



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, gil@gretexcompliance.in

CIN: L17296WB2009PLC136911

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 read with Section 110 of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and read with the Securities and Exchange Board of India (listing obligations and disclosure requirements) regulations, 2015, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India]

INFORMATION AT A GLANCE

Details of Resolution	:	Approval for Change in the utilization of funds raised through Preferential Issue
Type of Resolution	:	Special Resolution
Cut-off date for sending the Notice to eligible shareholders	:	Friday, November 14, 2025
Cut-off date for determining eligibility for e-voting	:	
E-voting start date and time	:	Friday, November 21 st , 2025 at 09:00 A.M. (IST)
E-voting end date and time	:	Saturday, December 20 th , 2025 at 05:00 P.M. (IST)

Dear Shareholders,

Notice is hereby given to the members of Gretex Industries Limited (“the **Company**”) by means of the Postal Ballot, only by the way of remote e-voting process (“e-voting”), pursuant to and in compliance with the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the **Rules**”) and other applicable provisions of the Act and the Rules, including any statutory modification or re-enactment(s) thereof and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as the “**SEBI Listing Regulations**”), Secretarial Standard- 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of the Company through postal ballot, only by means of electronic voting (hereinafter referred as “**e-voting**”).

The Ministry of Corporate Affairs, Government of India vide its General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022, No. 9/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and General Circular No. 03/2025 Dated September 22, 2025, (hereinafter referred as the “**MCA Circulars**”) and recent SEBI Circular No.: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, issued by the Securities and Exchange Board of India (collectively ‘**SEBI Circulars**’) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively known as “**Listing Regulation**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of



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Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), to seek your consent for the resolutions as set out hereunder and proposed to be passed through postal ballot (“**Postal Ballot**”) by way of e-voting process.

Accordingly, hard copy of this postal ballot notice (“**Postal Ballot Notice**” or “**Notice**”) along with postal ballot form and pre-paid business reply envelope will not be sent to the members and the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. Friday, November 14, 2025.

In compliance with Regulation 44 of the SEBI Listing Regulations read with Section 108 and 110 of the Act and rules made thereunder and the MCA Circulars and SS-2, the Company has extended the facility of remote e-voting for its members through Bigshare Services Pvt. Ltd. (“**E-voting agency**”), to enable them to cast their votes electronically instead of submitting the postal ballot form physically. Members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e., Friday, November 14, 2025, will be considered for the purpose of remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

The remote e-voting period commences on Friday, November 21st, 2025, at 9:00 A.M. and ends on Saturday, December 20, 2025, at 5:00 P.M. The remote e-voting module shall be disabled by E-voting agency for voting thereafter. The instructions for remote e-voting are appended to this Notice. This Notice is also available on the Company’s website of the Company i.e., <https://gretexindustries.com/>, website of e-voting agency at <https://www.bigshareonline.com/> and website of National Stock Exchange of India Limited (‘NSE’) at www.nseindia.com (hereinafter referred as “stock exchanges”).

The resolution proposed to be passed by way of postal ballot and the explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons/ rationale thereof, is appended and forms part of this Notice for consideration of the members.

The Board of Directors of the Company, at its meeting held on November 11, 2025, appointed Ms. Rachana Shanbhag (Membership No. F8227), a Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the postal ballot only through the remote e-voting process and for scrutinizing the votes cast therein, in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section “Notes and Instructions and instructions relating to e-voting in this postal ballot notice to cast their vote electronically.



