



NOTICE OF 8TH ANNUAL GENERAL MEETING

Notice is hereby given that the 8th Annual General Meeting of the members of **GRETEX INDUSTRIES LIMITED** will be held on Tuesday, 26th September, 2017 at 1.00 p.m., at 90, Phears Lane, 5th Floor, Kolkata – 700 012, West Bengal to transact the following businesses:

ORDINARY BUSINESS

1. To receive consider and adopt the Financial Statements of the Company for the Financial year ended 31st March, 2017 and the Report of the Board of Directors and the Auditors thereon.
2. To consider passing the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Arvind Harlalka (DIN: 00494136), Director who retires by rotation and being eligible, offer himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

3. To ratify the appointment of the Auditors of the Company, and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the allied Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) the appointment of M/s. Gupta Agarwal & Associates, Chartered Accountants (Registration No. 329001E), as the Statutory Auditors of the Company to hold office as such till the conclusion of the 11th AGM be and is hereby ratified to hold office from the conclusion of 8th AGM to the conclusion of the 9th AGM at such remuneration as may be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to the reimbursement of all out-of-pocket expenses in connection with the audit of the financial statements of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

Registered Office:

90, Phears Lane, 5th Floor
Kolkata -700 012
West Bengal

Place: Kolkata
Date: 02.09.2017

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

**Sd/-
Sweta Harlalka
Company Secretary**

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Ordinary Business to be transacted at the Annual General Meeting is annexed hereto.
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 carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
3. The Register of Members and Transfer Books of the Company will remain closed from Wednesday the 20th day of September, 2017 to Tuesday the 26th day of September, 2017 (both days inclusive).
4. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ re-appointment at the AGM as per Item No- 2, of the aforesaid notice, is furnished as Annexure to the Notice. The Directors have furnished consent/declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules there under.
5. 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.
6. The notice is being sent to all members, whose names appear on the Register of Members/ List of Beneficial Owners as on 25th August, 2017.
7. 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.
8. 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.
9. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
10. 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 11.00 A.M to 2.00 P.M up to the date of declaration of the results of postal ballot.
11. 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 Pvt. Ltd., the Company's Registrar and Share Transfer Agents, at their office.

12. Pursuant to SEBI Circular, the Shareholders 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.
13. Members/Proxies are requested to bring their Attendance Slip for attending the meeting and bring their copy of Annual Report in the meeting.
14. 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.
15. For members who have not registered their e-mail address, physical copies of the Notice of the Annual 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 Annual General Meeting and Annual report for 2016-2017 will be available on Company's website www.gretexindustries.com for their download.
16. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the Company electronically.
17. At present the Company's equity shares are listed on the stock exchange at NSE and listing fees for the current financial year 2016-2017 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 current financial year 2016-2017 have been paid to all the aforesaid Depositories.
18. For any assistance or information about shares etc. members may contact the Company.
19. Ms. Nomita Verma, Practicing Company Secretary, (C.P No. 14563) has been appointed as the Scrutinizer for conducting the Postal Ballot Process at the AGM 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 AGM, a consolidated scrutinizer's report of the total votes cast in favor 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.
20. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gretexindustries.com. The same will be communicated to the stock exchanges where the Company shares are listed viz. The National Stock Exchange of India Ltd.

Registered Office:

90, Phears Lane, 5th Floor
Kolkata - 700 012
West Bengal

Place: Kolkata

Date: 02.09.2017

By Order of the Board of Directors

For Gretex Industries Limited

Sd/-

Arvind Harlalka
Managing Director
DIN: 00494136

EXPLANATORY STATEMENT

Additional Information of Directors seeking re-appointment at the 8th Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

(Annexure as referred to Item No. 2 of the Notice)

Name of Director	Mr. Arvind Harlalka DIN: 00494136
Date of Birth	23/11/1975
Date of Appointment on the Board	24/02/2010
Nationality	Indian
Designation	Director
Qualification	B.Com, FCS
Expertise in specific functional areas	Wide experience is Textile, Finance & Service Sector
Present Status of Directorship in this Company	Executive
Shares held in the Company	53,400 shares
Directorship in other Companies	6
Seeking Appointment/re-appointment	Re-Appointment
Rotational Status	Liable to retire by rotation

Registered Office:

90, Phears Lane, 5th Floor
Kolkata - 700 012
West Bengal

By Order of the Board of Directors

For Gretex Industries Limited

Place: Kolkata
Date: 02.09.2017

Sd/-
Arvind Harlalka
Managing Director
DIN: 00494136

GRETEX INDUSTRIES LIMITED
CIN: U17296WB2009PLC136911
Regd. Office: 90, Phears Lane, 5th Floor, Kolkata - 700012

8TH ANNUAL 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 8th Annual General Meeting of the Company being held on Tuesday, 26th September, 2017 at 1.00 p.m., at 90, Phears Lane, 5th Floor, Kolkata - 700 012, West Bengal.

Please (✓) in the box

MEMBER PROXY

Signature of Shareholder / Proxy

**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: U17296WB2009PLC136911

Name of the Company: Gretex Industries Limited

Registered Office: 90, Phears Lane, 5th Floor, Kolkata – 700 012, West Bengal.

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

1. Name: _____
Address:

E-mail Id:
Signature: _____ or failing him/her

2. Name: _____
Address:

E-mail Id:
Signature: _____ or failing him/her

3. 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 8th Annual General Meeting of the Company, to be held on Tuesday, 26th September, 2017 at 1.00 p.m., at 90, Phears Lane, 5th Floor, Kolkata – 700 012, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Description of Resolutions:
1.	To receive consider and adopt the Financial Statements of the Company for the financial year ended 31 st March, 2017 and the Report of the Board of Directors and the Auditors thereon.
2.	To appoint Mr. Arvind Harlalka (DIN: 00494136)
3.	To appoint Statutory Auditors of the Company.

Signed this day of 2017

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