

GRETEX INDUSTRIES LIMITED

12TH ANNUAL REPORT-2021



NOTICE OF 12TH ANNUAL GENERAL MEETING

Notice is hereby given that the 12th Annual General Meeting of the members of GRETEX INDUSTRIES LIMITED will be held on Wednesday, September 29, 2021 at 4:00 p.m., at 90, Phears Lane, 5th Floor, Kolkata– 700012, West Bengal, India to transact the following businesses:

ORDINARY BUSINESS

To consider and if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions:

1. ADOPTION OF ANNUAL AUDITED FINANCIAL STATEMENTS AND REPORTS THEREON

“RESOLVED THAT the Audited financial statement which comprises the Balance Sheet, the Statement of Profit and Loss, Cash Flow Statement, Notes to Accounts and summary of the significant accounting policies and other explanatory information for the financial year ended March 31, 2021 along with the Auditor’s Report and the Board’s Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.

2. APPOINTMENT OF DIRECTOR IN PLACE OF THOSE RETIRING BY ROTATION

To re-appoint Mr. Alok Harlalka (DIN: 02486575) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. RE-APPOINTMENT OF MR. ARVIND HARLALKA (DIN: 00494136) AS MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as Special Resolution(s):

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Members of the Company be and is hereby accorded to re-appointment Mr. Arvind Harlalka (DIN: 00494136) as Managing Director (‘MD’) of the Company for a further period of five years, with effect from June 29, 2020 to June 28, 2025, not liable to retire by rotation, on such terms and conditions as mentioned in the Appointment Letter and Agreement, as recommended by the Nomination and Remuneration Committee, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and MD.

RESOLVED FURTHER THAT the consent of Members of the Company be and is hereby also accorded that where in any financial year, the Company has no profits or inadequate profits then Remuneration as provided in the Letter of Appointment, be paid to Mr. Arvind Harlalka as Managing Director of the Company subject to Section 197 and any other applicable provisions of the Companies Act, 2013 read with Schedule V and rules made thereunder and / or any other approval from Central Government from time to time;

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution including filing of the necessary e-forms for the purpose of compliance under provisions of the Companies Act, 2013 and rules made thereunder.”

4. Fixation of Remuneration of Mr. Arvind Harlalka (DIN: 00494136), Managing Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as Special Resolution(s):

“**RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198 and other applicable provisions of Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Schedule V of Companies Act, 2013, Articles of Association and Memorandum of Association, the consent of the Members of the Company be and is hereby accorded for payment of total remuneration to Mr. Arvind Harlalka (DIN: 00494136), Managing Director of the Company a sum of upto Rs. 20 Lakhs (Rupees Twenty Lakh) per annum.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment (including authority, from time to time, to determine the amount of salary as also the type and amount of perquisites, and other benefits payable to Mr. Arvind Harlalka, in such manner as may be agreed to between the Company and Mr. Arvind Harlalka within the overall limits approved by the Members and to the extent the Board may consider appropriate.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Managing Director, the Company has no profits or inadequate profits, the remuneration to be paid shall be approved by the Board not exceeding Rs. 20 Lakhs (Rupees Twenty Lakh) per annum.

RESOLVED FURTHER THAT any of the Directors of the Company be and is / are hereby authorised on behalf of the board to sign, submit, attest, place papers and Form(s) for Certification, as if required and uploading with ROC Office through MCA Portal, to provide certified true copies of this resolution and is/are also authorize to take all necessary steps in pursuance of the matter and to file necessary forms, execute all needful compliance with regard to the matter, his/her or their all acts and deeds will be binding to the company.”

Registered Office:
90, Phears Lane, 5th Floor
Kolkata- 700012
West Bengal, India

By Order of the Board of Directors
For Gretex Industries Limited

Place: Kolkata
Date: September 02, 2021

Sd/-
Arvind Harlalka
Managing Director
DIN: 00494136

NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special 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 Tuesday, September 21, 2021 to Wednesday, September 29, 2021 (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 August 27, 2021.
7. Members may kindly take note for “Green Initiative in the Corporate Governance” in view of Circular No. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 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 ID, 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 Private Limited, 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 2020-2021 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 2020-2021 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 in National Securities & Depository Limited (NSDL) and may be dematerialized under the ISIN- INE985P01012. The custodian fees for the current financial year 2020-2021 have been paid to all the aforesaid Depositories.
18. For any assistance or information about shares etc. members may contact the Company.
19. Mrs. Namita Agarwal, Practicing Company Secretary, (C.P No. 14563) has been appointed as the Scrutinizer for conducting the Postal Ballot Process at the Annual General Meeting 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 Annual General Meeting, 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 Limited.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM NO. 3

Mr. Arvind Harlalka was appointed as Director of the Company on February 24, 2010 and later on was promoted to the position of Managing Director of the Company for a term of 5 years with effect from June 29, 2015 to June 28, 2020. In his able leadership the performance of the Company has been satisfactory. The present terms of appointment of Mr. Arvind Harlalka expired on June 28, 2020 and it would be appropriate to re-appoint him from June 29, 2020 for a period of 5 years. The Board of Director of the Company at its meeting held on June 16, 2021 and on the recommendation of the Nomination and Remuneration Committee in its meeting held on June 16, 2021, recommendation of re-appointment of Mr. Arvind Harlalka as Managing Director of the Company subject to the approval of members/shareholders of the Company in Annual General Meeting to be held on Tuesday, August 31, 2021 as a Special Resolution for a period of five years from June 29, 2020 to June 28, 2025 at the remuneration, in accordance with norms laid down in Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder.

This explanation, together with the accompanied notice is and should be treated as an abstract under Section 189 and 190 of the Companies Act, 2013 and rules made there under, in respect of the re-appointment of Mr. Arvind Harlalka, as the Managing Director.

The resolution for seeks approval of members as a Special Resolution for the re-appointment of Mr. Arvind Harlalka as the Managing Director of the Company with effect from June 29, 2020 to June 28, 2025 pursuant to the provisions of Section 117, 196 and 197 and 203 read with Schedule V other applicable provision of the Companies Act, 2013 and the rules made there under

Except Mr. Arvind Harlalka and Mr. Alok Harlalka none of the Directors of the Company are interested in the resolution proposed to be passed.

The Board of Directors of the Company recommends passing of the Special Resolution at Item No. 3 of the Notice.

ITEM NO. 4

Mr. Arvind Harlalka, was appointed as Director of the Company on February 24, 2010, later on he was promoted to the position of Managing Director of the Company w.e.f. June 29, 2015.

Considering the contribution made by Mr. Arvind Harlalka, the Board at its meeting held on June 16, 2021 approved the Remuneration of our director as enumerated in the resolution.

Pursuant to the applicable provisions of the Companies Act, 2013, and the relevant rules made thereunder, consent of members is being sought by way of a Special Resolution.

Except Mr. Arvind Harlalka and Mr. Alok Harlalka none of the Directors of the Company are interested in the resolution proposed to be passed.

The Board of Directors of the Company recommends passing of the Special Resolution at Item No. 4 of the Notice.

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT

Name of the Director	Mr. Arvind Harlalka	Mr. Alok Harlalka
Date of Birth	November 23, 1975	June 30, 1978
Date of Appointment	February 24, 2010	July 29, 2017
Qualification	B. Com and Company Secretary	Higher Secondary Education
Experience in special functional area	More than Two Decades	More than Two Decades
Chairman / Director of other companies	<ul style="list-style-type: none"> • Gretex Corporate Services Limited • AfterlinkInfraprojects Private Limited • Sankhu Merchandise Private Limited • Gretex Share Broking Private Limited 	<ul style="list-style-type: none"> • Gretex Corporate Services Limited • AfterlinkInfraprojects Private Limited • Sankhu Merchandise Private Limited • Gretex Share Broking Private Limited • Sunview Nirman Private Limited • Association of Investment Bankers of India
No. of shares held in the Company	53,400	NIL

**ANNEXURE TO THE NOTICE
GRETEX INDUSTRIES LIMITED
CIN: L17296WB2009PLC136911
REGD. OFFICE: 90, PHEARS LANE, 5TH FLOOR, KOLKATA– 700012,
WEST BENGAL, INDIA**

12TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

(Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.)

DP Id *		Client Id*	
Regd. Folio No.		No. of Shares	

*Applicable for shares held in electronic form

Name(s) and address of the shareholder / Proxy in full _____

I/we hereby record my/our presence at the 12th Annual General Meeting of the Company being held on Wednesday, September 29, 2021 at 4:00 p.m., at 90, Phears Lane, 5th Floor, Kolkata– 700012, West Bengal, India.

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– 700012, West Bengal, India.

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 12th Annual General Meeting of the Company, to be held on Wednesday, September 29, 2021 at 4:00 p.m., at 90, Phears Lane, 5th Floor, Kolkata– 700012, West Bengal, India and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Description of Resolutions:
1.	To adopt the Annual Audited Financial Statements of the Company for the financial year ended March 31, 2021 and the Report thereon.
2.	To Appoint of director in place of those retiring by rotation.
3.	To Reappoint Mr. <u>Arvind Harlalka</u> (DIN: 00494136) as Managing Director of the Company
4.	To fix remuneration of Mr. <u>Arvind Harlalka</u> (DIN: 00494136), Managing Director of the Company

Signed this day of 2021

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.

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]**

Sr. No	Particulars	Details
1	Name and Registered Address of the Sole/First named Shareholders	
2	Name(s) of the Joint Holder(s), (if any)	
3	Registered Folio Number/DP ID No.* *(Applicable to Investors holding shares in dematerialized Form)	
4	Number of Share(s) held	
	I/We hereby exercise my/our votes in respect of the Ordinary Resolutions set out in the Notice dated September 2, 2021 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).	

