



# GRETEX INDUSTRIES LIMITED

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](http://www.gretexindustries.com)

Email ID: [arvind@gretexgroup.com](mailto:arvind@gretexgroup.com), [info@gretexindustries.com](mailto:info@gretexindustries.com)

CIN: L17296WB2009PLC136911

**September 05, 2023**

To,  
**The Listing Department**  
**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C/1,  
G Block, Bandra Kurla Complex,  
Bandra East, Mumbai- 400051,  
Maharashtra

Dear Sir/ Madam,

**Ref: SYMBOL – GRETEX**

**Sub: Addendum to the notice of 14<sup>th</sup> Annual General Meeting scheduled to be held on 29<sup>th</sup> September, 2023 at 04:00 P.M.**

In due compliance with the provisions of the Companies Act, 2013 read with Rules made thereunder Gretex Industries Limited (“the Company”) circulated a Notice dated 2nd September 2023 of 14<sup>th</sup> “AGM Notice” (hereinafter referred as “**AGM Notice**”) to all its shareholders for convening the AGM as mentioned above.

Changes/Addition made through the Addendum to the Notice (hereinafter referred as “**Addendum**”)

1. Resolution No. 6 along with its explanatory statement as mentioned in **AGM notice** will be read as Resolution No. 10 along with its explanatory as mentioned in the **Addendum**.

Resolution no. 6 of the AGM Notice	Resolution no. 10 of the Addendum
Approval to enter 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 upto a maximum value of Rs. 10 Crores.	Approval to enter 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 upto a maximum value of Rs. 25 Crores (revision in the limit)

2. 3 (three) new Resolutions has been added through the **addendum** as below

Resolution No	Resolution Subject
7	Acquisition Of Property Situated at Patel Vanika, G82, Express Zone Wing A Western Express Highway, Mumbai Suburban, Maharashtra-400097
8	Approval For Increase in Investment Limit Under Section 186 Of The Companies Act 2013
9	Approval For Acquisition of Stake of Sunview Nirman Private Limited

Accordingly, vide this Addendum, we wish to inform our shareholders about the updated resolution with

**BRANCH :** Ground Floor, House No. 10, Lachit Nagar, Bora Service, Near BSNL Office, Guwahati, Kamrup, Assam-781007

**BRANCH :** PATEL VANIKA, G82, Express Zone Wing A, Western Express Highway, Mumbai Suburban, Maharashtra-400097

**WAREHOUSE:** Kankurgachi 176/1 Maniktala Main Road, Kolkata-700054



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Website: [www.gretexindustries.com](http://www.gretexindustries.com)

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an explanatory statement to be considered at the AGM. Other contents of the AGM Notice remain unchanged.

This addendum shall form an integral part of AGM Notice and shall also be available at Corporate Announcement Section of the Company's website <https://www.gretexindustries.com/> and on the website of the Stock Exchanges i.e. NSE Limited at <https://www.nseindia.com/>

Kindly take the above information on your record.

Thanking you,  
Yours faithfully,

**For Gretex Industries Limited**

ARVIND HARLALKA  
Digitally signed by  
ARVIND HARLALKA  
Date: 2023.09.06  
19:39:38 +05'30'

**Arvind Harlalka**  
**Managing Director**  
**DIN: 002494136**

**ADDENDUM TO THE NOTICE OF 14<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

Addendum to the Notice dated 2<sup>nd</sup> of September, 2023 Convening 14<sup>th</sup> Annual General Meeting of the Company scheduled to 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:

**SPECIAL BUSINESS:**

**7. ACQUISITION OF PROPERTY SITUATED AT PATEL VANIKA, G82, EXPRESS ZONE WING A, WESTERN EXPRESS HIGHWAY, MUMBAI SUBURBAN, MAHARASHTRA-400097.**

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

**RESOLVED THAT** pursuant to the section 188 of the Companies Act, 2013, other applicable provisions, if any, and Rules made thereunder with amendment & modification from time to time, and subject to other enactment as may applicable, if any, and pursuant to the approval of the Board, the Consent of Members be and are hereby accorded for the acquisition of property from the Company Gretex Share Broking Private Limited, CIN (U65900MH2010PLC289361), (The transferor Company) upto the tune of Rs. 15 crore (Fifteen crore only) as Mentioned below as for its financial viability.

Premises Details

Address	PATEL VANIKA, G82, Express Zone Wing A, Western Express Highway, Mumbai Suburban, Maharashtra-400097
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**FURTHER RESOLVED THAT** Mr. Arvind Harlalka & Mr. Alok Harlalka, Directors of the Company be and is hereby severally authorized to negotiate and finalise acquisition of property as Mentioned above on such terms and conditions as they may consider most appropriate and in the best interest of the company.

**RESOLVED FURTHER THAT** Any Directors of the Company be and is hereby severally authorised to execute on behalf of the company such documents and papers, fillings, signing as may be required for acquisition of the said property and to appear before such authorises as may be necessary for giving effect to the said deal and to attend to all matter’s incidental thereto.

**8. APPROVAL FOR INCREASE IN INVESTMENT LIMIT UNDER SECTION 186 OF THE COMPANIES ACT 2013:**

“RESOLVED THAT pursuant to the provisions of Section 186 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 the Articles of Association of the Company, the consent of the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), the consent of the shareholders of the Company be and is hereby accorded for increasing the limits pursuant to section 186 of the Companies Act, 2013 to give any loans/ any other form of debt to any person or other body corporate and/ or to give guarantee and/ or to provide security in connection with a loan/ any other form of debt to anybody corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether India or overseas up to maximum amount of Rs. 50,00,00,000/- (Rupees Fifty Crores Only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans/ guarantees, securities/ investments so far made together with the proposed loans/ guarantees/ securities/ investments to be made, exceeds the limits set by this resolution.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Directors of the Company be and are hereby authorized by the Board to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to above loans/ guarantees/ securities/ investments, as aforesaid.”

