Broking Private Limited	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Loan	500.00
Sunview Nirman Private Limited	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Loan	500.00
Signageus Value Advisors Private Limited	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Loan	500.00
Ambition Tie-up Private Limited	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Loan	500.00
Talent Investment Co Private Limited	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Loan	500.00
Bonanza Agency LLP	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Loan	500.00
Gretex Audiotech LLP	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Loan	500.00
Arvind Harlalka	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Loan	500.00
Alok Harlalka	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Loan	500.00

Rajkumari Harlalka	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Loan	500.00
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Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as “the Listing Regulations”), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a resolution and all related parties shall abstain from voting on such resolution.

“Material Related Party Transaction” under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements.

The annual consolidated turnover of the Company for the financial year 2022-23 is Rs. 2273.79 Lakhs. Accordingly, any transaction(s) by the Company with its related party exceeding Rs. 227.37 Lakhs (10% of the Company’s Annual Consolidated Turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same. It is therefore proposed to obtain the Members’ approval for the following arrangements / transactions / contracts which may be entered into by the Company with its related parties from time to time:

*\*The ceiling on the amounts of the transactions specified as above would mean the transactions entered into and the remaining outstanding at any point of time.*

The aforesaid Related Party Transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms’ length. However, the same are covered under the provisions of Regulation 23 of the SEBI (LODR) Regulations and accordingly the approval of the Shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid Related Party Transactions at their meetings held on May 26, 2023, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the Ordinary Course of Business and at arm’s length basis. With respect to the above matter, the Members are requested to note following disclosures of Interest:

Name of the Related Party	Nature of Concern or Interest
M/s Gretex Admin and HR Services	Mr. Alok Harlalka, Non-Executive (Non-Independent) Director and Mr. Arvind Harlalka, Executive Director, Mrs. Pooja Harlalka, relative (Wife) of Director, Mrs. Rajkumari Harlalka, Additional Managing Director and Mrs. Anita Harlalka, relative (Wife) of Director of the Company are the Partners of M/s Gretex Admin and HR Services.
Pooja Harlalka	Mrs. Pooja Harlalka is Relative (Wife) of Director.
Apsara Selection Limited	Mrs. Pooja Harlalka relative (Wife) of Director, Mrs. Rajkumari Harlalka, Additional Managing Director and Mrs. Anita Harlalka, relative (Wife) of Director are Directors of M/s Apsara Selections Limited.
Sankhu Merchandise Private Limited	Mr. Alok Harlalka, Non-Executive (Non-Independent) Director and Mr. Arvind Harlalka, Executive Director, Mrs. Rajkumari Harlalka, Additional Managing Director and Mr. Sumeet Harlalka, relative (brother) of Director are directors in M/s Sankhu Merchandise Private Limited
Arvind Harlalka	Mr. Arvind Harlalka is Executive Director of the Company.
Gretex Share Broking Private Limited	Mr. Alok Harlalka, Non-Executive (Non-Independent) Director and Mr. Arvind Harlalka, Executive Director are Managing Directors in Gretex Share Broking Private Limited
Sunview Nirman Private Limited	Mr. Alok Harlalka, Non-Executive (Non-Independent) Director and Mr. Arvind Harlalka, Executive Director, Mrs. Pooja Harlalka, relative (Wife) of Director are

	directors in M/s Sunview Nirman Private Limited.
Signageus ValueAdvisors Private Limited	Mr. Arvind Harlalka, Executive Director, Mrs. Pooja Harlalka, relative (Wife) of Director are directors in M/s Signageus Value Advisors Private Limited.
Ambition Tie-upPrivate Limited	Mrs. Pooja Harlalka relative (Wife) of Director is a director in Ambition Tie-upPrivate Limited.
Talent Investment Co Private Limited	Mrs. Rajkumari Harlalka, Additional Managing Director and Mrs. AnitaHarlalka, relative (Wife) of Director are directors in M/s Talent InvestmentCo Private Limited.
Bonanza AgencyLLP	Mrs. Rajkumari Harlalka, Additional Managing Director and Mrs. Anita Harlalka, relative (Wife) of Director are Partners in M/s Bonanza Agency LLP.
Gretex Audiotech LLP	Mr. Alok Harlalka, Non-Executive (Non-Independent) Director and Mr. Arvind Harlalka, Executive Director, Mrs. Pooja Harlalka, relative (Wife) of Director and Mrs. Anita Harlalka, relative (Wife) of Director are Partners in Gretex AudiotechLLP.
Alok Harlalka	Mr. Alok Harlalka is Non-Executive (Non-Independent) Director of the Company.
Rajkumari Harlalka	Mrs. Rajkumari Harlalka is Additional Managing Director of the Company.

The Board recommends the resolution set out at Item No. 6 of the AGM Notice to the Members for their consideration and approval, by way of Special Resolution. Except to the extent of shareholding of the Promoters / Directors their Relatives and Key Managerial Personnel in the abovementioned related parties which is duly disclosed above, none of the other Directors / Key Managerial Personnel / their Relatives is, in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 6.

## DETAILS OF THE DIRECTOR SEEKING APPOINTMENT

<b>Name of the Director</b>	<b>Mr. Arvind Harlalka</b>	<b>Mrs. Rajkumari Harlalka</b>
Date of Birth	November 23, 1975	August 13, 1958
Date of Appointment	May 25, 2023	May 25, 2023
Qualification	B. Com and Company Secretary	-
Experience in special functional area	More than Two Decades	More than Two Decades
Chairman / Director of other companies	GRETEX CORPORATE SERVICES LIMITED	TALENT INVESTMENT CO PRIVATE LIMITED
	GRETEX INDUSTRIES LIMITED	APSARA SELECTIONS LIMITED
	GRETEX SHARE BROKING PRIVATE LIMITED	SANKHU MERCHANDISE PRIVATE LIMITED
	SANKHU ENTERTAINMENT & PRODUCTION PRIVATE LIMITED	
	SANKHU MERCHANDISE PRIVATE LIMITED	
	SUNVIEW NIRMAN PRIVATE LIMITED	
	AFTERLINK INFRAPROJECTS PRIVATE LIMITED	
	SIGNAGEUS VALUE ADVISORS PRIVATE LIMITED	
No. of shares held in the Company	53,400	NIL
Changes	Managing Director to <b><i>Executive Director</i></b>	Additional Managing Director to <b><i>Managing Director</i></b>



GRETEX INDUSTRIES LIMITED

CIN: L17296WB2009PLC136911

Regd. Office: 90, Phears Lane, 5th Floor, Kolkata– 700012, West Bengal, India

14th ANNUAL GENERAL MEETING.

**ATTENDANCE SLIP**

(Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.)

DP Id *		Client Id*	
Regd. Folio No.		No. of Shares	

\*Applicable for shares held in electronic form

Name(s) and address of the shareholder / Proxy in full: \_\_\_\_\_

I / we hereby record my / our presence at the 14<sup>th</sup> Annual General Meeting of the Company being held on Friday, September 29, 2023 at 4:00 p.m., at 90, Phears Lane, 5th Floor, Kolkata– 700012, West Bengal, India  
Please (√) in the box

MEMBER  PROXY

\_\_\_\_\_  
Signature of Shareholder / Proxy

**FORM NO. MGT - 11  
PROXY FORM**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]**

**CIN:** L17296WB2009PLC136911

**Name of the Company:** Gretex Industries Limited

**Registered Office:** 90, Phears Lane, 5th Floor, Kolkata– 700012, West Bengal, India

<b>Name of the member(s)</b>	
<b>Registered address:</b>	
<b>E-mail Id:</b>	
<b>Folio No. / Client Id</b>	
<b>DP ID:</b>	

I / We, being the member(s) of ..... shares of the above-named Company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_ or failing him / her

2. Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_ or failing him / her

3. Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_ or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 15<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, July 11, 2023 at 4:00 p.m., at One BKC, Wing - B / 1220 G-Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051, India and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>No.</b>	<b>Description of Resolutions:</b>
1.	Adoption of Annual Audited Standalone & Consolidated Financial Statements and Reports Thereon.
2.	Change in Designation of Mr. Arvind Harlalka (Din: 00494136) from Managing Director to Executive Director
3.	Change in Designation of Mrs. Rajkumari Harlalka, Din: 03519046) from Additional Director to Managing Director of the company for the period of five years.
4.	To Approve Remuneration of Mr. Arvind Harlalka (Din: 00494136), Proposed Executive Director of The Company in Excess of Prescribed Limit of 5% of the Net Profits of the Company Computed in accordance with section 198 of the Companies Act, 2013.
5.	To Approve Remuneration of Mrs. Rajkumari Harlalka (Din: 03519046), Proposed Managing Director of the Company in Excess of Prescribed Limit of 5% of the Net Profits of the Company Computed in accordance with Section 198 of the Companies Act, 2013
6.	To Approve and Extend the Limit of Related Party Transactions



Signed this ..... day of ..... 2023

Affix Revenue Stamp
---------------------------

Signature of shareholder(s)

Signature of Proxy holder(s)

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Any alteration or correction made to this Proxy form must be initialed by the signatory / signatories.



**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 Resolutions set out in the Notice dated September 01, 2023 as set out below to be passed by the means of Ballot by giving 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.	Adoption of Annual Audited Standalone & Consolidated Financial Statements and Reports Thereon.	Ordinary			
2.	Change in Designation of Mr. Arvind Harlalka (Din: 00494136) From Managing Director to Executive Director	Ordinary			
3.	Change in Designation of Mrs. Rajkumari Harlalka, Din: 03519046) from additional Director to Managing Director of the company for the period of five years	Ordinary			
4.	To Approve Remuneration of Mr. Arvind Harlalka (Din: 00494136), in Excess of Prescribed Limit of 5% of the Net Profits of the Company Computed in accordance with section 198 of the Companies Act, 2013	Special			
5.	To Approve Remuneration of Mrs. Rajkumari Harlalka (Din: 03519046), Proposed Managing Director of The Company in excess of prescribed limit of 5% of the Net Profits of the Company Computed in Accordance With Section 198 Of The Companies Act, 2013	Special			
6.	To Approve and Extend the	Special			



	Limit of Related Party Transaction			
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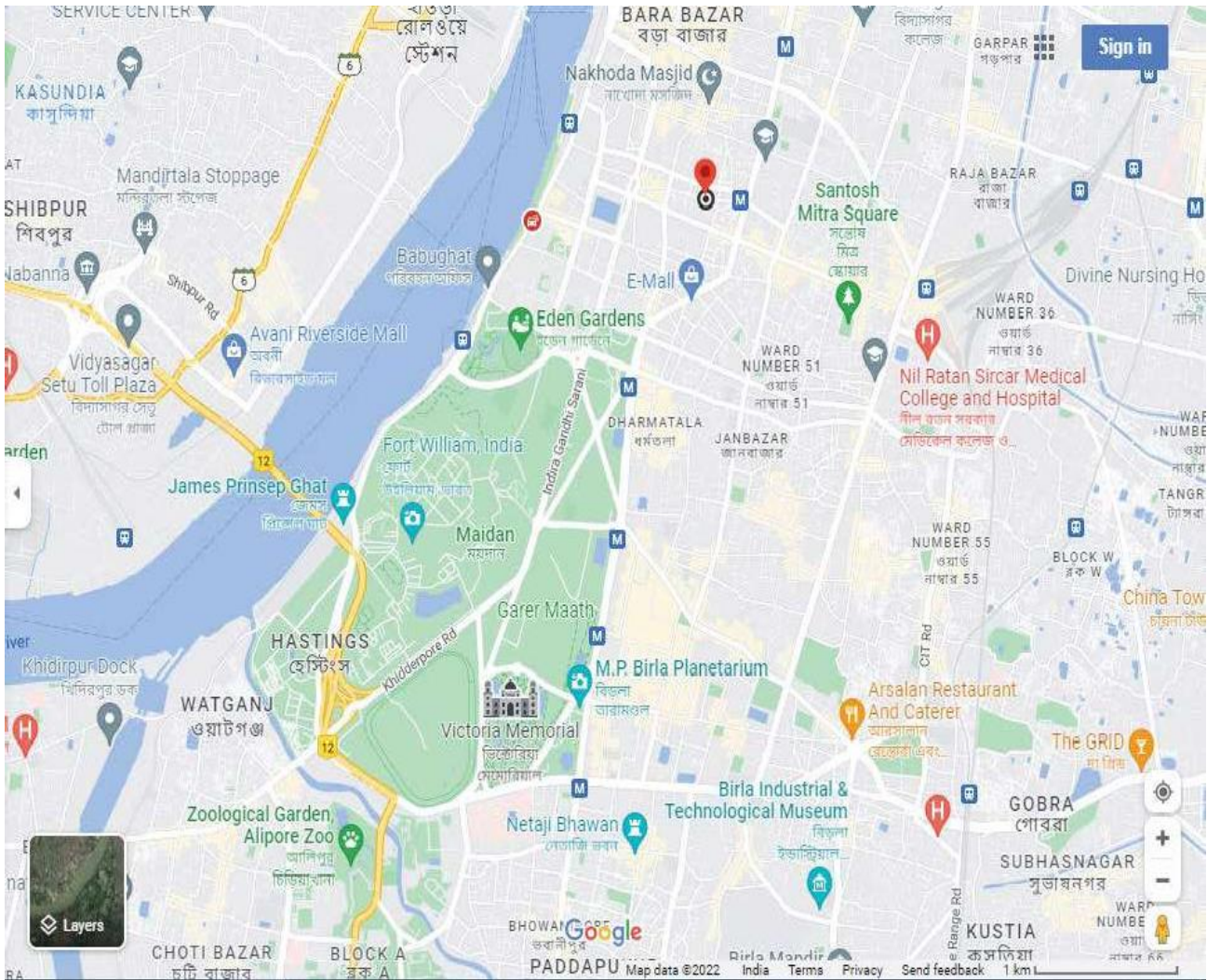
**Place:**

**Date:**

**(Signature of shareholder)**



**ROUTE MAP TO THE VENUE OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING ON FRIDAY, 29<sup>TH</sup> SEPTEMBER 2023 OF GRETEX INDUSTRIES LIMITED AT 90 PHEARS LANE, 5<sup>TH</sup> FLOOR, TIRRETI, KOLKATA, WEST BENGAL, 700012.**



**DIRECTORS' REPORT**

To,  
The Members,

**GRETEX INDUSTRIES LIMITED**

Your Board of Directors ('Board') is pleased to present the 14<sup>th</sup> (Fourteenth) Annual Report of your Company, Gretex Industries Limited, for the financial year ended March 31, 2023. In line with the requirements of the Companies Act, 2013 and the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this report covers the financial results and other developments during April 01, 2022 to March 31, 2023 in respect of Gretex Industries Limited.

**1. SUMMARY OF FINANCIAL RESULTS**

<b>FINANANCIAL RESULTS</b>	<b>Standalone</b>		<b>Consolidated</b>	
	<b>31.03.2023</b>	<b>31.03.2022</b>	<b>31.03.2023</b>	<b>31.03.2022</b>
Total Income	220271.54	1,33,445.42	228371.20	1,33,467.84
Net Profit / (Loss) before tax	8224.96	3,671.63	8806.81	3,660.08
Less: Loss from discontinued operation	-	-	-	-
Income Tax for earlier year		3.72		3.72
Deferred Tax	90.42	(1,719.69)	90.42	(1,719.69)
Share of Profit / (Loss) from associates		-	243.53	(11.55)
Profit / (Loss) after tax for the year	6439.34	5,387.60	6439.34	5,387.60

**2. PERFORMANCE OF THE COMPANY**

Our Company is engaged in the business of distribution and is the sole and authorised distributor of Yamaha Musical Instrumental covering the wide States of Maharashtra, West Bengal, Sikkim and other area of North-East India.

we are delighted to share the exceptional performance of the company during the financial year 2022-2023 and We have achieved extraordinary results, generating a remarkable increase in both Revenue and profits.

The Total Income of the Company stood at Rs. 2202.71 Lakhs for the year ended March 31, 2023, as against Rs. 1334.45 Lakhs in the previous year, generating a remarkable 65% increase in the total income. The Company made a Net Profit of Rs. 64.39 Lakhs for the year ended March 31, 2023, as compared to the Net Profit of Rs. 53.87 Lakhs in the previous year, increased by 19.53% profits.

The Consolidated Total Income is Rs. 2283.71 Lakhs for the financial year ended March 31, 2023, as against Rs. 1334.67 Lakhs during the previous financial year. Consolidated Net Profit (which includes profit from associate company as well) is Rs. 64.39 Lakhs for the year ended March 31, 2023, as compared to the Net Profit of Rs. 53.87 Lakhs in the previous year.

The management is of the opinion that in the coming future as the overall situation seems to be to be improving and Directors are optimistic about Company's business and hopeful of better performance with increased revenue in next year.

There has been no change in the business of the Company during the financial year ended March 31, 2023.

### 3. ANNUAL RETURN

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company <https://gretexindustries.com/investors/#>

### 4. GENERAL RESERVE

During the year under review as well as during the previous year, the Company has not transferred any amount to the General Reserves.

As on March 31, 2023, Reserves and Surplus of the Company were at Rs. 45.73 Lakhs (Standalone) and Rs. 45.73 Lakhs (Consolidated).

### 5. DIVIDEND

During the year under review, the board of directors do not recommend any dividend in order to strengthen the net worth of the Company by retaining the available surplus for the year ending March 31, 2023.

### 6. CHANGES IN THE NATURE OF BUSINESS

There has been no Change in the nature of the business of your Company during the financial year ended March 31, 2023.

### 7. DEPOSITS FROM PUBLIC

Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 in the year under review.

### 8. DIRECTORS AND KEY MANAGERIAL PERSONNELS

Mr. Alok Harlalka (DIN: 02486575) was re-appointed as Non- Executive Director of the Company who is liable to retire by rotation.

Mr. Arvind Harlalka (DIN: 00494136) was appointed as Managing Director of the Company is hereby changed his designation from Managing Director to Executive Director with effect from May 25, 2023.

Mrs. Rajkumari Harlalka (DIN: 03519046) was appointed as a Managing Director of the company in the Board Meeting held on May 25, 2023 subject to approval of members in the 14th Annual General Meeting.

Mr. Bikram Burnwal was appointed as Company Secretary & Compliance Officer with effect from July 18, 2023, in place of Ms. Prajakta Vikas Raut who resigned as Company Secretary & Compliance Officer with effect from July 17, 2023.

Ms. Prajakta Vikas Raut was appointed as Company Secretary & Compliance Officer with effect from 17<sup>th</sup> March 2023 in place of Ms. Sakshi Manhas Singh who resigned as Company Secretary & Compliance Officer with effect from 16<sup>th</sup> March 2023.

Ms. Sakshi Manhas Singh was appointed as Company Secretary & Compliance Officer with effect from 10<sup>th</sup> November 2022 in place of Ms. Rishika Manoj Rander who resigned as Company Secretary & Compliance Officer with effect from 10<sup>th</sup> November 2022.

None of the Directors of the Company is disqualified for being appointed / re-appointed as directors of the company as per the provisions of Section 164 of the Companies Act, 2013.

**9. BOARD EVALUATION**

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Companies Act, 2013.

The performance of the Board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board process, information and functioning etc.

The Board was of the view that the performance of the Board as a whole was adequate and fulfilled the parameters stipulated in the evaluation framework in its pro-growth activity. The Board also ensured that the Committee functioned adequately and independently in terms of the requirements of the Companies Act, 2013.

Further, the individual directors fulfilled their applicable responsibilities and duties laid down by the Companies Act, 2013 and at the same time contributed with their valuable knowledge, experience and expertise to grab the opportunity and counter the adverse challenges faced by the Company during the year.

**10. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS**

Pursuant to section 134(3)(d) of the Act, your Company confirm having received necessary declarations from all the Independent Directors under section 149(7) of the Companies Act, 2013 declaring that they meet the criteria of independence laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**11. SEPARATE MEETING OF INDEPENDENT DIRECTOR**

In terms of requirement of Schedule IV of the Companies Act, 2013, Independent Director had a separate meeting on November 10, 2022, without the attendance of Non-Independent Director and Members of management. All the Independent Directors were present at the said meeting. The activities prescribed in paragraph VII of Schedule IV to the Act were carried out at the said meeting.

**12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The particulars of loans, guarantees or investments made under Section 186 of the Companies Act, 2013 are furnished in the notes to the Financial Statements for the year ended March 31, 2023.

**13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY**

A Related Party Policy has been devised by the Board of Directors for determining the materiality of transaction with the related parties and dealing with them. The Audit Committee reviews all the related party transactions quarterly.

Further the members may note that the Company have entered into the following kinds of related party transactions:

Contracts / Arrangements / Transactions which are not at arm's length basis.

Any Material Contracts / Arrangements / Transactions.

Please refer Form AOC-2 Annexed to the Director's Report for details of the transactions entered with Related Parties.

#### **14. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS**

Except as mentioned below, there are no significant events occurred during the financial year after the date of financial statements.