Sr. No.	Description	Type of Resolution	No. of Shares	(FOR) I/We assent to the Resolution	(AGAINST) I/We dissent to the Resolution
1	To adopt the Annual Audited Financial Statements of the Company for the financial year ended March 31, 2021 and the Report thereon.	Ordinary			
2	To Appoint of director in place of those retiring by rotation.	Ordinary			
3	To Reappoint Mr. Arvind Harlalka (DIN: 00494136) as Managing Director of the Company	Special			
4	To fix remuneration of Mr. Arvind Harlalka (DIN: 00494136), Managing Director of the Company	Special			

Place:

Date:

(Signature of Shareholder)

TABLE OF CONTENTS

CORPORATE INFORMATION..... 13

DIRECTORS' REPORT..... 14

MANAGEMENT DISCUSSION & ANALYSIS REPORT.. 53

INDEPENDENT AUDITORS REPORT..... 57

FINANCIAL STATEMENTS..... 65

CORPORATE INFORMATION

BOARD OF DIRECTORS

Name of Director	Nature of Directorship
Mr. Arvind Harlalka	Executive (Non - Independent Director)
Mr. Alok Harlalka	Non-Executive (Non - Independent Director)
Mrs. Soma Nath	Non-Executive (Independent Director)
Ms. Sujata Piliinja Rao	Non-Executive (Independent Director)

KEY MANAGERIAL PERSONNEL

Company Secretary & Compliance Officer	Chief Financial Officer
Ms. Dimple Magharam Slun	Mr. Pradeep Mertia

Statutory Auditor	Secretarial Auditor
<p>M/s. Gupta Agarwal & Associates Chartered Accountants, Firm's Registration No.: 329001E Address: Imax Lohia Square, 23, Gangadhar Babu Lane, 3rd Floor, Room no.3A, Kolkata -700012 Email Id: guptaagarwal.associate@gmail.com</p>	<p>M/s. Namita Agarwal & Co. Company Secretaries, Certificate of Practice No.: 14563 Address: 2/22 Ashok Nagar, 2nd Floor, Kolkata -700040, West Bengal, India Email Id: namita.verma99@gmail.com</p>

Registrar & Transfer Agent	Listing Details
<p>Bigshare Services Private Limited Address: 1st Floor, Bharta Tin Works Building, Makwana Road, Marol, Andheri East, Mumbai – 400059 Phone: 022 6263 8200 Email: investor@bigshareonline.com Website: www.bigshareonline.com</p>	<p>National Stock Exchange of India Limited -EMERGE Platform Scrip Code: GRETEX</p>

Bankers	Investors Relations
<p>United Bank of India, Salt Lake Branch HDFC Bank Limited, Fort Mumbai Branch</p>	<p>Ms. Dimple Magharam Slun Company Secretary & Compliance Officer Email Id: cs@gretexgroup.com</p>

DIRECTORS' REPORT

To,
The Members,
GRETEX INDUSTRIES LIMITED

Your Board of Directors ('Board') is pleased to present the Twelfth Annual Report of your Company, Gretex Industries Limited, for the financial year ended March 31, 2021. In line with the requirements of the Companies Act, 2013 and the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this report covers the financial results and other developments during April 01, 2020 to March 31, 2021 in respect of Gretex Industries Limited.

1. SUMMARY OF FINANCIAL RESULTS

Particulars	(Amount in Rs)	
	F.Y. 2021	F.Y. 2020
Revenue from Operations	9,62,49,764	11,14,57,169
Other Income	9,83,596	22,35,662
Total Income	9,72,33,359	11,36,92,831
Profit/(Loss) before Depreciation, Interest & Taxation	43,05,432	4,15,479
Less: Interest	1,00,002	4,92,458
Less: Depreciation & Amortization	7,34,612	12,73,065
Profit/(Loss) before taxation	34,70,819	(13,50,044)
Less: Provision for taxation	-	-
Profit/(Loss) from Discontinuing Operations	(55,38,935)	(9,93,177)
Deferred Tax	11,15,613	50,622
Profit/(Loss) after taxation	(31,83,730)	(22,92,600)
Balance carried to Balance sheet	(31,83,730)	(22,92,600)

PERFORMANCE OF THE COMPANY

During the financial year 2020-2021 the revenue from operations of your Company decreased to Rs. 9,62,49,764 as against Rs. 11,14,57,169 in the previous year.

The Loss of the Company for the year under review stood at Rs. 31,83,730 as against a loss of Rs. 22,92,600 in the previous year. Your Company is confident that with immense support that it is receiving from everyone across the Board and from all its dealers, the revenue will bounce back and the coming year should see it climbing back to consolidate its leadership in the category.

The company in spite of many challenges and competitive market conditions was able to achieve satisfactory Sales and Net Profit (After Tax) figures. The management is of the opinion that in the coming future as the overall situation seems to be improving and your Company is working out the future strategy accordingly.

Owing to the Pandemic impacting business across the world, our Company was also impacted and hence the textile business had to be discontinued.

The Company had filed an application with the National Stock Exchange of India Limited for Amalgamation with Apsara Selections Limited and Sankhu Merchandise Private Limited and received No Objection Certificate from the National Stock Exchange of India Limited. Currently, Our Company has filed the Scheme for Amalgamation with National Company Law Tribunal and waiting for the date of hearing from National Company Law Tribunal.

3. GENERAL RESERVE

No amount in the general reserve has been transferred during the year under review.

4. DIVIDEND

During the year under review, the board of directors do not recommend any dividend in order to strengthen the net worth of the Company by retaining the available surplus for the year ending March 31, 2021.

5. CHANGES IN THE NATURE OF BUSINESS

There has been no Change in the nature of the business of your Company during the financial year ended March 31, 2021.

6. DEPOSITS FROM PUBLIC

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 in the year under review.

7. DIRECTORS AND KEY MANAGERIAL PERSONNELS

Mr. Arvind Harlalka, Managing Director of the Company was recommended by the Board for reappointed for a further period of five years and recommended to Increase his Remuneration upto Rs. 20 Lakhs (Rupees Twenty Lakh) per annum.

Mr. Rahul Kumar resigned from the directorship of the Company w.e.f. August 6, 2020 and Ms. Sujata Pulinja Rao was appointed as Additional Independent Director the Company w.e.f. August 6, 2020 and later her Appointed was regularised at the 11th Annual General Meeting of the Company held on September 29, 2020.

None of the Directors of the Company is disqualified for being appointed/re-appointed as directors of the company as per the provisions of Section 164 of the Companies Act, 2013.

Ms. Dipika Singhania resigned from the position of Company Secretary & Compliance Officer with effect from April 30, 2020 and Ms. Dimple Magharam Slun was appointed as Company Secretary & Compliance Officer with effect from May 1, 2020

8. BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Companies Act, 2013.

The performance of the Board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board process, information and functioning etc.

The Board was of the view that the performance of the Board as a whole was adequate and fulfilled the parameters

stipulated in the evaluation framework in its pro-growth activity. The Board also ensured that the Committee functioned adequately and independently in terms of the requirements of the Companies Act, 2013.

Further the individual directors fulfilled their applicable responsibilities and duties laid down by the Companies Act, 2013 and at the same time contributed with their valuable knowledge, experience and expertise to grab the opportunity and counter the adverse challenges faced by the Company during the year.

9. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received necessary declaration from each of the Independent Directors, under Section 149(7) of the Companies Act, 2013 that he / she meets the criteria of Independence laid down in Section 149(6) of the Companies Act, 2013.

10. NUMBER OF MEETINGS OF THE BOARD

The Board met Eleven (11) times during the financial year ended March 31, 2021, the details of which are given in the Corporate Governance Report, forming part of this report. The maximum interval between any two meetings did not exceed 120 days, as prescribed under Section 173 of the Companies Act, 2013.



11. SEPARATE MEETING OF INDEPENDENT DIRECTOR

In terms of requirement of Schedule IV of the Companies Act, 2013, Independent Director had a separate meeting on November 13, 2020 without the attendance of Non-Independent Director and Members of management. All the Independent Directors were present at the said meeting. The activities prescribed in paragraph VII of Schedule IV to the Act were carried out at the said meeting.

12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The particulars of loans, guarantees or investments made under Section 186 of the Companies Act, 2013 are furnished in the notes to the Financial Statements for the year ended March 31, 2021.

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

A Related Party Policy has been devised by the Board of Directors for determining the materiality of transaction with the related parties and dealing with them. The Audit Committee reviews all the related party transactions quarterly.

Further the members may note that the Company have entered into the following kinds of related party transactions:

- **Contracts / Arrangements / Transactions which are not at arm's length basis.**
- **Any Material Contracts / Arrangements / Transactions.**

Please refer Form AOC-2 Annexed to the Director's Report for details of the transactions entered with Related Parties.

14. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

No material changes and commitments affecting financial position of the Company between March 31, 2021 and the date of Board's Report has taken place.

15. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an adequate Internal Control System, commensurate with the size, scale and complexity of its operations, which are well supplemented by surveillance of Internal Auditor. The scope of work includes review of process for safeguarding the assets of the Company, review of operational efficiency effectiveness of systems and processes, and assessing the internal control strengths in all areas. The details in respect of internal financial control and their adequacy are included in management discussion and analysis report forming part of this report.

16. CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

In pursuance of the provision of Section 135 of the Companies Act, 2013, the CSR provisions are not applicable to your Company.

17. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The particulars of conservation of energy and technology absorption as required under Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 are not applicable to your Company.

18. FOREIGN EXCHANGE EARNINGS AND OUT-GO

During the year under review there were no earnings from foreign exchange and outgo for the purpose of business.

19. DIRECTORS' REMUNERATION POLICY AND CRITERIA FOR MATTERS UNDER SECTION 178

Information regarding Director's Remuneration policy and criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3) are provided in the Corporate Governance Report.



20. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (a) That in the preparation of the annual accounts for the financial year ended March 31, 2021, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- (c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) That the Directors have prepared the annual accounts on a going concern basis.
- (e) That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) That the Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

21. DETAILS OF SUBSIDIARIES / JOINT VENTURES / ASSOCIATE COMPANIES

Your Company does not have any subsidiary / joint venture / associate companies as on date.

22. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In line with the provisions of the Section 177(9) of the Companies Act, 2013 and the Regulation 22 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, your Company has adopted Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company.

This vigil mechanism provides for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the chairperson of the Audit committee, in exceptional cases. The Company Secretary is the designated officer for effective implementation of the policy and dealing with the complaints registered under the policy. The same has been furnished in the Corporate Governance Report forming a part of this report.



23. RISK MANAGEMENT

In today's economic environment, Risk Management plays a very important part of business. The main aim of risk management is to identify, assess, prioritize, monitor and take precautionary measures in respect of the events that may pose risks to the business. The Company is not subject to any specific risk except risks associated with the general business of the Company as applicable to the industry as a whole.

At present the Company has not identified any element of risk which may threaten the existence of the Company.

24. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There was no significant and material order passed by the regulators, courts and tribunals impacting the going concern status and Company's operations in future.

25. AUDITORS

The Company's Auditors, M/s. Gupta Agarwal & Associates, Chartered Accountants, who were appointed with your approval at the 11th Annual General Meeting for a period of five years, will complete their present term on conclusion of the ensuing 16th Annual General Meeting of the Company.

26. AUDITOR'S REPORT

The Auditors' Report issued by Gupta Agarwal & Associates, on the Financial Statements for the year ended March 31, 2021 does not contain any disqualification or adverse remark which requires clarification.

27. SECRETARIAL AUDIT

In terms of Section 204 of the Companies Act, 2013 and Rules made there under, Mrs. Namita Agarwal (Formerly Ms. Nomita Verma), Practicing Company Secretary was appointed as Secretarial Auditor of the Company for the financial year 2020-2021. The Secretarial Audit report is annexed herewith as "Annexure I".

28. COST AUDIT

As per directives of the Central Government and in pursuance to the provisions of Section 148 of the Companies Act, 2013 read with rules framed there under, the Company is not required to carry out an audit of cost accounts.

29. EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form MGT-9 pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is annexed herewith as "Annexure II" and forms a part of this report.



30. ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires the conduct of all operations in such manner so as to ensure safety of all concerned, compliance of statutory and industrial requirements for environment protection and conservation of natural resources to the extent possible.

31. PARTICULARS OF EMPLOYEES

As required under the provisions of Companies Act, 2013 and Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, particulars of employees and related disclosures part of this Annual report as "Annexure III".

32. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Company has complied with the corporate governance code as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges. A separate section on corporate governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with a certificate from the auditor confirming the compliance, is annexed and forms part of this Annual report as "Annexure IV".

33. DISCLOSURE ON POLICY ON PREVENTION OF SEXUAL HARASSMENT OF WOMEN

The Company has adopted policy on prevention of Sexual Harassment of Women at workplace in accordance with the Sexual Harassment of Women at workplace.

Your Company is committed to provide and promote a safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. During the year under review, there was no case filed pursuant to the sexual harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

34. AUDIT COMMITTEE, STAKEHOLDERS RELATIONSHIP COMMITTEE AND NOMINATION AND REMUNERATION COMMITTEE

Details pertaining to composition of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee are included in the report on Corporate Governance. All the recommendations made by Audit Committee were accepted by Board.

35. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

36. INVESTOR RELATIONS

Your Company always endeavours to keep the time of response to shareholders' request/grievance at the minimum. Priority is accorded to address all the issues raised by the shareholders and provide them a satisfactory reply at the earliest possible time. The Stakeholders' Relationship Committee of the Board meets periodically and reviews the status of the Shareholders' Grievances. The shares of the Company continue to be traded in electronic forum and de-materialization exists with both the depositories viz., National Securities Depository Limited and Central Depository Services (India) Limited.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

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

Place: Kolkata
Date: September 02, 2021

By Order of the Board of Directors
For Gretex Industries Limited

Sd/-
Arvind Harlalka
Managing Director
DIN: 00494136

ANNEXURE I

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2021
[PURSUANT TO SECTION 204(1) OF THE COMPANIES ACT, 2013 AND RULE
NO. 9 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF
MANAGERIAL PERSONNEL) RULES, 2014]

To,
The Members,
Gretex Industries Limited
90, Phears Lane, 5th Floor,
Kolkata- 700012, West Bengal,
India

I, Namita Agarwal, Practicing Company Secretary has conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GRETEX INDUSTRIES LIMITED (CIN: L17296WB2009PLC136911)** (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021 complied with the statutory provisions listed hereunder and also that the Company has maintained proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the provisions of the following, in so far as they are applicable to the Company:

- i. The Companies Act, 2013 ('the Act') and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - ***Not applicable to the Company during the period of audit.***

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), to the extent applicable:-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:- ***Not applicable to the Company during the period of audit;***
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. I further report that after considering the compliance system prevailing in the Company, and after carrying out test checks of the relevant records and documents maintained by the Company, it has complied with the following laws that are applicable specifically to the Company:
- (a) The Information Technology Act, 2000
 - (b) The Environment Protection Act, 1986
 - (c) The Trade Marks Act, 1999
 - (d) The Factories Act, 1948
 - (e) Income Tax Act, 1961

I have also examined compliance with the applicable Clauses / Regulations of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. The SEBI **(Listing Obligations and Disclosure Requirements) Regulations, 2015- To the extent applicable.**
- iii. The Securities and Exchange Board of India **[Prohibition of Insider Trading] Regulations, 2015).**

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Unanimously / Majority decisions were carried through while the dissenting members' views, if any, were captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this Report

For Namita Agarwal & Co.
Company Secretary
COP No.: 14563

Sd/-
Namita Agrawal
Proprietor
M. No.: 38222
UDIN: A038222C000608803

Place: Kolkata
Date: July 10, 2021

To,
The Members,
Gretex Industries Limited
90, Phears Lane, 5th Floor,
Kolkata- 700012, West Bengal,
India

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Namita Agarwal & Co.
Company Secretary
COP No.: 14563

Sd/-
Namita Agrawal
Proprietor
M. No.: 38222
UDIN: A038222C000608803

Place: Kolkata
Date: July 10, 2021

ANNEXURE II TO DIRECTORS' REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2021

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

1. REGISTRATION AND OTHER DETAILS

1. CIN	L17296WB2009PLC136911
2. Registration Date	July 16, 2009
3. Name of the Company	Gretex Industries Limited
4. Category / Sub-Category of the Company	Company Limited by shares / Indian Non-Government Company
5. Address of the Registered office and contact details	90, Phears Lane, 5th Floor, Kolkata– 700012, West Bengal, India Phone: 033 4006 9278 E-mail: info@gretexindustries.com
6. Whether listed Company	Yes, on NSE Emerge
7. Name, Address and Contact details of Registrar and Transfer Agent	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai– 400059, India Phone: 022 6263 8200 Email: info@bigshareonline.com Website: www.bigshareonline.com

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated

Sr. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1	Whole- Sale of Musical Instruments	46499	100

As per National Industrial Classification (NIC-2008)

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held Applicable Section
---------	---------------------------------	-----------	----------------------------------	-------------------------------------

N / A

4. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

I) CATEGORY-WISE SHARE HOLDING

(i) Category-wise Share Holding	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Promoters (1) Indian									
(a) Individual/ HUF	482800	-	482800	11.46%	482800	-	482800	11.46%	Nil
b) Central Govt.	-	-	-		-	-	-		
c) State Govt. (s)	-	-	-		-	-	-		
d) Bodies Corp.	1748800	-	1748800	41.52%	1748800	-	1748800	41.52%	Nil
e) Banks / FI	-	-	-		-	-	-		
f) Any Other	-	-	-		-	-	-		
Sub-total (A) (1)	2231600	-	2231600	52.99%	2231600	0	2231600	52.99%	Nil
A (2) Foreign									
a) NRIs - Individuals	-	-	-		-	-	-		
b) Other- Individuals	-	-	-		-	-	-		
c) Bodies Corp.	-	-	-		-	-	-		
d) Banks / FI	-	-	-		-	-	-		
e) Any Other	-	-	-		-	-	-		
Sub-total (A) (2)	-	-	-		-	-	-		
Total shareholding of Promoter (A) = (A)(1)+(A) (2)	2231600	-	2231600	52.99%	2231600	0	2231600	52.99%	Nil

(i) Category-wise Share Holding	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Public Shareholding (1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital fund Venture	-	-	-	-	-	-	-	-	-
i) Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
j) Others (specify)	-	-	-	-	-	-	-	-	-
e) Venture Capital funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
(2) Non-Institutions									
a) Bodies Corporate	1044000	-	1044000	24.79%	1032000	-	1032000	24.50%	(1.15)
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-

	(i) Category-wise Share Holding	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B	b) Individuals	-	-	-	-	-	-	-	-	-
	i) Individual shareholders holding nominal share capital up to Rs. 2 lakhs	156000	-	156000	3.70%	180000	-	180000	4.27%	15.38
	ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakhs	594000	-	594000	14.10%	744000	-	744000	17.67%	25.25
	Others Clearing Members	186000	-	186000	4.42%	18000	-	18000	0.43%	(90.32)
	Others	-	-	-	0.00%	6000	-	6000	0.14%	100
	Sub-Total (B) (2)	1980000	-	1980000	47.01%	1980000	-	1980000	47.01%	-
	Public Shareholding (B)=(1)+(B)(2)	1980000	-	1980000	47.01%	1980000	-	1980000	47.01%	-
C	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	Grand Total (A+B+C)	4211600	-	4211600	100.00%	4211600	-	4211600	100.00%	-

II. SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		# of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	# of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Arvind Harlalka	53400	1.27%	-	53400	1.27%	-	-

