

## **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 1<sup>ST</sup> EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY GRETEX CORPORATE SERVICES LIMITED FOR THE FINANCIAL YEAR 2024-25 WILL BE HELD ON WEDNESDAY, MAY 15, 2024 AT 4:00 P.M. AT THE REGISTERED OFFICE ADDRESS OF THE COMPANY AT A-401, FLOOR 4TH, PLOT FP-616, (PT), NAMAN MIDTOWN, SENAPATI BAPAT MARG, NEAR INDIABULLS, DADAR (W), DELISLE ROAD, DELISLE ROAD, MUMBAI, MAHARASHTRA, INDIA, 400013 TO TRANACT THE FOLLOWING BUSINESSES:**

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### **SPECIAL BUSINESS**

#### **ITEM NO. 1: ISSUE OF EQUITY SHARES AND WARRANTS ON A PREFERENTIAL BASIS BY WAY OF PRIVATE PLACEMENT TO THE PROMOTERS AS WELL AS TO THE PERSON WHO ARE NOT THE SHAREHOLDERS OF THE COMPANY:**

To consider and, if though fit, to pass, the following resolution, as a Special Resolution:

“RESOLVED THAT pursuant to (i) Sections 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, and any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s), or variation(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”), (iii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), (iv) any other rules / regulations / guidelines, if any, prescribed by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”), the stock exchanges where the equity shares of Gretex Corporate Services Limited (the “Company”) are listed (“Stock Exchanges”) and/or any other statutory / regulatory authority (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (v) any statutory amendment(s), modification(s), variation(s) or enactment(s) or re-enactment(s) of the aforementioned statutes/regulations for the time being in force and other applicable procedural laws made under any of the above mentioned statutes/regulations in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (vi) the memorandum and articles of association of the Company, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the board of directors of the Company (the “Board”, which term shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to raise, on the terms and conditions determined by the Board, a total amount of Rs. 45,48,00,000/- (Rupees Forty Five Crores Forty Eight Lakhs only), by way of offer, issue and allotment on a preferential basis, by way of private placement to promoters and the persons who are not the Shareholders of the Company (“Proposed Subscriber”), as follows:

- a) 4,00,000 (Four Lakhs) Equity shares of the company of the face value of Rs. 10/- (Rupees Ten only) each, each fully paid-up ("Equity Shares") for cash consideration on a preferential basis, at a price of Rs. 379/- (Rupees Three hundred and seventy-nine only) per Equity Share (including premium of Rs. 369/- (Rupees Three hundred and sixty-nine only) per Equity Share).
- b) 8,00,000 warrants ("Warrants") of the Company, whereby each Warrant is convertible in to 1 (one) equity share of face value Rs. 10/- (Rupees Ten only) ("Additional Equity Share") at any time within 18 (eighteen) months from the date of allotment of the Warrants as per the ICDR Regulations, for cash consideration on a preferential basis, at a price of Rs. 379/- (Rupees Three hundred and seventy-nine only) per Warrant (including premium of Rs. 369/- (Rupees Three hundred and sixty-nine only)).

The aggregate of the Equity Shares and Warrants to be issued and allotted by the Company and subscribed to by the Proposed Subscribers shall be 9.437% (Nine Point Four Three Seven Percent), on a fully diluted basis as on the date of their allotment. in accordance with the terms and conditions as may be approved by the Board, in accordance with the ICDR Regulations (as amended from time to time) and other applicable laws. The proposed issuance of Equity Shares and Warrants to the Proposed Subscriber shall be hereinafter referred to as the "**Proposed Investment**".

**RESOLVED FURTHER THAT**, the "Relevant Date" for the determination of the issue price for the Equity Shares and the Warrants (including the Additional Equity Shares) as per Regulation 161 of the ICDR Regulations is Tuesday, April 16, 2024, being 30 (thirty) days prior to the date of ensuing Extra-Ordinary General Meeting proposed to be held on Wednesday, May 15, 2024. The floor price as determined in terms of Regulation 164(1) of the ICDR Regulations for the issuance of the Equity Shares is Rs. 379/- (Rupees Three Hundred Seventy Nine Only);

**RESOLVED FURTHER THAT**, without prejudice to the generality of the above resolutions, the Equity Shares shall be subject to the terms and conditions as prescribed under the applicable laws, including but not limited to the following: (a) the Equity Shares to be offered, issued and allotted shall be subject to the provisions of the Act and the ICDR Regulations; (b) 100% of the consideration for the Equity Shares shall be received from the Proposed Subscriber on or before the date of allotment thereof; (c) the consideration for allotment of Equity Shares shall be received from the bank account of the Proposed Subscriber; (d) the Equity Shares shall be subject to the applicable laws as well as the memorandum of association and articles of the association of the Company and shall rank pari passu in all respects with the existing fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company including with respect to entitlement to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company; (e) the Equity Shares to be allotted to the Proposed Subscribers shall be under lock-in as prescribed under the applicable provisions of the ICDR Regulations; (f) the Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing of the special resolution. Notwithstanding the foregoing, if the allotment of the Equity Shares is subject to the receipt of any approval from any regulatory/statutory authority for such allotment including the in-principle approval of the Stock Exchanges, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval; (g) the Company shall procure the listing and trading approvals for the Equity Shares to be allotted to the Proposed Subscriber from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations; and (h) the allotment of Equity Shares shall be made in dematerialized form.