Mrs. Rajkumari Harlalka (DIN: 03519046) was appointed as a Managing Director of the company in the Board Meeting held on May 25, 2023 subject to approval of members in the 14th Annual General Meeting.

#### **15. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Your Company has an adequate Internal Control System, commensurate with the size, scale and complexity of its operations, which are well supplemented by surveillance of Internal Auditor. The scope of work includes review of process for safeguarding the assets of the Company, review of operational efficiency effectiveness of systems and processes, and assessing the internal control strengths in all areas. The details in respect of internal financial control and their adequacy are included in management discussion and analysis report forming part of this report.

#### **16. CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES**

In pursuance of the provision of Section 135 of the Companies Act, 2013, the CSR provisions are not applicable to our Company for F.Y 2022-2023.

#### **17. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

The particulars of conservation of energy and technology absorption as required under Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 are not applicable to your Company.

#### **18. FOREIGN EXCHANGE EARNINGS AND OUT-GO**

During the year under review there were no earnings from foreign exchange and outgo for the purpose of business.

#### **19. DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- a) That in the preparation of the annual accounts for the financial year ended March 31, 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) That the Directors have prepared the annual accounts on a going concern basis.

- e) That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) That the Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

## 20. NAME OF THE COMPANIES WHICH ARE SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES DURING THE YEAR

As on date, your Company has following associate & subsidiary companies:

Sr. No.	Name and Address of the Company	CIN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
	<b>Gretex Audio Tech LLP</b> 90, PHEARS LANE, 5TH FLOOR NA KOLKATA Kolkata West Bengal 700012	AAQ-6253	Subsidiary	<b>66%</b>	2(87)

## 21. BOARD OF DIRECTORS

The Board meets at least once in a quarter, inter-alia, to review the quarterly performance and the financial results. The notice of each Board Meeting is given in writing to each Director. The Company circulates well in advance agenda of the Board Meeting along with detailed notes to the Directors.

Composition of Board of Directors of the Company		
Name of the Director	Category of Directorship	No. of Directorship in other Public & Private Limited Companies
Mr. Arvind Harlalka*	Executive Director (Non-Independent)	7
Mr. Alok Harlalka	Non-Executive (Non - Independent Director)	6
Mrs. Soma Nath	Non-Executive (Independent Director)	0
Mrs. Sujata Pulinja Rao	Non-Executive (Independent Director)	0
Mrs. Rajkumari Harlalka*	Managing Director	3

\* Mr. Arvind Harlalka is appointed as Executive Director from Managing Director w.e.f. May 25, 2023.

\* Mrs. Rajkumari Harlalka is appointed as Managing Director of the Company w.e.f. May 25, 2023 Subject to the approval of Shareholders.

### Number of Board Meetings

During the financial year ended March 31, 2023, Seven (7) Board Meetings were held:

Sr. No.	Dates of Board Meetings
1.	May 26, 2022
2.	September 01, 2022
3.	November 03, 2022
4.	November 11, 2022
5.	November 25, 2022
6.	December 26, 2022
7.	March 16, 2023

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 i.e., not more than 120 days from the previous meeting.



### Separate Meeting of Independent Directors

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on November 10, 2022, to review the performance of Non-Independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board is of the opinion that the Independent Directors fulfil the conditions specified under the Act and the Regulations and are independent of the management.

### Directors' Attendance Record

The last Annual General Meeting was held on September 29, 2022. The attendance record of the Directors at the Board Meetings during the year ended on March 31, 2023, and at the last Annual General Meeting is as under

Name of the Director	No. of Board Meetings attended during the year	Whether attended last Annual General Meeting
Mr. Arvind Harlalka*	7 out of 7	Yes
Mr. Alok Harlalka	7 out of 7	Yes
Mrs. Soma Nath	6 out of 7	Yes
Mrs. Sujata Pulinja Rao	6 out of 7	Yes

\* Mr. Arvind Harlalka is appointed as Executive Director from Managing Director w.e.f. May 25, 2023.

### Evaluation of the Board's Performance

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committee.

The result of the evaluation done by Independent Directors was reported to the Chairman of the Board. It was reported that the performance evaluation of the Board & Committee's was satisfactory. The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. The Directors expressed their satisfaction with the evaluation process.

### Prevention of Insider Trading Code

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code.

## 22. COMMITTEES OF THE BOARD

In accordance with requirement SEBI (Listing Obligations and Disclosure Requirements), 2015, provisions on Corporate Governance the Board of Directors of the Company had constituted following Committees. The details of which are as under:

### AUDIT COMMITTEE

#### Terms of Reference

The terms of reference of the Audit Committee are as per the guidelines set out in the Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with the stock exchanges read with Section 177 of the Companies Act, 2013. These broadly include:

- Develop an annual plan for Committee,
- Review of financial reporting processes,
- Review of risk management, internal control and governance processes,
- Discussions on quarterly, half yearly and annual financial statements,
- Interaction with statutory, internal auditors,
- Recommendation for appointment, remuneration and terms of appointment of auditors and
- Risk management framework concerning the critical operations of the Company.

In addition to the above, the Audit Committee also reviews the following:

- Matter included in the Director's Responsibility Statement;
- Changes, if any, in the accounting policies;
- Major accounting estimates and significant adjustments in financial statement;
- Compliance with listing and other legal requirements concerning financial statements;
- Disclosures in financial statement including related party transactions;
- Qualification in draft audit report;
- Scrutiny of inter-corporate loans & investments;
- Management's Discussions and Analysis of Company's operations;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Periodical Internal Audit Reports and the report of Fraud Risk Management Committee;
- Findings of any special investigations carried out either by the Internal Auditors or by the external investigating agencies;

- Letters of Statutory Auditors to management on internal control weakness, if any;
- Major non-routine transactions recorded in the financial statements involving exercise of judgment by the management;
- Recommend to the Board the appointment, re-appointment and, if required the replacement or removal of the statutory auditors and cost auditors considering their independence and effectiveness, and recommend the audit fees; and
- Subject to review by the Board of Directors, review on quarterly basis, Related Party Transactions entered into by the Company pursuant to each omnibus approval given.

### Composition and Meetings of Audit Committee

The Audit Committee consists of two Independent Directors at present, all members of the Audit Committee are financially literate, and they have accounting or related financial management expertise. The Audit Committee met 4 times during the financial year ended March 31, 2023. The attendance record of the members at the meeting was as follows:

Name of the Director	Position	No. of Meetings attended during the year
Mrs. Soma Nath	Chairman	4 out of 4
Mrs. Sujata Pulinja Rao	Member	3 out of 4
Mr. Arvind Harlalka	Member	4 out of 4

### NOMINATION & REMUNERATION COMMITTEE (NRC)

The Board of Directors of the Company has constituted a Nomination & Remuneration Committee, as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015, with the object of Remuneration & Nomination committee is to recommend / review the remuneration of Managing Directors / Whole-time Directors. The remuneration policy of the Company is directed towards rewarding performance and attracting new talents / retaining them. While deciding the remuneration, the Committee considers the financial position of the Company, trend in the Industry, Appointee's qualification, experience, past performance, past remuneration etc.

### Terms of Reference

The Committee is empowered: -

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance;
- Determining, reviewing and recommending to the Board, the remuneration of the Company's Managing / Joint Managing / Deputy Managing / Whole time / Executive Director(s), including all elements of remuneration package;

- To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- Formulating, implementing, supervising and administering the terms and conditions of the Employee Stock Option Scheme, Employee Stock Purchase Scheme, whether present or prospective, pursuant to the applicable statutory / regulatory guidelines;
- Carrying out any other functions as authorized by the Board from time to time or as enforced by statutory / regulatory authorities

#### **Composition and Meetings of the Nomination & Remuneration Committee**

<b>Name of the Director</b>	<b>Position</b>	<b>No. of Meetings attended during the year</b>
Mrs. Soma Nath	Chairman	2 out of 2
Mrs. Sujata Pulinja Rao	Member	2 out of 2
Mr. Arvind Harlalka	Member	2 out of 2

This Committee has been formed to carry out the function as contained in Schedule V of the Companies Act, 2013 and shall enjoy necessary powers and authority reviews commensurate with its functions.

#### **Policy for selection and appointment of Directors and their Remuneration**

The Nomination and Remuneration Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors, CFO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

#### **Criteria of selection of Non-Executive Directors**

The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.

In case of appointment of Independent Directors, the NRC Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

The NRC Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The NRC Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director:

- Qualification, expertise and experience of the Directors in their respective fields;
- Personal, Professional or business standing;
- Diversity of the Board.

In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

### **Remuneration Policy**

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board meetings or any other remuneration as may be approved by the Board and the members.

A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### **CEO / Managing Director / CFO – Criteria for selection / appointment**

For the purpose of selection of the CEO / MD / CFO, the Nomination & Remuneration Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

### **Remuneration for the CEO / Managing Director / CFO**

At the time of appointment or re-appointment, the CEO / Managing Director / CFO shall be paid such remuneration as may be mutually agreed between the Company (which includes the NRC Committee and the Board of Directors) and the CEO / Managing Director / CFO limits as be approved by the Board and the Members and as prescribed under the Companies Act, 2013.

The remuneration shall be subject to the approval of the Members of the Company in General Meeting. The remuneration of the CEO / Managing Director / CFO comprises only of fixed component. The fixed component comprises salary, allowances, perquisites, amenities and retiral benefits.

### **Remuneration Policy for the Senior Management Employees**

In determining the remuneration of the Senior Management Employees (i.e., KMPs and Executive Committee Members) the NRC Committee shall ensure the relationship of remuneration and performance benchmark is clear.

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall consider the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the NRC Committee for its review and approval.

### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Committee is in charge of looking after grievances of Investors and Shareholders. The detail of the Committee is as follows:

#### **Terms of Reference**

The terms of reference of the Committee includes the following:

- To review all complaint recorded in Scores of SEBI and replies made to the same by RTA / Company Secretary.

- To receive report on all complaints recorded in SCORES of the Registrar and Share Transfer Agent and note the corrective actions taken by the Registrars.
- To take action of all grievances and complaints lodged by the stock exchange, shareholders associations and other bodies.
- To review grievances of other stakeholders of the Company given in their individual capacity.
- Overview activities relating to share maintenance and related work.

#### Composition and Meetings of Stakeholder's Relationship Committee

Name of the Director	Position	No. of Meetings attended during the year
Mrs. Soma Nath	Chairman	1 out of 1
Mrs. Sujata Pulinja Rao	Member	1 out of 1
Mr. Arvind Harlalka	Member	1 out of 1

### 23. GENERAL BODY MEETINGS

#### Annual General Meetings

The details of the last three Annual General Meetings of the Company are as under:

Financial Year	Date & Time Venue	VENUE
2021-2022	September 29, 2022, at 4:00 p.m.	90, Phears Lane, 5 <sup>th</sup> Floor, Kolkata– 700012, West Bengal, India.
2020-2021	September 29, 2021, at 4:00 p.m.	90, Phears Lane, 5 <sup>th</sup> Floor, Kolkata– 700012, West Bengal, India.
2019-2020	September 29, 2020, at 4:00 p.m..	90, Phears Lane, 5 <sup>th</sup> Floor, Kolkata– 700012, West Bengal, India.

### 24. DISCLOSURE

There are no materially significant transactions with the related parties' viz. Promoters, Directors or the Management, or their relatives or Subsidiaries that had potential conflict with the Company's interest.

Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the Annual Report.

There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.

No penalties have been imposed on the Company by Stock Exchange or SEBI relating to capital markets during the last three years.

The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.

During the year ended March 31, 2023 the Company does not have any material listed / unlisted subsidiary companies as defined in SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 apart from mentioned below.

Sr. No.	Name and Address of the Company	CIN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section	Listed
1.	Gretex Audio Tech LLP 90, PHEARS LANE, 5TH FLOOR, KOLKATA WEST BENGAL 700012	AAQ-6253	Subsidiary	66%	2(87)	NO

The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

## 25. MEANS OF COMMUNICATION

### Results

The Half Yearly Audited Results and the Annual Audited Financial Results of the Company are sent to the stock exchanges immediately after they are approved by the Board. Also, they are uploaded on the Company's website [www.gretexindustries.com](http://www.gretexindustries.com). The results are published in accordance with the guidelines of the Stock Exchange.

### Website

The Company's website [www.gretexindustries.com](http://www.gretexindustries.com) contains a separate dedicated section 'Investor Relations' wherein shareholders' information including financial results is available. The Company's Annual Report is also available in a user- friendly and downloadable form.

### Annual Report

The Annual Report containing, inter alia, Audited Financial Statements (standalone and consolidated), Boards' Report, Auditors' Report and other important information is circulated to Members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website [www.gretexindustries.com](http://www.gretexindustries.com)

### NSE Corporate Compliance & Listing Centre (the 'Listing Centre')

NSE's Listing Centre is a web-based application designed for corporate. All periodical compliance filings like shareholding pattern, among others are also filed electronically on the Listing Centre.

### SEBI Complaints Redress System (SCORES)

Investors' complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status. The Company regularly redresses the complaints if any, on SCORES within stipulated time.

### Designated exclusive Email-id

The Company has designated the email-id [info@gretexindustries.com](mailto:info@gretexindustries.com) exclusively for investor servicing.

## GENERAL'S SHAREHOLDERS INFORMATION

### Annual General Meeting:

Day & Date: 29<sup>th</sup> September 2023

Time: 4:00 P.M.

Venue: 90, Phears Lane, 5<sup>th</sup> Floor, Kolkata– 700012, West Bengal, India

### Financial Calendar

Financial reporting for the 1st Half Year End - **November 11, 2022**

Audited yearly Results for the year ending March 31, 2023- **May 25, 2023**

### Book Closure

The Register of Members and Transfer Books of the Company will remain closed from Thursday, September 21, 2023, to Friday, September 29, 2023 (both days inclusive).

### Listing in stock exchanges and stock codes

The name of stock exchange at which the equity shares are listed and its stock code is as under:

Name of the Stock Exchanges	Stock Code
Emerge Platform of NSE Limit	GRETEX

**The ISIN number for the Company equity share: INE985P01012**

**CIN: L17296WB2009PLC136911**

**Outstanding GDR's / ADR's / Warrant's / Convertible instruments and their impact on equity: NIL**

### Listing Fees to the Stock Exchange

The Company has paid listing fees up to March 31, 2023 to o NSE Limited (NSE), where the Company's shares are listed.

### E-Voting

In terms of Section 108 of the Companies Act, 2013, Rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is not requiring to enroll for the e-voting facility to its Members in respect of all Members' resolutions proposed to be passed at this Annual General Meeting. All the resolutions shall be passed through postal ballot.

### Share Transfers Agent

Bigshare Services Private Limited  
 S6-2, 6th Pinnacle Business Park,  
 Mahakali Caves Road, next to Ahura Centre,  
 Andheri East, Mumbai- 400093, Maharashtra, India  
**Phone:** 022 6263 8200  
**Email:** investor@bigshareonline.com  
**Website:** www.bigshareonline.com

### Share Transfer System



None of the shares are held in physical form.

## 26. SUBSIDIARY COMPANIES

GreteX Audiotech LLP is the Subsidiary of the Company.

During the year ended March 31, 2023 the Company does not have any material listed / unlisted subsidiary companies as defined in SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 apart from mentioned below.

Sr. No.	Name and Address of the Company	CIN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section	Listed
	<b>GreteX Audio Tech LLP</b> 90, PHEARS LANE, 5TH FLOOR, KOLKATA, WEST BENGAL 700012	AAQ-6253	Subsidiary	<b>66%</b>	2(87)	NO

During the year under review, no companies have ceased to be joint venture or associate companies of the Company.

A statement containing the salient features of financial statements of subsidiaries as per 129(3) of the Act, is also included in this Annual Report in form AOC-1, presented in separate section forming part of the financial statement.

The Policy for determining “Material” subsidiaries has been displayed on the Company’s website: <https://gretexindustries.com/investors/#>

## 27. DEMATERIALIZATION OF SHARES AND LIQUIDITY

Currently 100% of the Company Share Capital is held in dematerialized form.

## 28. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2023

Shareholding of Nominal value (In Rs)	No. of Shareholders	No of Share	Percentage of Total	Share Amount	% of Shareholding
Upto 5000	-	-	-	-	-
5001-10000	-	-	-	-	-
10001-20000	-	-	-	-	-
20001-30000	-	-	-	-	-
30001-40000	-	-	-	-	-
40001-50000	-	-	-	-	-
50001-100000	29	174000	4.13	1740000	4.13
100001 and above	26	4037600	95.86	40376000	95.86
<b>Total</b>	<b>56</b>	<b>4211600</b>	<b>100.00</b>	<b>42116000</b>	<b>100.00</b>

## 29. MARKET PRICE DATA

Monthly high and low of the equity shares of the Company trading volume are as follows from April 1, 2022 to March 31, 2023

Sr. No.	Month	High Price	Low Price	Volume
1	April, 2022	-	-	-
2	May, 2022	-	-	-
3	June, 2022	11	11	6000
4	July, 2022	-	-	-
5	August, 2022	10.80	10.80	6000
6	September, 2022	-	-	-
7	October, 2022	13	11.30	24000
8	November, 2022	14.30	13.65	12000
9	December, 2022	16.50	15	24000
10	January, 2023	23.15	17.30	48000
11	February, 2023	25.50	23	24000
12	March, 2023	26.75	26.75	6000

### 30. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In line with the provisions of the Section 177(9) of the Companies Act, 2013 and the Regulation 22 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, your Company has adopted Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company.

This vigil mechanism provides for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the chairperson of the Audit committee, in exceptional cases. The Company Secretary is the designated officer for effective implementation of the policy and dealing with the complaints registered under the policy.

### 31. RISK MANAGEMENT

In today's economic environment, Risk Management plays a very important part of business. The main aim of risk management is to identify, assess, prioritize, monitor and take precautionary measures in respect of the events that may pose risks to the business. The Company is not subject to any specific risk except risks associated with the general business of the Company as applicable to the industry as a whole.

At present the Company has not identified any element of risk which may threaten the existence of the Company.

### 32. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There was no significant and material order passed by the regulators, courts and tribunals impacting the going concern status and Company's operations in future.

### 33. AUDITORS

The Company's Auditors, M/s. Gupta Agarwal & Associates, Chartered Accountants, who were re-appointed with your approval at the 11<sup>th</sup> Annual General Meeting for a period of five years, will complete their present term on conclusion of the ensuing 16<sup>th</sup> Annual General Meeting of the Company.

### 34. AUDITOR'S REPORT

The Auditors' Report issued by Gupta Agarwal & Associates, on the Financial Statements for the year ended March 31, 2023 does not contain any disqualification or adverse remark which requires clarification.

### **35. SECRETARIAL AUDIT**

In terms of Section 204 of the Companies Act, 2013 and Rules made there under, Ms. Ekta Goswami, Practicing Company Secretary was appointed as Secretarial Auditor of the Company for the financial year 2022-2023. The Secretarial Audit report is annexed herewith as “*Annexure I*”.

### **36. COST AUDIT**

As per directives of the Central Government and in pursuance to the provisions of Section 148 of the Companies Act, 2013 read with rules framed there under, the Company is not required to carry out an audit of cost accounts.

### **37. ENVIRONMENT AND SAFETY**

The Company is conscious of the importance of environmentally clean and safe operations. The Company’s policy requires the conduct of all operations in such manner so as to ensure safety of all concerned, compliance of statutory and industrial requirements for environment protection and conservation of natural resources to the extent possible.

### **38. PARTICULARS OF EMPLOYEES**

As required under the provisions of Companies Act, 2013 and Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, particulars of employees and related disclosures part of this Annual report as “*Annexure II*”.

### **39. MANAGEMENT DISCUSSION & ANALYSIS REPORTS**

The Management Discussion and Analysis Report of the Company is annexed to this Report.

### **40. DISCLOSURE ON POLICY ON PREVENTION OF SEXUAL HARASSMENT OF WOMEN**

The Company has adopted policy on prevention of Sexual Harassment of Women at workplace in accordance with the Sexual Harassment of Women at workplace.

Your Company is committed to provide and promote a safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. During the year under review, there was no case filed pursuant to the sexual harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **41. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

### **42. INVESTOR RELATIONS**

Your Company always endeavours to keep the time of response to shareholders’ request / grievance at the minimum. Priority is accorded to address all the issues raised by the shareholders and provide them a satisfactory reply at the earliest possible time. The Stakeholders’ Relationship Committee of the Board meets periodically and reviews the status of the Shareholders’ Grievances. The shares of the Company continue to be traded in electronic forum and de-materialization exists with both the depositories viz., National Securities Depository Limited and Central Depository Services (India) Limited.