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the beginning of the year			% change in shareholding during the year
		# of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	# of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
2	Sumit Harlalka	53400	1.27%	-	53400	1.27%	-	-
3	Arvind Harlalka HUF	276000	6.55%	-	276000	6.55%	-	-
4	Sumit Harlalka HUF	100000	2.37%	-	100000	2.37%	-	-
5	Ambuja Technologies Private Limited	527000	12.51%	-	527000	12.51%	-	-
6	Ambition Tie Up Private Limited	348000	8.26%	-	348000	8.26%	-	-
7	Bonanza Agency Private Limited	324700	7.71%	-	324700	7.71%	-	-
8	Talent Investment Co Private Limited	549100	13.04%	-	549100	13.04%	-	-
	Total	2231600	52.99%	-	2231600	52.99%	-	-

III. CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Arvind Harlalka				
At the beginning of the year	53400	1.27	0	0
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	There is no change in holding during the year			
At the end of the year			53400	1.27

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Sumeet Harlalka				
At the beginning of the year	53400	1.27		
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	There is no change in holding during the year			
At the end of the year			53400	1.27
Arvind Harlalka HUF	276000	6.55		
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	There is no change in holding during the year			
At the end of the year			276000	6.55
Sumit Harlalka HUF	100000	2.37		
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	There is no change in holding during the year			
At the end of the year			100000	2.37
Ambuja Technologies Private Limited	527000	12.51		
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	There is no change in holding during the year			
At the end of the year			527000	12.51

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Ambition Tie Up Private Limited	348000	8.26		
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	There is no change in holding during the year			
At the end of the year			348000	8.26

Bonanza Agency LLP	324700	7.71		
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	There is no change in holding during the year			
At the end of the year			324700	7.71

Talent Investment Co Private Limited	549100	13.04		
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	There is no change in holding during the year			
At the end of the year			549100	13.04

IV. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	AFFORDABLE AGRO AGENCIES PRIVATE LIMITED				
	At the beginning of the year	528000	12.54		
	Increase or Decrease during the year	There is an decrease in shareholding due to sale of shares during the year			
	At the end of the year			528000	12.54

	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2	NAVIN KUMAR GUPTA				
	At the beginning of the year	270000	6.41		
	Increase or Decrease during the year	No change in shareholding during the year			
	At the end of the year			270000	6.41
3	SHYAMAL SARDAR				
	At the beginning of the year	234000	5.56		
	Increase or Decrease during the year	No change in shareholding during the year			
	At the end of the year			234000	5.56
4	SALVATION DEVELOPERS LIMITED				
	At the beginning of the year	192000	4.56		
	Increase or Decrease during the year	There is a decrease in shareholding due to sale of shares during the year			
	At the end of the year			138000	3.28
5	MACRO DEALCOMM PRIVATE LIMITED				
	At the beginning of the year	-	-		
	Increase or Decrease during the year	There is an increase in shareholding due to purchase of shares during the year			
	At the end of the year			138000	3.28
6	NISARG SHAH				
	At the beginning of the year	12000	0.28		
	Increase or Decrease during the year	There is an increase in shareholding due to purchase of shares during the year			
	At the end of the year			84000	1.57
7	LIVELY EQUIPMENTS SUPPLIERS PRIVATE				
	At the beginning of the year	210000	4.99		
	Increase or Decrease during the year	There is a decrease in shareholding due to sale of shares during the year			
	At the end of the year			66000	1.57

	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8	RUCHI GUPTA				
	At the beginning of the year	60000	1.42		
	Increase or Decrease during the year	No change in shareholding during the year			
	At the end of the year			60000	1.42
9	NIKUNJ ANILKUMAR MITTAL				
	At the beginning of the year	-	-		
	Increase or Decrease during the year	There is an increase in shareholding due to purchase of shares during the year			
	At the end of the year			48000	1.14
10	KETAN ARVINDBHAI SHAH				
	At the beginning of the year	-	-		
	Increase or Decrease during the year	There is an increase in shareholding due to purchase of shares during the year			
	At the end of the year			48000	1.14

V. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Mr. Arvind Harlalka					
	At the beginning of the year	53400	1.27		
	Date wise Increase (+) / Decrease (-) with reasons, during the year	There is no change in holding during the year			
	At the end of the year			53400	1.27

5. INDEBTEDNESS

Particulars	Secured Loans excluding Deposits	Unsecured Loans Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year			
i) Principal Amount	14,02,213	-	14,02,213
ii) Interest due but not paid	-	-	-
iii) Interest accrued but not due	-	-	-
Total (i+ii+iii)	14,02,213	-	14,02,213
Change in Indebtedness during the financial year			
Addition	-	-	-
Reduction	10,69,545	-	10,69,545
Net Change Indebtedness			
At the end of the financial year	3,32,668	-	3,32,668
i) Principal Amount	3,32,668	-	3,32,668
ii) Interest due but not paid	-	-	-
iii) Interest accrued but not due	-	-	-
Total (i+ii+iii)	3,32,668	-	3,32,668

6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Mr. Arvind Harlalka Managing Director	Total Amount (Amount in Rs.)
1	Gross salary	12,00,000/-	12,00,000/-
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission (- as % of profit)	Nil	Nil
5	Others, please specify	Nil	Nil
	Total (A)	12,00,000/-	12,00,000/-
	Ceiling as per the Act	Within the Limit	

B. Remuneration to other Directors:

Sl. No	Particulars of Remuneration	Names of Directors				Total Amount (Amount in Rs.)
		Mr. Alok Harlalka	Mr. Rahul Kumar*	Mrs. Soma Nath	Ms. Sujata Piliņa Rao*	
1	Independent Directors	-	-	-	-	-
	Fees for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non Executive Directors	-	-	-	-	-
	Fees for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

*Mr. Rahul Kumar resigned from the directorship of the Company w.e.f. August 6, 2020 and Ms. Sujata Piliņa Rao was appointed as Additional Independent Director the Company w.e.f. August 6, 2020 and later her Appointed was regularised at the 11th Annual General Meeting of the Company held on September 29, 2020.

C. Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD

Particulars of Remuneration	Mr. Pradeep Mertia (Chief Financial Officer)	Ms. Dipika Singhania (Company Secretary)*	Ms. Dimple Magharam Slun (Company Secretary)*	Total Amount Amount in Rs.
Gross salary	7,64,111	51,596	3,89,503	12,05,210
(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-	-	-
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	-	-	-
Stock Option	-	-	-	-
Sweat Equity	-	-	-	-
Commission (- as % of profit)	-	-	-	-
Others, please specify	-	-	-	-
Others, please specify	-	-	-	-
Total (C)	7,64,111	51,596	3,89,503	12,05,210

7. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

(Amount in Rs.)

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Appeal made, if any (give Details)
A. COMPANY				
Penalty	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL
B. DIRECTORS				
Penalty	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT				
Penalty	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL

Registered Office:
90, Phears Lane, 5th Floor
Kolkata- 700012
West Bengal, India

By Order of the Board of Directors
For Gretex Industries Limited

Place: Kolkata
September 02, 2021

Sd/-
Arvind Harlalka
Managing Director
DIN: 00494136

ANNEXURE III TO DIRECTORS' REPORT

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

[PURSUANT TO SECTION 197 SUB-SECTION 12 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

The ratio of the remuneration of each director to the median employees' remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Requirements	Disclosure		
1	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year;	A	Mr. Arvind Harlalka Managing Director	10:1
2	The percentage increase in the median remuneration of employees in the financial year;	The median remuneration of the employees in the financial year was decreased by 4.5%.		
3	The number of permanent employees on the rolls of the Company;	There were 19 employees as on March 31, 2021.		
4	Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	There has been no increase in the remuneration of both, the managerial personnel and the other employees of the Company during the financial year.		
5	Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes, it is confirmed.		

ANNEXURE IV TO DIRECTORS' REPORT REPORT ON CORPORATE GOVERNANCE

Corporate Governance is a set of systems, policies and practices deep-rooted in the Company to ensure that the affairs are being managed in a way which ensures accountability, transparency, fairness in all its transactions with all its stakeholders. The Company's philosophy of Corporate Governance that of timely disclosures, transparent accounting policies and a strong and Independent Board goes a long way in preserving all stakeholders' interest, while maximizing long-term shareholder worth.

[Pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (hereinafter referred as "SEBI LODR")]

COMPANY' PHILOSOPHY ON CORPORATE GOVERNANCE

Gretex Industries Limited (GIL) defines Corporate Governance as a systemic process by which companies are directed and controlled to enhance their wealth-generating capacity. GIL Corporate Governance structure, systems and processes are based on two core principles: (i) Management must have the executive freedom to drive the enterprise forward without undue restraints, and (ii) This freedom of management should be exercised within a framework of effective accountability. GIL's believes that any meaningful policy on Corporate Governance must empower the executive management of the Company. At the same time, Governance must create a mechanism of checks and balances to ensure that the decision-making powers vested in the executive management are used with care and responsibility to meet stakeholders' aspirations and societal expectations.

BOARD OF DIRECTORS

Composition of Board of Directors of the Company as on March 31, 2021		
Name of the Director	Category of Directorship	No. of Directorship in other Public & Private Limited Companies
Mr. Arvind Harlalka	Executive (Non-Independent Director)	6
Mr. Alok Harlalka	Non-Executive (Non - Independent Director)	7
Mrs. Soma Nath	Non-Executive (Independent Director)	0
Mrs. Sujata Piliinja Rao*	Non-Executive (Independent Director)	0

Ms. Sujata Piliinja Rao was appointed as Additional Independent Director the Company w.e.f. August 6, 2020 and later her Appointed was regularised at the 11th Annual General Meeting of the Company held on September 29, 2020

NUMBER OF BOARD MEETINGS

During the financial year ended March 31, 2021, Eleven Board Meetings were held i.e., on

Dates of Board Meetings	
May 09, 2020	September 05, 2020
June 04, 2020	November 13, 2020
June 08, 2020	January 18, 2021
July 06, 2020	March 15, 2021
July 30, 2020	March 24, 2021
August 06, 2020	

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 i.e., not more than 120 days from the previous meeting.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on November 13, 2020, to review the performance of Non-Independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

DIRECTORS' ATTENDANCE RECORD

The last Annual General Meeting was held on September 29, 2020. The attendance record of the Directors at the Board Meetings during the year ended on March 31, 2021, and at the last Annual General Meeting is as under

Name of the Director	No. of Board Meetings attended during the year	Whether attended last Annual General Meeting
Mr. Arvind Harlalka	11 out of 11	Yes
Mr. Alok Harlalka	11 out of 8	Yes
Mrs. Soma Nath	11 out of 11	Yes
Mr. Rahul Kumar*	11 out of 4	NA
Mrs. Sujata Pulinja Rao*	11 out of 6	Yes

*Mr. Rahul Kumar resigned from the directorship of the Company w.e.f. August 6, 2020 and Ms. Sujata Pulinja Rao was appointed as Additional Independent Director the Company w.e.f. August 6, 2020 and later her Appointed was regularised at the 11th Annual General Meeting of the Company held on September 29, 2020.

