

Formerly Known As: GRETEX INDUSTRIES PRIVATE LIMITED

90, Phears Lane, 5<sup>th</sup>Floor, Kolkata-700012 Phone: 033 4006 9278, Mob: 9830025765 Website: www.gretexindustries.com

Email ID: arvind@gretexgroup.com, info@gretexindustries.com

CIN: L17296WB2009PLC136911

#### NOTICE OF 1<sup>ST</sup> EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF GRETEX INDUSTRIES LIMITED (L17296WB2009PLC136911) WILL BE HELD ON MONDAY, NOVEMBER 27, 2023 AT 04:00 P.M., AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 90, PHEARS LANE, 5<sup>TH</sup> FLOOR, KOLKATA 700 012, WEST BENGAL, INDIA, SHALL BE DEEMED AS THE VENUE FOR THE MEETING AND THE PROCEEDING SHALL BE DEEMED TO MADE THEREAT, TO TRANSACT THE FOLLOWING BUSINESSES:

**SPECIAL BUSINESS:** 

#### ITEM NO. 1

TO AVAIL THE FINANCIAL ASSISTANCE (UNSECURED LOAN) FROM M/S. SANKHU MERCHANDISE PRIVATE LIMITED (CIN: U52190MH2011PTC269247) AMOUNTING TO RS. 11,38,40,000 RUPEES (RUPEES ELEVEN CRORE THIRTY-EIGHT LAKHS AND FORTY THOUSAND ONLY).

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and on the recommendation of Audit Committee and Board, the consent of the Members be and is hereby accorded to the Board of Directors of the Company, to avail unsecured loan from M/s. Sankhu Merchandise Private Limited (CIN: U52190MH2011PTC269247) amounting to Rs. 11,38,40,000 (Rupees Eleven Crore Thirty-Eight Lakhs and Forty Thousand only) upon such terms and conditions as may be mutually agreed upon.

**RESOLVED FURTHER THAT** Mr. Arvind Harlalka (00494136) or Mr. Alok Harlalka (02486575), Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit.

## ITEM NO. 2

TO AVAIL THE FINANCIAL ASSISTANCE (UNSECURED LOAN) AVAILED FROM GRETEX ADMIN & HR SERVICES (PAN: AAYFG1040Q) AMOUNTING TO RS. 1,40,00,000 (RUPEES ONE CRORE AND FORTY LAKHS ONLY)

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and on the recommendation of Audit Committee and Board, the consent of the Members be and is hereby accorded to the Board of Directors of the Company, to avail unsecured loan from Gretex Admin & HR Services (PAN: AAYFG1040Q) amounting to Rs. 1,40,00,000 (Rupees One Crore and Forty Lakhs only) upon such terms and conditions as may be mutually agreed upon.



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CIN: L17296WB2009PLC136911

**RESOLVED FURTHER THAT** Mr. Arvind Harlalka (00494136) or Mr. Alok Harlalka (02486575), Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit.

## **ITEM NO. 3:**

## TO DEFER THE RESOLUTION PASSED MEMBERS OF THE COMPANY UNDER ITEM NO. 7 AT THE 14<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THE FRIDAY, SEPTEMBER 29, 2023.

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

**RESOLVED THAT** pursuant to the financing decision made considering the financial viability and upon recommendation of the Committee and Board of Directors, the members be and is hereby grants its approval to defer the resolution passed under item no. 7 for acquisition of the property from the Gretex Share Broking Limited (CIN: U65900MH2010PLC289361) (The Licensor) as mentioned in below table at the 14<sup>th</sup> Annual General Meeting of the company held on the Friday, September 29, 2023 and not to acquire the same.

#### **Premises Details**

Address	PATEL VANIKA, G82, Express Zone Wing A, Western Express Highway, Mumbai		
	Suburban, Maharashtra-400 097.		

**RESOLVED FURTHER THAT** any Directors of the Company be and is hereby severally authorized to execute on behalf of the company such documents and papers, fillings, signing as may be required for giving effect to the said resolution and to attend to all matter's incidental thereto.

**REGISTERED OFFICE:** 

90, Phears Lane, 5th Floor, Kolkata - 700 012.

