



**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2024**  
**[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, 5<sup>th</sup> Floor,  
Kolkata- 700012

I, Namita Agarwal, 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: L17296WB2009PLC136911)** (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 31<sup>st</sup> March, 2024 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 31<sup>st</sup> March, 2024 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.

All decision at Board Meeting and Committee Meeting are carried out unanimously as recorded in the minutes of the meeting of board of directors or Committees of the Board, as the case may be.



**NAMITA AGARWAL & CO.**

Company Secretary

ADDRESS: 2/22 ASHOK NAGAR

2<sup>ND</sup> FLOOR, KOLKATA-700040

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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.

I further report that during the year under review, The order of amalgamation between Apsara Selections Limited and Sankhu Merchandise Private Limited (Transferor Company) with Gretex Industries Limited (Transferee Company) has been approved by The National Company Law Tribunal Mumbai Bench V vide its order/company petitions no-C.P (CAA)/181/MB/2022 Connected with C.A.(CAA)/108/MB/2021 dated 1st March 2024 pursuant to Section 230-232 of the Companies Act, 2013.

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 Namita Agarwal & Co.**  
**Company Secretary**  
**COP No.: 14563**

**Namita Agrawal**  
**Proprietor**  
**M. No.:F12983**  
**UDIN- F012983F000666064**

**Place: Kolkata**  
**Date: 04th July, 2024**



**NAMITA AGARWAL & CO.**  
Company Secretary

ADDRESS: 2/22 ASHOK NAGAR  
2<sup>ND</sup> FLOOR, KOLKATA-700040  
CONTACT: 8697719757  
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**Annexure A**

To,  
The Members,  
**GreteX Industries Limited**  
90, Phears Lane, 5<sup>th</sup> Floor,  
Kolkata- 700012

My report of even 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 Namita Agarwal & Co.**  
**Company Secretary**  
**COP No.: 14563**

**Namita Agrawal**  
**Proprietor**  
**M. No.:F12983**  
**UDIN- F012983F000666064**

**Place: Kolkata**  
**Date: 04th July, 2024**