EVALUATION OF THE BOARD'S PERFORMANCE

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committee.

The result of the evaluation done by Independent Directors was reported to the Chairman of the Board. It was reported that the performance evaluation of the Board & Committee's was satisfactory. The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. The Directors expressed their satisfaction with the evaluation process.

PREVENTION OF INSIDER TRADING CODE

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code.

COMMITTEES OF THE BOARD

In accordance with requirement SEBI (Listing Obligations and Disclosure Requirements), 2015, provisions on Corporate Governance the Board of Directors of the Company had reconstituted following Committees on August 6, 2020. The details of which are as under:

AUDIT COMMITTEE

Terms of Reference

The terms of reference of the Audit Committee are as per the guidelines set out in the Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with the stock exchanges read with Section 177 of the Companies Act, 2013. These broadly include:

- Develop an annual plan for Committee,
- Review of financial reporting processes,
- Review of risk management, internal control and governance processes,
- Discussions on quarterly, half yearly and annual financial statements,
- Interaction with statutory, internal auditors,
- Recommendation for appointment, remuneration and terms of appointment of auditors and
- Risk management framework concerning the critical operations of the Company.

In addition to the above, the Audit Committee also reviews the following:

- Matter included in the Director's Responsibility Statement;
- Changes, if any, in the accounting policies;
- Major accounting estimates and significant adjustments in financial statement;
- Compliance with listing and other legal requirements concerning financial statements;
- Disclosures in financial statement including related party transactions;
- Qualification in draft audit report;
- Scrutiny of inter-corporate loans & investments;
- Management's Discussions and Analysis of Company's operations;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Periodical Internal Audit Reports and the report of Fraud Risk Management Committee;
- Findings of any special investigations carried out either by the Internal Auditors or by the external investigating agencies;
- Letters of Statutory Auditors to management on internal control weakness, if any;
- Major non-routine transactions recorded in the financial statements involving exercise of judgment by the management;
- Recommend to the Board the appointment, re-appointment and, if required the replacement or removal of the statutory auditors and cost auditors considering their independence and effectiveness, and recommend the audit fees; and
- Subject to review by the Board of Directors, review on quarterly basis, Related Party Transactions entered into by the Company pursuant to each omnibus approval given.

COMPOSITION AND MEETINGS OF AUDIT COMMITTEE

The Audit Committee consists of two Independent Directors at present, all members of the Audit Committee are financially literate and they have accounting or related financial management expertise. The Audit Committee met 5 times during the financial year ended March 31, 2021. The attendance record of the members at the meeting was as follows:

Sr. No.	Name	Designation	Category
1	Mrs. Soma Nath	Chairman	Non-Executive (Independent Director)
2	Mrs. Sujata Piliñja Rao*	Member	Non-Executive (Independent Director)
3	Mr. Arvind Harlalka	Member	Executive (Non-Independent Director)

NOMINATION & REMUNERATION COMMITTEE

The Board of Directors of the Company has constituted a Nomination & Remuneration Committee, as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015, with the object of Remuneration & Nomination committee is to recommend/ review the remuneration of Managing Directors/Whole-time Directors. The remuneration policy of the Company is directed towards rewarding performance and attracting new talents/ retaining them. While deciding the remuneration, the Committee considers the financial position of the Company, trend in the Industry, Appointee's qualification, experience, past performance, past remuneration etc.

Terms of Reference

The Committee is empowered: -

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance;
- Determining, reviewing and recommending to the Board, the remuneration of the Company's Managing/ Joint Managing / Deputy Managing / Whole time / Executive Director(s), including all elements of remuneration package;
- To ensure that the relationship of remuneration to perform is clear and meets appropriate performance benchmarks;
- Formulating, implementing, supervising and administering the terms and conditions of the Employee Stock Option Scheme, Employee Stock Purchase Scheme, whether present or prospective, pursuant to the applicable statutory/regulatory guidelines;
- Carrying out any other functions as authorized by the Board from time to time or as enforced by statutory/regulatory authorities

COMPOSITION OF THE NOMINATION & REMUNERATION COMMITTEE

Sr. No.	Name	Designation	Category
1	Mrs. Soma Nath	Chairman	Non-Executive (Independent Director)
2	Mrs. Sujata Piliinja Rao*	Member	Non-Executive (Independent Director)
3	Mr. Alok Harlalka	Member	Non-Executive (Non - Independent Director)

This Committee has been formed to carry out the function as contained in Schedule V of the Companies Act, 2013 and shall enjoy necessary powers and authority reviews commensurate with its functions.

Policy for selection and appointment of Directors and their Remuneration

The Nomination and Remuneration Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors, CFO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

CRITERIA OF SELECTION OF NON-EXECUTIVE DIRECTORS

The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.

In case of appointment of Independent Directors, the NRC Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

The NRC Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The NRC Committee shall consider the following attributes/criteria, whilst recommending to the Board the candidature for appointment as Director:

- Qualification, expertise and experience of the Directors in their respective fields;
- Personal, Professional or business standing;
- Diversity of the Board.

In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

REMUNERATION POLICY

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board meetings.

A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

CEO/MANAGING DIRECTOR/CFO – CRITERIA FOR SELECTION / APPOINTMENT

For the purpose of selection of the CEO/MD/CFO, the Nomination & Remuneration Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

REMUNERATION FOR THE CEO/MANAGING DIRECTOR/CFO

At the time of appointment or re-appointment, the CEO/Managing Director/CFO shall be paid such remuneration as may be mutually agreed between the Company (which includes the NRC Committee and the Board of Directors) and the CEO/Managing Director/CFO within the overall limits prescribed under the Companies Act, 2013.

The remuneration shall be subject to the approval of the Members of the Company in General Meeting. The remuneration of the CEO/Managing Director/CFO comprises only of fixed component. The fixed component comprises salary, allowances, perquisites, amenities and retiral benefits.

REMUNERATION POLICY FOR THE SENIOR MANAGEMENT EMPLOYEES

In determining the remuneration of the Senior Management Employees (i.e., KMPs and Executive Committee Members) the NRC Committee shall ensure the relationship of remuneration and performance benchmark is clear.

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall consider the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the NRC Committee for its review and approval.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee is in charge of looking after grievances of Investors and Shareholders. The detail of the Committee is as follows:

Terms of Reference

The terms of reference of the Committee includes the following:

- To review all complaint recorded in Scores of SEBI and replies made to the same by RTA/Company Secretary.
- To receive report on all complaints recorded in SCORES of the Registrar and Share Transfer Agent and note the corrective actions taken by the Registrars.
- To take action of all grievances and complaints lodged by the stock exchange, shareholders associations and other bodies.
- To review grievances of other stakeholders of the Company given in their individual capacity.
- Overview activities relating to share maintenance and related work.

COMPOSITION OF STAKEHOLDER'S RELATIONSHIP COMMITTEE

Sr. No.	Name	Designation	Category
1	Mrs. Soma Nath	Chairman	Non-Executive (Independent Director)
2	Mrs. Sujata Piliinja Rao*	Member	Non-Executive (Independent Director)
3	Mr. Arvind Harlalka	Member	Executive (Non-Independent Director)

GENERAL BODY MEETINGS

Annual General Meetings

The details of the last three Annual General Meetings of the Company are as under:

Financial Year	Date & Time Venue	VENUE
2019-2020	September 29, 2020, at 4:00 P.M.	90, Phears Lane, 5th Floor, Kolkata- 700012, West Bengal, India.
2018-2019	September 27, 2019, at 11:00 A.M.	90, Phears Lane, 5th Floor, Kolkata- 700012, West Bengal, India.
2017-2018	September 29, 2018, at 11:30 A.M.	90, Phears Lane, 5th Floor, Kolkata- 700012, West Bengal, India.

DISCLOSURE

There are no materially significant transactions with the related parties' viz. Promoters, Directors or the Management, or their relatives or Subsidiaries that had potential conflict with the Company's interest.

Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the Annual Report.

There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.

No penalties have been imposed on the Company by Stock Exchange or SEBI relating to capital markets during the last three years.

The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.

During the year ended March 31, 2021 the Company does not have any material listed/unlisted subsidiary companies as defined in SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

CEO/CFO CERTIFICATION

The Managing Director and Chief Financial Officer (CFO) have issued necessary certificate pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

MEANS OF COMMUNICATION

The Half Yearly Audited Results and the Annual Audited Financial results of the Company are sent to the stock exchanges immediately after they are approved by the Board. Also, they are uploaded on the Company's website www.gretexindustries.com. The results are published in accordance with the guidelines of the Stock Exchange.

GENERAL'S SHAREHOLDERS INFORMATION

The Half Yearly Audited Results and the Annual Audited Financial results of the Company are sent to the stock exchanges immediately after they are approved by the Board. Also, they are uploaded on the Company's website www.gretexindustries.com. The results are published in accordance with the guidelines of the Stock Exchange.

Annual General Meeting:

Day & Date: Wednesday, September 29, 2021

Time: 4.00P.M.