By Order of the Board of Directors
For Gretex Industries Limited

Place: Kolkata

Date: November 02, 2023

Sd/-Arvind Harlalka

Director DIN: 00494136



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#### **Notes:**

- 1. An Explanatory Statement under Section 102 of the Companies Act, 2013 ("Act") relating to Item Nos. 1 to 3 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 rights may appoint a single person as proxy and such person shall not act as proxy for any other person or members. 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 Extra-Ordinary General Meeting.
- 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 Extra Ordinary General Meeting.
- 4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <a href="www.gretexindustries.com">www.gretexindustries.com</a>. The Notice can also be accessed from the websites of the Stock Exchange i.e., NSE Limited at www.nseindia.com.
- 5. 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 Extra-Ordinary General Meeting.
- 6. 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 Extra-Ordinary General Meeting.
- 7. 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.
- 8. The notice is being sent to all members, whose names appear on the Register of Members / List of Beneficial Owners on November 03, 2023.
- 9. 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 quoting full details of Folio No. / DP, Client ID and name of first / sole holder.
- 10. 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.

# GREJEX

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- 11. 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.
- 12. 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.
- 13. Pursuant to SEBI Circular, the Members 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.
- 14. Members / Proxies are requested to bring their Attendance Slip for attending the meeting and bring their copy of Extra-Ordinary Report in the meeting.
- 15. 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.
- 16. For members who have not registered their email address, physical copies of the Notice of the Extra Ordinary 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 Extra Ordinary General Meeting will be available on Company's website www.gretexindustries.com for their download.
- 17. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including Extra-Ordinary report, notices, circulars etc. from the Company electronically.
- 18. 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.
- 19. For any assistance or information about shares etc. members may contact the Company.
- 20. Mrs. Chetna Gupta, Practicing Company Secretary, (C.P No.10067) has been appointed as the Scrutinizer for conducting the Process of counting of Voting at the EGM 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



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EGM, 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.

- 21. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gretexcorporate.com.
- 22. The same will be communicated to the stock exchanges where the Company shares are listed viz. SME Platform of BSE Limited



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#### 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. 1:

In accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the company by passing a Special Resolution, to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business. The Board is of the view that the in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company.

The Board of Directors of the Company with intent to rectification of the inadvertently mistake of non-obtaining members approval for loan pertaining to financial assistance as availed in item no. 1 and for proper compliance for the same transactions by passing a special resolution approaches the members of the Company to seek their approval to ratify and give effect to the said transaction.

It is, therefore, required to obtain the approval of members by Special Resolution under Sections 180(1)(c) of the Companies Act, 2013 which enable the Board of Directors to borrow money in excess of the aggregate of the paid-up share capital and free reserves of the Company under the Companies Act, 2013.

Mr. Alok Harlalka, Director and Mr. Arvind Harlalka, Director, Mrs. Rajkumari Harlalka, Managing Director are interested in the above-mentioned transaction.

#### ITEM NO. 2:

In accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the company by a Special Resolution, to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business. The Board is of the view that the in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/ financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company.

The Board of Directors of the Company with intent to rectification of the inadvertently mistake of non-obtaining members approval for the loan pertaining to financial assistance as availed in item no. 2 and has also repaid the



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same in full in all respect, for proper compliance of transactions by passing a special resolution the Company approaches the members of the Company to seek their approval to ratify and give effect to the said transaction.

It is, therefore, required to obtain the approval of members by Special Resolution under Sections 180(1)(c) of the Companies Act, 2013 which enable the Board of Directors to borrow money in excess of the aggregate of the paid-up share capital and free reserves of the Company under the Companies Act, 2013.

Mr. Alok Harlalka, Director and Mr. Arvind Harlalka, Director, Mrs. Rajkumari Harlalka, Managing Director are interested in the above-mentioned transaction.

## **ITEM NO. 3:**

In pursuant to the financing decision made among whether to acquire the premises or to take it on rent considering the financial viability and upon the recommendation of the Board of Directors the Company has decided not to acquire the premises and defer the resolution passed under item no. 7 for acquisition of the property from the Gretex Share Broking Limited (CIN: U65900MH2010PLC289361) (The Licensor) as mentioned in below table at the 14<sup>th</sup> annual general meeting of the company held on the Friday, September 29, 2023 and instead take it on rent by entering into a Leave & License agreement at a low rate of Rs. 20,000/- (Rupee Twenty Thousand only) per month, rental charge is in effect to the increase in the security deposit amount made by the Company from Rs. 1,00,00,000 (Rupee One Crore Only) to Rs. 5,00,00,000 (Rupee Five Crore Only).