### **ACKNOWLEDGEMENT**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

<p><b>REGISTERED OFFICE:</b> 90, PHEARS LANE, 5TH FLOOR KOLKATA Kolkata WB 700012 India.</p> <p><b>Place:</b> KOLKATA <b>Date:</b> 25 May, 2023</p>	<p>By Order of the Board of Directors <b>For GRETEX INDUSTRIES LIMITED</b></p> <p>Sd/- <b>Arvind Harlalka</b> <b>Director</b> <b>DIN: 00494136</b></p>
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**ANNEXURE I**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023**  
**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies**  
**(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
The Members,  
*Gretex Industries Limited*  
90, Phears Lane, 5th Floor,  
Kolkata- 700012, West Bengal, India

I, Ekta Goswami, Practicing Company Secretary has conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GRETEX INDUSTRIES LIMITED (CIN: L172961VB2009PLC136911)** (hereinafter called “the Company”). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has maintained proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of the following, in so far as they are applicable to the Company:

- i. The Companies Act, 2013 (‘the Act’) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - ***Not applicable to the Company during the period of audit.***
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’), to the extent applicable:-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:- *Not applicable to the Company during the period of audit;*
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. I further report that after considering the compliance system prevailing in the Company, and after carrying out test checks of the relevant records and documents maintained by the Company, it has complied with the following laws that are applicable specifically to the Company:
  - (a) The Information Technology Act, 2000
  - (b) The Trade Marks Act, 1999
  - (c) Income Tax Act, 1961

**I have also examined compliance with the applicable Clauses / Regulations of the following:**

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- *To the extent applicable.*
- iii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Unanimously / Majority decisions were carried through while the dissenting members' views, if any, were captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with my letter of even date which is annexed as *Annexure A* and forms an integral part of this Report.

**For Ekta Goswami & Associates**  
**Company Secretary**  
**COP No.: 16778**

**Sd/-**  
**Ekta Goswami**  
**Proprietor**  
**ACS: 40657**  
**UDIN: A040657E000832580**

**Place: Kolkata**  
**Date: 21/08/2023**

**Annexure A of Secretarial Audit Report**

To,  
The Members,  
*Gretex Industries Limited*  
90, Phears Lane, 5th Floor,  
Kolkata- 700012, West Bengal, India

My report of event date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Ekta Goswami & Associates**  
**Practicing Company Secretary**  
**COP No.: 16778**

**Sd/-**  
**Ekta Goswami**  
**Proprietor**  
**ACS: 40657**  
**UDIN: A040657E000832580**

**Place:** Kolkata  
**Date:** 21/08/2023



## ANNEXURE II TO DIRECTORS' REPORT

## PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

**[PURSUANT TO SECTION 197 SUB-SECTION 12 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]**

The ratio of the remuneration of each director to the median employees' remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

**Your Directors' Remuneration (including commission and variable pay) to the median remuneration of the employees of your Company for the year 2022-23 was as under:**

Name of the Director	Designation	Ratio of remuneration of each Director to the median employees' remuneration
Mr. Arvind Harlalka	Director	20:1

**The Percentage increase/(decrease) in remuneration of Managing Director, Director, Chief Financial Officer and Company Secretary were as under:**

Name	Designation	Increase / (Decrease) (%)
Mr. Arvind Harlalka	Director	58.29%
Ms. Rishika Manoj Rander	CS	19.48%
Ms. Sakhi Manhas Singh	CS	100%
Ms. Prajakta Vikas Raut	CS	100%

The percentage increase in the median remuneration of employees for the financial year 2022-23 is around 153.67%. The percentage decrease in the median remuneration is calculated for comparable employees and does not include employees who were not eligible.

The number of permanent employees on the rolls of the Company is 30.

The remuneration is as per the remuneration policy of the Company.

## FORM NO. AOC - 1

**Statement Containing Salient Features of The Financial Statement on Standalone and Consolidated Basis Of Subsidiaries / Associate Companies / Joint Ventures**

(Pursuant to first provision to Section 129(3) of the Act and Rule 5 of the Companies (Accounts) Rules, 2014)

## PART "A": Subsidiaries

(Rs in Thousands)

Particulars	Details
Name of the Subsidiary	Gretex Audio Tech LLP
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	N.A
Share Capital	10,198.55
Reserves & Surplus	0
Total Assets	14,676.51
Total Liabilities	4,477.96
Investments	0
Turnover	33,936.94
Profit Before Taxation	1,054.58
Provision for Taxation	338.322
MAT Credit	0
Profit After Taxation	716.26
Proposed Dividend	0
% of shareholding	66%

## PART "B": Associates / Joint Ventures

(Rs. in Thousands)

Particulars	Details
<b>Name of the Associates / Joint Ventures</b>	<b>NIL</b>
<b>Latest audited Balance Sheet Date</b>	<b>NIL</b>
<b>Shares of Associate held by the company on the year end:</b>	<b>NIL</b>
No. of Shares	
Amount of Investment in Associates	
Extend of Holding %	
<b>Description of how there is significant influence</b>	<b>NIL</b>
<b>Reason why the associate is not consolidated</b>	<b>NIL</b>
<b>Net worth attributable to Shareholding as per latest audited Balance Sheet</b>	<b>NIL</b>
<b>Profit / Loss for the year</b>	<b>NIL</b>
- Considered in Consolidation	
- Not Considered in Consolidation	

## FORM NO. AOC - 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

Details of contracts or arrangements or transactions not at arm's length basis: There were no contracts or arrangements or transactions that were not entered at arm's length basis:

1.	Name (s) of the related party & nature of relationship	N.A.
2.	Nature of contracts / arrangements / transaction	N.A.
3.	Duration of the contracts / arrangements / transaction	N.A.
4.	Salient terms of the contracts or arrangements or transaction including the value if any	N.A.
5.	Justification for entering into such contracts or arrangements or transactions'	N.A.
6.	Date of approval by the Board	N.A.
7.	Amount paid as advances, if any	N.A.

Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	As per "Note M" of Notes to Financial Statements on Standalone basis for the year ended March 31, 2023
b)	Nature of contracts / arrangements / transactions	
c)	Duration of the contracts / arrangements / transactions	
d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	
e)	Date(s) of approval by the Board, if any:	
f)	Amount paid as advances, if any:	

## MANAGEMENT DISCUSSION & ANALYSIS REPORT

The management's discussion and analysis are designed to provide you with a narrative explanation through the eyes of our management of how we performed, as well as information about our financial condition and future prospects. Management Discussion and Analysis (MDA) is structured as follows:

### Some Important facts about the Musical Instruments Industries

#### **Electronic Musical Instruments are Observing a Significant Growth**

- ✓ Revenue in the Musical Instruments segment amounts to US\$5.93bn in 2023. The market is expected to grow annually by 10.34% (CAGR 2023-2027).
- ✓ The Indian musical instruments market is expected to witness a CAGR of 11.5% over the forecast period (2021-2026).
- ✓ Also, the National Electronics Policy 2019 of the government aims to establish \$400 billion electronics manufacturing ecosystem by 2025 in the country. This would also significantly increase the investments in the electronic musical instrument segment.
- ✓ According to the Minister of State for Electronics and IT, by 2025, the national electronics policy aimed to establish USD 400 billion electronics manufacturing ecosystem. This may significantly drive the investments in the electronic musical instrument segment.
- ✓ The Indian musical instrument market is segmented by:
  - Type: Electronic Musical Instruments, Stringed Musical Instruments, Wind Instruments, String-based Instruments, Percussion Instruments
  - Other Musical Instruments: Parts and Accessories
  - Distribution Channel: Online and Offline

### India Musical Instruments Market Analysis

- The Indian musical instrument market is predicted to grow as a result of technological advancements. Major players are encouraged to produce and develop a wide range of improved musical instrument versions, as advanced technology becomes more widely used. Incorporating built-in software in musical instruments enhances sound quality and allows for improved performance. Furthermore, employing these technologically modern instruments has many advantages, including simplicity of play, a complete and clean tone, and increased volume regulation.
- The Indian musical instruments market is being driven by the growing popularity of live musical performances and concerts. Audiences are gravitating toward live music performances instead of viewing recorded music or new releases on television. Furthermore, due to the increased penetration of social media platforms, such as Facebook, Instagram, and YouTube, and developments in audio technology, the popularity of live musical performances and concerts is increasing.
- As a result, several musicians have earned international reputation and attention. The number of self-employed musicians has increased in recent years, thus, resulting in several musical ensembles and crews. As a result, concerts and live performances have increased significantly, resulting in the increased demand for high-tech and high-priced musical instrument.

### Why Has the Demand for Indian Musical Instruments Increased Recently?

- The export of India's musical instruments has risen to Rs.172 crore, compared to the same period in 2013-14. It is 3.5 times increase, 8 years ago the exports were worth just Rs. 49 crores, tweeted the Minister of Commerce Piyush Goyal.



**Narendra Modi**   
@narendramodi · Follow



This is encouraging. With Indian music gaining popularity worldwide, there is a great opportunity to further grow in this sector.



**Piyush Goyal**  @PiyushGoyal

Exports Amplified 

India's exports of musical instruments rose to more than 3.5 times in April-September 2022, as compared to the same period in 2013.

Prime Minister Narendra Modi also expressed his happiness on this growth and said, "With Indian music gaining popularity worldwide, there is a great opportunity to further grow in this

### India's Musical Instruments Export Market:

- Musical instruments are exported from India to more than 170 countries. According to Facts and Factors, the global musical instruments market size was valued at around \$13 billion in 2021 and is estimated to grow by about \$15.2 billion by 2028. India exports most of its musical instruments and accessories to the United States of America, Germany and Japan. In the year 2020-2021 (Apr-Nov), India exported musical instruments worth \$19.39 million.

### Business Overview

The Company was originally Founded on July 16, 2009, as "Heritage Barter Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, West Bengal. GRETEX (The Company) began its journey in the musical instruments sector in the year 2017 by acquiring the Distributorship of Yamaha Musical Instruments and has evolved into a prominent player in the musical instrument distribution business in August 2017 when it ventured into the musical instruments sector. Originally a sister concern, the acquisition of the musical instrument business was necessitated by capital requirements. Notably, GRETEX has a history of distributing Yamaha Musical Instruments, and in January 2018, it expanded to include D'Addario and its sub-brands. Subsequent growth milestones include securing distributorship for Behringer, Midas, Tannoy, Turbosound, and other leading brands for the West Bengal region. The recent inclusion of GAPPU CAJON as a nationwide distributorship further cements GRETEX's market presence. An impressive feat was the launch of India's largest Yamaha Music Square in Mumbai, spanning 3,000 sq ft across three floors.

**COMPANY MISSION AND VALUES:** GRETEX aims to establish itself as synonymous with music, becoming the first thought in anyone's mind when music is mentioned. The company values fairness and a commitment to keeping promises.

**GEOGRAPHIC PRESENCE:** GRETEX primarily operates in West Bengal, Sikkim, and the seven states of North East India. Additionally, the company's GAPPU CAJONS are distributed in Tamil Nadu, Bangalore, and Hyderabad. The establishment of a flagship showroom in Mumbai was a strategic move to tap into the city's music hub, providing access to influential artists and diverse customers.

**PRODUCT PORTFOLIO:** The Company has distributorship of various top and famous brands including sub-brands having Numerous categories of products in their product portfolio such as including:

<i>Brands</i>	<i>Products</i>
YAMAHA	Digital Pianos, Portable Keyboards, Guitars, and Percussion, Adopter, Flute, Electric, Guitar, etc.

BEHRINGER	Power Amplifier, Mixer, Headphones, Audio Interface, Microphone, Studio Monitor, Equaliser, Audio Splitter etc
D'ADDARIO	Drumheads, Cables, Capo, Plectrum, Sliders, Straps, Drumsticks, Reeds, Strings, etc.
TURBOSOUND	Speaker and sub-Woofer
KLARK TEKNIK	DI Box
MIDAS	Digital Mixer
LAB GRUPPEN	Power Amplifier
T.C HELICON	Vocal Processor & Padel
TANNOY	Studio Monitor
TELEVIC & ATLONA	Tele Conference system
PIONEER	DJ systems
BEC	Speakers

**MARKET POSITION:** The company has established an enviable reputation in its regions of operation. Its steadfast commitments and consistent discount structures have set it apart from its competitors.

**GROWTH STRATEGY:** GRETEX has maintained a growth trajectory through new dealer activations, strong dealer relationships, and consistent expansion into new brands. Future strategies involve continuing to expand the dealer network, acquiring additional brands, and undertaking project works.

**CUSTOMER BASE:** The primary customer base includes dealers in the distribution business. The Mumbai showroom caters to teachers, students, musicians, and audio professionals. The company engages customers through regular activities and social media presence.

**FINANCIAL OVERVIEW:** The company's turnover increased from 13 Cr to 22 Cr in the previous year. Notably, GRETEX has achieved a remarkable growth rate of approximately 70% over the last few years.

**RECENT DEVELOPMENTS:** In addition to the Mumbai showroom, GRETEX successfully completed project works for prominent companies like Godrej, Altovex, Audvic, and Universal Indra.

**CHALLENGES AND RISK MANAGEMENT:** The availability of products remains a significant challenge in the industry. The company maintains buffer stock but sometimes faces difficulties in maintaining optimal inventory levels.

**FUTURE OUTLOOK:** GRETEX's future outlook involves reaching a turnover of 100 Cr over the next four years, expanding showrooms to other destinations, and acquiring additional brands to augment its product portfolio.

#### INTERNAL CONTROL SYSTEM & ADEQUACY

Internal Control Systems has been designed to provide reasonable assurance that assets are safeguarded, transactions are executed in accordance's with management's authorization and properly recorded and accounting records are adequate for preparation of financial statements and other financial information. Internal checks are conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control systems.

#### MATERIAL DEVELOPMENT IN HUMAN RESOURCES

The Company continues to lay emphasis on developing and facilitating optimum human performance.

Performance management was the key word for the Company this year.

**DISCLOSURES**

During the year the Company has not entered into any transaction of material nature with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large.



## **INDEPENDENT AUDITORS' REPORT ON STANDALONE FINANCIAL STATEMENTS**

**TO THE MEMBERS OF  
GRETEX INDUSTRIES LIMITED**

### **REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of **Gretex Industries Limited** ('the Company'), which comprise the Standalone Balance Sheet as at 31<sup>st</sup> March, 2023, the Standalone Statement of Profit and Loss for the year ended on 31<sup>st</sup> March, 2023 and the Standalone statement of Cash Flows for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements")

### **OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31<sup>st</sup> March, 2023, the profit and total income, changes in equity and its cash flows for the period ended on that date.

### **BASIS FOR OPINION**

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of Financial Statements section of our report. We are independent of the company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **OTHER INFORMATION**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report. Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read the Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

## **MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

## **AUDITOR'S RESPONSIBILITY**

Our objective are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion on these standalone financial statements. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the Auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates

made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

#### **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by sub-section 3 of Section 143 of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss and the Statement of Standalone Cash Flows dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "ANNEXURE - A";
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us: -
  - i. The Company did not have any pending litigations in its financial statements.
  - ii. The Company did not have any long term contract including derivative contract which may lead to any foreseeable losses.
  - iii. There have been no amounts required to be transferred to the Investor Education and Protection Fund by the Company.
- (h) with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

2. As required by the Companies (Auditor's Report) Order, 2020 (" the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "ANNEXURE - B" a statement on the matters specified in the Order, to the extent applicable.

**For Gupta Agarwal & Associates**  
**Chartered Accountants**  
**Firm's Registration No: 329001E**

**Sd/-**  
**Badri Prasad Singhania**  
**Partner**  
**Membership No: 058970**  
**UDIN: 23058970BGZESL3193**  
**Date: May 25, 2023**  
**Place: Kolkata**

**REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")**

We have audited the internal financial controls over financial reporting of **Gretex Industries Limited** ("the Company") as of 31<sup>st</sup> March, 2023 in conjunction with our audit of the financial statements of the Company for the period ended on that date.

**MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the company's internal financial controls system over financial reporting.

## **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to errors or frauds may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **OPINION**

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2023, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Gupta Agarwal & Associates**  
**Chartered Accountants**  
**Firm's Registration No: 329001E**

**Sd/-**

**Badri Prasad Singhania**

**Partner**

**Membership No: 058970**

**UDIN: 23058970BGZESL3193**

**Date: May 25, 2023**

**Place: Kolkata**

## **“Annexure B” to the Independent Auditor’s Report**

Referred to in paragraph 2 under the heading ‘Report on Other Legal & Regulatory Requirement’ of report of even date to the standalone financial statements of the company for the year ended March 31, 2023; we report that:

### **1. PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS [Clause 3(i)]:**

- (a) The company has maintained proper records showing full particulars, including quantitative details and situation of its Property, Plant and Equipment.
- (b) The company is maintaining proper records showing full particulars of intangible assets.
- (c) As explained to us, these Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- (d) The title deeds of immovable properties are held in the name of the company.
- (e) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (f) No proceedings have been initiated or are pending against the company for holding any Benami property under the “Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder.

### **2. INVENTORY [Clause 3(ii)]**

- a According to the information and explanations given to us, the physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion, the coverage and procedure of such verification by the management is appropriate; and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.
- b At any point of time of the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets; and hence this clause is not applicable.

### **3. LOAN GIVEN BY COMPANY [Clause 3(iii)]**

The company has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or any other parties during the year.

The company has provided loans or provided advances in the nature of loans to any other entity during the year.

The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates are as follows:

Amount during the year: Nil

Outstanding as on 31.03.2023: Nil

The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint ventures and associates are as follows:

Amount during the year: 234.09 lacs

Outstanding as on 31.03.2023: Nil

The investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;

In respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has not been stipulated.

If the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest- The schedule of repayment of principal and payment of interest has not been stipulated.

There is no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties

The Company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment:

	(Rs. In Lakhs)		
	All Parties	Promoters (Including Directors)	Related Parties
Aggregate amount of loans/ advances in nature of loans- - Repayable on demand (A)	Nil	--	Nil
Aggregate amount of loans/ advances in nature of loans- - Agreement does not specify any terms or period of repayment (B)	Nil	Nil	Nil
Total (A+B)	Nil	-	Nil
Percentage of loans/ advances in nature of loans to the total loans	-- %	-	-- %

#### 4. LOAN TO DIRECTORS AND INVESTMENT BY COMPANY [Clause 3(iv)]

In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.



## **5. DEPOSITS [Clause 3(v)]**

According to the information and explanation given to us the company has not accepted deposits from the public during the financial year under audit. Accordingly, the paragraph 3(v) of the order is not applicable to the company and hence not commented upon.

## **6. COST RECORDS [Clause 3(vi)]**

As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

## **7. STATUTORY DUES [Clause 3(vii)]**

(a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2023 for a period of more than six months from the date on when they become payable.

(b) According to the information and explanations given to us there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute.

## **8. SURRENDERED OR DISCLOSED INCOME [Clause 3(viii)]**

There are no such transactions which are not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

## **9. REPAYMENT DUES [Clause 3(ix)]**

In our opinion and according to information and explanations given to us, the company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government. The company has not issued any debentures.

The company is not a declared willful defaulter by any bank or financial institution or other lender.

The term loans were applied for the purpose for which the loans were obtained.

The funds raised on short term basis have not been utilized for long term purposes.

The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

#### **10. UTILISATION OF INITIAL AND FURTHER PUBLIC OFFER [Clause 3(x)]**

The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.

The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

#### **11. FRAUD AND WHISTLE-BLOWER COMPLAINTS [CLAUSE 3(xi)]**

To the best of our knowledge and according to the information and explanations given to us, no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.

Whistle-blower complaints have not been received during the year by the Company.

#### **12. NIDHI COMPANY [Clause 3(xii)]**

In our opinion and according to information and explanations given to us, clause (xii) of para 3 to Companies (Auditor's Report) Order, 2020 w.r.t. Nidhi Company is not applicable to company. Accordingly, the paragraph 3(xii) of the order is not applicable to the company and hence not commented upon.

#### **13. RELATED PARTY TRANSACTION [Clause 3(xiii)]**

In our opinion and according to information and explanations given to us all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

#### **14. INTERNAL AUDIT: [CLAUSE 3(xiv)]**

The company has an internal audit system commensurate with the size and nature of its business.

The reports of the Internal Auditors for the period under audit were considered by us.

#### **15. NON CASH TRANSACTION [Clause 3(xv)]**

In our opinion and according to information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the paragraph 3(xv) of the order is not applicable to the company and hence not commented upon.

**16. REGISTER WITH RBI ACT, 1934 [Clause 3(xvi)]**

The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the paragraph 3(xvi) of the order is not applicable to the company.

The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year.

The Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India.

**17. CASH LOSSES [Clause 3(xvii)]**

The Company has not incurred cash losses in the Financial Year 2022-23 and in the immediately preceding financial year.

**18. RESIGNATION OF STATUTORY AUDITORS [Clause 3(xviii)]**

There has not been any resignation of the statutory auditors during the year.

**19. MATERIAL UNCERTAINTY ON MEETING LIABILITIES [Clause 3(xix)]**

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

**20. TRANSFER TO FUND SPECIFIED UNDER SCHEDULE VII OF COMPANIES ACT, 2013 [Clause 3(xx)]**

The provision relating to transfer to fund specified under schedule vii of the Companies Act, 2013 is not applicable to the company.