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

Financial Calendar

Financial reporting for the 1st Half Year End - **November 13, 2020**

Audited yearly Results for the year ending March 31, 2021- **April 20, 2021**

Book Closure

The Register of Members and Transfer Books of the Company will remain closed from Tuesday, September 21, 2021 to Wednesday, September 29, 2021 (both days inclusive).

Listing in stock exchanges and stock codes

The name of stock exchange at which the equity shares are listed and its stock code is as under:

Name of the Stock Exchanges	Stock Code
Emerge Platform of NSE Limited	GRETEX

The ISIN number for the Company equity share: INE985P01012

CIN: L17296WB2009PLC136911

Outstanding GDR's/ADR's/Warrant's/Convertible instruments and their impact on equity: NIL

Listing Fees to the Stock Exchange

The Company has paid listing fees up to March 31, 2021 to NSE Limited (NSE), where the Company's shares are listed

E-Voting

In terms of Section 108 of the Companies Act, 2013, Rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is not requiring to enrol for the e-voting facility to its Members in respect of all Members' resolutions proposed to be passed at this Annual General Meeting. All the resolutions shall be passed through postal ballot.

Share Transfers Agent

Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Makwana Road, Marol, Andheri East
Mumbai – 400 059
Phone: 022 6263 8200
Email: investor@bigshareonline.com
Website: www.bigshareonline.com

Share Transfer System

None of the shares are held in physical form.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary during the Financial Year ended March 31, 2021.

DEMATERILISATION OF SHARES AND LIQUIDITY

Currently 100% of the Company Share Capital is held in dematerialized form.

DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2021

Shareholding of Nominal value (In Rs)	No. of Shareholders	No of Share	% of no. of shares	Share Amount	% of Shareholding
Upto 5000	-	-	-	-	-
5001-10000	-	-	-	-	-
10001-20000	-	-	-	-	-
20001-30000	-	-	-	-	-
30001-40000	-	-	-	-	-
40001-50000	-	-	-	-	-
50001-100000	27	162000	3.85	1620000	3.85
100001 and above	28	4049600	96.15	40496000	96.15
Total	55	4211600	100.00	42116000	100.00

MARKET PRICE DATA

Monthly high and low of the equity shares of the Company trading volume are as follows from April 1, 2020 to March 31, 2021

Sr. No.	Month	High Price	Low Price	Volume
1	April, 2020	5.20	5.20	48,000
2	May, 2020	5.40	5.40	18,000
3	June, 2020	5.65	5.65	6,000
4	July, 2020	-	-	-
5	August, 2020	-	-	-
6	September, 2020	5.70	5.70	18,000.00
7	October, 2020	-	-	-
8	November, 2020	6.10	5.80	24,000
9	December, 2020	8.05	6.40	1,74,000
10	January, 2021	8.80	8.40	24,000
11	February, 2021	9.10	8.80	1,38,000
12	March, 2021	10.80	9.45	42,000

REPORT ON CORPORATE GOVERNANCE

The Corporate Governance report forms part of the Annual Report. Your Company has complied with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Registered Office:

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

By Order of the Board of Directors
For Gretex Industries Limited

Place: Kolkata

Date: September 02, 2021

Sd/-

Arvind Harlalka
Managing Director
DIN: 00494136

FORM AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

Details of contracts or arrangements or transactions not at arm's length basis: There were no contracts or arrangements or transactions that were not entered at arm's length basis

1.	Name (s) of the related party & nature of relationship	N.A.
2.	Nature of contracts / arrangements / transaction	N.A.
3.	Duration of the contracts / arrangements / transaction	N.A.
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A.
5.	Justification for entering into such contracts or arrangements or transactions'	N.A.
6.	Date of approval by the Board	N.A.
7.	Amount paid as advances, if any	N.A.

Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	As per "Note L" of Notes to Financial Statements on Standalone basis for the year ended March 31, 2021
b)	Nature of contracts / arrangements / transactions	
c)	Duration of the contracts / arrangements / transactions	
d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	
e)	Date(s) of approval by the Board, if any:	
f)	Amount paid as advances, if any:	

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The purpose of this discussion is to provide an understanding of financial statements and a composite summary of performance of our business. Management Discussion and Analysis (MDA) is structured as follows:

Media and Entertainment (M&E) Industry Overview

The impact of COVID-19 on the Media and Entertainment (M&E) industry is felt as business disrupts at a scale and speed that is unprecedented. Many of the services offered by the industry have sharply diminished or even halted, while other services are booming in ways never expected. In all cases, every business process, product, and consumer segment served by the M&E industry has been impacted by the onset of this global pandemic in some way.

The COVID-19 outbreak brought major disruptions to the Entertainment industry

- **A shift in Media Consumption** - With people spending more time at home, there are more entertainment hours to fill. In this context, the 'at home-entertainment' providers are engaging users more, finding new and larger audiences and even expanding their use cases
- **Significant Revenue Decline** - Though consumption is up, revenue is down overall as the advertising spent –the industry relies so heavily on is seeing major contraction & entire segments of the sector are at a stop. Entire segments of the industry are also at a stop: Movie Theatres are shutdown, film producers and distributors are struggling without the possibility of a theatrical release, live music main source of revenue for the music industry is at a standstill, sports are losing income on all front.
- **Content Supply Shortages** - Production is also at a full stop at a time where people consume more, putting pressure on content libraries and threatening shortages. But mitigating factors and compensatory effects are starting to emerge.

It is observed how the COVID-19 crisis has driven the need for sudden adaptation to changes in the Media and Entertainment business environment. Companies that have been investing in Digital Transformation are in the best position to affect an agile and rapid response. Emerging capabilities enabled by Digital Transformation programs in Media and Entertainment companies are suddenly brought into real relevance as consumer behavior patterns suddenly shift. Long term strategies to improve the cost and scalability of IT infrastructures are now key to the long-term survival and leadership of companies in this new economy.

BUSINESS OVERVIEW

Your company has started its Sole distributor of world's renowned brands like Yamaha in the year 2013 and today we have more brands like Daddario, Harman, JBL-Revel, Synthesis, Mark Levinson, Lexicon, Arcam, Behringer, Lake, LabGruppen, Midas, Klark Teknik, Bugera, Tannoy, Turbosound, Televic, T C Electronic, T C Helicon, Christie, Atlona, Sennheiser etc which covers area like West Bengal, Sikkim, Assam, Meghalaya, Arunachal Pradesh, Mizoram, Nagaland, Manipur, Tripura, Bihar, Orissa, Jharkhand etc. The company stock a wide range of instruments at best price, guitars, keyboards, piano, violins, drums, rhythm machines, percussion instruments. Your company also deals in equipment's like sound cards, microphones, headphones, amplifiers, studio monitor speakers, loudspeakers, mixers and all types of accessories for pro audio and recording. Our essential music distributing business, is one of the world's driving music distributors.

Your company has developed a website where the musical instruments and other products of the company can be bought directly via ecommerce. This will enable the consumers to view the products online, and purchase them during these times of Pandemic.

FINANCIAL PERFORMANCE

During the financial year 2020-2021 the revenue from operations of your company decreased to Rs. 9,62,49,764/- as against Rs. 11,14,57,169/- in the previous year. The Loss of the company for the year under review stood at Rs. 31,83,730 as against a loss of Rs. 22,92,600/- in the previous year.

Your Company is confident that with immense support that it is receiving from everyone across the Board and from all its dealers, the revenue will bounce back and the coming year should see it climbing back to consolidate its leadership in the category. Basic Earnings per share for fiscal 2021 was Rs. (0.76).

Your company has also followed the trend by investing in E Commerce by providing a platform to buy Musical Instruments online. This can show positive results in the coming year.

OPPORTUNITIES AND THREAT

The growth of the Company is subject to opportunities and threats as are applicable to the industry from time to time however it seems that there is a great opportunity in the Indian Market for our products.

With work from home option for employees there is time saved on commuting to office and hence there is a probability of people opting for pursuing their passion by learning musical instruments online.

The age of work-from-home which continues for a large section of people in the organised sector will boost the sales of musical instruments across the country.

RISKS AND CONCERNS

Risk is an inherent part of any business. There are various types of risks, which threaten the existence of a Company like Credit Risk, Market Risk, Operational Risk, Liquidity Risk, Interest Rate Risk, Strategic Risk, Regulation Risk etc. Your Company aims at enhancing and maximizing shareholders value by achieving appropriate trade-off.

INTERNAL CONTROL SYSTEM & ADEQUACY

Internal Control Systems has been designed to provide reasonable assurance that assets are safeguarded, transactions are executed in accordance's with management's authorization and properly recorded and accounting records are adequate for preparation of financial statements and other financial information. Internal check is conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control systems.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES

The Company continues to lay emphasis on developing and facilitating optimum human performance. Performance management was the key word for the Company this year.

DISCLOSURES

During the year the Company has not entered into any transaction of material nature with its promoters, the Directors or the management, their subsidiaries or relatives etc that may have potential conflict with the interest of the Company at large.

CFO CERTIFICATION

Mr. Pradeep Mertia, Chief Financial Officer of the company has certified to the Board that:

- a) He has reviewed the financial statements and the cash flow statement of Gretex Industries Limited for the Financial Year ended March 31, 2021 and to the best of his knowledge and belief:

These statements do not contain any materially untrue statements or omit any material facts or contain statements that might be misleading;

These statements Present a true and fair view of the Company's affairs and follow current accounting standards, applicable laws and regulations.

- b) There are, to the best of his knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violation of the Company's Code of Conduct.
- c) He accepts responsibility for establishing and maintaining internal controls for financial reporting. He has evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and he has disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which he was aware and steps taken and/or proposed to be taken to rectify these deficiencies.
- d) He accepts responsibility for establishing and maintaining internal controls for financial reporting. He has evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and he has disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which he was aware and steps taken and/or proposed to be taken to rectify these deficiencies.
- e) He has also indicated to the Auditors and the Audit Committee:

Significant changes, if any, in the Internal Controls over financial reporting during the year.