**RESOLVED FURTHER THAT**, without prejudice to the generality of the above resolutions, the issue and allotment of the Warrants to the Proposed Subscriber shall be on the following terms and conditions as prescribed under applicable laws:

- (a) the Warrants to be offered, issued and allotted shall be subject to the provisions of the Act and the ICDR Regulations;
- (b) the Proposed Subscriber shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten only) each within 15 (fifteen) days of such notice;
- (c) the Warrants and the Additional Equity Shares shall be subject to the applicable laws as well as the memorandum of association and articles of the association of the Company and the Additional Equity Shares when issued shall rank *pari passu* in all respects with the existing fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company including with respect to entitlement to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.
- (d) an amount equivalent to 25% (twenty-five percent) of the price of each Warrant, calculated as of the “Relevant Date” shall be payable for such Warrant on or before the date of allotment of such Warrant (the “**Upfront Warrant Payment**”) and the balance 75% (seventy-five percent) of the price of each Warrant shall be paid on the exercise of the Warrant(s) by the Proposed Subscriber;
- (e) in the event that the Proposed Subscriber does not exercise the Warrants within a period of 18 (eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the Upfront Warrant Payment paid by the Proposed Subscriber on such Warrants shall stand forfeited by the Company, and the Company shall have no liability or obligations to allot any Additional Equity Shares to the Proposed Subscriber which corresponds to the unexercised Warrant or to return any part of the Upfront Warrant Payment;
- (f) the consideration for the issuance and allotment of the Warrants and the Additional Equity Shares shall be received from the bank account of the Proposed Subscribers;
- (g) 100% of the consideration for the Additional Equity Shares shall be received from the Proposed Subscribers, on or before the date of allotment thereof;
- (h) upon exercise of the Warrants by the Proposed Subscriber, the Company shall issue and allot appropriate number of Additional Equity Shares and perform all such actions as are required to give effect to such issuance and allotment, including but not limited to delivering to the Proposed Subscriber, the evidence of the credit of such equity shares to the Proposed Subscriber’s demat account and entering the name of the Proposed Subscriber in the records of the Company as the registered owner of such Additional Equity Shares. The amount paid against the allotment of the Warrants shall be adjusted/set-off against the balance consideration payable for the Additional Equity Shares issued on exercise of the Warrants by the Proposed Subscribers;
- (i) the price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as per applicable law from time to time;
- (j) the Warrants by themselves, until exercise of the conversion option and allotment of Additional Equity Shares, do not give the Proposed Subscribers any rights akin to that of shareholder(s) of the Company including any voting rights;

(k) the Warrants shall be allotted within a period of 15 (fifteen) days from the date of passing of the special resolution. Notwithstanding the foregoing, if the allotment of the Warrants is subject to the receipt of any approval from any regulatory/statutory authority for such allotment including the in-principle approval of the Stock Exchanges, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval;

(l) the Company shall procure the listing and trading approvals for the Additional Equity Shares to be issued and allotted upon exercise of the Warrants from the Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations;

(m) the allotment of the Additional Equity Shares shall be subject to the provisions of the memorandum and articles of association of the Company and shall rank *pari-passu* in all respects with the existing fully paid-up equity shares of the Company of face value Rs. 10/- (Rupees Ten only) including dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company;

(n) the Warrants and the Additional Equity Shares shall be locked-in as prescribed under the ICDR Regulations from time to time; and

(o) the allotment of the Warrants and the Additional Equity Shares shall be made in dematerialized form.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to make an offer to the Proposed Subscriber through the issuance of private placement offer letters in Form PAS – 4 as prescribed under the Act after passing of this resolution with a stipulation that the allotment would be made only upon receipt of requisite approvals including the in-principle approval from the Bombay Stock Exchange Limited (i.e., the BSE Limited) receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** the members do and hereby take note of the Certificate issued by practising as per Regulation 163(2) of the ICDR Regulations, certifying that the Proposed Investment is being made in accordance with the ICDR Regulations.

**RESOLVED FURTHER THAT** the members do and hereby take note of the Valuation Report dated April 17, 2024 issued by RV Amol Chandrakant Bongale with Registration No. **IBBI/RV/03/2020/12847**, as per Regulation 166A(1) of the ICDR Regulations and the members do hereby note that pursuant to the said valuation report, the fair value of each Equity Share is Rs. 379/- (Rupees Three Hundred Seventy Nine only) and each Warrant is Rs. 379/- (Rupees Three Hundred Seventy Nine only).

**RESOLVED FURTHER THAT** subject to the provisions of the ICDR Regulations and other applicable laws, the Board be and is hereby authorised to decide and approve the terms and conditions of the issuance of the Equity Shares, the Warrants and the Additional Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may, in its sole and absolute discretion, deem fit and expedient.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution and for the purpose of the issuance and allotment of the Equity Shares, Warrants and Additional Equity Shares and the listing of the Equity Shares and the Additional Equity Shares on Stock Exchange(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its sole discretion consider necessary, desirable or expedient including making application to the Stock Exchanges for obtaining in-principle approval, listing and trading approvals, filing of requisite documents/making declarations with the MCA, SEBI or any other statutory authority or Stock Exchanges and any other deed, document, declaration as

may be required under the applicable laws, and to resolve and settle any questions and difficulties that may arise in the proposed issuance, offer and allotment of the Equity Shares, Warrants and Additional Equity Shares, the utilization of proceeds and signing of all deeds and documents, as may be required, without being required to seek any further consent or approval of the members.

