



GRETEX INDUSTRIES LIMITED

90, Phears Lane, 5th Floor, Kolkata-700012

Phone: 033 2236 0083, Mob: 9830025765

Website: www.gretexindustries.com

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

CIN: L17296WB2009PLC136911

NOTICE

NOTICE IS HEREBY GIVEN THAT 01ST EXTRA-ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF GRETEX INDUSTRIES LIMITED WILL BE HELD ON SATURDAY, JUNE 15,2024 AT 01:00 PM AT REGISTERED OFFICE AT 90, PHEARS LANE, 5TH FLOOR, KOLKATA – 700012, WEST BENGAL TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. Increase in Authorized Share Capital of the Company

To consider and, if thought fit, to pass with or without modification the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 5,16,80,000/- (Rupees Five Crore Sixteen Lakh Eighty Thousand Only) divided into 51,68,000 (Fifty One Lakh Sixty Eight Thousand) Equity Shares of Rs. 10/- each to Rs. 15,00,00,000 /- (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- each by creation of additional 98,32,000 (Ninety Eight Lakh Thirty Two Thousand) Equity Shares of Rs. 10/- each ranking pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution”

2. Alteration in the Capital Clause of Memorandum of Association:

To consider and, if thought fit, to pass with or without modification the following resolution as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the shareholders be and is hereby accorded, for substituting Clause V of the Memorandum of Association of the Company with the following clause.

V. *The Authorized Share Capital of the Company is Rs. 15,00,00,000 /- (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.*”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution”

BRANCH: Century Apartment Ganesh Guri, GS Road 1st Floor, Guwahati – 781005

GODOWN: 176/1/B, Manicktalla Main Road, 1st Floor, Kolkata – 700 054

SHOWROOM: Express Zone, Wing-A, G-82, Western Express Highway, Opp. Oberoi Mall, Panch Bawadi, Malad(East), Mumbai – 400097



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For and on behalf of,

GRETEX INDUSTRIES LIMITED

Sd/-
Neeti Dubey
Company Secretary & Compliance Officer

Place: Kolkata
Date: 22.05.2024

BRANCH: Century Apartment Ganesh Guri, GS Road 1st Floor, Guwahati – 781005

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NOTES:

- 1) A statement setting out material facts pursuant to section 102 of the Companies Act, 2013 (the Act) with respect to the items covered under special business of the notice is annexed hereto.
- 2) In terms of section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at the Extra-ordinary General Meeting is entitled to appoint another person as a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
- 3) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 4) Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.
- 5) The instrument appointing the proxy, in order to be effective, must be deposited at the Corporate office of the Company, duly completed and signed, not less than 48 HOURS before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and/or holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- 6) All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Corporate office of the Company during the business hours on all working days upto the date of EGM.
- 7) In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.
- 8) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.gretexindustries.com. The Notice can also be accessed from the websites of the Stock Exchange i.e., NSE Limited at www.nseindia.com
- 9) 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.
- 10) 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.
- 11) The notice is being sent to all members, whose names appear on the Register of Members / List of Beneficial Owners on May 17, 2024.
- 12) 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

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requested in view of the Circular and other statutory provisions, that the Members who have yet not registered / updated their email ids may notify the same to the Company either at the registered office or at email address cs2@gretexgroup.com quoting full details of Folio No. / DP, Client ID and name of first / sole holder.

- 13) 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.
- 14) 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 Extra-Ordinary General Meeting subject to receipt of request from members to this effect on cs2@gretexgroup.com
- 15) 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.
- 16) 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.
- 17) Members / Proxies are requested to bring their Attendance Slip for attending the meeting and bring their copy of Extra-Ordinary Report in the meeting.
- 18) 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.
- 19) 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.
- 20) 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.
- 21) 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 2024-2025 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 2024-2025 have been paid to all the aforesaid Depositories.
- 22) For any assistance or information about shares etc. members may contact the Company.
- 23) Ms. Namita Agarwal, Practicing Company Secretary, (C.P No.14563) 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

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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 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.