**21. ADVERSE REMARKS IN CONSOLIDATED FINANCIAL STATEMENTS [Clause 3(xxi)]**

There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

For Gupta Agarwal & Associates  
Chartered Accountants  
Firm's Registration No: 329001E

Sd/-  
Badri Prasad Singhania  
(Partner)  
Membership No.: 058970  
UDIN: 23058970BGZESL3193

Date: May 25, 2023  
Place: Kolkata

**GRETEX INDUSTRIES LIMITED**

90, PHEARS LANE, 5TH FLOOR KOLKATA WB 700012 IN

CIN : L17296WB2009PLC136911

Standalone Balance Sheet as on 31st March, 2023



<b>PARTICULARS</b>	<b>Note No.</b>	<b>Figures As At 31/03/2023 (Amount in Thousands.)</b>	<b>Figures As At 31/03/2022 (Amount in Thousands.)</b>
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) SHAREHOLDERS' FUNDS</b>			
(a) Share Capital	2	42116.00	42116.00
(b) Reserves & Surplus	3	4573.95	-1865.39
<b>TOTAL EQUITY</b>		<b>46689.95</b>	<b>40250.61</b>
<b>(2) SHARE APPLICATION MONEY RECEIVED PENDING FOR ALLOTMENT</b>			
<b>(3) NON-CURRENT LIABILITIES</b>			
(a) Long Term Borrowings	4	0.00	0.00
(b) Deferred Tax Liability (Net)	11.2	0.00	0.00
(c) Long Term Provisions	5	732.50	
<b>TOTAL NON-CURRENT LIABILITY</b>		<b>732.50</b>	<b>0.00</b>
<b>(4) CURRENT LIABILITIES</b>			
(a) Short-Term Borrowings	6	44412.11	8246.80
(b) Trade Payables	7		
(A) Total outstanding dues of micro enterprises and small enterprises		4828.80	6197.28
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises			
(c) Other Current Liabilities	8	2465.17	1255.90
(d) Short Term Provision	9	1761.33	0.00
<b>TOTAL CURRENT LIABILITY</b>		<b>53467.40</b>	<b>15699.98</b>
<b>TOTAL (1 TO 4)</b>		<b>100889.86</b>	<b>55950.60</b>
<b>II. ASSETS</b>			
<b>(1) NON-CURRENT ASSETS</b>			
(a) (i) Property, Plant and Equipment	10.1	7076.26	452.69
(ii) Intangible Assets	10.2	0.00	0.00
(b) Non Current Investments	12	6800.00	13205.58
(c) Deferred Tax Assets (Net)	11.1	1516.26	1606.68
(d) Long Term Loans & Advances	13	20900.00	0.00
(e) Other Non - Current Assets	14	274.25	348.25
<b>TOTAL NON-CURRENT ASSETS</b>		<b>36566.77</b>	<b>15613.20</b>
<b>(2) CURRENT ASSETS</b>			
(a) Current Investments	15	0.00	0.00
(b) Inventory	16	33680.40	21687.69
(c) Trade Receivable	17	21444.53	10088.79
(d) Cash & Cash Equivalents	18	2568.68	6131.46
(e) Short term Loans & Advances	19	3411.89	1498.44
(f) Other Current Assets	20	3217.59	931.02
<b>TOTAL CURRENT ASSETS</b>		<b>64323.09</b>	<b>40337.40</b>
<b>TOTAL (1 TO 2)</b>		<b>100889.86</b>	<b>55950.60</b>
Notes to Financial Statements	2-30		-
Significant Accounting Policies	1		

As per our Report of even date.

**GUPTA AGARWAL & ASSOCIATES**

Chartered Accountants

FRN : 329001E

Sd/-

**BADRI PRASAD SINGHANIA**

Partner

Membership No. 058970

UDIN : 23058970BGZESL3193

Date :25/05/2023

Place :Kolkata

Sd/-

**PRAJAKTA VIKAS RAUT**

Company Secretary

Sd/-

**ARVIND HARLALKA**

Managing Director

DIN :00494136

Sd/-

**ALOK HARLALKA**

Director

DIN : 02486575

For and on Behalf of the Board of Directors

**GRETEX INDUSTRIES LIMITED**

# GRETEX INDUSTRIES LIMITED

90, PHEARS LANE, 5TH FLOOR KOLKATA WB 700012 IN

CIN : L17296WB2009PLC136911



## Standalone Statement of Profit & Loss Statement For the Year Ended 31st March, 2023

<i>PARTICULARS</i>	<i>Note No.</i>	<i>Figures for the Year Ended 31/03/2023 (Amount in Thousands.)</i>	<i>Figures for the Year Ended 31/03/2022 (Amount in Thousands.)</i>
<b>I) INCOME</b>			
Revenue from Operations	21	218806.49	130636.15
Other Income	22	1465.05	2809.27
<b>TOTAL INCOME</b>		<b>220271.54</b>	<b>133445.42</b>
<b>II) EXPENSES</b>			
Purchases of Stock in Trade	23	203008.05	119011.49
Changes in Inventories of Stock-in-trade	24	-11992.71	-1430.87
Employee Benefit Expenses	25	10585.70	6709.55
Finance Cost	26	661.94	385.67
Depreciation and Amortisation	27	361.58	452.66
Other Expenses	28	9422.02	4645.29
<b>TOTAL EXPENSES</b>		<b>212046.58</b>	<b>129773.80</b>
<b>III) Profit/(Loss) Before Exceptional and Extra ordinary items &amp; Tax (I - II)</b>		<b>8224.96</b>	<b>3671.63</b>
<b>IV) Exceptional Items</b>		<b>0.00</b>	<b>0.00</b>
<b>V) Profit/(Loss) Before Extra ordinary items &amp; Tax (III - IV)</b>		<b>8224.96</b>	<b>3671.63</b>
<b>VI) Extra Ordinary Items</b>		<b>0.00</b>	<b>0.00</b>
<b>VII) Profit/(Loss) Before Tax (V - VI)</b>		<b>8224.96</b>	<b>3671.63</b>
<b>VIII) Tax Expenses</b>			
Current Tax	29	1695.21	0.00
Deffered Tax		90.42	-1719.69
Earlier Years		0.00	3.72
		<b>1785.62</b>	<b>-1715.97</b>
<b>IX) Profit/ (Loss) After Tax (VII - VIII)</b>		<b>6439.34</b>	<b>5387.60</b>
<b>X) Basic</b>	<b>30</b>		
1) Basic		1.53	1.28
2) Diluted		1.53	1.28
<b>Notes to Financial Statements</b>	<b>2-30</b>		
<b>Significant Accounting Policies</b>	<b>1</b>		

As per our Report of even date.

**GUPTA AGARWAL & ASSOCIATES**

Chartered Accountants

FRN : 329001E

For and on Behalf of the Board of Directors

**GRETEX INDUSTRIES LIMITED**

Sd/-  
**BADRI PRASAD SINGHANIA**  
Partner  
Membership No. : 058970  
UDIN : 23058970BGZESL3193

Sd/-  
**PRAJAKTA VIKAS RAUT**  
Company Secretary

Sd/-  
**ARVIND HARLALKA**  
Director  
DIN :00494136

Sd/-  
**ALOK HARLALKA**  
Director  
DIN : 02486575

Date :25/05/2023

Place :Kolkata

# GRETEX INDUSTRIES LIMITED

90, PHEARS LANE, 5TH FLOOR KOLKATA WB 700012 IN

CIN : L17296WB2009PLC136911



## Standalone Statement of Cash Flows on 31st March, 2023

PARTICULARS	Figures As At 31/03/2023 ( Amount in Thousands.)	Figures As At 31/03/2022 ( Amount in Thousands.)
<b>(A) Cash flows from operating activities</b>		
Net Profit before taxation , and extra ordinary item	8224.96	3671.63
Adjustment for :		
Depreciation Expenses	361.58	452.66
Gratuity Provision	798.63	0.00
Profit From Investment In Mutual Fund	-7.85	0.00
Interest on Fixed Deposit	-15.51	-211.96
Interest on Income Tax Refund	-7.34	0.00
Interest Income on Loan	-154.67	-326.89
Interest Expenses	661.94	385.67
Operating profit before working capital changes	9861.75	3971.11
(Increase) / Decrease in Trade Receivable	-11355.74	-166.46
(Increase) / Decrease in Inventories	-11992.71	-1430.87
Increase / (Decrease) in Long Term Loans & Advances	-20900.00	
Increase / (Decrease) in Short Term Borrowings	36165.30	7914.13
Increase / (Decrease) in Trade Payables	-1368.48	-1777.41
Increase / (Decrease) in Other Non Current Assets	74.00	0.00
(Increase) / Decrease in Short Term Loans & Advances	-1913.44	4639.38
Increase / (Decrease) in Other Current Assets	-2286.57	
Increase in Current Liabilities	1209.27	505.49
Cash generated from operations	-2506.63	13655.38
Income taxes paid	0.00	-3.72
Cash flow before extraordinary item	0.00	
Extra Ordinary Item	0.00	13651.66
<b>Net cash flow from operating activities</b>	-2506.63	13651.66
<b>(B) Cash flows from investing activities</b>		
(Purchase)/ Sale of Fixed Assets	-6985.16	-137.55
(Purchase)/ Sale of Current Investments	0.00	0.00
(Purchase)/ Sale of Non Current Investments	6405.58	-13205.58
(Increase) / Decrease in Long Term Loans & Advances		-76.00
Interest on Income Tax Refund	7.34	
Interest on Fixed Deposit	15.51	211.96
Interest Income on Loan	154.67	326.89
Dividend received	0.00	
<b>Net cash flow used in investing activities</b>	-402.06	-12880.28
<b>(C)Cash flows from financing activities</b>		
Proceeds from issue of share capital	0.00	0.00
Proceeds from Loan (Liability)		0.00
Proceeds from Short Term Loans & Advances		0.00
Foreign Exchange Loss/(Gain)	0.00	0.00
Profit from Mutual Fund	7.85	0.00
Payment of Interest	-661.94	-385.67
<b>Net cash flow used in financing activities</b>	-654.10	-385.67
<b>(i) Net increase in cash and cash equivalents (A+B+C)</b>	-3562.78	385.71
<b>(ii) Cash and cash equivalents at beginning of period</b>	6131.46	5745.75
<b>(iii) Cash and cash equivalents at end of period ( i + ii )</b>	2568.68	6131.46

As per our Report of even date.

GUPTA AGARWAL & ASSOCIATES

Chartered Accountants

FRN :329001E

For and on Behalf of the Board of Directors

GRETEX INDUSTRIES LIMITED

Sd/-

BADRI PRASAD SINGHANIA

Partner

Membership No : 058970

UDIN : 23058970BGZESL3193

Date :25/05/2023

Place :Kolkata

Sd/-

PRAJAKTA  
VIKAS RAUT

Company Secretary

Sd/-

ARVIND HARLALKA

Managing Director

DIN :00494136

Sd/-

ALOK HARLALKA

Director

DIN : 02486575

<b>RELATED PARTY DISCLOSURES</b>			
<b>(a)</b>	<b>List of Related Parties</b> Name of related parties with whom transactions have taken place during the year:		
<b>(i)</b>	<b>Key Management Personnel</b>		
	<b>Name</b>	<b>Designation</b>	<b>DIN/PAN</b>
	Arvind Harlalka	Managing Director	00494136
	Alok Harlalka	Director	02486575
	Soma Nath	Director	07544903
	Sujata Piliya Rao	Director	08816283
	Pradeep Mertia	CFO	AGTPM1041N
	Prajakta Vikas Raut	Company Secretary	EPEPR2796H
<b>(ii)</b>	<b>Enterprise where control exists</b>		
	Signageus Value Advisors Private Limited		
	Dynamic Trading Co. - Alok Harlalka Huf Proprietor		
	Gretex Share Broking Private Limited		
	Gretex Audiotech LLP		
	Aprsara Selection Limited		
	Gretex Admin & HR Services		
<b>(iii)</b>	<b>Relatives of Key Management Personnel</b>		
	<b>Name</b>	<b>Relation</b>	
	Anita Harlalka	-Wife of Mr. Arvind Harlalka (Director)	
	Tanishq Harlalka	- Son of Mr.Alok Harlalka (Director)	
	Pooja Harlalka	- Wife of Mr.Alok Harlalka (Director)	
<b>(iv)</b>	<b>Other Related Parties</b>		

<b>(b)</b>	<b>Transactions with Related Parties</b>							<b>Amount (Rs. in Thousands)</b>	
	<b>Particulars</b>	<b>Related Parties</b>						<b>Balance Outstanding</b>	
		<b>Key Mgm. Personnel</b>		<b>Enterprise where control exists</b>		<b>Relatives of Key</b>		<b>2022-23</b>	<b>2021-2022</b>
		<b>2022-23</b>	<b>2021-2022</b>	<b>2022-23</b>	<b>2021-2022</b>	<b>2022-23</b>	<b>2021-2022</b>		
<b>Rent Expense</b>									
Gretex Share Broking Services Pvt. Ltd			118.00						
Pooja Harlalka					600.00				
<b>Salary</b>									
Arvind Harlalka	2700.00	1750.00							
Alok Harlalka	1350.00								
Anita Harlalka					900.00	600.00			
Pradeep Mertia	801.03							69.00	
Rishika Manoj Randar	239.24								
<b>Car Rent</b>									
Arvind Harlalka	120.00								
<b>Re-Embursement</b>									
Arvind Harlalka	3147.63							-8.79	
Anita Harlalka	183.40								
Tanishq Harlalka						38.01			
Gretex Corporate Services Limited			1328.14						
Gretex Share Broking Private Limited			350.40						
Gretex Admin Hr Services			1273.51					-5.23	
Pradeep Mertia	27.07								
<b>Business Promotion Expenses</b>									
Gretex Corporate Services Limited			0.00	1106.25					
Signageus Value Advisors Private Limited			472.00	442.50					
<b>Website Expenses</b>									
Dynamic Trading Co.				153.40					
<b>Service Charge Paid</b>									
Gretex Admin Hr Services			1458.00						
<b>Interest Expense</b>									
Signageus Value Advisors Private Limited				115.55					
Gretex Corporate Services Limited			327.93	8.55					
Gretex Sharebroking Private Limited				122.96					
<b>Interest Received</b>									
Gretex Sharebroking Private Limited				24.12					
Bonanza Agency Pvt Ltd(LLP)				212.78					

<b>Sales</b>								
Dynamic Trading Co.				7.80	116.72			
Gretext Corporate Services Limited				62.19	133.58			
Gretext Sharebroking Private Limited				408.73				
<b>Purchase</b>								
Gretext Audiotech LLP				51763.99				
Dynamic Trading Co.					777.89			
<b>Advances Taken / Given</b>								
Apsara Selections Limited				29801.61	850.00			
Gretext Corporate Services Limited				22159.00	-873.94		50.00	
Gretext Sharebroking Private Limited				132335.00	-4889.81			
Signageus Value Advisors Private Limited					-2880.00			
Bonanza Agency Pvt Ltd(LLP)					-4760.47			
<b>Investment</b>								
Investment in Gretext Audiotech LLP							6600.00	6600.00

<b>(e)</b>	<b>List of Holding, Subsidiary and Associate company</b>	
	- Holding Entity	The Company does not have any associate company.
	- Subsidiary Entity	Gretext Audiotech LLP
	- Associate Entity	The Company does not have any associate company.

<b>(d)</b>	There is no adjustment required to be made to the profits or loss for complying with ICDS notified u/s 145(2) of Income tax Act'1961.
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As per our Report of even date.  
 GUPTA AGARWAL & ASSOCIATES  
 Chartered Accountants  
 FRN : 329001E

For and on Behalf of the Board of Directors  
 GRETEX INDUSTRIES LIMITED

Sd/-  
 BADRI PRASAD SINGHANIA  
 Partner  
 Membership No. 058970  
 UDIN : 23058970BGZESL3193

Sd/-  
 PRAJAKTA VIKAS RAUT  
 Company Secretary

Sd/-  
 ARVIND HARLALKA  
 Managing Director  
 DIN :00494136

Sd/-  
 ALOK HARLALKA  
 Director  
 DIN : 02486575

Date :25/05/2023  
 Place :Kolkata





## NOTES TO AND FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH, 2023

### **CORPORATE INFORMATION**

GRETEX INDUSTRIES LIMITED (" Company ") is Public Limited Company incorporated under Companies Act,1956 named as Heritage Barter Private Limited and consequently the name of the company was changed from M/s Heritage Barter Private Limited to Gretex Industries Private Limited on 7th February, 2013 and again the company was converted from Pvt Ltd Company to closely held Public Limited Co. on 20th November 2013 from M/s Gretex industries Private Limited to Gretex Industries Limited. The equity shares of the company got listed in SME Platform of NSE Ltd. w.e.f 14th October, 2016,vide CIN : L17296WB2009PLC136911. The Company is currently engaged in the business of Trading of musical instruments

### **1 SIGNIFICANT ACCOUNTING POLICIES & NOTES :**

#### **A Basis Of Preparation of Financial Statements**

The financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

The financial statements have been prepared on an accrual basis except as otherwise stated.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the company ascertains its operating cycle for the purpose of current/non-current classification of assets and liabilities.

#### **B Presentation and disclosure of financial statements**

During the year ended 31st March 2015,Schedule III notified under the Companies Act 2013 , has become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised Schedule III does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

The schedule III allows line items, sub-line items and sub-totals to be presented as an addition or substitution on the face of the financial statements when such presentation is relevant to an understanding of the company's financial position or performance or to cater to industry/sector-specific disclosure requirements.

#### **C Use of Estimates**

The preparation of financial statements in conformity with Generally Accepted Accounting Principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

#### **D Miscellaneous Expenditure (To The Extent Not Written off or Adjusted)**

The amount of preliminary expenses has been written off over a period of 5 years as per the provision of Sec 35 of Income Tax Act,1961.



## **D Property, Plant And Equipments & Intangible Assets**

### **(i) Tangible Assets**

Property, Plant and Equipment (PPE), being fixed assets are tangible items held for use or for administrative purposes and are measured at cost less accumulated depreciation and any accumulated impairment. Cost comprises of the purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates and any costs attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the Management. Financing costs relating to acquisition of assets which take substantial period of time to get ready for intended use are also included to the extent they relate to the period up to such assets are ready for their intended use.

Gains or losses arising from derecognition of property, plant & equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized. the residual values, useful lives and methods of depreciation of property, plant & equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### **(ii) Intangible Assets**

Intangible Assets are recognised only if it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.

## **E Depreciation and Amortisation**

Depreciation on Property, Plant and Equipments is provided on the straight-line method over the useful life of assets and in the manner prescribed under schedule-II of the Companies Act, 2013 estimated by the management. Depreciation for assets purchased/sold during a period is proportionately charged.

## **F Cash and cash Equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

## **G Provision For Current and Deferred Tax**

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

## **H Investments**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as Current Investments. All other investments are classified as Long Term Investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Both current investments and long term investments are carried in the financial statements at cost. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

## **I Current Assets, Loans & Advances**

In the opinion of the Board and to the best of its knowledge and belief the value on realisation of current assets in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and repayable on demand.

## **J Recognition of Income & Expenditure**

Income and expenditure is recognized and accounted for on accrual basis. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from sale of goods is recognised on transfer of significant risks and rewards of ownership to the customer and when no significant uncertainty exists regarding realisation of the consideration. Sales are recorded net of sales returns, GST, cash and trade discounts.

## **K Related Party Transactions**

As per Accounting Standard 18, notified in the companies Rules 2006, the disclosure of Related Party Transaction is as per **Annexure II**

## **L Title deeds of immovable property not held in the name of the company:**

The Company does not have any Immovable Property.

**M Revaluation of Property, Plant and Equipment:**

The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

**N Loans and Advances in the nature of loan repayable on demand or without specifying the terms or period of repayment:**

During the year, the company has granted Loans or Advances in the nature of loans to the related parties (as defined under Companies Act, 2013), the said loans were granted without specifying any period or terms of repayment. The details thereof is presented as follows:-

(Amount in Thousand)

Type of Borrower	Amount of Loan or advance in the nature of loan outstanding	Percentage to the total Loans & Advances in the nature of loans
Promotor	-	-
Director	-	-
KMP	-	-
Related Parties	-	-

**O Benami Property held:**

There is no proceeding have been initiated or pending against the company for holding any benami property under the Benami Transaction ( prohibition ) Act , 1988 (45 of 1988) and the rules made thereunder.

**P Working capital limits from Banks/FIs on the basis of security of current assets**

The Company has no borrowings from the banks or financial institutions on the basis of current assets.

**Q Wilful defaulter**

The company is not declared wilful defaulter by any bank or financial Institution or other lender.

**R Relationship with struck off Companies**

The company has no transaction with companies struck off under section 248 of the companies Act 2013 or section 560 of Companies Act 1956.

**S Registration of charge or satisfaction with Registrar of Companies**

The company has no charge or satisfaction yet to be registered with Registrar of Companies.

**T Compliance with number of layers of companies**

The company has no Subsidiary therefore provisions prescribed under clause (87) of section 2 of the Act read with Companies ( Restriction on numbers of Layers ) Rules , 2017 not applicable to us.