Significant changes, if any, in accounting policies made during the Year and that the same have been disclosed in the notes to the financial statements; and

Instances of significant fraud of which he has become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: September 02, 2021

Place: Kolkata

INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS

TO THE MEMBERS OF GRETEX INDUSTRIES LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of GRETEX INDUSTRIES LIMITED ('the Company'), which comprise the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss for the year ended on 31st March, 2021 and the statement of Cash Flows for the period ended and a summary of significant accounting policies and other explanatory information.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March, 2021, the profit / loss and total income, changes in equity and its cash flows for the period ended on that date.

BASIS FOR OPINION

We conducted our audit of the financial statement in accordance with the Standards on Auditing specified under Section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of Financial Statements section of our report. We are independent of the company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness

of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our objective are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion on these financial statements.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the Auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by sub-section 3 of Section 143 of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- (c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rule issued thereunder
- (e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in “**ANNEXURE - A**”;
- (g) with respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:
 In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the period is in accordance with the provisions of section 197 of the Act.
- (h) with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us: -
- i. The Company did not have any pending litigations in its financial statements.
 - ii. The Company did not have any long term contract including derivative contract which may lead to any foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor’s Report) Order, 2016 (“ the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the “**ANNEXURE – B**” a statement on the matters specified in the Order, to the extent applicable.

For Gupta Agarwal & Associates
Chartered Accountants
Firm’s Registration No: 329001E

Badri Prasad Singhania
Partner
Membership No: 058970
UDIN: 21058970AAAABT1743
Date: 20.04.2021
Place: Kolkata

ANNEXURE – A

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)

We have audited the internal financial controls over financial reporting of GRETEX INDUSTRIES LIMITED (“the Company”) as of 31st March, 2021 in conjunction with our audit of the financial statements of the Company for the period ended on that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS’ RESPONSIBILITY

Our responsibility is to express an opinion on the company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the company’s internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to errors or frauds may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2021, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Gupta Agarwal & Associates
Chartered Accountants
Firm's Registration No: 329001E

Badri Prasad Singhania
Partner
Membership No: 058970
UDIN: 21058970AAAABT1743
Date: 20.04.2021
Place: Kolkata

ANNEXURE – B**AUDITORS REPORT AS PER THE COMPANIES (AUDITOR'S REPORT) ORDER
2016 ON THE FINANCIAL STATEMENTS:****1. PROPERTY, PLANT & EQUIPMENT [Clause 3(i)]**

- i. The Company maintains proper records showing full particulars including details of quantity and situation of the fixed assets.
- ii. The management has conducted physical verification of the fixed assets at reasonable intervals.
- iii. No material discrepancies were noticed on physical verification, and hence it has not been accounted for in the books of accounts.

2. INVENTORY [Clause 3(ii)]

- i. The management has conducted physical verification of inventory at reasonable intervals and in our opinion, the coverage and procedure of such verification by the management is appropriate and no material discrepancies were noticed on physical verification.

3. LOAN GIVEN BY COMPANY [Clause 3(iii)]

According to the information and explanations given to us, the Company has granted unsecured loans to four bodies corporate, covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which :

- (a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.

4. LOAN TO DIRECTORS AND INVESTMENT BY COMPANY [Clause 3(iv)]

In respect of loans, investments, guarantees and security the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

5. DEPOSITS [Clause 3(v)]

According to the information and explanation given to us the Company has not accepted deposits from the public during the period under audit.

6. COST RECORDS [Clause 3(vi)]

As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

7. STATUTORY DUES [Clause 3(vii)]

Following matters shall be reported for statutory dues and disputed for tax and duties.

- a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, GST, and any other statutory dues to the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2021 for a period of more than six months from the date on when they become payable.
- b) According to the information and explanations given to us there are no dues of income tax or GST which have not been deposited on account of any dispute.

8. REPAYMENT DUES [Clause 3(viii)]

Based on our audit procedures and as per the information & explanations given by the management, we are of the opinion the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.

9. UTILISATION OF INTIAL AND FURTHER PUBLIC OFFER [Clause 3(ix)]

In our opinion and according to information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans.

10. FRAUD [Clause 3(x)]

No fraud has been noticed or reported on or by the Company during the period under audit.

11. APPROVAL OF MANAGERIAL REMUNERATION [Clause 3(xi)]

The managerial remuneration has been paid or provided during the period under audit in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

12. NIDHI COMPANY [Clause 3(xii)]

In our opinion, and according to information and explanations given to us, clause (xii) of para 3 to Companies (Auditor's Report) Order, 2016 w.r.t. Nidhi Company is not applicable to Company.

13. RELATED PARTY TRANSACTION [Clause 3(xiii)]

In our opinion all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

14. PRIVATE PLACEMENT AND PREFERENTIAL ISSUES [Clause 3(xiv)]

The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the period under audit.

15. NON-CASH TRANSACTION [Clause 3(xv)]

The Company has not entered into any non-cash transactions with directors.

16. REGISTER WITH RBI ACT, 1934 [Clause 3(xvi)]

The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Gupta Agarwal & Associates
Chartered Accountants
Firm's Registration No: 329001E

Badri Prasad Singhania
Partner
Membership No: 058970
UDIN: 21058970AAAABT1743
Date: 20.04.2021
Place: Kolkata

FINANCIAL STATEMENTS

GRETEX INDUSTRIES LIMITED (CIN: L17296WB2009PLC136911)
(Formerly Known As Gretex Industries Pvt Ltd, Heritage Barter Pvt Ltd)
Part I : Balance Sheet As At 31st March, 2021

S. N.	PARTICULARS	Note No.	As At 31.03.2021	As At 31.03.2020
	<u>I. EQUITY AND LIABILITIES</u>			
1	<u>SHAREHOLDERS FUNDS</u>			
	(a) Share Capital	1	4,21,16,000	4,21,16,000
	(b) Reserve & Surplus	2	-72,52,980	-40,69,250
	TOTAL(1)		3,48,63,020	3,80,46,750
2	<u>NON-CURRENT LIABILITIES</u>			
	(a) Long Term Borrowings	3	-	2,47,501
	TOTAL(2)		-	2,47,501
3	<u>CURRENT LIABILITIES</u>			
	(a) Short Term Borrowings	4	-	2,13,107
	(b) Trade Payables	5	79,74,694	1,34,88,494
	(c) Other Current Liabilities	6	10,83,075	10,73,782
	(d) Short Term Provisions	7	-	-
	TOTAL(3)		90,57,769	1,47,75,383
	TOTAL(1+2+3)		4,39,20,789	5,30,69,634
	<u>II. ASSETS</u>			
1	<u>NON-CURRENT ASSETS</u>			
	(a) Fixed Assets	8	7,67,806	78,97,881
	(b) Long Term Loans & Advances	9	2,72,248	1,90,798
	(c) Deferred Tax Assets	10	-1,13,014	10,02,599
	TOTAL(1)		9,27,040	90,91,278
2	<u>CURRENT ASSETS</u>			
	(a) Current Investments	11	-	-
	(b) Inventories	12	2,02,56,823	1,68,13,334
	(c) Trade Receivables	13	99,22,327	1,44,15,717
	(d) Cash & Bank Balances	14	57,45,755	62,70,863
	(e) Short Term Loans & Advances	15	70,68,844	64,78,442
	TOTAL(2)		4,29,93,749	4,39,78,357
	TOTAL(1+2)		4,39,20,789	5,30,69,634
	Significant Accounting Policies & Notes On Accounts	26	Signed in Terms of our Separate Report of Even date For and on Behalf of the Board of Directors For GUPTA AGARWAL & ASSOCIATES CHARTERED ACCOUNTANTS FRN: 329001E (BADRI PRASAD SINGHANIA) PARTNER MEMBERSHIP NO. 058970 PRADEEP MERTIA Chief Financial Officer	
	ARVIND HARLALKA Managing Director DIN: 00494136			
	ALOK HARLALKA Director DIN : 02486575			
	DIMPLE MAGHARAM SLUN Company Secretary			
	Place: Kolkata Dated: 20th April, 2021			

GRETEX INDUSTRIES LIMITED (CIN: L17296WB2009PLC136911)
(Formerly Known As Gretex Industries Pvt Ltd, Heritage Barter Pvt Ltd)

Part II : Profit & Loss Statement For The Period Ended 31st March, 2021

PARTICULARS		Note No.	Amount in Rs.	
			As on 31.03.2021	As on 31.03.2020
I. INCOME				
	Revenue From Operations	16	9,62,49,764	11,14,57,169
	Other Income	17	9,83,596	22,35,662
	TOTAL INCOME		9,72,33,359	11,36,92,831
II. EXPENSES:				
a	Cost of Operations	18	-	2,86,897
b	Purchases of Stock in Trade	19	8,90,46,297	10,50,11,390
c	Changes in Inventories of Finished Goods, Work in Progress & Stock in Trade	20	(36,93,488)	(37,35,246)
d	Employee Benefit Expenses	21	51,05,148	76,23,867
e	Finance Costs	22	1,11,939	5,12,406
f	Depreciation & Amortisation Schedule	23	7,34,612	12,73,065
g	Other Expenses	24	24,58,033	40,70,497
	TOTAL EXPENSES		9,37,62,541	11,50,42,876
	III. Profit before extraordinary Items & Tax (I-II)		34,70,819	(13,50,045)
	Extraordinary Items			
	Loss on Sale of Machinaries		-	-
	V. PROFIT BEFORE TAX (III-IV)		34,70,819	(13,50,045)
VI. TAX EXPENSE				
	Current Tax		-	-
	Tax for Earlier Years		-	-
	Deferred Tax		11,15,613	(50,622)
	Sub Total of Tax Expense (VI)		11,15,613	(50,622)
	Profit / (Loss) for the period from Continuing Operations (V-VI)		23,55,206	(12,99,423)
	Profit/ (Loss) from Discontinuing Operations		(55,38,935)	(9,93,177)
	Tax Expense of discontinuing Operations			
	Profit/ (Loss) from Discontinuing Operations after Tax		(55,38,935)	(9,93,177)
	Income Tax for Earlier Years			
	PROFIT (LOSS) FOR THE PERIOD (V-VI)		(31,83,730)	(22,92,600)
	Earning Per Equity Share			
a	Basic	25	(0.76)	(0.54)
b	Diluted		(0.76)	(0.54)