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The results of the remote e-voting conducted by postal ballot process along with the Scrutinizer's report will be made available on the website of the Company at <https://gretexindustries.com/> and shall also be intimated to the stock exchange, where the shares of the Company are listed. The resolution, if passed with the requisite majority through postal ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. December 20, 2025. If a resolution is assented to by the requisite majority through postal ballot by means of remote e-voting, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

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

**Sd/-
Neeti Dubey
Company Secretary and
Compliance Officer
M. No.: A71190**

Registered Office: 90, Phears Lane,
5th Floor, Kolkata-700012
Email ID: neeti@gretexindustries.com
Tel No.: 03322360083
Website: <https://gretexindustries.com/>

Place: Kolkata

Date: November 20, 2025



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ITEM OF SPECIAL BUSINESSES REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT IS AS UNDER:

APPROVAL FOR CHANGE IN THE UTILISATION OF FUNDS RAISED THROUGH PREFERENTIAL ISSUE

“RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and other applicable laws, regulations, circulars and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in terms of the approval granted by the shareholders of the Company through special resolution passed on March 05, 2025 and such other approvals, consents and permissions as may be required, the consent of the Members of the Company be and is hereby accorded to modify the utilisation of the unutilized funds, raised through preferential issue from the objects stated in the explanatory statement annexed to the notice of the Extraordinary General Meeting held on March 05, 2025 and utilize the same as per the revised objects as detailed below:

Sr. No.	Original Object	Proposed Modification	Amounts Unutilised
1.	Working Capital Purposes	<i>Investment in Proposed subsidiary named “Gretex Gem and Jewellery LLP”</i>	Rs. 2,00,00,000

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms/returns with statutory authorities and making such alterations in the proposed utilisation as may be required by regulatory authorities without requiring any further approval of the members.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Director(s) or Officer(s) of the Company to give effect to this resolution.”



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NOTES AND INSTRUCTIONS:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') and Secretarial Standard on General Meetings ('SS-2') setting-out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, November 14, 2025 (**"Cut-off-Date"**) received from the Depositories and whose e-mail address is registered with the Company/Depositories. Physical copies of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. It is clarified that all members of the Company as on the Cut-off Date (including those members who may not have received this Notice due to non-registration of their e-mail ID with the Company or the Depositories) shall be entitled to vote on the Resolution in accordance with the process specified in this Notice.
4. This Notice is also available on the Company's website at <https://gretexindustries.com/>, website of e-voting agency Bigshare Services Private Limited at <https://ivote.bigshareonline.com> and website of National Stock Exchange of India Limited ('NSE') at www.nseindia.com.
5. Voting rights will be reckoned on the paid-up value of equity shares registered in the name(s) of the members as on the Cut-off Date. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners received from the Depositories as on the Cut-off Date will be entitled to cast their vote by remote e-voting. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.
6. The Company has appointed Ms. Rachana Shanbhag (Membership No. FCS8227), partner of D.A. Kamat & Co. Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the postal ballot only through the remote e-voting process and for scrutinizing the votes cast therein, in a fair and transparent manner
7. Voting rights will be reckoned on the paid-up value of equity shares registered in the name(s) of the members as on the Cut-off Date. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners received from the Depositories as on the Cut-off Date will be entitled to cast their vote by remote e-voting. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.
8. Members would be able to cast their votes and convey their assent or dissent to the proposed Special Resolution only through the remote e-voting process. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cutoff date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cutoff date should treat this notice for information purpose only.



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9. The remote e-voting period commences on Friday, November 21, 2025, at 09:00 a.m. and ends on Saturday, December 20, 2025, at 5:00 p.m. The remote e-voting module shall be disabled by the E-voting agency for voting thereafter. The instructions for remote e-voting are appended to this Notice. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be forthwith disabled by E-voting agency upon expiry of the aforesaid period.
10. The results of the voting by e-voting will be announced on or before Monday, December 22, 2025, by placing it, along with the scrutinizer's report, on the website of the Company and will also be communicated to Stock Exchange. The Scrutinizer's decision on the validity of a postal ballot/e-voting will be final.
11. The Resolutions, if approved, shall be deemed to have been passed on the last date specified for e-voting or on the date on which the requisite majority of shareholders' consent is received, whichever is later.
12. All the documents referred to in the Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to neeti@gretexindustries.com
13. Members are requested to note the following contact details for addressing e-voting related grievances to
14. The instructions for e-voting are as under:

E-VOTING INSTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on Friday, November 21, 2025, at 09:00 a.m. and ends on Saturday, December 20, 2025, at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



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1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company



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	<p>name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account** should enter **16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account** should enter **8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form** should enter **Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:



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- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.