**U Compliance with approved Scheme(s) of Arrangements**

During the year under review, the company has not made any application for Scheme of Arrangement. Accordingly, no approval from the Competent Authority in terms of Section 230 to 237 of the Companies Act, 2013 is required to be obtained by the company.

**V Undisclosed Income**

The Company has no such transaction not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act 1961

**W Details of Crypto Currency or Virtual Currency**

The company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

**X Provision**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

# GRETEX INDUSTRIES LIMITED

CIN : L17296WB2009PLC136911



## Y Ratio

The ratios for the years ended 31st March, 2023 and 31st March, 2022 are as follows :

Sr. No.	Particulars	Numerator	Denominator	As at		Variance (in %)
				31/03/2023	31/03/2022	
a)	Current Ratio	Current Assets	Current Liabilities	1.20	2.57	(53.18)
b)	Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.97	0.20	371.92
c)	Debt Service Coverage Ratio	Earnings available for Debt Service	Debt Service	-	-	-
d)	Return on Equity Ratio (%)	Net Profits after Taxes	Average Shareholder's Equity	0.15	0.13	19.52
e)	Inventory Turnover Ratio	Cost of Goods Sold	Average Value of Inventory	6.90	8.98	(23.12)
f)	Trade Receivables Turnover Ratio	Net Credit Sales	Average Trade Receivable	13.88	25.90	(46.41)
g)	Trade Payables Turnover Ratio	Net Credit Purchase	Average Trade Payables	36.82	38.41	(4.13)
h)	Net Capital Turnover Ratio	Revenue	Working Capital	20.16	5.30	280.13
i)	Net Profit Ratio (%)	Net Profit after Tax	Revenue	0.03	0.04	(28.64)
j)	Return on Capital Employed (%)	Earning before Interest and Taxes	Capital Employed	0.19	0.10	85.91
k)	Return on Investment (%)	Income Generated from Investments	Average Investments	0.14	0.13	1.45

### **Ration Variance > 25%**

### **Remarks**

- a) Current Ratio Current Liabilities has increased
- b) Debt-Equity Ratio Total Debt has increased
- d) Return on Equity Ratio (%) Net Profits after Taxes has increased
- f) Trade Receivables Turnover Ratio Net Credit Sales has increased
- g) Trade Payables Turnover Ratio Net Credit Purchase has increased
- h) Net Capital Turnover Ratio Revenue has increased
- i) Net Profit Ratio (%) Net Profit after Tax has increased
- j) Return on Capital Employed (%) Earning before Interest and Taxes has increased
- k) Return on Investment (%) Average Investments has decreased

## Z Earning Per Share

The Company reports Basic and Diluted earnings per equity share in accordance with the Accounting Standard - 20 on Earning Per Share. In determining earning per share, the Company considers the net profit after tax and includes the post tax effect of any extraordinary/exceptional items. The number of shares used in computing basic earning per share is the weighted average number of equity shares outstanding during the period. The numbers of shares used in computing diluted earning per share comprises the weighted average number of equity shares that would have been issued on the conversion of all potential equity shares. Dilutive potential equity shares have been deemed converted as of the beginning of the period, unless issued at a later date.

## AA Employee Benefit Expenses :

**Short Term Employee Benefits :** The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

**Long Term Employee Benefits :** Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability as at the Balance Sheet date on the basis of actuarial valuation as per Projected Unit Credit Method

# GRETEX INDUSTRIES LIMITED

CIN : L17296WB2009PLC136911



## Post-Employment Benefits

**Defined Contribution Plans** A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions towards Provident Fund, Employee State Insurance and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

The Expenses recognised during the period towards defined contribution plan -

(Rs. In Thousand)

Particulars	For the year	For the year
	ended 31.03.2023	ended 31.03.2022
Employers Contribution to Employee State Insurance	45.60	13.63
Employers Contribution to Employee Provident Fund	216.99	129.99

**Defined Benefit Plans :** The Company pays gratuity to the employees who have completed five years of service with the Company at the time of resignation/ superannuation. The gratuity is paid @ 15 days basic salary for every completed year of service as per the Payment of Gratuity Act, 1972, subject to payment ceiling of Rs.20,00,000/-

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at balance sheet date:-

(Rs. In Thousand)

Sl No.	Defined Benefit Plans	For the year	For the year
		ended 31.03.2023	ended 31.03.2022
<b>1</b>	<b>Expenses recognised in statement of profit and loss during the year:</b>		NA
	Current service cost	155.10	NA
	Past service cost	643.53	NA
	Expected return on plan assets	-	NA
	<b>Total expenses included in Employee benefit expenses</b>	<b>798.63</b>	<b>NA</b>
	Discount Rate as per para 78 of AS 15R (2005)	7.47%	NA
<b>2</b>	<b>Net asset /(liability) recognised as at balance sheet date:</b>		
	Present value of defined benefit obligation	798.63	NA
	Fair value of plan assets	-	NA
	<b>Funded status [surplus/(deficit)]</b>	<b>(798.63)</b>	<b>NA</b>
<b>3</b>	<b>Movements in present value of defined benefit obligation</b>		
	Present value of defined benefit obligation at the beginning of the year	NA	NA
	Current service cost	155.10	NA
	Past service cost	643.53	NA
	Interest Cost	-	NA
	Actuarial (gains) / loss	-	NA
	Benefits paid	-	NA
	<b>Present value of defined benefit obligation at the end of the year</b>	<b>798.63</b>	<b>NA</b>
	<b>Classification</b>		
	Current liability	66.13	NA
	Non-current liability	732.50	NA
		<b>798.63</b>	<b>NA</b>

## **AB Provision, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

# GRETEX INDUSTRIES LIMITED

CIN : L17296WB2009PLC136911



## AC Application for Amalgamation

The Company had filed an application with the National Stock Exchange of India Limited for Amalgamation with Apsara Selections Limited and Sankhu Merchandise Private Limited

## AD Dues to Micro & Small Enterprises Under the MSMED Act 2006

There are no dues to Micro, Small and Medium Enterprises (MSMEs) as defined in the Micro, Small, Medium Enterprises Development Act, 2006 within the appointed date during the year and no MSMEs to whom the Company owes dues on account of principal amount together with interest at the balance sheet date and hence no additional disclosures have been made.

**For and on Behalf of the Board of Directors  
GRETEX INDUSTRIES LIMITED**

**In terms of our report of even date  
GUPTA AGARWAL & ASSOCIATES  
Chartered Accountants  
FRN : 329001E**

Sd/-  
**ARVIND HARLALKA**  
Managing Director  
DIN :00494136

Sd/-  
**ALOK HARLALKA**  
Director  
DIN : 02486575

Sd/-  
**BADRI PRASAD SINGHANIA**  
Partner  
Membership No. : 058970  
UDIN : 23058970BGZESL3193

Sd/-  
**PRAJAKTA VIKAS RAUT**  
COMPANY SECRETARY

Date :25/05/2023

Place :Kolkata

# GRETEX INDUSTRIES LIMITED

CIN : L17296WB2009PLC136911

NOTES TO FINANCIAL STATEMENTS



2 (a)

Particulars	As at 31/03/2023		As at 31/03/2022	
	(Nos.)	(Amount in Thousands.)	(Nos.)	(Amount in Thousands.)
(a) <b>Authorized Share Capital</b>				
Equity Shares of Rs. 10/- each	45,00,000	45000.00	45,00,000	45000.00
	45,00,000	45000.00	45,00,000	45000.00
(b) <b>Issued, Subscribed &amp; Fully Paid-up Capital</b>				
Equity Shares of Rs. 10/- each	42,11,600	42116.00	42,11,600	42116.00
	42,11,600	42116.00	42,11,600	42116.00

(c) <b>Reconciliation of Equity shares outstanding at the beginning and at the end of the financial year</b>	As at 31/03/2023		As at 31/03/2022	
	Quantity (Nos.)	Amount (Amount in Rs.)	Quantity (Nos.)	Amount (Amount in Rs.)
Balance at the beginning of the financial year	42,11,600	42116.00	42,11,600	42116.00
Allotment during the financial year	-	0.00	-	0.00
Balance at the end of the financial year	42,11,600	42116.00	42,11,600	42116.00

(d) <b>Shareholders holding more than 5% of Equity Share Capital</b>	As at 31/03/2023		As at 31/03/2022	
	(Nos)	(%)	(Nos)	(%)
(i) Nitu Trading Company Limited	2,16,000	5.13%	2,16,000	5.13%
(ii) Vedant Commodeal Private Limited	2,52,000	5.98%	2,52,000	5.98%
(iii) Affordable Agro Agencies Private Limited	5,22,000	12.39%	5,22,000	12.39%
(iv) Shyamal Sardar	-	0.00%	2,22,000	5.27%
(v) Talent Investment Company Private Limited	5,49,100	13.04%	5,49,100	13.04%
(vi) Signageous Value Advisors Private Limited	5,27,000	12.51%	5,27,000	12.51%
(vii) Ambition Tie -Up Private Limited	3,48,000	8.26%	3,48,000	8.26%
(viii) Bonanza Agency LLP	3,24,700	7.71%	3,24,700	7.71%
(ix) Arvind Harlalka HUF	2,76,000	6.55%	2,76,000	6.55%
(x) Navin Kumar Gupta	2,70,000	6.41%	2,70,000	6.41%
(xi) Brotex Distributors Private Limited	2,22,000	5.27%	-	0.00%

(e) **Shares held by promoters at the end of the year**

Promotor Name	Shares held by Promotors				% Change during the year
	As at 31st March, 2023		As at 31st March, 2022		
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	
(i) Arvind Harlalka	53400	1.27%	53400	1.27%	0.00%
(ii) Sumeet Harlalka	53400	1.27%	53400	1.27%	0.00%
(iii) Arvind Harlalka HUF	276000	6.55%	276000	6.55%	0.00%
(iv) Ambition Tie-Up Pvt Ltd	348000	8.26%	348000	8.26%	0.00%
(v) Signageous Value Advisors Pvt Ltd	527000	12.51%	527000	12.51%	0.00%
(vi) Bonanza Agency LLP	324700	7.71%	324700	7.71%	0.00%
(vii) Talent Investment Co Pvt Ltd	549100	13.04%	549100	13.04%	0.00%
(viii) Sumit Harlalka HUF	100000	2.37%	100000	2.37%	0.00%
Total	2231600	52.99%	2231600	52.99%	0.00%

As Per Records of the company including its register of members and other declarations received from the shareholders regarding beneficial interest, the above shareholders represents legal ownership of shares

(f) The Company has only one class of share referred to as Equity Shares having a par value of Rs.10 /-. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

**3 Reserves & Surplus**

Particulars	Figures as at 31/03/2023 ( Amount in Thousands.)	Figures as at 31/03/2022 ( Amount in Thousands.)
<b>(a) General Reserve</b>		
Add: Transfer from profit & Loss A/c	0.00	0.00
<b>Sub-Total</b>	0.00	0.00
<b>(b) Securities Premium Account</b>		
Balance as per last account	10053.37	10053.37
Add: Premium Received on Issue of shares	0.00	0.00
<b>Sub-Total</b>	10053.37	10053.37
<b>(c) Surplus in Profit &amp; Loss Statement</b>		
Balance as per last account	-11918.75	-17306.35
Add: Transfer from Profit & Loss Statement	6439.34	5387.60
Less: Proposed Dividend	0.00	0.00
Allocations And Appropriations	0.00	-0.01
<b>Sub-Total</b>	-5479.41	-11918.75
<b>Total (a to c)</b>	4573.95	-1865.39

**4 Long Term Borrowings**

Particulars	Figures as at 31/03/2023 ( Amount in Thousands.)	Figures as at 31/03/2022 ( Amount in Thousands.)
<b>Secured Term Loans</b>		
	0.00	0.00
		0.00
	0.00	0.00

**5 Long Term Provisions**

Particulars	Figures as at 31/03/2023 ( Amount in Thousands.)	Figures as at 31/03/2022 ( Amount in Thousands.)
<b>Provision for Employee Benefits</b>		
Provision for Gratuity - Non Current	732.50	
	732.50	0.00

**6 Short-Term Borrowings**

Particulars	Figures as at 31/03/2023 ( Amount in Thousands.)	Figures as at 31/03/2022 ( Amount in Thousands.)
(a) Bank Overdraft **	19395.88	8246.80
(b) Current Maturities Of Long Term Debts	0.00	0.00
(b) Loan from Related Party	14.61	0.00
(c) Loan from Other's	25001.61	0.00
	44412.11	8246.80

**\*\* Notes on Bank Overdraft**

[ Loan with ICICI Bank with OD Sanction Limit Amount of Rs. 1.20 Cr. & 1.60 Cr of A/c No: 128505000618 & A/c No : 128505500126 respectively, Terms of Facility for both the Loan -118 Months, Applicable Intt Rate @ Base Rate Spread 6.5 % + 4.3 % ]

[ The above loan Secured against against Collateral Security of Property at Room No : 502, 503 & 506 ; 90, Phears lane, Kolkata-700013 ]

**7 Trade Payables**

Particulars	Figures as at 31/03/2023 ( Amount in Thousands.)	Figures as at 31/03/2022 ( Amount in Thousands.)
(a) Outstanding dues of micro enterprises and small enterprises	-	-
(b) Outstanding dues of creditors other than micro enterprises and small enterprises	4828.80	6197.28
<b>Total Trade Payable</b>	4828.80	6197.28



(i) Ageing schedule for trade payables outstanding as at 31st March, 2023 is as follows

Particulars	Outstanding for following periods from the date of payments					Total ( Amount in Thousand)
	Upto 6 month	6 Month to 1 year	1 year to 2 year	2 year to 3 year	More then 3 years	
(i) Undisputed Trade Payables - MSME	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Undisputed Trade Payables - Other	4828.80	0.00	0.00	0.00	0.00	4828.80
(iii) Disputed Trade Payables- MSME	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Payables - Other	0.00	0.00	0.00	0.00	0.00	0.00
						4828.80

(ii) Ageing for trade Payables outstanding as at 31st March, 2022 is as follows

Particulars	Outstanding for following periods from the date of payments					Total ( Amount in Thousand)
	Upto 6 month	6 Month to 1 year	1 year to 2 year	2 year to 3 year	More then 3 years	
(i) Undisputed Trade Payables - MSME	0.00	-	0.00	0.00	0.00	0.00
(ii) Undisputed Trade Payables - Other	0.00	6197.28	0.00	0.00	0.00	6197.28
(iii) Disputed Trade Payables- MSME	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Payables - Other	0.00	0.00	0.00	0.00	0.00	0.00
						6197.28

**8 Other Current Liabilities**

Particulars	Figures as at 31/03/2023 ( Amount in Thousands.)	Figures as at 31/03/2022 ( Amount in Thousands.)
(a) Audit Fees Payable	100.00	70.00
(b) Salary Payable	553.66	312.34
(c) GST Payable	185.56	0.11
(d) Liabilities for Expenses	19.18	37.51
(e) PF & ESIC Payable	30.55	53.98
(f) TDS/TCS Payable	179.52	32.42
(g) Professional Tax Payable	4.60	1.52
(h) Advance from Debtor's	1392.11	748.02
	2465.17	1255.90

**9 Short Term Provision**

Particulars	Figures as at 31/03/2023 ( Amount in Thousands.)	Figures as at 31/03/2022 ( Amount in Thousands.)
<b>Provision for others</b>		
(a) Provision for Income Tax	1695.21	0.00
<b>Provision for Employee Benefits</b>		
(b) Provision for Gratuity	66.13	0.00
	1761.33	0.00

**9 Property Plant & Equipment and Intangible Assets**

Particulars	Figures as at 31/03/2023 ( Amount in Thousands.)	Figures as at 31/03/2022 ( Amount in Thousands.)
(1) Property Plant & Equipment (As Per Annexure B)	7076.26	452.69
(2) Intangible Assets (As Per Annexure B)	0.00	0.00
	7076.26	452.69

**10 Deferred Tax**

Particulars	Figures as at 31/03/2023 ( Amount in Thousands.)	Figures as at 31/03/2022 ( Amount in Thousands.)
(1) Deferred Tax Assets (Net) (As Per Annexure A)	1516.26	1606.68
(2) Deferred Tax Liability (Net) (As Per Annexure A)	0.00	0.00
	1516.26	1606.68

**12 Non Current Investments**

Particulars	Figures as at 31/03/2023 ( Amount in Thousands.)	Figures as at 31/03/2022 ( Amount in Thousands.)
(a) <b>Quoted</b> Investment in Mutual Fund [ 11,401.938 Units @ 18.74 NAV as on 31.03.2023, Market Value of Rs. 213.672 ( In Thousand)]	200.00	0.00
(b) <b>Unquoted</b> Investment in Gretex AudioTech LLP	6600.00	13205.58
	6800.00	13205.58

**13 Long Term Loans & Advances**

Particulars	Figures as at 31/03/2023 ( Amount in Thousands.)	Figures as at 31/03/2022 ( Amount in Thousands.)
(a) Advance to Others	0.00	0.00
(b) Security Deposit	20900.00	0.00
	20900.00	0.00

**14 Other Non - Current Assets**

Particulars	Figures as at 31/03/2023 ( Amount in Thousands.)	Figures as at 31/03/2022 ( Amount in Thousands.)
Deposit With Wbsedcl	22.00	22.00
VAT Security Deposit	25.00	25.00
Deposit For Factory Premises	132.25	132.25
Rent Deposit	35.00	169.00
Gem Deposite	10.00	0.00
Godown Deposit	50.00	0.00
	274.25	348.25

**15 Current Investments**

Particulars	Figures as at 31/03/2023 ( Amount in Thousands.)	Figures as at 31/03/2022 ( Amount in Thousands.)
(a) Equity Shares	-	-

**16 Inventory**

Particulars	Figures as at 31/03/2023 ( Amount in Thousands.)	Figures as at 31/03/2022 ( Amount in Thousands.)
<b>Stock in Trade</b> Value of Inventories as on 31st March, 2023 at cost or Market Price which ever is Lower.	33680.40	21687.69
	33680.40	21687.69

**17 Trade Receivable**

Particulars	Figures as at 31/03/2023 ( Amount in Thousands.)	Figures as at 31/03/2022 ( Amount in Thousands.)
(a) Secured, Considered Goods		
(b) Unsecured, Considered Goods	21444.53	10088.79
(c) Doubtful		
<b>Total Trade Receivable</b>	21444.53	10088.79

(i) Ageing for trade receivable outstanding as at 31st March, 2023 is as follows

Particulars	Outstanding for following periods from the date of payments					Total ( Amount in Thousand)
	Upto 6 month	6 Month to 1 year	1 year to 2 year	2 year to 3 year	More then 3 years	
(i) Undisputed Trade receivables- considered good	19984.31	0.30	178.61	61.32	1219.99	21444.53
(ii) Undisputed Trade receivables- considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade receivables- considered good	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade receivables- considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
						21444.53

(ii) Ageing for trade receivable outstanding as at 31st March, 2022 is as follows

Particulars	Outstanding for following periods from the date of payments					Total ( Amount in Thousand)
	Upto 6 month	6 Month to 1 year	1 year to 2 year	2 year to 3 year	More then 3 years	
(i) Undisputed Trade receivables- considered good	8625.67	0.00	7.96	0.00	1077.22	9710.85
(ii) Undisputed Trade receivables- considered doubtful	0.00	0.00	0.00	212.49	165.45	377.94
(iii) Disputed Trade receivables- considered good	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade receivables- considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
						10088.79

**18 Cash & Cash Equivalents**

Particulars	Figures as at 31/03/2023 ( Amount in Thousands.)	Figures as at 31/03/2022 ( Amount in Thousands.)
(a) Cash in Hand	2300.91	761.62
(b) Balance at Bank	61.69	5179.27
(c) Fixed Deposit		
Maturity Period < 12 months		
Maturity Period > 12 months	206.08	190.57
	2568.68	6131.46

**19 Short term Loans & Advances**

Particulars	Figures as at 31/03/2023 ( Amount in Thousands.)	Figures as at 31/03/2022 ( Amount in Thousands.)
(a) Advance for Purchases	2382.22	50.74
(b) Prepaid-Expense	334.66	334.66
(c) Advance to Others	645.00	1113.04
(d) Advance to Related Party	50.00	0.00
	3411.89	1498.44

**20 Other Current Assets**

Particulars	Figures as at 31/03/2023 ( Amount in Thousands.)	Figures as at 31/03/2022 ( Amount in Thousands.)
(a) GST Input Tax Credit	2750.33	734.08
(b) Tax Deducted at Source	467.26	196.94
	3217.59	931.02

In the opinion of the Board, all assets other than fixed assets and non-current investments, have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

# GRETEX INDUSTRIES LIMITED

CIN : L17296WB2009PLC136911



## 21 Revenue from Operations

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
	( Amount in Thousand)	( Amount in Thousand)
Income From Operation		
Sales of Traded Goods [ Domestic Sales ]	225472.33	135141.42
Less: Post Sales Discount	-175.99	-752.11
Less: Cash Discount	-30.39	0.00
Less: Branch Transfer	-6459.45	-3753.16
	218806.49	130636.15