**RESOLVED FURTHER THAT**, any one of the Directors of the Company and the Company Secretary be and are hereby severally authorized to send the necessary intimations to the Stock Exchanges in relation to this resolution, as may be required under the Listing Regulations, to make necessary filings with the Registrar of Companies, the Stock Exchanges and regulatory authorities, to execute any deeds and documents for an on behalf of the Company and represent the Company before any governmental authorities and to appoint other professional advisors, consultants and legal advisors to give effect to this resolution, and to do all such acts, deeds and things incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds, matters and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities or Stock Exchanges and to appoint any merchant bankers or other professional advisors, consultants and legal advisors, to give effect to the aforesaid resolution.”

**REGISTERED OFFICE:**

A-401, Floor  
4th, Plot FP-  
616, (PT),  
Naman Midtown, Senapati Bapat  
Marg, Near Indiabulls, Dadar (w),  
Delisle Road, Mumbai- 400013,  
Maharashtra, India **Place:** Mumbai  
**Date:** April 17, 2024

By Order of the Board of Directors  
**For Gretex Corporate Services Limited**

**Sd/**  
**Nishthi Dharmani**  
**Company Secretary**

**Notes:**

1. An Explanatory Statement under Section 102 of the Companies Act, 2013 (“Act”) relating to Item Nos. 1 to 3 as mentioned above is annexed hereto as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).
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. Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Extra Ordinary General Meeting.
4. 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.gretexcorporate.com](http://www.gretexcorporate.com). The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com)
5. Corporate Members: Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extra Ordinary General Meeting.
6. 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.
7. 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.
8. The notice is being sent to all members, whose names appear on the Register of Members / List of Beneficial Owners as on \_ April 19, 2024.
9. 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@gretexgroup.com](mailto:info@gretexgroup.com) quoting full details of Folio No. / DP, Client ID and name of first / sole holder.
10. 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.
11. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EOGM. Members seeking to inspect such documents can send an email to [info@gretexgroup.com](mailto:info@gretexgroup.com).
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.
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 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.gretexcorporate.com](http://www.gretexcorporate.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 SME Platform of BSE Limited and listing fees for the financial year 2023-2024 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- INE199P01028. The custodian fees for the financial year 2023-2024 have been paid to all the aforesaid Depositories.
18. For any assistance or information about shares etc. members may contact the Company.
19. ***Namita Agarwala & Co. Practicing Company Secretary, (COP No.:14562)*** has been appointed as the Scrutinizer for Scrutinizing the remote e-voting, the e-voting process at the EGM and the Postal Ballot Process at the EGM in a fair and transparent manner
20. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gretexcorporate.com](http://www.gretexcorporate.com) . The same will be communicated to the stock exchanges where the Company shares are listed viz. SME Platform of BSE Limited.
21. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 8<sup>th</sup> May,2024 A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to vote.
22. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will not later than 48 hours of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairperson or any other person as authorized by the Chairperson. The results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company <https://gretexcorporate.com> and on the website of the Company's Registrar and Transfer Agent Bigshare Services Pvt. Ltd at <https://ivote.bigshareonline.com>. The results shall simultaneously be communicated to the Stock Exchanges.
23. The details pursuant to the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of the Secretarial Standard -2 are annexed to this Notice.
24. The details pursuant to the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of the Secretarial Standard -2 are annexed to this Notice.

25. Members seeking any information with regard to any matter to be placed at the EGM are requested to write to the Company through email on info@gretexgroup.com. The same will be replied by the Company suitably.
26. The Company has appointed **Namita Agarwala & Co. Practicing Company Secretary, (COP No.:14562)** Practicing Company Secretaries, as the Scrutinizer for scrutinizing the Remote e-voting and the e-voting process at the EGM in a fair and transparent manner and she has communicated his willingness to be appointed as such and will be available for the same.
27. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
28. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 8<sup>th</sup> May, 2024 A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to vote.
29. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will not later than 48 hours of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairperson or any other person as authorized by the Chairperson. The results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company [www.gretexcorporate.com](http://www.gretexcorporate.com) and on the website of the Company's Registrar and Transfer Agent Bigshare Services Pvt. Ltd at <https://ivote.bigshareonline.com>. The results shall simultaneously be communicated to the Stock Exchange.

#### **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The voting period begins on 11<sup>th</sup> May, 2024 and 10.00 AM and ends on 14<sup>th</sup> May, 2024 and 5.00 AM 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 8<sup>th</sup> May, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. 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.
- iv. 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.
- v. 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.

vi. 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.

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 <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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 <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> 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. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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 <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 name or e-Voting service</li> </ol>

	<p>provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></b>	<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.

