

**2<sup>ND</sup> (SECOND) ADDENDUM TO THE NOTICE OF 14<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY FOR THE FINANCIAL YEAR 2022-2023**

2<sup>nd</sup> (Second) Addendum to the *Notice dated 2<sup>nd</sup> of September 2023* Convening 14<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Friday, September 29, 2023 at 4:00 p.m., at 90, Phears Lane, 5<sup>th</sup> Floor, Kolkata- 700012, West Bengal, India to transact the following businesses:

**SPECIAL BUSINESS:**

**11. TO SET THE BORROWING LIMITS OF THE COMPANY:**

To consider and, if thought fit to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from banks, financial institutions, corporates and other body corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 50,00,00,000.00 (Rupees Fifty Crore Only) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit.

**RESOLVED FURTHER THAT** a certified true copy of this Resolution be and is hereby issued to all concerns under the hand of any director or Company Secretary of the Company.”

**REGISTERED OFFICE:**

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

**Place: Kolkata**

**Date: September 26, 2023.**

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

Sd/  
**Arvind Harlalka**  
Director  
DIN: 00494136

**Notes:**

1. The Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing 14<sup>th</sup> AGM, is annexed hereto and forms part of the Notice.
2. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.
3. This addendum to the Notice of AGM is available on the website of the Company at [www.gretexindustries.com](http://www.gretexindustries.com), website of the Stock Exchanges at <https://www.nseindia.com/>.
4. All the Processes, notes and instructions relating to attending & voting at the AGM as set out for and applicable for the ensuing 14<sup>th</sup> AGM shall mutatis-mutandis apply to attending & voting at the AGM for the resolution proposed in this Addendum to the notice of AGM. Furthermore, the scrutinizers appointed for ensuing 14<sup>th</sup> AGM will act as Scrutinizers for the resolution proposed in this Addendum to the Notice of 14<sup>th</sup> AGM.

**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS**

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”):

**ITEM NO. 11**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS**

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”):

In accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the company by a Special Resolution, To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company’s paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company’s bankers in the ordinary course of business, except. The Board is of the view that the in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/ financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company. The Board of Directors of the Company proposes to increase the limits to borrow money upto Rs. 50 Crore (Rupees Fifty Crore Only). It is, therefore, required to obtain approval of members by Special Resolution under Sections 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors to borrow money in excess of the aggregate of the paid-up share capital and free reserves of the Company and to create charge on the assets over the Company under the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolutions. The Board recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the Members.

**REGISTERED OFFICE:**  
90, Phears Lane, 5th Floor,  
Kolkata- 700012

**Place: Kolkata**  
**Date: September 26, 2023.**

By Order of the Board of Directors  
**For Gretex Industries Limited**  
Sd/  
**Arvind Harlalka**  
Director  
DIN: 00494136