## 22 Other Income

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
	( Amount in Thousand)	( Amount in Thousand)
Discount Received	804.12	496.89
Carriage	0.72	
Incentive Received	0.00	1783.81
Profit From Investment In Mutual Fund	7.85	10.24
Profit/ (Loss) from GRETEX AUDIOTECH LLP	472.73	-22.42
Interest On Fixed Deposit	15.51	211.96
Miscellaneous Income	2.11	0.45
Interest Received on Loan	154.67	326.89
Interest on Income Tax Refund	7.34	1.45
	1465.05	2809.27

## 23 Purchases of Stock in Trade

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
	( Amount in Thousand)	( Amount in Thousand)
Purchases of Traded Goods	206328.68	122575.54
Carriage Inward	818.05	189.11
Service Charge Paid	2050.00	0.00
Travelling Expenses	270.78	
Less: Branch Transfer	-6459.45	-3753.16
	203008.05	119011.49

## 24 Changes in Inventories of Stock-in-trade

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
	( Amount in Thousand)	( Amount in Thousand)
Opening Sock of Stock in Trade	21687.69	20256.82
Less: Closing Stock of Stock in Trade	-33680.40	-21687.69
	-11992.71	-1430.87

## 25 Employee Benefit Expenses

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
	( Amount in Thousand)	( Amount in Thousand)
Salaries & Bonus	6729.98	4780.31
Contribution to Provident Fund and Employee State Insurance	262.59	143.61
Incentive	10.00	0.00
Staff Welfare Expenses	84.50	35.63
Salary To Managing Director	2700.00	1750.00
Gratuity	798.63	0.00
	10585.70	6709.55

# GRETEX INDUSTRIES LIMITED

CIN : L17296WB2009PLC136911



## 26 Finance Cost

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
	( Amount in Thousand)	( Amount in Thousand)
Bank Charges & Demat Charges	91.36	116.57
Interest on Bank OD	84.72	9.37
Interest on Bank Loan	485.87	12.69
Interest on Unsecured Loan	0.00	247.06
	661.94	385.67

## 27 Depreciation and Amortisation

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
	( Amount in Thousand)	( Amount in Thousand)
On Property, Plant & Equipments	361.58	452.66
On Intangible Assets	0.00	0.00
	361.58	452.66

## 28 Other Expenses

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
	( Amount in Thousand)	( Amount in Thousand)
Annual Custodial Fees	43.00	68.43
Administrative Charges	23.67	0.00
Advertisement Expenses	70.14	46.40
Audit Fees	100.00	70.00
Bad Debt	24.09	144.15
Business Promotion Expenses	2249.54	1581.15
Car expense	115.78	329.53
Carriage Outward	1.83	202.85
Car Rent	120.00	180.00
Computer Expenses	79.13	130.57
Discount Allowed	2.24	0.00
Courier Expense	142.90	
Electricity Expenses	114.66	41.98
Commision Expenses	100.00	0.00
Filing Fees	4.34	16.30
Security Guard Expenses	83.34	0.00
General Expenses	203.93	39.46
Internal Audit Fees	5.00	0.00
Insurance Expenses	48.29	206.47
Late Fees	18.64	14.61
Showroom Expenses	90.69	0.00
Listing & Merger Expense	0.00	1.00
Listing Fees to Amazon	83.07	
Licence Expenses	6.05	0.00
Office Expenses	149.70	97.87
Packing & Forwarding	8.25	3.75
Software Expenses	98.37	0.00
Printing & Stationery	38.00	51.04
Processing Fess	13.16	
Professional Charges	235.97	145.50
Professional Tax	52.50	10.00
Rent	1620.00	570.00
Repairs And Maintainance	903.72	26.50
Sebi Settlement Charges	129.50	0.00
Service Charges Paid	21.79	0.00
Sebi Annual Internal Audit	6.72	0.00
Telephone Expenses	113.71	49.45
Travelling & Conveyance Expenses	2300.32	488.28
Website Expenses	0.00	130.00
	9422.02	4645.29

Note :	2023	2022
Statutory & Tax Audit Fees	100.00	76.00

# GRETEX INDUSTRIES LIMITED

CIN : L17296WB2009PLC136911



## 29 Tax Expenses

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
	( Amount in Thousand)	( Amount in Thousand)
Current Income Tax	1695.21	0.00
Deffered Tax (As per Annexure "A")	90.42	-1719.69
	1785.62	-1719.69

## 30 Basic Earnings Per Equity Share :

Particulars	Year ended 31/03/2023	Year ended 31/03/2022
<b>(A) Basic Earning Per Share</b>		
Net Profit /(Loss) attributable to Equity Shareholders ( Rs. In Thousand )	6439.34	5387.60
Weighted average number of Equity Shares in issue	42,11,600	42,11,600
<b>Basic Earning per share of Rs.10/- each in ( Rs. )</b>	<b>1.53</b>	<b>1.28</b>
<b>(B) Diluted Earning Per Share</b>		
Net Profit /(Loss) attributable to Equity Shareholders (Rs. In Thousand)	6439.34	5387.60
Weighted average number of Equity Shares in Pre - issue	42,11,600	42,11,600
Add: Prospective Equity Shares(Pending for allotment)	-	-
	42,11,600	42,11,600
<b>Diluted Earning per share of Rs.10/- each in ( Rs. )</b>	<b>1.53</b>	<b>1.28</b>

As per our Report of even date.

**GUPTA AGARWAL & ASSOCIATES**

**Chartered Accountants**

**FRN : 329001E**

**For and on Behalf of the Board of Directors**

**GRETEX INDUSTRIES LIMITED**

Sd/-

**BADRI PRASAD SINGHANIA**

**Partner**

**Membership No. : 058970**

**UDIN : 23058970BGZESL3193**

Sd/-

**PRAJAKTA VIKAS RAUT**

Company Secretary

Sd/-

**ARVIND HARLALKA**

Managing Director

DIN : 00494136

Sd/-

**ALOK HARLALKA**

Director

DIN : 02486575

Date :25/05/2023

Place :Kolkata

**GRETEX INDUSTRIES LIMITED**  
**CIN: L17296WB2009PLC136911**

NOTE NO. 8

**PROPERTY, PLANT AND EQUIPMENT AND INTAGIBLE ASSETS AND DEPRECIATION FOR THE PERIOD ENDED 31ST MARCH, 2023**  
**(As per Companies Act, 2013)**

**(Rs. In Thousand)**

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	AS AT 01.04.2022	ADDITION DURING PERIOD	DEDUCTION DURING PERIOD	As on 31.03.2023	UPTO 01.04.2022	FOR THE PERIOD	ADJUSTMENT DURING PERIOD	As on 31.03.2023	ADJ. SALES	AS AT 31.03.2023	AS AT 31.03.2022
Furniture & Fixtures	6.53	6753.92	0.00	6760.44	1.40	177.26	0.00	178.66		6581.79	5.13
Office Equipments	40.36	169.71	0.00	210.07	20.26	27.02	0.00	47.28	0.00	162.79	20.09
Car	3249.32	0.00	0.00	3249.32	2944.23	95.41	0.00	3039.63	0.00	209.69	305.09
Computer & Software	165.04	61.53	0.00	226.57	42.67	61.90	0.00	104.57	0.00	122.00	122.37
<b>Total</b>	<b>3461.25</b>	<b>6985.16</b>	<b>0.00</b>	<b>10446.40</b>	<b>3008.56</b>	<b>361.58</b>	<b>0.00</b>	<b>3370.14</b>	<b>0.00</b>	<b>7076.27</b>	<b>452.69</b>
<b>PREVIOUS YEAR</b>	<b>3323.70</b>	<b>137.54</b>	<b>-</b>	<b>3461.25</b>	<b>2555.90</b>	<b>452.66</b>	<b>-</b>	<b>3008.56</b>	<b>0.00</b>	<b>452.69</b>	<b>767.81</b>

## **INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS**

**TO THE MEMBERS OF  
Gretex Industries Limited**

### **REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS**

We have audited the accompanying Consolidated financial statements of **Gretex Industries Limited** ("the Company"), and its subsidiary **Gretex Audiotech LLP** (holding company and its subsidiary together referred to as "the Group"), which comprise the consolidated Balance Sheet as at 31<sup>st</sup> March, 2023, the consolidated Statement of Profit and Loss for the year ended on 31<sup>st</sup> March, 2023 and the consolidated statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

### **OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2023, of its consolidated profit and loss, and consolidated cash flows for the year then ended.

### **BASIS FOR OPINION**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

### **OTHER INFORMATION**

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the financial statements and our auditor's report thereon. The Holding Company's annual report is expected to be made available to us after the date of this auditor's report. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.



## **OTHER MATTERS**

a) The consolidated annual financial results include the audited financial results of a subsidiary, whose financial statements reflect total assets (before consolidation adjustments) of Rs. 146.77 lakhs as at 31 March 2023, total revenue (before consolidation adjustments) of Rs. 339.37 lakhs and total net profit after tax (before consolidation adjustments) of Rs. 7.16 lakhs as considered in the consolidated financial results, which have been audited by us.

## **MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/loss and other comprehensive income and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Management and Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group are responsible for overseeing the financial reporting process of each Company.

## **AUDITOR'S RESPONSIBILITY**

Our objective are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion on these consolidated financial statements. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the

audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the Auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

#### **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by sub-section 3 of Section 143 of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Consolidated Balance Sheet, the consolidated Statement of Profit and Loss and the Statement of consolidated Cash Flows dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2023 taken on record by the Board of Directors of the Holding Company and on the basis of written representations received by the management from directors of its subsidiaries which are incorporated in India, as on 31 March 2023, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.;
  - (f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary company incorporated in India and the operating effectiveness of such controls, refer to our separate report in "ANNEXURE - A";
  - (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us: -
    - i. The Company did not have any pending litigations in its consolidated financial statements.
    - ii. The Company did not have any long term contract including derivative contract which may lead to any foreseeable losses.
    - iii. There have been no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

- (h) with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and according to the information and explanation given to us, the remuneration paid during the current year by the Holding Company and its subsidiaries which are incorporated in India to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiaries which are incorporated in India, is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For Gupta Agarwal & Associates**  
**Chartered Accountants**  
**Firm's Registration No: 329001E**

**Sd/-**  
**Badri Prasad Singhania**  
**Partner**  
**Membership No: 058970**  
**UDIN: 23058970BGZESN6244**  
**Date: May 25, 2023**  
**Place: Kolkata**

**Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

In conjunction with our audit of the consolidated financial statements of **Gretex Industries Limited** (hereinafter referred to as “the Holding Company”) as of and for the year ended 31<sup>st</sup> March 2023, we have audited the internal financial controls with reference to the consolidated financial statements of the Holding Company and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary company, as of that date.

**MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The respective Company’s management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as “the Act”).

**AUDITORS’ RESPONSIBILITY**

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

**MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company’s internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally

accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

#### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **OPINION**

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary company, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31<sup>st</sup> March 2023, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

**For Gupta Agarwal & Associates**  
**Chartered Accountants**  
**Firm's Registration No: 329001E**

**Sd/-**  
**Badri Prasad Singhania**  
**Partner**  
**Membership No: 058970**  
**UDIN: 23058970BGZESN6244**  
**Date: May 25, 2023**  
**Place: Kolkata**

**GRETEX INDUSTRIES LIMITED**

90, PHEARS LANE, 5TH FLOOR KOLKATA WB 700012 IN

CIN : L17296WB2009PLC136911

Consolidated Balance Sheet as on 31st March, 2023



<b>PARTICULARS</b>	<b>Note No.</b>	<b>Figures As At 31/03/2023 (Amount in Thousand)</b>	<b>Figures As At 31/03/2022 (Amount in Thousand)</b>
<b><u>I. EQUITY AND LIABILITIES</u></b>			
<b>(1) SHAREHOLDERS' FUNDS</b>			
(a) Share Capital	2	42116.00	42116.00
(b) Reserves & Surplus	3	4573.95	-1865.39
<b>TOTAL EQUITY</b>		46689.95	40250.61
<b>(2) Minority Interest</b>	4	3598.56	3431.76
		3598.56	3431.76
<b>(3) SHARE APPLICATION MONEY RECEIVED PENDING FOR ALLOTMENT</b>			
<b>(4) NON-CURRENT LIABILITIES</b>			
(a) Long Term Borrowings	5	0.00	0.00
(b) Deffered Tax Liability (Net)	12.1	0.00	0.00
(c) Long Term Provisions	6	732.50	0.00
<b>TOTAL NON-CURRENT LIABILITY</b>		732.50	0.00
<b>(5) CURRENT LIABILITIES</b>			
(a) Short-Term Borrowings	7	44412.11	8246.80
(b) Trade Payables	8		
(A) Total outstanding dues of micro enterprises and small enterprises			
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		4835.39	6197.28
(c) Other Current Liabilities	9	4375.57	1793.77
(d) Short Term Provision	10	2099.66	0.00
<b>TOTAL CURRENT LIABILITY</b>		55722.73	16237.85
<b>TOTAL (1 TO 5)</b>		<b>106743.74</b>	<b>59920.22</b>
<b><u>II. ASSETS</u></b>			
<b>(1) NON-CURRENT ASSETS</b>			
(a) (i) Property, Plant and Equipment	11.1	7076.26	452.69
(ii) Intangible Assets	11.2	0.00	0.00
(b) Non Current Investments	13	200.00	0.00
(c) Deferred Tax Assets (Net)	12.1	1516.26	1606.68
(d) Long Term Loans & Advances	14	20900.00	0.00
(e) Other Non - Current Assets	15	274.25	348.25
<b>TOTAL NON-CURRENT ASSETS</b>		29966.77	2407.62
<b>(2) CURRENT ASSETS</b>			
(a) Current Investments	16	0.00	0.00
(b) Inventory	17	36875.37	35098.33
(c) Trade Receivable	18	21444.53	10088.79
(d) Cash & Cash Equivalents	19	2751.75	6342.22
(e) Short term Loans & Advances	20	12053.95	2602.02
(f) Other Current Assets	21	3651.37	3381.26
<b>TOTAL CURRENT ASSETS</b>		76776.96	57512.61
<b>TOTAL (1 TO 2)</b>		<b>106743.74</b>	<b>59920.22</b>
Notes to Financial Statements	2-31	-	-
Significant Accounting Policies	1		

As per our Report of even date.

**GUPTA AGARWAL & ASSOCIATES**

Chartered Accountants

FRN : 329001E

Sd/-  
**BADRI PRASAD SINGHANIA**  
Partner  
Membership No. 058970  
UDIN : 23058970BGZESN6244  
Date : 25/05/2023  
Place : Kolkata

Sd/-  
**PRAJAKTA VIKAS RAUT**  
Company Secretary

For and on Behalf of the Board of Directors

**GRETEX INDUSTRIES LIMITED**

Sd/-  
**ARVIND HARLALKA**  
Managing Director  
DIN : 00494136

Sd/-  
**ALOK HARLALKA**  
Director  
DIN : 02486575

# GRETEX INDUSTRIES LIMITED

90, PHEARS LANE, 5TH FLOOR KOLKATA WB 700012 IN

CIN : L17296WB2009PLC136911



Consolidated Statement of Profit & Loss Statement For the Year Ended 31st March, 2023

<i>PARTICULARS</i>	<i>Note No.</i>	<i>Figures for the Year Ended 31/03/2023 (Amount in Thousand)</i>	<i>Figures for the Year Ended 31/03/2022 (Amount in Thousand)</i>
<b>I) INCOME</b>			
Revenue from Operations	22	227378.88	130636.15
Other Income	23	992.32	2831.69
<b>TOTAL INCOME</b>		<b>228371.20</b>	<b>133467.84</b>
<b>II) EXPENSES</b>			
Purchases of Stock in Trade	24	199075.25	132375.53
Changes in Inventories of Stock in Trade	25	-1777.04	-14841.50
Employee Benefit Expenses	26	11459.18	6709.55
Finance Cost	27	723.41	395.57
Depreciation and Amortisation	28	361.58	452.66
Other Expenses	29	9722.00	4715.96
<b>TOTAL EXPENSES</b>		<b>219564.39</b>	<b>129807.77</b>
<b>III) Profit/(Loss) Before Exceptional and Extra ordinary items &amp; Tax ( I - II)</b>		<b>8806.81</b>	<b>3660.08</b>
<b>IV) Exceptional Items</b>		<b>0.00</b>	<b>0.00</b>
<b>V) Profit/(Loss) Before Extra ordinary items &amp; Tax ( III - IV)</b>		<b>8806.81</b>	<b>3660.08</b>
<b>VI) Extra Ordinary Items</b>		<b>0.00</b>	<b>0.00</b>
<b>VII) Profit/(Loss) Before Tax ( V- VI)</b>		<b>8806.81</b>	<b>3660.08</b>
<b>VIII) Tax Expenses</b>			
Current Tax	30	2033.53	0.00
Deffered Tax		90.42	-1719.69
Earlier Years		0.00	3.72
		<b>2123.94</b>	<b>-1715.97</b>
<b>IX) Profit/ (Loss) After Tax (VII - VIII)</b>		<b>6682.87</b>	<b>5376.05</b>
<b>Less : Minority Interest</b>		<b>243.53</b>	<b>-11.55</b>
<b>Profit/ (Loss) Carried to Balance Sheet</b>		<b>6439.34</b>	<b>5387.60</b>
<b>X) Basic</b>	31		
1) Basic		1.53	1.28
2) Diluted		1.53	1.28
<b>Notes to Financial Statements Significant Accounting Policies</b>	2-31 1		

As per our Report of even date.

**GUPTA AGARWAL & ASSOCIATES**

Chartered Accountants

FRN : 329001E

For and on Behalf of the Board of Directors

**GRETEX INDUSTRIES LIMITED**

Sd/-

**BADRI PRASAD SINGHANIA**

Partner

Membership No. : 058970

UDIN : 23058970BGZESN6244

Sd/-

**PRAJAKTA VIKAS RAUT**

Company Secretary

Sd/-

**ARVIND HARLALKA**

Director

DIN :00494136

Sd/-

**ALOK HARLALKA**

Director

DIN : 02486575

Date : 25/05/2023

Place :Kolkata

# GRETEX INDUSTRIES LIMITED

90, PHEARS LANE, 5TH FLOOR KOLKATA WB 700012 IN

CIN : L17296WB2009PLC136911

Consolidated Statement of Cash Flows on 31st March, 2023



PARTICULARS	Figures As At 31/03/2023 ( Amount in Thousand)	Figures As At 31/03/2022 ( Amount in Thousand)
<b>(A) Cash flows from operating activities</b>		
Net Profit before taxation , and extra ordinary item	8806.81	3660.08
Adjustment for :		
Depreciation Expenses	361.58	452.66
Gratuity Provision	798.63	0.00
Share of Minority Interest	-243.53	11.55
Profit From Investment In Mutual Fund	-7.85	0.00
Interest on Fixed Deposit	-15.51	-211.96
Interest on Income Tax Refund	-7.34	0.00
Interest Income on Loan	-154.67	-326.89
Dividend Income	0.00	0.00
Interest Expenses	723.41	395.57
Operating profit before working capital changes	10261.54	3981.00
(Increase) / Decrease in Trade Receivable	-11355.74	-166.46
(Increase) / Decrease in Inventories	-1777.04	-14841.50
Increase / (Decrease) in Long Term Loans & Advances	-20900.00	-76.00
Increase / (Decrease) in Short Term Borrowings	36165.30	7914.13
Increase / (Decrease) in Trade Payables	-1361.89	-1777.41
Increase / (Decrease) in Other Non Current Assets	74.00	
(Increase) / Decrease in Short Term Loans & Advances	-9451.93	1085.56
Increase / (Decrease) in Other Current Assets	-270.10	
Increase/ (Decreased) in Current Liabilities	2581.80	1043.36
Cash generated from operations	3965.94	-2837.31
Income taxes paid	0.00	-3.72
<b>Net cash flow from operating activities</b>	3965.94	-2841.03
<b>(B) Cash flows from investing activities</b>		
(Purchase)/ Sale of Fixed Assets	-6985.16	-137.54
(Purchase)/ Sale of Non Current Investments	-200.00	0.00
Changes in Allocation & Appropriation	-0.01	
Effect of Capital Reseve & Minority Interest	166.80	3431.76
Interest on Income Tax Refund	7.34	
Interest on Fixed Deposit	15.51	211.96
Interest Income on Loan	154.67	326.89
Profit From Investment In Mutual Fund	7.85	
Dividend received	0.00	
<b>Net cash flow used in investing activities</b>	-6832.99	3833.06
<b>(C) Cash flows from financing activities</b>		
Proceeds from issue of share capital	0.00	0.00
Payment of Interest	-723.41	-395.57
<b>Net cash flow used in financing activities</b>	-723.41	-395.57
<b>(i) Net increase in cash and cash equivalents (A+B+C)</b>	-3590.47	596.46
<b>(ii) Cash and cash equivalents at beginning of period</b>	6342.22	5745.75
<b>(iii) Cash and cash equivalents at end of period ( i + ii )</b>	2751.75	6342.22

As per our Report of even date.