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**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:**

- 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.
- 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:**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS: ANNEXURE TO NOTICE - STATEMENT U/S 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD – 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AS APPROVED BY CENTRAL GOVERNMENT ON GENERAL MEETINGS (SS-2)**

The following statement contains all material facts relating to the Special Business, as set out in this Notice.

**Item No 1** The Equity Shares (defined below) of Gretex Corporate Services Limited (the “Company”) are proposed to be issued to Talent investment Company private Limited, a member of the Promoter Group of the Company (the “Proposed Subscriber”) and to other allottees belonging to Non-promoter category, by way of a preferential issuance through private placement in accordance with the provisions of Section 62 read with Section 23 and 42 of the Companies Act, 2013 (the “Companies Act”), the Companies (Share Capital and Debentures) Rules, 2014 (the “Share Capital Rules”), the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the “PAS Rules”) and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”).

The issuance and allotment of the Equity Shares to the Proposed Subscriber, aggregating to 9.437% (Nine Point Four Three Seven Percent) of the total and paid up share capital of the Company, on a fully diluted basis, in accordance with the terms and conditions as may be approved by the board of directors of the Company (the “Board”) in accordance with the Companies Act, the ICDR Regulations and other applicable laws, shall hereinafter be referred to as the “Proposed Investment”.

1. Disclosures required to be made in terms of Rule 13 of the Share Capital Rules are given below:

Sr. No.	Requirement	Disclosure
1.	Objects of the issue	<p>The purpose and objective of the fund raise being undertaken by way of the Proposed Investment is as follows:</p> <p>To meet the Company's capital needs for general corporate requirements.</p>
2.	The total number of shares and other securities to be issued	<p><b>Equity Shares:</b> 4,00,000 (Four Lakhs) equity shares face value of Rs. 10/- (Rupees Two only) each of the Company, each fully paid-up for cash, at an issue price of Rs. 379/- (Rupees Three Hundred Seventy Nine only) (including premium of Rs. 369/- (Rupees Three Hundred and Sixty Nine only) per equity share, in accordance with the relevant provisions of Chapter V of the ICDR Regulations, to the Proposed Subscriber (the “Equity Shares”).</p> <p><b>Warrants:</b> 8,00,00,000 (One Crore Fifty-Three Lacs) warrants carrying a right to exercise, get issued and allotted 1 (one) equity share of face value of Rs. 10/- (Rupees Ten only) each of the Company for each such warrant, and each such equity share being fully paid-up for cash at a price of Rs. 379/- (Rupees Three Hundred Seventy Nine Only) (including premium of Rs. 369/- (Rupees Three Hundred Sixty Nine only) per such equity share, in accordance with the relevant provisions of Chapter V of the ICDR Regulations, to the Proposed Subscriber (the “Warrants”) The Equity Shares and the Warrants will aggregate to 9.437% (Nine Point Four Three Seven Percent) of the total and paid up share capital of the Company, on a fully diluted basis, on the date of their allotment.</p>
3.	The price or price band at/within which the allotment is proposed	<b>Equity Shares:</b> Each Equity Share is of a face value of Rs. 10/- (Rupees Ten only) each and is proposed to be issued at a premium of Rs. 369/- (Rupees Three Hundred and Sixty Nine only) per such Equity Share.

		<b>(b) Warrants:</b> Each Warrant is proposed to be issued at price of Rs. 379/- (Rupees Three Hundred Seventy Nine only). Each Warrant is convertible into 1 (one) equity share of the Company of face value of Rs 10/- (Rupees Two only) at a premium of Rs. 369/- (Rupees Three Hundred Sixty Nine only) (each such equity share to be issued on conversion of the Warrants, an “Additional Equity Share”).				
4.	Basis on which the price has been arrived at along with report of the Registered Valuer	<p>Since the equity shares of the Company are frequently traded shares, the price at which each Equity Share and each Warrant is proposed to be issued is in accordance with the provisions of the ICDR Regulations and is higher than the prices computed in terms of the following:</p> <p>(a) in terms of Regulation 164(1) of the ICDR Regulations, the price calculated as the higher of the 90 trading days' volume weighted average price and the 10 trading days' volume weighted average price, of the equity shares of the Company, preceding the “Relevant Date” (see below), on the Bombay Stock Exchange is Rs. 371.59 (Rupees Three Hundred seventy one point Five Nine only);</p> <p>(b) in terms of Regulation 166A(1) of the ICDR Regulations, since the Proposed Transaction results in allotment of more than 5% of the post issue fully diluted equity shares of the Company to one subscriber, a valuation report dated February 21, 2023 has been obtained from CA RV Amol Chandrakant Bongale with Registration No. <b>IBBI/RV/03/2020/12847</b>, setting out the fair valuation of the Equity Shares and Warrants (the “Valuation Report”). As per the Valuation Report, the price per Equity Share is Rs. 379/- (Rupees Three Hundred Seventy Nine only) and each Warrant is Rs. 379/- (Rupees Three Hundred Seventy Nine only), as on the “Cut-off Date” (see below).</p>				
5.	Relevant date with reference to which the price has been arrived at	<p>The “Relevant Date” for the purposes of computation of the price in terms of Regulation 164(1) of the ICDR Regulations is April 16, 2024 (i.e., a date that is 30 days prior to the date of the Extra-Ordinary General Meeting of the Company (scheduled to be held on May 15, 2024).</p> <p>The “Cut-off-Date” in terms of the Valuation Report, basis which the price of the Equity Shares has been determined is April 16, 2024</p>				
6.	The class or classes of persons to whom the allotment is proposed to be made	The issuance and allotment of the Equity Shares is proposed to be made to the Proposed Subscribers. The Proposed Subscribers are from (i) member of the Promoter Group who is also shareholder of the Company (ii) non-promoter group of the Company who currently does not hold any equity shares of the Company.				
7.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	One of the Proposed Subscriber is a member of the Promoter Group of the Company and others are belonging to non-promoters category and also who currently do not hold any equity shares of the Company. None of the Promoters of the Company or other members of the Promoter Group of the Company or the directors of the Company or the key managerial personnel of the Company propose to subscribe to the Equity Shares or the Warrants.				
8.	The proposed time within which the allotment shall be completed	The allotment of Equity Shares and Warrants will be completed within a period of 15 (fifteen) days from the date of passing of this resolution by the members of the Company. Provided that where the allotment is subject to receipt of any approval for such allotment from any regulatory/statutory authority including in-principle approval from the BSE Limited in relation to the Proposed Investment, the allotment will be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval(s).				
	The names of the proposed allottees and the percentage of post preferential offer	<table border="1"> <thead> <tr> <th>Proposed</th> <th>Particulars</th> <th>Pre-Issue</th> <th>Post-Issue</th> </tr> </thead> </table>	Proposed	Particulars	Pre-Issue	Post-Issue
Proposed	Particulars	Pre-Issue	Post-Issue			

