



GRETEX INDUSTRIES LIMITED

Formerly Known As: GRETEX INDUSTRIES PRIVATE LIMITED

Formerly Known As: HERITAGE BARTER PRIVATE LIMITED

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

Phone: 033 4006 9278, Mob: 9830025765

Website: www.gretexindustries.com

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

CIN: L17296WB2009PLC136911

Date: 3rd Day of September, 2018

To
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G-Block
Bandra Kurla Complex
Bandra (East),
Mumbai - 400 051

Scrip Symbol: GRETEX

Sub.: Outcome of the Board Meeting held on today i.e. 3rd Day of September, 2018

Dear Sir/Madam,

This is to inform you that the Board of Directors of the Company at its meeting held today at the Registered Office of the Company which was commenced at 4.00 P.M. and concluded at 5.00 P.M. has:

1. Decided to convene Annual General Meeting of the Company on Saturday, the 29th Day of September, 2018 at 11.30 A.M. at its Registered Office situated at 90, Phears Lane, 5th Floor, Kolkata - 700 012, West Bengal, to transact the businesses set out in the notice of the said meeting.
2. Approved the draft copy of Notice of AGM to be sent to the Shareholders of the Company along with the Explanatory Statements as placed before the board.
3. Decided to close the Registrar of Members and Share transfer books of the company will remain closed from 21.09.2018 to 29.09.2018 (Both days inclusive) for the financial year 2017-2018.

Kindly acknowledge and take on record the same.

Thanking You,
Yours Faithfully
For Gretex Industries Limited

Dipika Singhania



Company Secretary and Compliance Officer
Name: Dipika Singhania

BRANCH : 19B, B.B Ganguly Street, 2nd Floor, Kolkata - 700 012

BRANCH : Lachit Nagar, S. R. B Road, Guwahati, Assam - 781007

FACTORY : Jalan Industrial Complex, Gate No. 2, Jangalpur, District – Domjur, Howrah – 711 141



NOTICE OF 9TH ANNUAL GENERAL MEETING

Notice is hereby given that the 9th Annual General Meeting of the members of **GRETEX INDUSTRIES LIMITED** will be held on Saturday, 29th September, 2018 at 11.30 a.m., at 90, Phears Lane, 5th Floor, Kolkata – 700 012, West Bengal to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2018 and the Report of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS

Item No.-02

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with schedule V to the Act and Rule made thereunder, including any statutory modification thereof, or any other law, recommendation of the Nomination and Remuneration Committee and Audit Committee and subject to approval of shareholders in the ensuing general meeting, the Board hereby approved a monthly remuneration of Rs. 1.00 Lakh (Rupees One Lakh Only) payable to Mr. Arvind Harlalka, Managing Director (DIN-00494136) of the Company with effect from 1/04/2018 for the remaining period of his appointment, unless and otherwise modified and the other terms and conditions as contained in the original agreement dated 29.06.2015 will remain the same."

"RESOLVED FURTHER THAT Mr. Alok Harlalka, Director of the Company be and is hereby authorized to undertake all such acts, deeds, matter and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable the resolution, and to settle any question, difficulty or doubt that may arise and filling of the necessary documents and forms with the Registrar of Companies, West Bengal in this regard."

Registered Office:

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

Place: Kolkata
Date: 03.09.2018

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

**Sd/-
Dipika Singhania
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 Friday the 21st day of September, 2018 to Saturday the 29th day of September, 2018 (both days inclusive).
4. 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 31st August, 2018.
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 2017-2018 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 EMERGE and listing fees for the current financial year 2017-2018 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 2017-2018 have been paid to all the aforesaid Depositories.
18. For any assistance or information about shares etc. members may contact the Company.
19. Ms. Namita Agarwal, 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. Emerge Platform of The National Stock Exchange of India Ltd.

Annexure to the Notice

Explanatory Statement Pursuant of Section 102(1) of the Companies Act, 2013:

Item-02

The Board of Directors at their meeting held on 30th Day of May, 2018 approved increase of remuneration of Mr. Arvind Harlalka, Managing Director of the Company to Rs. 1.00 Lakh/-(Rupee One Lakh Only) per month, subject to the approval of the members of the company and subject to the ceiling as prescribed in Schedule V of the Companies Act, 2013 w.e.f. 1st Day of April, 2018. The other terms and conditions will remain the same as per the original agreement dated 29th Day of June, 2015.

The Board of Directors of your Company recommends the special resolution set out in item no.-2 for your approval.

Except Mr. Arvind Harlalka, Managing Director and his relatives, None of the Directors or Key Managerial Personnel and their relatives are interested in the said resolution.

Registered Office:

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

Place: Kolkata

Date: 03.09.2018

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

**Sd/-
Dipika Singhanian
Company Secretary**

GRETEX INDUSTRIES LIMITED
CIN: L17296WB2009PLC136911
Regd. Office: 90, Phears Lane, 5th Floor, Kolkata – 700012

9th ANNUAL GENERAL MEETING

<i>ATTENDANCE SLIP</i>

(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 9th Annual General Meeting of the Company being held on Saturday, 29th September, 2018 at 11.30 a.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: L17296WB2009PLC136911

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 9th Annual General Meeting of the Company, to be held on Saturday, 29th September, 2018 at 11.30 a.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 consider and adopt the Financial Statements of the Company for the financial year ended 31 st March, 2018 and the Report of the Board of Directors and the Auditors thereon.
2.	To Increase the remuneration of Mr. Arvind Harlalka, Managing Director of the Company.

Signed this day of 2018

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.

Route map of the venue of 9th Annual General Meeting

Gretex Industries Limited

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