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- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338



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

Phone: 033 2236 0083, Mob: 9830025765

Website: www.gretexindustries.com

Email Id: arvind@gretexgroup.com, gil@gretexcompliance.in

CIN: L17296WB2009PLC136911

EXPLANATORY STATEMENT

Pursuant to Section 102 and 110 of the Companies Act, 2013 ("Act")

The following statement sets out all material facts relating to the resolution to be passed as mentioned in the accompanying Notice.

ITEM: APPROVAL FOR CHANGE IN UTILISATION OF FUNDS RAISED THROUGH PREFERENTIAL ISSUE

The Board of Directors in its meeting held on February 5, 2025 and the members of the Company in its Extraordinary General Meeting held on March 5, 2025 approved to raise funds of an amount of ₹ 21,49,98,360 through preferential issue of 9,11,010 equity shares and ₹ 32,20,00,760 through preferential issue 13,64,410 of convertible warrants.

Subsequently, the Board of Directors through its resolution passed on May 29, 2025 approved the allotment of 6,91,500 equity shares and 13,64,410 convertible warrants against which the Company had received an aggregate consideration of ₹ 24,36,94,190.

As on date of issuance of this notice, an amount of ₹ 2,00,00,000/- remains unutilised out of the funds raised. Considering the current business requirements and market conditions, the Board of Directors proposes to revise the objects for utilisation of the said unutilised funds, as set out in the resolution above

The details of the objects of the funds and the unutilized amounts basis the allotment made on May 29, 2025 by the Board of Directors are detailed as follows:

Original Object	Modified Object	Original Allocation (₹) [#]	Modified Amount (₹) [#]	Funds utilized (₹)	Funds unutilized (₹)
Investment as Capital Contribution in Subsidiary "Gretex EZ Properties LLP" for Purchase of Express Zone property	NA	11,00,00,000	NA	11,00,00,000	Nil
Loan Refund	NA	6,50,00,000	NA	6,50,00,000	Nil
Working Capital Requirement	<i>Working Capital Requirement</i>	20,27,94,760	18,27,94,760	4,87,00,000	15,40,94,760*
	<i>Investment in Proposed subsidiary named "Gretex Gem and Jewellery LLP",**</i>	NA	2,00,00,000	-	2,00,00,000
General Corporate Purposes	NA	107400000	Nil	Nil	Nil



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** Includes ₹2,00,00,000 that will be used for modified object*

*** The proposed subsidiary will utilize the amount invested towards working capital requirements of the subsidiary*

Apart from ₹2,00,00,000 towards investment in the subsidiary to be incorporated, the remaining funds unutilized and to be received towards conversion of warrants shall be utilized for the original allocation

The object for balance funds, to be received from warrant holders at the time of conversion of fully convertible warrants remain same as stated in the explanatory statement annexed to the notice of the Extraordinary General Meeting held on March 05, 2025.

The proposed change in utilisation is expected to better align the deployment of funds with the current strategic and operational needs of the Company and ensure optimum use of resources.

The Board confirms that the proposed change in utilisation of funds does not involve any material deviation as defined under Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the same shall be reported appropriately in the Statement of Deviation(s) submitted to the Stock Exchange(s).

None of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the passing of the above resolution as a **Special Resolution**.

By order of the Board of Directors

For Gretex Industries Limited

Sd/-

Neeti Dubey

Company Secretary &

Compliance Officer

Date: 20-11-2025

Place: Kolkata

Registered Office:

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

CIN: L17296WB2009PLC136911