## **Premises Details**

Address	PATEL VANIKA, G82, Express Zone Wing A, Western Express Highway, Mumbai Suburban, Maharashtra-400097.

Mr. Alok Harlalka, Director and Mr. Arvind Harlalka, Director, Mrs. Rajkumari Harlalka, Managing Director are interested in the above-mentioned transaction.



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#### **GRETEX INDUSTRIES LIMITED**

CIN: L17296WB2009PLC136911

# REGD. OFFICE: 90, PHEARS LANE, 5TH FLOOR, KOLKATA 700012, WEST BENGAL, INDIA

#### EXTRA-ORDINARY GENERAL MEETING.

	AT	TENDANCE SLIP			
·				1	
(Members or their proxi specimen signatures reg			mission, duly sig	ned in accordance	with their
	•	• /			
DP Id *		Client Id*			
Regd. Folio No.		No. of Shares			
*Applicable for shares h	eld in electronic form				
Name(s) and address of t	the shareholder / Proxy	in full:			
I / we hereby record m Monday, November 27,					
Please $()$ in the box.					
MEMBER PROX	ΥY 🔲				
Signature of Shareholde	r/Proxy				



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#### 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]			
	7296WB2009PLC1369		
	the Company: Gretex ed Office: 90, Phears L	Industries Limited ane, 5th Floor, Kolkata 700012, West Bengal, India	
Nan	ne of the member(s)		
	istered address:		
	ail Id:		
	o No. / Client Id		
DP 1	ID:		
I/ We, being the appointed	ne member(s) of	shares of the above named company, hereby	
1. Name: Address:			
E-mail Io	l:		
Signature	e:	or failing him / her	
2. Name: Address:			
E-mail Io	1:		
Signature	e:	or failing him / her	
3. Name: Address:			
E-mail Io	1:		
Signatur	e:or failing hi	m / her	
of the Company	, to be held on Monday	n a poll) for me / us and on my / our behalf at the 1 <sup>st</sup> Extra-Ordinary GeneralMe November 27, 2023 at 4:00 p.m., at 90, Phears Lane, 5th Floor, Kolkata 700012 ment thereof in respect of such resolutions as are indicated below:	
No		Description of Resolutions	

No .	Description of Resolutions			
1.	Unsecured Loan availed from Sankhu Merchandise Private Limited (CIN: U52190MH2011PTC269247) amounting of Rs. 11,38,40,000 rupees (Rupees Eleven Crore Thirty-Eight Lakhs and Forty Thousand Only).			
2.	Unsecured Loan availed from Gretex Admin & HR Services (PAN: AAYFG1040Q) amounting to Rs. 1,40,00,000 (Rupees One Crore and Forty Lakhs only)			



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3.	To defer the resolution passed under item no. 7 at the 14th Annual General Meeting of the
	company held on the Friday, September 29, 2023

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.

Any alteration or correction made to this Proxy form must be initialed by the signatory / signatories.



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## 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.	Particular Particular	Details
	S	
1	Name and Registered Address of the	
	Sole /First named Members	
2	Name(s) of the Joint Holder(s), (if any)	
3	Registered Folio Number / DP ID No.*	
	*(Applicable to Investors holding shares	
	indematerialized 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 Thursday, November 03,2023 as set out below to be passed by the means of Ballot by giving my / our assent or dissent to the said resolution by placing the tick ( $\sqrt{\ }$ ) mark at the appropriate boxes below (tick in both boxes will render the ballot invalid).

Sr. No.	Description	Type of Resolution	No. of Shares	
1.	Availed Unsecured Loan from Sankhu Merchandise Private Limited (CIN:U52190MH2011PTC269247) amounting to Rs. 11,38,40,000 (Rupees Eleven Crore Thirty-Eight Lakhs and Forty Thousand Only)	Special		
2.	Availed Unsecured Loan from Gretex Admin & HR Services (PAN: AAYFG1040Q) amount of Rs. 1,40,00,000 (Rupees One Crore and Forty Lakhs only)	Special		
3.	To defer the resolution passed under item no. 7 at the 14th Annual General Meeting of the company held on the Friday, September 29, 2023	Special		

Place: Kolkata

Date: (Signature of shareholder)



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### ROUTE MAP TO THE VENUE.