9.	capital that may be held by them	Subscriber		Post allotment of Equity shares		Post conversion of Warrants	
				No.	%	No.	%
	Saroj Gupta	Equity Shares	Nil	Nil	1,50,000	1.18	-
	Rajan Gupta	Equity Shares	Nil	Nil	1,50,000	1.18	-
	Varsha Poddar	Equity Shares	Nil	Nil	50,000	0.39	-
	Pravin Poddar	Equity Shares	Nil	Nil	50,000	0.39	-
	Sandeep Kumar Agarwal	Warrants	Nil	Nil	-	-	2,00,000
	Talent Investment Company Private Limited	Equity Shares	14,38,560	12.49	-	-	Nil
	Talent Investment Company Private Limited	Warrants	Nil	Nil	-	-	6,00,000
	<p><i><sup>^The shareholding of the Proposed Subscriber post exercise of Warrants as shown is calculated assuming full exercise of the Warrants and consequent allotment of Equity Shares to the Proposed Subscriber and assuming no increase or decrease in total share capital of the Company has occurred in the interim of the subscription to the Warrants and their conversion into Equity Shares.</sup></i></p>						
9.	The change in control, if any, in the company that would occur consequent to the preferential offer	There will be no change in the control of the Company, as a result of the Proposed Investment.					
10.	The number of persons to whom allotment on a preferential basis has already been made during the year, in terms of number of securities as well as price	The Company has not made any allotment of any securities on a preferential basis in the financial years 2022-2023 and 2023-2024 (till date).					
	The justification for the allotment proposed to be made for consideration other than cash together with	Not applicable since the issuance and allotment of the Equity Shares is being made for cash.					

11.	valuation report of the registered valuer	
12.	The pre issue and post issue shareholding pattern of the company	Please see Annexure A.

2. Please see below the disclosures required to be made in terms of Rule 14 of the PAS Rules:

1.	Particulars of the offer including date of passing of Board resolution	Please see line item 2 of Paragraph 2 above. The date of passing of the resolution of the Board approving the issuance of the Equity Shares and the Warrants is Apr17, 2024
2.	Kinds of securities offered and the price at which security is being offered	Please see line items 2 of Paragraph 3 above.
3.	Reasons or justification for the price (including premium, if any) at which the offer or invitation is being made	Please see line items 3 and 4 of Paragraph 2 above.
4.	Name and address of valuers who performed Valuation	The price computation in terms of Regulation 164(1) of the ICDR Regulations, and The valuation report in terms of Regulation 166A(1) of the ICDR Regulations has been prepared by RV Amol Chandrakant Bongale with Registration No. <b>IBBI/RV/03/2020/12847</b> .
5.	Amount which the company intends to raise by way of such securities	<p>The aggregate amount intended to be raised pursuant to the Proposed Investment is Rs. 45,48,00,000/- (Rupees Forty Five Crores Forty Eight Lakhs only), in the following manner:</p> <p>Equity Shares: the consideration payable for the Equity Shares proposed to be issued to the Proposed Subscriber is Rs. 15,16,00,000/- (Rupees Fifteen Crores and Sixteen Lakhs only); and Rs. 30,32,00,000/-</p> <p>Warrants: the consideration payable for the Warrants proposed to be issued to the Proposed Subscriber is Rs. 30,32,00,000/- (Rupees Thirty Crores and Thirty-Two Lakhs Only)</p>
8.	Material terms of raising such securities	Equity Shares: The Equity Shares shall be pari passu in all respects with the existing fully paid-up equity shares of face value of Rs 10/- (Rupees Ten only) each of the Company including with respect to entitlement to dividend, voting