**GUPTA AGARWAL & ASSOCIATES**

Chartered Accountants

FRN :329001E

Sd/-

**BADRI PRASAD SINGHANIA**

Partner

Membership No : 058970

UDIN : 23058970BGZESN6244

Sd/-

**PRAJAKTA VIKAS RAUT**

Company Secretary

Sd/-

**ARVIND HARLALKA**

Managing Director

DIN :00494136

Sd/-

**ALOK HARLALKA**

Director

DIN : 02486575

For and on Behalf of the Board of Directors

**GRETEX INDUSTRIES LIMITED**

Date : 25/05/2023

Place :Kolkata



<b>RELATED PARTY DISCLOSURES</b>			
<b>(a)</b>	<b>List of Related Parties</b>		
	Name of related parties with whom transactions have taken place during the year:		
<b>(i)</b>	<b>Key Management Personnel</b>		
	<b>Name</b>	<b>Designation</b>	<b>DIN/PAN</b>
	Arvind Harlalka	Managing Director	00494136
	Alok Harlalka	Director	02486575
	Soma Nath	Director	07544903
	Sujata Pulinja Rao	Director	08816283
	Pradeep Mertia	CFO	AGTPM1041N
	Prajakta Vikas Raut	Company Secretary	EPEPR2796H
<b>(ii)</b>	<b>Enterprise where control exists</b>		
	Signageus Value Advisors Private Limited		
	Dynamic Trading Co. - Alok Harlalka Huf Proprietor		
	Gretex Share Broking Private Limited		
	Gretex Audiotech LLP		
	Aprsara Selection Limited		
	Gretex Admin & HR Services		
	Gretex Corporate Services Private Limited		
<b>(iii)</b>	<b>Relatives of Key Management Personnel</b>		
	<b>Name</b>	<b>Relation</b>	
	Anita Harlalka	-Wife of Mr. Arvind Harlalka (Director)	
	Tanishq Harlalka	- Son of Mr.Alok Harlalka (Director)	
	Pooja Harlalka	- Wife of Mr.Alok Harlalka (Director)	
<b>(iv)</b>	<b>Other Related Parties</b>		

<b>(b)</b>	<b>Transactions with Related Parties</b>						<b>Amount (Rs. in Thousands)</b>	
	<b>Particulars</b>	<b>Related Parties</b>				<b>Balance Outstanding</b>		
		<b>Key Mgm. Personnel</b>	<b>Enterprise where control exists</b>	<b>Relatives of Key</b>		<b>2022-23</b>	<b>2021-2022</b>	
	<b>2022-23</b>	<b>2021-2022</b>	<b>2022-23</b>	<b>2021-2022</b>	<b>2022-23</b>	<b>2021-2022</b>		
<b>Rent Expense</b>								
Gretex Share Broking Services Pvt. Ltd			118.00					
Pooja Harlalka					600.00			
<b>Salary</b>								
Arvind Harlalka	2700.00	1750.00						
Alok Harlalka	1350.00							
Anita Harlalka					900.00	600.00		
Pradeep Mertia	801.03						69.00	
Rishika Manoj Randar	239.24							
<b>Car Rent</b>								
Arvind Harlalka	120.00							
<b>Re-Embursement</b>								
Arvind Harlalka	3147.63						-8.79	
Anita Harlalka	183.40							
Tanisq Harlalka						38.01		
Gretex Corporate Services Limited			1328.14					
Gretex Share Broking Private Limited			350.40					
Gretex Admin Hr Services			1273.51				5.23	
Pradeep Mertia	27.07							
<b>Business Promotion Expenses</b>								
Gretex Corporate Services Limited			0.00	1106.25				
Signageus Value Advisors Private Limited			472.00	442.50				
<b>Website Expenses</b>								
Dynamic Trading Co.				153.40				
<b>Service Charge Paid</b>								
Gretex Admin Hr Services			1458.00					
<b>Interest Expense</b>								
Signageus Value Advisors Private Limited				115.55				
Gretex Corporate Services Limited			327.93	8.55				
Gretex Sharebroking Private Limited				122.96				
<b>Interest Received</b>								
Gretex Sharebroking Private Limited				24.12				
Bonanza Agency Pvt Ltd(LLP)				212.78				

<b>Sales</b>									
Dynamic Trading Co.				7.80	116.72				
Gretex Corporate Services Limited				62.19	133.58				
Gretex Sharebroking Private Limited				408.73					
<b>Purchase</b>									
Gretex Audiotech LLP				51763.99					
Dynamic Trading Co.					777.89				
<b>Advances Taken / Given</b>									
Apsara Selections Limited				29801.61	850.00				
Gretex Corporate Services Limited				22159.00	-873.94		50.00		
Gretex Sharebroking Private Limited				132335.00	-4889.81				
Signageus Value Advisors Private Limited					-2880.00				
Bonanza Agency Pvt Ltd(LLP)					-4760.47				
<b>Investment</b>									
Investment in Gretex Audiotech LLP							6600.00		6600.00

<b>(c)</b>	<b>List of Holding, Subsidiary and Associate company</b>	
	- Holding Entity	The Company does not have any associate company.
	- Subsidiary Entity	Gretex Audiotech LLP
	- Associate Entity	The Company does not have any associate company.

<b>(d)</b>	There is no adjustment required to be made to the profits or loss for complying with ICDS notified u/s 145(2) of Income tax Act,1961.
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As per our Report of even date.  
 GUPTA AGARWAL & ASSOCIATES  
 Chartered Accountants  
 FRN : 329001E

For and on Behalf of the Board of Directors  
 GRETEX INDUSTRIES LIMITED

Sd/-  
 BADRI PRASAD SINGHANIA  
 Partner  
 Membership No. : 058970  
 UDIN : 23058970BGZESN6244

Sd/-  
 PRAJAKTA VIKAS RAUT  
 Company Secretary

Sd/-  
 ARVIND HARLALKA  
 Director  
 DIN :00494136

Sd/-  
 ALOK HARLALKA  
 Director  
 DIN : 02486575

Date : 25/05/2023  
 Place :Kolkata

# GRETEX INDUSTRIES LIMITED

CIN : L17296WB2009PLC136911

NOTES TO AND FORMING PART OF CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31st March, 2023

## **CORPORATE INFORMATION**

GRETEX INDUSTRIES LIMITED (" Company ") is Public Limited Company Incorporated under Companies Act, 1956 named as Heritage Barter Private Limited and consequently the name of the company was changed from M/s Heritage Barter Private Limited to Gretex Industries Private Limited on 7th February, 2013 and again the company was converted from Pvt Ltd Company to closely held Public Limited Co. on 20th November 2013 from M/s Gretex industries Private Limited to Gretex Industries Limited. The equity shares of the company got listed in SME Platform of NSE Ltd. w.e.f 14th October, 2016. , vide CIN : L17296WB2009PLC136911. The Company is currently engaged in the business of Trading of musical instruments.

## **1 SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS:**

### **A Basis Of Preparation of Consolidated Financial Statements**

The Consolidated Financial Statements relates to GRETEX INDUSTRIES LIMITED ('The Holding Company') and its subsidiary (The Group Company) The consolidated Financial Statements are prepared in accordance with Accounting Standard - 21 " Consolidated Financial Statements " prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The consolidated financial statements are prepared by adopting uniform accounting policies between the group companies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Holding Company's separate financial statements. Appropriate disclosure, as applicable, is made of significant deviations from the Holding company's accounting policies, which have not been adjusted.

### **B Subsidiary Considered in the consolidated financial statements:**

	<b>Name of Company</b>	<b>Country of incorporation</b>	<b>Proportion of Ownership Interest (%)</b>	<b>Proportion of Voting Power held directly or indirectly (in %)</b>
a)	<i>Gretex Audio Tech LLP</i>	<i>India</i>	<i>66.00%</i>	<i>66.00%</i>

### **C Basis of Preparation of Financial Statements**

The financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

The financial statements have been prepared on an accrual basis except as otherwise stated.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the company ascertains its operating cycle for the purpose of current/non-current classification of assets and liabilities.

### **D Presentation and disclosure of Financial Statements**

During the year ended 31st March 2015, Schedule III notified under the Companies Act, 2013, has become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised Schedule III does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

The schedule III allows line items, sub-line items and sub-totals to be presented as an addition or substitution on the face of the financial statements when such presentation is relevant to an understanding of the company's financial position or performance or to cater to industry/sector-specific disclosure requirements.

### **E Use of Estimates**

The preparation of financial statements in conformity with Generally Accepted Accounting Principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

# GRETEX INDUSTRIES LIMITED

CIN : L17296WB2009PLC136911

NOTES TO AND FORMING PART OF CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31st March, 2023

## **F Property, Plant And Equipments & Intangible Assets**

### **(i) Tangible Assets**

Property, Plant and Equipment (PPE), being fixed assets are tangible items held for use or for administrative purposes and are measured at cost less accumulated depreciation and any accumulated impairment. Cost comprises of the purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates and any costs attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management. Financing costs relating to acquisition of assets which take substantial period of time to get ready for intended use are also included to the extent they relate to the period up to such assets are ready for their intended use.

Gains or losses arising from derecognition of property, plant & equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

the residual values, useful lives and methods of depreciation of property, plant & equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### **(ii) Intangible Assets**

Intangible Assets are recognised only if it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.

## **G Depreciation and Amortisation**

Depreciation on Property, Plant and Equipments is provided on the straight-line method over the useful life of assets and manner prescribed under schedule-II of the Companies Act, 2013 estimated by the management. Depreciation for assets purchased/ sold during a period is proportionately charged.

## **H Cash and Cash Equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

## **I Provision For Current And Deferred Tax**

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

## **J Investments**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as Current Investments. All other investments are classified as Long Term Investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Both current investments and long term investments are carried in the financial statements at cost. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

## **K Current Assets, Loans & Advances**

In the opinion of the Board and to the best of its knowledge and belief the value on realisation of current assets in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and repayable on demand.

## **L Recognition of Income & Expenditure**

Income and expenditure is recognized and accounted for on accrual basis. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from sale of goods is recognised on transfer of significant risks and rewards of ownership to the customer and when no significant uncertainty exists regarding realisation of the consideration. Sales are recorded [net of sales returns, GST, cash and trade discounts](#).

# GRETEX INDUSTRIES LIMITED

CIN : L17296WB2009PLC136911

NOTES TO AND FORMING PART OF CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31st March, 2023

**M Related Party Transaction**

As per Accounting Standard 18, Notified in the Companies Rules 2006, the disclosure of Related Party Transaction is as per **Annexure II**

**N Title deeds of immovable property not held in the name of the company:**

The Company does not have any Immovable Property.

**O Revaluation of Property, Plant and Equipment:**

The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

**P Loans and Advances in the nature of loan repayable on demand or without specifying the terms or period of repayment:**

During the year, the company has granted Loans or Advances in the nature of loans to the related parties (as defined under Companies Act,

2013), the said loans were granted without specifying any period or terms of repayment. The details thereof is presented as follows:-

Type of Borrower	Amount of Loan or advance in the nature of loan outstanding	Percentage to the total Loans & Advances in the nature of loans
Promotor	-	-
Director	-	-
KMP	-	-
Related Parties	-	-

**Q Benami Property held:**

There is no proceeding have been initiated or pending against the company for holding any benami property under the Benami Transaction ( Prohibition ) Act, 1988 (45 of 1988) and the rules made thereunder.

**R Working capital limits from Banks/FIs on the basis of security of current assets**

The Company has no borrowings from the banks or financial institutions on the basis of current assets.

**S Wilful defaulter**

The company is not declared wilful defaulter by any bank, financial Institution or other lender.

**T Relationship with struck off Companies**

The company has no transaction with companies struck off under section 248 of the companies Act 2013 or section 560 of Companies Act 1956.

**U Registration of charge or satisfaction with Registrar of Companies**

The company has no charge or satisfaction yet to be registered with Registrar of Companies.

**V Compliance with number of layers of Companies**

The company has no subsidiary therefore provisions prescribed under clause (87) of section 2 of the Act read with Companies ( Restriction on numbers of Layers ) Rules , 2017 not applicable to us.

**W Compliance with approved Scheme(s) of Arrangements**

During the year under review, the company has not made any application for Scheme of Arrangement. Accordingly, no approval from the Competent Authority in terms of Section 230 to 237 of the Companies Act, 2013 is required to be obtained by the company.

**X Undisclosed Income**

The Company has no such transaction not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act 1961

**Y Details of Crypto Currency or Virtual Currency**

The company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

# GRETEX INDUSTRIES LIMITED

CIN : L17296WB2009PLC136911

NOTES TO AND FORMING PART OF CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31st March, 2023

## Z Provision

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

## AA Ratio

The ratios for the years ended 31st March, 2023 and 31st March, 2022 are as follows :

Sr. No.	Particulars	Numerator	Denominator	As at		Variance (in %)
				31/03/2023	31/03/2022	
a)	Current Ratio	Current Assets	Current Liabilities	1.38	3.54	(61.10)
b)	Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.97	0.20	371.92
c)	Debt Service Coverage Ratio	Earnings available for Debt Service	Debt Service	-	-	-
d)	Return on Equity Ratio	Net Profits after Taxes	Average Shareholder's Equity	0.16	0.13	24.31
e)	Inventory Turnover Ratio	Cost of Goods Sold	Average Value of Inventory	5.48	5.54	(1.09)
f)	Trade Receivables Turnover Ratio	Net Credit Sales	Average Trade Receivable	14.42	25.90	(44.31)
g)	Trade Payables Turnover Ratio	Net Credit Purchase	Average Trade Payables	36.09	42.72	(15.52)
h)	Net Capital Turnover Ratio	Revenue	Working Capital	10.80	3.17	241.22
i)	Net Profit Ratio	Net Profit	Revenue	0.03	0.04	(28.58)
j)	Return on Capital Employed	Earning before Interest and Taxes	Capital Employed	0.19	0.09	101.19
k)	Return on Investment	Income Generated from Investments	Average Investments	0.13	0.12	6.43

### Ration Variance > 25%

### Remarks

- |    |                                  |   |
|----|----------------------------------|---|
| a) | Current Ratio                    | Current Liabilities has increased               |
| b) | Debt-Equity Ratio                | Total Debt has increased                        |
| d) | Return on Equity Ratio           | Net Profits after Taxes has increased           |
| e) | Inventory Turnover Ratio         | Cost of Goods Sold has decreased                |
| f) | Trade Receivables Turnover Ratio | Net Credit Sales has decreased                  |
| g) | Trade Payables Turnover Ratio    | Net Credit Purchase has decreased               |
| h) | Net Capital Turnover Ratio       | Revenue has increased                           |
| i) | Net Profit Ratio                 | Net Profit has decreased                        |
| j) | Return on Capital Employed       | Earning before Interest and Taxes has increased |
| k) | Return on Investment             | Average Investments has decreased               |

## AB Earning Per Share

The Company reports Basic and Diluted earnings per equity share in accordance with the Accounting Standard - 20 on Earning Per Share. In determining earning per share, the company considers the net profit after tax and includes the post tax effect of any extraordinary/exceptional items. The number of shares used in computing basic earning per share is the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earning per share comprises the weighted average number of equity shares that would have been issued on the conversion of all potential equity shares. Dilutive potential equity shares have been deemed converted as of the beginning of the period, unless issued at a later date.

## AC Employee Benefit Expenses :

**Short Term Employee Benefits :** The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

# GRETEX INDUSTRIES LIMITED

CIN : L17296WB2009PLC136911

NOTES TO AND FORMING PART OF CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31st March, 2023

**Long Term Employee Benefits :** Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability as at the Balance Sheet date on the basis of actuarial valuation as per Projected Unit Credit Method

## **Post-Employment Benefits**

**Defined Contribution Plans** A defined contribution plan is a post-employment benefit plan under which the Company pays specified

The Expenses recognised during the period towards defined contribution plan -

(Rs. In Thousand)

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Employers Contribution to Employee State Insurance	45.60	13.63
Employers Contribution to Employee Providend Fund	216.99	129.99

**Defined Benefit Plans :** The Company pays gratuity to the employees who have completed five years of service with the Company at the time of resignation/ superannuation. The gratuity is paid @ 15 days basic salary for every completed year of service as per the Payment of Gratuity Act, 1972, subject to payment ceiling of Rs.20,00,000/-

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit 'obligation as at balance sheet date:-

(Rs. In Thousand)

Sl No.	Defined Benefit Plans	For the year ended 31.03.2023	For the year ended 31.03.2022
<b>1</b>	<b>Expenses recognised in statement of profit and loss during the year:</b>		NA
	Current service cost	155.10	NA
	Past service cost	643.53	NA
	Expected return on plan assets	-	NA
	<b>Total expenses included in Employee benefit expenses</b>	<b>798.63</b>	<b>NA</b>
	Discount Rate as per para 78 of AS 15R (2005)	7.47%	NA
<b>2</b>	<b>Net asset /(liability) recognised as at balance sheet date:</b>		
	Present value of defined benefit obligation	798.63	NA
	Fair value of plan assets	-	NA
	<b>Funded status [surplus/(deficit)]</b>	<b>(798.63)</b>	<b>NA</b>
<b>3</b>	<b>Movements in present value of defined benefit obligation</b>		
	Present value of defined benefit obligation at the beginning of the year	NA	NA
	Current service cost	155.10	NA
	Past service cost	643.53	NA
	Interest Cost	-	NA
	Actuarial (gains) / loss	-	NA
	Benefits paid	-	NA
	<b>Present value of defined benefit obligation at the end of the year</b>	<b>798.63</b>	<b>NA</b>
	<b>Classification</b>		
	Current liability	66.13	NA
	Non-current liability	732.50	NA
		<b>798.63</b>	<b>NA</b>

# GRETEX INDUSTRIES LIMITED

CIN : L17296WB2009PLC136911

NOTES TO AND FORMING PART OF CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31st March, 2023

## **AD Provision, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

## **AE Application for Amalgamation**

The Company had filed an application with the National Stock Exchange of India Limited for Amalgamation with Apsara Selections Limited and Sankhu Merchandise Private Limited.

## **AF Dues to Micro & Small Enterprises Under the MSMED Act, 2006**

There are no dues to Micro, Small and Medium Enterprises (MSMEs) as defined in the Micro, Small, Medium Enterprises Development Act, 2006 within the appointed date during the year and no MSMEs to whom the Company owes dues on account of principal amount together with interest at the balance sheet date and hence no additional disclosures have been made.

For and on Behalf of the Board of Directors  
**GRETEX INDUSTRIES LIMITED**

**In terms of our report of even date**  
**GUPTA AGARWAL & ASSOCIATES**  
Chartered Accountants  
FRN : 329001E

Sd/-  
**ARVIND HARLALKA**  
Managing Director  
DIN :00494136

Sd/-  
**ALOK HARLALKA**  
Director  
DIN : 02486575

Sd/-  
**BADRI PRASAD SINGHANIA**  
Partner  
Membership No. : 058970  
UDIN : 23058970BGZESN6244  
Place :Kolkata  
Date :`25/05/2023

Sd/-  
**PRAJAKTA VIKAS RAUT**  
Company Secretary



# GRETEX INDUSTRIES LIMITED

CIN : L17296WB2009PLC136911

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS



2 (a)

Particulars	As at 31/03/2023		As at 31/03/2022		
	(Nos.)	(Amount in Thousand)	(Nos.)	(Amount in Thousand)	
(a) <b>Authorized Share Capital</b>					
Equity Shares of Rs. 10/- each	45,00,000	45000.00	45,00,000	45000.00	
	45,00,000	45000.00	45,00,000	45000.00	
(b) <b>Issued, Subscribed &amp; Fully Paid-up Capital</b>					
Equity Shares of Rs. 10/- each	42,11,600	42116.00	42,11,600	42116.00	
	42,11,600	42116.00	42,11,600	42116.00	
(c) <b>Reconciliation of Equity shares outstanding at the beginning and at the end of the financial year</b>	As at 31/03/2023		As at 31/03/2022		
	Quantity	Amount	Quantity	Amount	
	(Nos.)	(Amount in Thousand)	(Nos.)	(Amount in Thousand)	
Balance at the beginning of the financial year	42,11,600	42116.00	42,11,600	42116.00	
Allotment during the financial year	-	0.00	-	0.00	
Balance at the end of the financial year	42,11,600	42116.00	42,11,600	42116.00	
(d) <b>Shareholders holding more than 5% of Equity Share Capital</b>	As at 31/03/2023		As at 31/03/2022		
	(Nos)	(%)	(Nos)	(%)	
(i) Nitu Trading Company Limited	2,16,000	5.13%	2,16,000	5.13%	
(ii) Vedant Commodeal Private Limited	2,52,000	5.98%	2,52,000	5.98%	
(iii) Affordable Agro Agencies Private Limited	5,22,000	12.39%	5,22,000	12.39%	
(iv) Shyamal Sardar	-	0.00%	2,22,000	5.27%	
(v) Talent Investment Company Private Limited	5,49,100	13.04%	5,49,100	13.04%	
(vi) Signageous Value Advisors Private Limited	5,27,000	12.51%	5,27,000	12.51%	
(vii) Ambition Tie -Up Private Limited	3,48,000	8.26%	3,48,000	8.26%	
(viii) Bonanza Agency LLP	3,24,700	7.71%	3,24,700	7.71%	
(ix) Arvind Harlalka HUF	2,76,000	6.55%	2,76,000	6.55%	
(x) Navin Kumar Gupta	2,70,000	6.41%	2,70,000	6.41%	
(xi) Brotex Distributors Private Limited	2,22,000	5.27%	-	0.00%	
(e) <b>Shares held by promoters at the end of the year</b>					
Promotor Name	Shares held by Promotors				% Change during the year
	As at 31st March, 2023		As at 31st March, 2022		
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	
(i) Arvind Harlalka	53400	1.27%	53400	1.27%	0.00%
(ii) Sumeet Harlalka	53400	1.27%	53400	1.27%	0.00%
(iii) Arvind Harlalka HUF	276000	6.55%	276000	6.55%	0.00%
(iv) Ambition Tie-Up Private Limited	348000	8.26%	348000	8.26%	0.00%
(v) Signageous Value Advisors Private Limited	527000	12.51%	527000	12.51%	0.00%
(vi) Bonanza Agency LLP (Formerly known as- Bonanza Agency Private Limited)	324700	7.71%	324700	7.71%	0.00%
(vii) Talent Investment Company Private Limited	549100	13.04%	549100	13.04%	0.00%
(viii) Sumit Harlalka HUF	100000	2.37%	100000	2.37%	0.00%
Total	2231600	52.99%	2231600	52.99%	0.00%
As Per records of the company including its register of members and other declarations received from the shareholders regarding beneficial interest , the above shareholders represents legal ownership of shares.					
(f) The Company has only one class of share referred to as Equity Shares having a par value of Rs.10 /-. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of Equity Shares held by the shareholders.					