**9. APPROVAL FOR ACQUISITION OF STAKE OF SUNVIEW NIRMAN PRIVATE LIMITED**

“**RESOLVED THAT** pursuant to the applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to the limits envisaged under Section 186 read with Rule 11& 13 of the Companies (Meetings of Board and its Powers) Rules, 2014 and provisions of Articles of Association of the Companies, and pursuant to the approval of the Board of the Company, and the draft of Share Purchase Agreement (“SPA”) between the Company and Gretex Share Broking Private Limited (Transferor Company) having CIN [U65900MH2010PLC289361], the consent of shareholders be and is hereby accorded to invest a sum of upto Rs. 10,00,00,000 ( Rupees Ten Crore Only ) towards purchase of equity shares of Sunview Nirman Private Limited held by The Gretex Share Broking Private Limited (Transferor Company) having CIN [U65900MH2010PLC289361]

**RESOLVED FURTHER THAT** Mr. Arvind Harlalka & Mr. Alok Harlalka, Directors of the Company be and is hereby severally authorized on behalf of the Company to execute the necessary documents including signing any letter(s) of undertakings, declarations, agreements and other papers which the Company may be required to sign in terms of all such acts, deeds and things as may be required to give effect to the same.”

**10. 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. 25 CRORES (REVISION IN THE LIMIT)**

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 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. 25 crore (Twenty five 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, 5th Floor,  
Kolkata-  
700012  
**Place: Kolkata**  
**Date: September 05, 2023**

By Order of the Board of Directors  
**For Gretex Industries Limited**  
Sd/  
**Arvind Harlalka**  
Director  
**DIN: 00494136**

**Notes:**

1. The Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing 14<sup>th</sup> AGM, is annexed hereto and forms part of the Notice.
2. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.
3. This addendum to the Notice of AGM is available on the website of the Company at [www.gretexindustries.com](http://www.gretexindustries.com), website of the Stock Exchanges at <https://www.nseindia.com/>.
4. All the processes, notes and instructions relating to attending & voting at the AGM as set out for and applicable for the ensuing 14<sup>th</sup> AGM shall mutatis-mutandis apply to attending & voting at the AGM for the resolution proposed in this Addendum to the Notice of AGM. Furthermore, the Scrutinizers appointed for ensuing 14<sup>th</sup> AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 14<sup>th</sup> AGM.
5. The Resolution along with explanatory statement mentioned in the point No. 6 (former) in the Notice dated 2<sup>nd</sup> of September 2023 will be read as resolution along with explanatory statement Number 10 (later) of this Addendum to the Notice. And the former shall be inoperative.

**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. 7**

**ACQUISITION OF PROPERTY SITUATED AT PATEL VANIKA, G82, EXPRESS ZONE WING A, WESTERN EXPRESS HIGHWAY, MUMBAI SUBURBAN, MAHARASHTRA-400097**

The company has a Showroom in the said premises “PATEL VANIKA, G82, Express Zone Wing A, Western Express Highway, Mumbai Suburban, Maharashtra-400097” for which the Company is paying a rent (including tax) of Rs. 1,18,000 Per month and for financial viability the Company is proposing to buy the said premises from Gretex Share Broking Private Limited, CIN [U65900MH2010PLC289361 (The Transferor) upto the tune of Rs. 15 crore (Fifteen Crore only) and for the said purpose Company is seeking approval of shareholders at the Annual General Meeting

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. 8**

**APPROVAL FOR INCREASE IN INVESTMENT LIMIT UNDER SECTION 186 OF THE COMPANIES ACT 2013:**

As per Section 186 of the Companies Act, 2013, a Company can invest/provide loans or give guarantees upto 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher. Consequently, it is proposed to authorise the Board of Directors of the Company to invest into securities of anybody-corporate and/or make loan(s) in connection with loan(s) made upto Rs. 50,00,00,000 (Rupee Fifty Crore only).

For expanding the horizon of business Your Directors recommend the approval of proposed resolution by way of a Special Resolution.

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. 9**

**APPROVAL FOR ACQUISITION OF STAKE OF SUNVIEW NIRMAN PRIVATE LIMITED**

In furtherance of the expansion of business of the Company it has proposed to acquire 88% stake of Sunview Nirman Private Limited from the Gretex Share Broking Private Limited (The transferor Company).

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. 10**

**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. 25 CRORES**

<b>Name of Related Party</b>	<b>Nature Of Relationship</b>	<b>Nature of Transaction</b>	<b>Amount (INR in Lakhs)*</b>
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
Gretex Share Broking Private Limited	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	Investment	1500.00
Sunview Nirman 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	Investment	1000.00
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	Loan	500.00



	Regulations		
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

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 Value Advisors 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-up Private Limited	Mrs. Pooja Harlalka relative (Wife) of Director is a director in Ambition Tie-up Private Limited.
Talent Investment Co Private Limited	Mrs. Rajkumari Harlalka, Additional Managing Director and Mrs. Anita Harlalka, relative (Wife) of Director are directors in M/s Talent Investment Co Private Limited.
Bonanza Agency LLP	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 Audiotech LLP.
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. 10 of the Addendum to 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. 10

**REGISTERED OFFICE:**  
90, Phears Lane, 5th Floor,  
Kolkata-  
700012  
**Place: Kolkata**  
**Date: September 05, 2023**

By Order of the Board of Directors  
**For Gretex Industries Limited**  
Sd/  
**Arvind Harlalka**  
**Director**  
**DIN: 00494136**