		<p>powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.</p> <p><b>Warrants:</b></p> <ol style="list-style-type: none"> <li>1. Each Warrant is convertible into 1 (one) equity share of face value Rs. 10/- (Rupees Ten only) (“Additional Equity Share”), in one or more tranches, within a period of 18 (eighteen) months from the date of allotment of the Warrants as per the ICDR Regulations by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised.</li> <li>2. The Warrants by themselves, until exercise of the conversion option and allotment of Additional Equity Shares, do not give the Proposed Subscriber any rights akin to that of shareholder(s) of the Company including voting rights.</li> <li>3. An amount equivalent to 25% (twenty-five percent) of the price of each Warrant, calculated as of the “Relevant Date” shall be payable for such Warrant on or before the date of allotment of such Warrant (the “Upfront Warrant Payment”) and the balance 75% (seventy-five percent) of the price of each Warrant shall be paid on the exercise of the Warrant(s).</li> <li>4. In the event that the Proposed Subscriber does not exercise the Warrants within a period of 18 (eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the Upfront Warrant Payment on such Warrants shall stand forfeited by the Company, and the Company shall have no liability or obligations to allot any Additional Equity Shares to the Proposed Subscriber which corresponds to the unexercised Warrant or to return any part of the Upfront Warrant Payment.</li> </ol> <p><b>Additional Equity Shares:</b> The Additional Equity Shares when</p>
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		issued shall be pari passu in all respects with the existing fully paid-up equity shares of face value of Rs. 10/- (Rupees Two only) each of the Company including with respect to entitlement to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.
9.	Proposed time schedule	<p>As required under the ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 (fifteen) days from the date of passing of the resolution at this Extra Ordinary General Meeting of the Company. Provided that where the allotment is subject to receipt of any approval for such allotment from any regulatory/ statutory authority including in-principle approval from Stock Exchanges for the Proposed Investment, the allotment will be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval(s).</p> <p>In accordance with applicable law, the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of their issue and allotment; and if the option to be issued Additional Equity Shares by converting the Warrants is not exercised in accordance with its terms during such tenure, then the Warrants shall lapse and the consideration paid in respect of such Warrants shall stand forfeited, and the Proposed Subscriber shall have no claim in respect of such consideration.</p>
10.	Purposes or objects of offer	Please see line item 1 of Paragraph 2 above.
11.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	One of the Proposed Subscriber is a member of the Promoter Group of the Company. The said Proposed Subscriber is subscribing to the Warrants for an aggregate cash consideration of Rs 22,74,00,000/- (Rupees Twenty Two Crores Seventy Four Lakhs Lakhs only). No Promoter of the Company or other member of the Promoter Group of the Company is making any contribution either as part of the Proposed

		Investment or separately in furtherance of the objects of the Proposed Investment. The directors of the Company are not making any contribution either as part of the Proposed Investment or separately in furtherance of the objects of the Proposed Investment. of the Proposed Investment. No Promoter of the Company or other member of the Promoter Group of the Company is making any contribution either as part of the Proposed Investment or separately in furtherance of the objects of the Proposed Investment.
	Principal terms of assets charged as securities:	Not Applicable

Disclosures required to be made in terms of Regulation 163(1) of the ICDR Regulations are given below:

S. No.	Requirement	Disclosure
1.	Objects of the issue	Please see line item 1 of Paragraph 2 above.
2.	Maximum number of specified securities to be issued	Please see line item 2 of Paragraph 2 above.
3.	Intent of the promoters, director or key managerial personnel of the issuer to subscribe to the offer	Please see line item 7 of Paragraph 2 above.
4.	Shareholding pattern of the issuer before and after the preferential issue	Please see <b>Annexure A</b> .
5.	Time frame within which the preferential issue will be completed	Please see line item 8 of Paragraph 2 above.
6.	The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees	<p>100% of the equity share capital/ voting share capital of the Subscriber (i.e., Talent Investment Co. Pvt. Ltd. is from Promoter group of the Company) is held by: (a) Novelty Financials holding; (b) Jagdamba Financials and (c) Anita Harlalka ((a), (b)and (c) together,</p> <p>(a) Novelty Financials, a partnership firm; holding 49.974% % of the total share capital of the Company. Partners : Anita Harlalka; Pooja Harlalka</p> <p>(b) Jagdamba Financials, a partnership firm holding 49.974% % of the total share capital of the Company; and Partners : Rajkumari Harlalka and Sashi Harlalka</p> <p>(c) Anita Harlalka holding 0.052% % of the total share capital of the Company;</p>