# GRETEX INDUSTRIES LIMITED

CIN : L17296WB2009PLC136911



## 3 Reserves & Surplus

Particulars	Figures as at 31/03/2023 (Amount in Thousand)	Figures as at 31/03/2022 (Amount in Thousand)
<b>(a) General Reserve</b>		
Add: Transfer from profit & Loss A/c	0.00	0.00
<b>Sub-Total</b>	-	-
<b>(b) Securities Premium Account</b>		
Balance as per last account	10053.37	10053.37
Add: Premium Received on Issue of shares	0.00	0.00
Less: Ipo Expenses	0.00	0.00
<b>Sub-Total</b>	10053.37	10053.37
<b>(c) Surplus in Profit &amp; Loss Statement</b>		
Balance as per last account	-11918.75	-17306.35
Add: Transfer from Profit & Loss Statement	6439.34	5387.60
Less: Proposed Dividend	0.00	0.00
Allocation and Appropriation	0.00	-0.01
<b>Sub-Total</b>	-5479.41	-11918.75
<b>Total (a to c)</b>	4573.95	-1865.39

## 4 Minority Interest

Particulars	Figures as at 31/03/2023 (Amount in Thousand)	Figures as at 31/03/2022 (Amount in Thousand)
Opening Balance	3431.76	0.00
Add : Change in minority interest { Positive/(Negetive)}	166.80	3431.76
Closing Balance	3598.56	3431.76

## 5 Long Term Borrowings

Particulars	Figures as at 31/03/2023 (Amount in Thousand)	Figures as at 31/03/2022 (Amount in Thousand)
<b>Secured Term Loans</b>	-	-
	-	-

## 6 Long Term Provisions

Particulars	Figures as at 31/03/2023 (Amount in Thousand)	Figures as at 31/03/2022 (Amount in Thousand)
<b>Provision for Employees Benefits</b>		
Provision for Gratuity - Non Current	732.50	
	732.50	0.00

## 7 Short-Term Borrowings

Particulars	Figures as at 31/03/2023 (Amount in Thousand)	Figures as at 31/03/2022 (Amount in Thousand)
(a) Bank Overdraft **	19395.88	8246.80
(b) Current Maturities Of Long Term Debts	0.00	0.00
(c) Loan from Related Party	14.61	0.00
(d) Loan from Other's	25001.61	0.00
	44412.11	8246.80

### \*\* Notes on Bank Overdraft

[ Loan with ICICI Bank with OD Sanction Limit Amount of Rs. 1.20 Cr. & 1.60 Cr of A/c No: 128505000618 & A/c No : 128505500126 respectively, Terms of Facility for both the Loan -118 Months, Applicable Intt Rate @ Base Rate Spread 6.5 % + 4.3 % ]

[ The above loan Secured against against Collateral Security of Property at Room No : 502, 503 & 506 ; 90, Phears lane, Kolkata-700013 ]

# GRETEX INDUSTRIES LIMITED

CIN : L17296WB2009PLC136911



## 8 Trade Payables

Particulars		Figures as at 31/03/2023 (Amount in Thousand)	Figures as at 31/03/2022 (Amount in Thousand)
(a)	Outstanding dues of micro enterprises and small enterprises	0.00	0.00
(b)	Outstanding dues of creditors other than micro enterprises and small enterprises	4835.39	6197.28
	<b>Total Trade Payable</b>	<b>4835.39</b>	<b>6197.28</b>

(i) Ageing schedule for trade payables outstanding as at 31st March, 2023 is as follows

Particulars	Outstanding for following periods from the date of payments					Total (Amount in Thousand)
	Upto 6 month	6 Month to 1 year	1 year to 2 year	2 year to 3 year	More then 3 years	
(i) Undisputed Trade Payables - MSME	-	0.00	0.00	0.00	0.00	0.00
(ii) Undisputed Trade Payables - Other	4835.39	0.00	0.00	0.00	0.00	4835.39
(iii) Disputed Trade Payables- MSME	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Payables - Other	0.00	0.00	0.00	0.00	0.00	0.00
						4835.39

(ii) Ageing for trade Payables outstanding as at 31st March, 2022 is as follows

Particulars	Outstanding for following periods from the date of payments					Total (Amount in Thousand)
	Upto 6 month	6 Month to 1 year	1 year to 2 year	2 year to 3 year	More then 3 years	
(i) Undisputed Trade Payables - MSME	0.00	0.00		0.00	0.00	0.00
(ii) Undisputed Trade Payables - Other	0.00	6197.28	0.00	0.00	0.00	6197.28
(iii) Disputed Trade Payables- MSME	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Payables - Other	0.00	0.00	0.00	0.00	0.00	0.00
						6197.28

## 9 Other Current Liabilities

Particulars		Figures as at 31/03/2023 (Amount in Thousand)	Figures as at 31/03/2022 (Amount in Thousand)
(a)	Audit Fees Payable	112.50	72.50
(b)	Salary Payable	553.66	312.34
(c)	GST Payable	185.56	0.11
(d)	Liability for Expenses	19.18	37.51
(e)	PF & ESIC Payable	30.55	589.36
(f)	TDS/TCS Payable	180.52	32.42
(g)	Professional Tax Payable	4.60	1.52
(h)	Advance from Debtor's	3289.01	748.02
		<b>4375.57</b>	<b>1793.77</b>

## 10 Short Term Provision

Particulars		Figures as at 31/03/2023 (Amount in Thousand)	Figures as at 31/03/2022 (Amount in Thousand)
<b>Provision for Others</b>			
(a)	Provision for Income Tax	2033.53	0.00
<b>Provision for Employees Benefits</b>			
(b)	Provision for Gratuity	66.13	
		<b>2099.66</b>	<b>0.00</b>

## 10 Property Plant & Equipments, Intangible Assets & Deferred Tax

Particulars		Figures as at 31/03/2023 (Amount in Thousand)	Figures as at 31/03/2022 (Amount in Thousand)
(1)	Property Plant & Equipment (As Per Annexure B)	7076.26	452.69
(2)	Intangible Assets (As Per Annexure B)	0.00	0.00
		<b>7076.26</b>	<b>452.69</b>

# GRETEX INDUSTRIES LIMITED

CIN : L17296WB2009PLC136911



## 11 Deferred Tax

Particulars	Figures as at 31/03/2023 (Amount in Thousand)	Figures as at 31/03/2022 (Amount in Thousand)
(1) Deferred Tax Assets (Net) (As Per Annexure A)	1516.26	1606.68
(2) Deferred Tax Liability (Net) (As Per Annexure A)	0.00	0.00
	1516.26	1606.68

## 13 Non Current Investments

Particulars	Figures as at 31/03/2023 (Amount in Thousand)	Figures as at 31/03/2022 (Amount in Thousand)
(a) <u>Quoted</u> Investment in Mutual Fund [ 11,401.938 Units @ 18.74 NAV as on 31.03.2023, Market Value of Rs. 213.672 (In Thousand)]	200.00	0.00
(b) <u>Unquoted</u> Investment in Gretex AudioTech LLP	0.00	0.00
	200.00	0.00

## 14 Long Term Loans & Advances

Particulars	Figures as at 31/03/2023 (Amount in Thousand)	Figures as at 31/03/2022 (Amount in Thousand)
(a) Security Deposit	20900.00	0.00
	20900.00	0.00

## 15 Other Non - Current Assets

Particulars	Figures as at 31/03/2023 (Amount in Thousand)	Figures as at 31/03/2022 (Amount in Thousand)
Deposit With Wbsedcl	22.00	22.00
Vat Security Deposit	25.00	25.00
Deposit For Factory Premises	132.25	132.25
Rent Deposit	35.00	169.00
Gem Deposit	10.00	0.00
Godown Deposit	50.00	0.00
	274.25	348.25

## 16 Current Investments

Particulars	Figures as at 31/03/2023 (Amount in Thousand)	Figures as at 31/03/2022 (Amount in Thousand)
(a) Equity Shares	-	-
	-	-

## 17 Inventory

Particulars	Figures as at 31/03/2023 (Amount in Thousand)	Figures as at 31/03/2022 (Amount in Thousand)
<u>Stock in Trade</u> Value of Inventories as on 31st March, 2023 at cost or Market Price which ever is Lower.	36875.37	35098.33
	36875.37	35098.33

**18 Trade Receivable**

Particulars		Figures as at 31/03/2023 (Amount in Thousand)	Figures as at 31/03/2022 (Amount in Thousand)
(a)	Secured, Considered Goods		
(b)	Unsecured, Considered Goods	21444.53	10088.79
(c)	Doubtful		
<b>Total Trade Receivable</b>		21444.53	10088.79

(i) Ageing for trade receivable outstanding as at 31st March, 2023 is as follows

Particulars	Outstanding for following periods from the date of payments					Total ( Amount in Thousand)
	Upto 6 month	6 Month to 1 year	1 year to 2 year	2 year to 3 year	More then 3 years	
(i) Undisputed Trade receivables- considered good	19984.31	0.30	178.61	61.32	1219.99	21444.53
(ii) Undisputed Trade receivables- considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade receivables- considered good	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade receivables- considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
						21444.53

(ii) Ageing for trade receivable outstanding as at 31st March, 2022 is as follows

Particulars	Outstanding for following periods from the date of payments					Total ( Amount in Thousand)
	Upto 6 month	6 Month to 1 year	1 year to 2 year	2 year to 3 year	More then 3 years	
(i) Undisputed Trade receivables- considered good	8625.67	0.00	7.96	0.00	1077.22	9710.85
(ii) Undisputed Trade receivables- considered doubtful	0.00	0.00	0.00	212.49	165.45	377.94
(iii) Disputed Trade receivables- considered good	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade receivables- considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
						10088.79

**19 Cash & Cash Equivalents**

Particulars		Figures as at 31/03/2023 (Amount in Thousand)	Figures as at 31/03/2022 (Amount in Thousand)
(a)	Cash in Hand	2409.17	884.88
(b)	Balance at Bank	136.50	5266.77
(c)	Fixed Deposit		
	Maturity Period < 12 months		
	Maturity Period > 12 months	206.08	190.57
		2751.75	6342.22

**20 Short term Loans & Advances**

Particulars		Figures as at 31/03/2023 (Amount in Thousand)	Figures as at 31/03/2022 (Amount in Thousand)
(a)	Advance for Purchases	11024.29	1154.31
(b)	Prepaid-Expense	334.66	334.66
(c)	Advance to Others	645.00	1113.04
(d)	Advance to Related Party	50.00	
		12053.95	2602.02

**21 Other Current Assets**

Particulars		Figures as at 31/03/2023 (Amount in Thousand)	Figures as at 31/03/2022 (Amount in Thousand)
(a)	GST Input Tax Credit	3148.46	3184.33
(b)	Tax Deducted At Source	502.91	196.94
		3651.37	3381.26

In the opinion of the Board, all assets other than fixed assets and non-current investments, have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

# GRETEX INDUSTRIES LIMITED

CIN : L17296WB2009PLC136911

## 22 Revenue from Operations

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
	( Amount in Thousand)	( Amount in Thousand)
Income From Operation		
Sales of Traded Goods	259409.27	135141.42
Less: Post Sales Discount	-175.99	-752.11
Less: Cash Discount	-30.39	0.00
Less: Branch Transfer	-31824.01	-3753.16
	227378.88	130636.15

## 23 Other Income

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
	( Amount in Thousand)	( Amount in Thousand)
Discount Received	804.12	496.89
Carriage	0.72	
Incentive Received	0.00	1783.81
Profit From Investment In Mutual Fund	7.85	10.24
Interest On Fixed Deposit	15.51	211.96
Miscellaneous Income	2.11	0.45
Interest Received On Loan	154.67	326.89
Interest On Income Tax Refund	7.34	1.45
	992.32	2831.69

## 24 Purchases of Stock in Trade

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
	( Amount in Thousand)	( Amount in Thousand)
Purchases of Traded Goods	224472.42	135939.59
Carriage Inward	1452.85	189.11
Service Charge Paid	2450.00	0.00
Travelling Expenses	270.78	0.00
Import Duty	2126.78	0.00
Import Expenses	126.43	0.00
Less: Branch Transfer	-31824.01	-3753.16
	199075.25	132375.53

## 25 Changes in Inventories of Stock in Trade

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
	( Amount in Thousand)	( Amount in Thousand)
Opening Stock	35098.33	20256.82
Less: Closing Stock	-36875.37	-35098.33
	-1777.04	-14841.50

## 26 Employee Benefit Expenses

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
	( Amount in Thousand)	( Amount in Thousand)
Salaries & Bonus	7603.46	4780.31
Contribution to Provident Fund and Employee State Insurance	262.59	143.61
Incentive	10.00	0.00
Staff Welfare Expenses	84.50	35.63
Salary To Managing Director	2700.00	1750.00
Gratuity	798.63	0.00
	11459.18	6709.55

# GRETEX INDUSTRIES LIMITED

CIN : L17296WB2009PLC136911

## 27 Finance Cost

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
	( Amount in Thousand)	( Amount in Thousand)
Bank Charges & Demat Charges	152.82	126.46
Interest On Bank OD	84.72	9.37
Interest On Loan	485.87	12.69
Interest On Unsecured Loan	0.00	247.06
	723.41	395.57

## 28 Depreciation and Amortisation

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
	( Amount in Thousand)	( Amount in Thousand)
On Property, Plant & Equipments	361.58	452.66
On Intangible Assets	0.00	0.00
	361.58	452.66

## 29 Other Expenses

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
	( Amount in Thousand)	( Amount in Thousand)
Annual Custodial Fees	43.00	68.43
Administrative Charges	23.67	0.00
Advertisement Expenses	70.14	46.40
Audit Fees	110.00	52.50
Bad Debt	24.09	144.15
Business Promotion Expenses	2349.54	1600.12
Car expense	115.78	329.53
Carriage Outward	1.83	202.85
Car Rent	120.00	180.00
Computer Expenses	79.13	154.20
Discount Allowed	2.24	0.00
Courier Expense	142.90	
Electricity Expenses	114.66	41.98
Commision Expenses	100.00	0.00
Filing Fees	17.16	16.70
Foreign Exchange Loss	29.66	
Security Guard Expenses	83.34	0.00
General Expenses	222.57	59.03
Internal Audit Fees	5.00	20.00
Insurance Expenses	86.16	214.71
Showroom Expenses	90.69	0.00
Late Fees	18.76	14.61
Listing & Merger Expense	0.00	1.00
Listing Fees to Amazon	83.07	
Loading & Unloading	12.30	
Legal, licence and professional	6.05	0.00
Office Expenses	149.70	97.87
Packing & Forwarding	8.25	3.75
Software Expenses	98.59	0.00
Printing & Stationery	63.98	60.53
Processing Fess	13.16	
Professional Charges	272.42	151.75

# GRETEX INDUSTRIES LIMITED

CIN : L17296WB2009PLC136911

Professional Tax	52.50	10.00
Rent	1620.00	570.00
Repairs And Maintainance	903.72	26.50
Round Off	0.00	-19.57
Sebi Settlement Charges	129.50	0.00
Service Charges Paid	21.79	0.00
Stamp Duty	15.92	
SEBI Annual Internal Audit	6.72	0.00
Telephone Expenses	113.71	49.45
Travelling Expenses	2300.32	488.28
Demat Charges		1.18
Website Expenses	0.00	130.00
	9722.00	4715.96

<b>Particulars</b>	<b>2023</b>	<b>2022</b>
Note : Stautory & Tax Audit Fees	110.00	52.50

### 30 Tax Expenses

Particulars	Year Ended 31/03/2023	Year Ended 31/03/2022
	( Amount in Thousand)	( Amount in Thousand)
Current Income Tax	2141.60	0.00
Deffered Tax (As per Annexure "A")	90.42	-1719.69
	2232.02	-1719.69

### 31 Basic Earnings Per Equity Share :

Particulars	Year ended 31/03/2023	Year ended 31/03/2022
<b>(A) Basic Earning Per Share</b>		
Net Profit /(Loss) attributable to Equity Shareholders ( Rs. In thousands )	6439.34	5387.60
Weighted average number of Equity Shares in issue (in thousands)	42,11,600	42,11,600
<b>Basic Earning per share of Rs.10/- each in ( Rs. )</b>	<b>1.53</b>	<b>1.28</b>
<b>(B) Diluted Earning Per Share</b>		
Net Profit /(Loss) attributable to Equity Shareholders (Rs.)	6439.34	5387.60
Weighted average number of Equity Shares in Pre - issue (in thousands)	42,11,600	42,11,600
Add: Prospective Equity Shares(Pending for allotment)	-	-
	42,11,600	42,11,600
<b>Diluted Earning per share of Rs.10/- each in ( Rs. )</b>	<b>1.53</b>	<b>1.28</b>

As per our Report of even date.

**GUPTA AGARWAL & ASSOCIATES**

**Chartered Accountants**

**FRN : 329001E**

Sd/-

**BADRI PRASAD SINGHANIA**

**Partner**

**Membership No. : 058970**

**UDIN : 23058970BGZESN6244**

Sd/-

**PRAJAKTA VIKAS RAUT**

**Company Secretary**

Sd/-

**ARVIND HARLALKA**

**Director**

**DIN : 00494136**

Sd/-

**ALOK HARLALKA**

**Director**

**DIN : 02486575**

Date : 25/05/2023

Place :Kolkata



**GRETEX INDUSTRIES LIMITED**  
**CIN: L17296WB2009PLC136911**

NOTE NO. 8

**PROPERTY, PLANT AND EQUIPMENT AND INTAGIBLE ASSETS AND DEPRECIATION FOR THE PERIOD ENDED 31ST MARCH, 2023**  
**(As per Companies Act, 2013)**

**(Rs. In Thousand)**

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	AS AT 01.04.2022	ADDITION DURING PERIOD	DEDUCTION DURING PERIOD	As on 31.03.2023	UPTO 01.04.2022	FOR THE PERIOD	ADJUSTMENT DURING PERIOD	As On 31.03.2023	ADJ. SALES	AS AT 31.03.2023	AS AT 31.03.2022
Furniture & Fixtures	6.53	6753.92	0.00	6760.44	1.40	177.26	0.00	178.66		6581.79	5.13
Office Equipments	40.36	169.71	0.00	210.07	20.26	27.02	0.00	47.28	0.00	162.79	20.09
Car	3249.32	0.00	0.00	3249.32	2944.23	95.41	0.00	3039.63	0.00	209.69	305.09
Computer & Software	165.04	61.53	0.00	226.57	42.67	61.90	0.00	104.57	0.00	122.00	122.37
<b>Total</b>	<b>3461.25</b>	<b>6985.16</b>	<b>0.00</b>	<b>10446.40</b>	<b>3008.56</b>	<b>361.58</b>	<b>0.00</b>	<b>3370.14</b>	<b>0.00</b>	<b>7076.27</b>	<b>452.69</b>
<b>PREVIOUS YEAR</b>	<b>3323.70</b>	<b>137.54</b>	<b>-</b>	<b>3461.25</b>	<b>2555.90</b>	<b>452.66</b>	<b>-</b>	<b>3008.56</b>	<b>0.00</b>	<b>452.69</b>	<b>767.81</b>