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

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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

THE FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS MENTIONED IN THE ACCOMPANYING NOTICE:

ITEM NO. 1:

To Approve the Increase in Authorized Share Capital of the Company:

The Members are requested to note that, pursuant to the order passed by Hon'ble NCLT, Kolkata Bench dated April 02, 2024, had approved the amalgamation pursuant to Section 230 of the Companies Act, 2013 between Apsara Selections Limited and Sankhu Merchandise Private Limited (Hereinafter referred to as "the Transferor Companies") with Gretex Industries Limited (Hereinafter referred to as "the Transferee Company") with appointed date being 01st April, 2020. Pursuant to the said order, the Authorised Share Capital of the Transferor Companies has been clubbed with Gretex Industries Limited. The Current Authorized Capital of the Company is Rs. 5,16,80,000/- (Rupees Five Crore Sixteen Lakh Eighty Thousand Only) and the paid-up share capital of the Company is Rs. 4,21,16,000/- (Rupees Four Crore Twenty One Lakh Sixteen Thousand Only) however this capital is not sufficient to issue shares as per the exchange ratio approved in the scheme of amalgamation. Thus, the Company proposes to increase its authorized share capital to Rs. 15,00,00,000/- (Rupees Fifteen Crore).

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

The Board at its meeting held on 22nd May, 2024 has approved alteration of the Memorandum of the Company and now seek shareholder's approval.

Pursuant to Section 13 of the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

ITEM NO. 2:

Alteration in The Capital Clause Of Memorandum Of Association:

In order to reflect the increase authorized share capital of the Company, and in order to confirm to the requirements of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company must be amended.

A draft of the amended Memorandum of Association with the following Clause V will be tabled:

V. The Authorized Share Capital of the Company is Rs. 15,00,00,000 /- (Rupees Fifteen Crore) divided into 150,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

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As Per section 13 of Companies Act, 2013, the alteration of the memorandum of association of the Company requires the approval of shareholders and accordingly the Board now seeks the approval of shareholders for the same.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

For and on behalf of,

GRETEX INDUSTRIES LIMITED

Sd/-
Neeti Dubey
Company Secretary & Compliance Officer

Place: Kolkata
Date: 22.05.2024

BRANCH: Century Apartment Ganesh Guri, GS Road 1st Floor, Guwahati – 781005

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

EXTRA -ORDINARY 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 01st Extra-Ordinary General Meeting of the Company being held on Saturday, June 15, 2024 at 01:00 p.m., at 90, Phears Lane, 5th Floor, Kolkata– 700012, West Bengal, India.

Please (√) in the box

MEMBER PROXY

Signature of Shareholder / 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]

CIN: L17xx6WB2009PLC136911

Name of the Company: Gretex Industries Limited

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

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

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

- Name:
Address:
E-mail Id:
Signature: _____ or failing him/her
- Name:
Address:
E-mail Id:
Signature: _____ or failing him/her
- 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 01st Extra-Ordinary General Meeting of the Company, to be held on Saturday, June 15, 2024 at 1:00 p.m., 90, Phears Lane, 5th Floor, Kolkata 700012, West Bengal, India and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Description of Resolutions:
1.	Increase in Authorized Share Capital of the Company
2.	Alteration of Capital Clause of Memorandum of Association of the Company

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Affix
Revenue
Stamp

Signed this _____ day of _____ 2024

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	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 May 22, 2024 as set out below to be passed by the means of Poll 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 vote 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.	Increase in Authorized Share Capital of the Company	Ordinary			
2.	Alteration of Capital Clause of Memorandum of Association of the Company	Special			

Place:

Date:

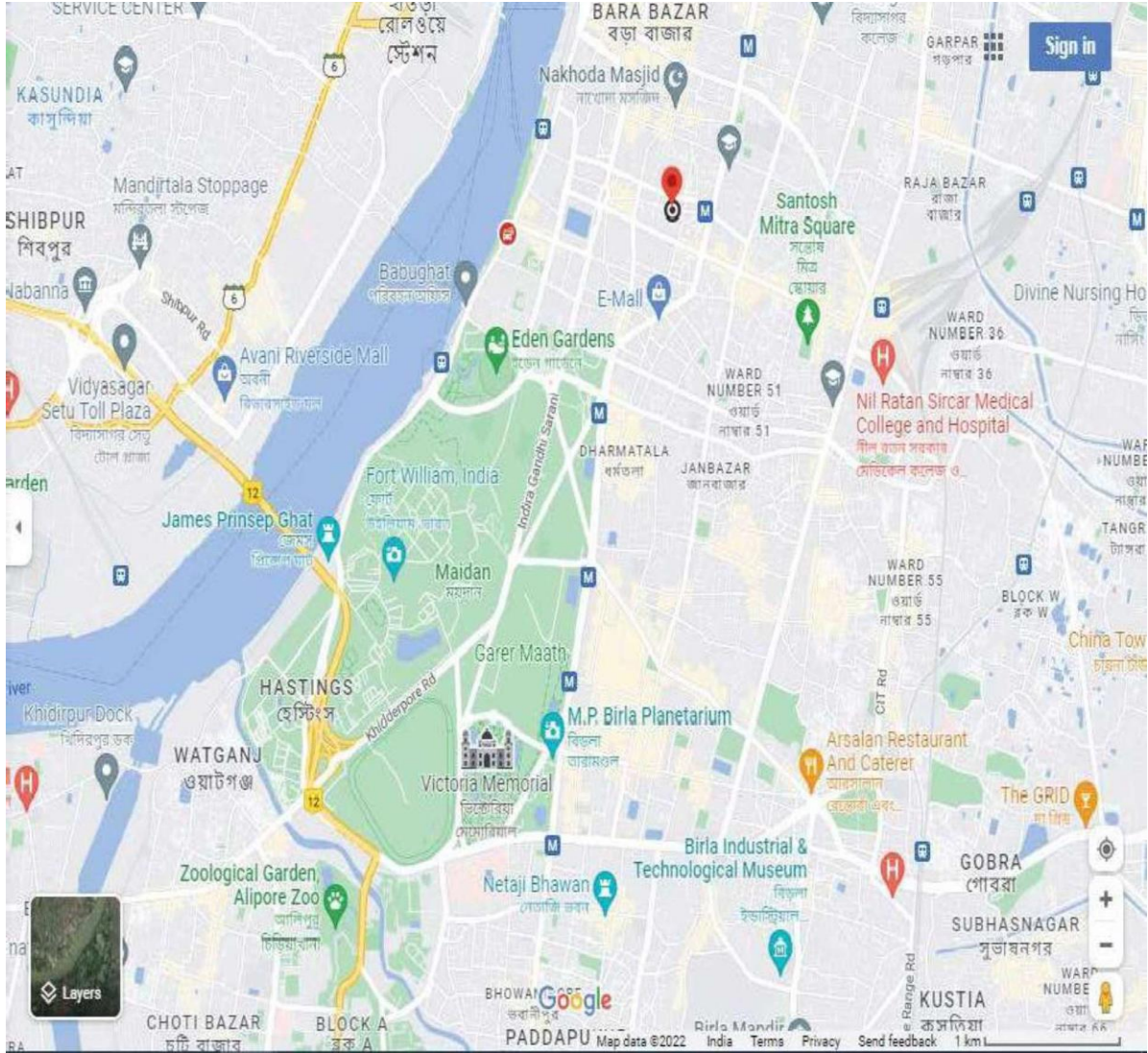
(Signature of Shareholder)

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ROUTE MAP TO THE VENUE



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