7.	The percentage of post preferential issue capital that may be held by the allottee(s) and the change in control, if any, in the issuer consequent to the preferential issue.	Please see line items 9 and 10 of Paragraph 2 above.																																																																												
8.	The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter	<table border="1"> <thead> <tr> <th rowspan="2">Proposed Subscriber</th> <th rowspan="2">Particulars</th> <th colspan="2">Pre-Issue</th> <th colspan="4">Post-Issue</th> </tr> <tr> <th>No.</th> <th>%</th> <th>No.</th> <th>%</th> <th>No.</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Saroj Gupta</td> <td>Equity Shares</td> <td>Nil</td> <td>Nil</td> <td>1,50,000</td> <td>1.18</td> <td>-</td> <td>-</td> </tr> <tr> <td>Rajan Gupta</td> <td>Equity Shares</td> <td>Nil</td> <td>Nil</td> <td>1,50,000</td> <td>1.18</td> <td>-</td> <td>-</td> </tr> <tr> <td>Varsha Poddar</td> <td>Equity Shares</td> <td>Nil</td> <td>Nil</td> <td>50,000</td> <td>0.39</td> <td>-</td> <td>-</td> </tr> <tr> <td>Pravin Poddar</td> <td>Equity Shares</td> <td>Nil</td> <td>Nil</td> <td>50,000</td> <td>0.39</td> <td>-</td> <td>-</td> </tr> <tr> <td>Sandeep Kumar Agarwal</td> <td>Warrants</td> <td>Nil</td> <td>Nil</td> <td>-</td> <td>-</td> <td>2,00,000</td> <td>1.57</td> </tr> <tr> <td>Talent Investment Company Private Limited</td> <td>Equity Shares</td> <td>14,38,560</td> <td>12.49</td> <td>-</td> <td>-</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>Talent Investment Company Private Limited</td> <td>Warrants</td> <td>Nil</td> <td>Nil</td> <td>-</td> <td>-</td> <td>6,00,000</td> <td>4.72</td> </tr> </tbody> </table>	Proposed Subscriber	Particulars	Pre-Issue		Post-Issue				No.	%	No.	%	No.	%	Saroj Gupta	Equity Shares	Nil	Nil	1,50,000	1.18	-	-	Rajan Gupta	Equity Shares	Nil	Nil	1,50,000	1.18	-	-	Varsha Poddar	Equity Shares	Nil	Nil	50,000	0.39	-	-	Pravin Poddar	Equity Shares	Nil	Nil	50,000	0.39	-	-	Sandeep Kumar Agarwal	Warrants	Nil	Nil	-	-	2,00,000	1.57	Talent Investment Company Private Limited	Equity Shares	14,38,560	12.49	-	-	Nil	Nil	Talent Investment Company Private Limited	Warrants	Nil	Nil	-	-	6,00,000	4.72						
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- Neither the Company nor the name of any Promoter of the Company nor the name of any member of the Promoter Group of the Company appears in the list of willful defaulters categorized by any bank or financial institution or consortium thereof, and therefore, the Company is not required to submit the disclosures under Schedule VI of the ICDR Regulations.
- The Warrants are proposed to be issued to the Proposed Subscriber on the terms approved by the Board and are convertible into the Additional Equity Shares i.e., equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company, and each such equity share to be issued at a premium of Rs. 369/- (Rupees Three Hundred Sixty Nine only) each.

7. An amount equivalent to 25% (twenty-five percent) of the price of each Warrant, calculated as of the “Relevant Date”, shall be payable for such Warrant on or before the date of allotment of such Warrant and the balance 75% (seventy-five percent) of the price of each Warrant shall be paid at the time of exercise of the Warrants.

8. The Proposed Subscriber shall be entitled to exercise the Warrants in 1 (one) or more tranches, prior to the expiry of 18 (eighteen) months from the date of allotment of the Warrants. If the Warrants are not exercised within such 18 (eighteen) month timeline, the Warrants shall lapse, and the amount paid by the Proposed Subscriber shall stand forfeited by the Company and the Company shall have no liability or obligations to allot any Additional Equity Shares which correspond to the unexercised Warrants or return any part of the Upfront Warrant Payment.

9. **Lock-in Period:** The Equity Shares, the Warrants and the Additional Equity Shares shall be subject to ‘lock-in’ as prescribed under the applicable provisions of the ICDR Regulations.

10. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the Listing Agreement with the stock exchange(s) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

11. The Company has obtained the Permanent Account Numbers of the Proposed Subscriber, i.e., the proposed allottee to whom the Equity Shares and the Warrants are proposed to be allotted.

12. The Company shall make an application to the Stock Exchanges for seeking their in-principle approval for the Proposed Investment.

13. No Promoter of the Company or member of the Promoter Group of the Company including the Proposed Subscribers has sold any equity shares of the Company during the 90 (ninety) trading days period before the “Relevant Date” (i.e., April 16, 2024, being a date that is 30 days prior to the date of this Extra-Ordinary General Meeting of the Company (scheduled to be held on May 15, 2024).

No Promoter of the Company or member of the Promoter Group of the Company has subscribed to warrants of the Company previously and has failed to exercise them and therefore the Promoters of the Company and the members of the Promoter/Promoter Group of the Company are not ineligible to be issued ‘specified securities’ on a preferential basis in terms of Regulation 159(2) of the ICDR Regulations.

15. The Proposed Subscriber is not a ‘qualified institutional buyer’.

**Undertakings:**

(a) None of the Promoters of the Company or the members of the Promoter Group of the Company or directors of the Company or proposed allottees are a fugitive economic offender or a wilful defaulter or a fraudulent borrower.

(b) The Company shall re-compute the price of the relevant securities to be allotted under this preferential allotment in terms of the provisions of ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the ICDR Regulations.

(c) As the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) and Regulation 167(5) of ICDR Regulations governing re-computation of price shall not be applicable.

(d) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the relevant securities to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the Proposed Subscriber.

(e) The Company does not have any outstanding dues to SEBI, the stock exchanges or the depositories.

17. In terms of the Act and the ICDR Regulations, approval of the members of the Company is being sought by way of a Special Resolution for the issuance of Equity Shares and Warrants, on a preferential basis by way of a private placement.

18. The valuation report obtained in terms of Regulation 166A(1) of the ICDR Regulations issued by RV Amol Chandrakant Bongale with Registration No. **IBBI/RV/03/2020/12847** is available to the members of the Company for inspection electronically from the date of circulation of this notice up to the date of the Extra-Ordinary General Meeting. The same is available on the website of the Company at the following link: [https://gretexcorporate.com/investors/notice-for-shareholders/Valuation\\_Report\\_ICDR\\_166A.pdf](https://gretexcorporate.com/investors/notice-for-shareholders/Valuation_Report_ICDR_166A.pdf).

19. The Company has obtained a certificate dated February 22, 2023 issued Practicing Company Secretaries, certifying that the Proposed Investment is being made in accordance with the ICDR Regulations, as required under Regulation 163(2) of the ICDR Regulations. This certificate available to the members of the Company for inspection electronically from the date of circulation of this notice up to the date of the Extra-Ordinary General Meeting. The same is available on the website of the Company at the following link: [https://gretexcorporate.com/investors/notice-for-shareholders/PCS\\_Certificate\\_ICDR\\_1.pdf](https://gretexcorporate.com/investors/notice-for-shareholders/PCS_Certificate_ICDR_1.pdf)

20. Pursuant to the Proposed Investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

21. The Board hereby recommends the resolution, as set forth in Item No. 1 of this Notice, for approval by the members of the Company by way of a “Special Resolution”.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Alok Harlaka, Mr. Arvind Harlaka and Mr. Sumeet Harlaka are concerned or interested in this resolution.

## ANNEXURE TO THE NOTICE

### GRETEX CORPORATE SERVICES LIMITED

CIN: L74999MH2008PLC288128

**Registered Office:** A-401, Floor 4<sup>th</sup>, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg,  
Near Indiabulls, Dadar (w), Delisle Road, Mumbai- 400013, Maharashtra, India  
Phone No.- 02269308500

### 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/Authorised Signatory in full: \_\_\_\_\_

I / we hereby record my / our presence at the Extra Ordinary General Meeting of the Company being held on day, May, 15th 2024 at 4:00 p.m., at A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls, Dadar (w), Delisle Road, Mumbai- 400013, Maharashtra, India

Please (✓) in the box

MEMBER  PROXY  /AUTORISED SIGNATORY

Signature of Shareholder / Proxy/Authorised Signatory

**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:** L74999MH2008PLC288128

**Name of the Company:** Gretex Corporate Services Limited

**Registered Office:** A-401, Floor 4<sup>th</sup>, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls, Dadar (w), Delisle Road, Mumbai- 400013, Maharashtra, India, Phone No. - 02269308500

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

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 Extra Ordinary General Meeting of the Company, to be held on day of May 15th, 2024 at 4:00 p.m., at A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls, Dadar (w), Delisle Road, Mumbai- 400013, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Description of Resolutions:
1.	Issue Of Equity Shares And Warrants On A Preferential Basis By Way Of Private Placement To The Promoters As Well As To The Person Who Are Not The Shareholders Of The Company

Signed this ..... day of .....2024

Signature of shareholder(s) Signature of

Proxy holder/Authorized Signatory(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 initiate.

Affix  
Revenue  
Stamp

**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]**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
<b>1</b>	<b>Name and Registered Address of the Sole / First named Shareholders</b>	
<b>2</b>	<b>Name(s) of the Joint Holder(s), (if any)</b>	
<b>3</b>	<b>Registered Folio Number / DP ID No.*</b> *(Applicable to Investors holding shares in dematerialized Form)	
<b>4</b>	<b>Number of Share(s) held</b>	
I / We hereby exercise my / our votes in respect of the Resolutions set out in the Notice dated 17 <sup>th</sup> April, 2024 as set out below to be passed by the means of Ballot 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 ballot invalid).		

<b>Sr. No.</b>	<b>Description</b>	<b>Type of Resolution</b>	<b>No. of Shares</b>	<b>(FOR) I / We assent to the Resolution</b>	<b>(AGAINST) I / We dissent to the Resolution</b>
1.	Issue Of Equity Shares And Warrants On A Preferential Basis By Way Of Private Placement To The Promoters As Well As To The Person Who Are Not The Shareholders Of The Company	Special			

**Place:**

**Date:**

(Signature of shareholder/Proxy/Authorised Signatory)



## ROUTE MAP OF THE VENUE OF EXTRA ORDINARY GENERAL MEETING OF GRETEXCORPORATE SERVICES LIMITED

**Address:** A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls, Dadar(w), Delisle Road, Mumbai- 400013, Maharashtra, India Phone No. - 02269308500