Significant Accounting Policies & Notes On Accounts
For and on Behalf of the Board of Directors

ARVIND HARLALKA
Managing Director
DIN: 00494136

ALOK HARLALKA
Director
DIN : 02486575

DIMPLE MAGHARAM SLUN
Company Secretary

Place: Kolkata
Dated: April 20, 2021

26
Signed in Terms of our Separate Report of Even date

For Gupta Agarwal & Associates
Chartered Accountants
FRN: 329001E

(BADRI PRASAD SINGHANIA)
Partner
MEMBERSHIP NO.058970
UDIN: 21058970AAAABT1743

PRADEEP MERTIA
Chief Financial Officer

PART III - STATEMENT OF CASH FLOW
GRETEX INDUSTRIES LIMITED
(FORMERLY KNOWN AS GRETEX INDUSTRIES PRIVATE LIMITED)
(FORMERLY KNOWN AS HERITAGE BARTER PRIVATE LIMITED)
CIN: L17296WB2009PLC136911
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2021

		(AMOUNT IN RUPEES)	
PARTICULARS		FIGURES AS AT THE END OF 31ST MARCH, 2021	FIGURES AS AT THE END OF 31ST MARCH, 2020
A	Cash Flow from Operating Activities :		
	Net Profit/(Loss) before tax	34,70,819	(23,43,222)
	Adjustments for:		
	Finance Cost	1,11,939	5,12,406
	Depreciation	7,34,612	12,73,065
	Loss on Sale of Plant & Machineries		9,93,177
	Cash Loss from Discontinuing Operation	(5,62,458)	
	Profit from investment in Mutual Fund		
	Interest Income	-	2,24,435
	Profit on sale of investment	-	-
	Operating Profit before working capital changes	37,54,912	6,59,861
	Increase / (Decrease) in Loans & Advances	(2,13,106)	(37,45,393)
	Increase / (Decrease) in Trade Payables	(55,13,801)	77,78,178
	Increase / (Decrease) in Other Current Liabilities	9,293	1,92,102
	(Increase) / Decrease in Inventories	(36,93,488)	(37,35,246)
	(Increase) / Decrease in Trade Receivable	44,93,390	87,89,439
	(Increase) / Decrease in Short Term Loans & Advances	(5,90,402)	(24,44,231)
	Operating Profit after working capital changes	(17,53,202)	74,94,710
	Less: Income Tax Paid	-	-
	Net Cash from/ (used in) Operating Activities	(A) (17,53,202)	74,94,710
B	Cash Flow from Investing Activities :		
	(Purchase)/ Sale of Fixed Assets	(3,31,016)	6,81,955
	(Purchase)/ Sale of Current Investments		-
	Sale of Fixed Assets	20,00,000	-
	(Increase) / Decrease in Long Term Loans & Advances	(81,450)	67,402
	(Increase) / Decrease in Other Non-current assets	-	-
	Interest Income	-	(2,24,435)
	Net Cash from/ (used in) Investing Activities	(B) 15,87,534	5,24,922
C	Cash Flow from Financing Activities :		
	Increase / (Decrease) in Long Term Borrowings	-2,47,501	(42,31,459)
	Proceeds from Issue of shares	-	-
	Finance Cost paid	(1,11,939)	(5,12,406)
	Net Cash from/ (used in) Financing Activities	(C) (3,59,440)	(47,43,865)
	Net Increase/ (Decrease) in Cash & Cash Equivalents	(A+B+C) (5,25,108)	32,75,767
	Cash & Cash Equivalents as at the beginning of the year	62,70,863	29,95,095
	Cash & Cash Equivalents as at the end of the year	57,45,755	62,70,863

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For GUPTA AGARWAL & ASSOCIATES
 CHARTERED ACCOUNTANTS
 FRN: 329001E

ARVIND HARLALKA
 MANAGING DIRECTOR
 DIN: 00494136

ALOK HARLALKA
 DIRECTOR
 DIN: 02486575

(BADRI PRASAD SINGHANIA)
 PARTNER
 MEMBERSHIP NO. 058970

DIMPLE MAGHARAM SLUN
 COMPANY SECRETARY

PRADEEP MERTIA
 CHIEF FINANCIAL OFFICER

PLACE: KOLKATA
 Dated: 20th April, 2021

GRETEX INDUSTRIES LIMITED (CIN: L17296WB2009PLC136911)
(FORMERLY KNOWN AS GRETEX INDUSTRIES PVT LTD, HERITAGE BARTER PVT LTD)
NOTES TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2021
(AMOUNT IN RS.)

S. N.	PARTICULARS	As on			
		31.03.2021	31.03.2020		
I Share Capital					
A. Authorised:					
	4500000 (L.Y. 4500000) Equity Shares Of Rs.10/- Each	<u>4,50,00,000</u>	<u>4,50,00,000</u>		
B. Issued, Subscribed & Paid Up					
	Shares At The Beginning Of The Accounting Period				
	4211600 (L.Y. 4211600) Equity Shares Of Rs.10/- Each	4,21,16,000	4,21,16,000		
	Additions During The Year	-	-		
	Shares At The End Of The Accounting Period				
	4211600 (L.Y. 4211600) Equity Shares Of Rs.10/- Each	<u>4,21,16,000</u>	<u>4,21,16,000</u>		
C. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period					
		31st March 2021		31st March 2020	
		Nos		Nos	Amount
	Shares outstanding at the beginning of the year	42,11,600	4,21,16,000	42,11,600	4,21,16,000
	Shares issued during the year	-	-	-	-
	Shares outstanding at the end of the year	<u>42,11,600</u>	<u>4,21,16,000</u>	42,11,600	4,21,16,000
D. Terms/ Rights Attached To Equity Shares					
The Company has only one class of equity share having par value of Rs 10/- per share . Each holder of Equity share is					
In the event of liquidation of the company , the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts . The Distribution will be in proportion to the number of equity share held by the shareholders					
E. Details of shareholders holding more than 5% shares of the Company					
Name Of The Shareholder		31st March 2021		31st March 2020	
(Equity Shares Of Rs 10/ Each Fully Paid Up)		Nos	%	Nos	%
Salvation Developers Limited		-	0.00%	1,92,000	4.56%
Affordable Agro Agencies Private Limited		5,22,000	12.39%	5,28,000	12.54%
Shyamal Sardar		2,34,000	5.56%	2,34,000	5.56%
Talent Investment Company Private Limited		5,49,100	13.04%	5,49,100	13.04%
Ambuja Technologies Private Limited		5,27,000	12.51%	5,27,000	12.51%
Ambition Tie -Up Private Limited		3,48,000	8.26%	3,48,000	8.26%
Bonanza Agency LLP (Earlier Bonanza Agency Pvt Ltd		3,24,700	7.71%	3,24,700	7.71%
Arvind Harlalka HUF		2,76,000	6.55%	2,76,000	6.55%
Navin Kumar Gupta		2,70,000	6.41%	2,70,000	6.41%
As per records of the Company, including its registers of Shareholders / Members and other declarations received from					
F. Shares Issued Other Than Cash					
Nil					
G. Shares Issued In Cash					
Nil					

2	<u>Reserve & Surplus</u>		
	<u>General Reserve</u>		
	At The Beginning Of The Accounting Period		
	Additions During The Year		
	At The End Of The Accounting Period		
	<u>A. Securities Premium Account</u>		
	At The Beginning Of The Accounting Period	1,00,53,367	1,00,53,367
	Additions During The Year	-	-
	At The End Of The Accounting Period	<u>1,00,53,367</u>	<u>1,00,53,367</u>
	<u>B. Surplus</u>		
	At The Beginning Of The Accounting Period	-1,41,22,617	-1,18,30,017
	Adjustment Of Depreciation	-	-
	Additions During The Year	-31,83,730	-22,92,600
	(Balance In Statement Of Profit & Loss A/C)		
	Allocations And Appropriations		
	Dividend		
	Tax On Dividend		
	Bonus Shares Issued		
	Transfer To/From Reserves		
	At The End Of The Accounting Period	<u>-1,73,06,347</u>	<u>-1,41,22,617</u>
	Grand Total	<u>-72,52,980</u>	<u>-40,69,250</u>
3	<u>Long Term Borrowings</u>		
	<u>Secured Term Loans</u>		
	Bmw India Financial Services Pvt Ltd	3,32,668	7,18,303
	(Secured Against Hypothecation Of Bmw Car)		
	Current Maturities Of Long Term Loans	<u>3,32,668</u>	<u>4,70,802</u>
		<u>-</u>	<u>2,47,501</u>
4	<u>Short Term Borrowings</u>		
A	<u>A. Cash Credit Facility</u>		
	Punjab National Bank -Overdraft A/C, Saltlake Branch		2,13,107
		<u>-</u>	<u>2,13,107</u>
5	<u>Trade Payables</u>		
	'Msme Creditors	-	
	'Other Than Msme Creditors	<u>79,74,694</u>	<u>1,34,88,494</u>
		<u>79,74,694</u>	<u>1,34,88,494</u>
6	<u>Other Current Liabilities</u>		
	<u>Unallocable</u>		
	Gst Payable	1,23,570	4,933
	Audit Fee Payable	50,000	1,05,000
	Tds Payable	96,408	1,78,904
	Car Rent Payable	-	-
	Rent Payable	-	11,550
	Salary Payable	39,850	2,31,687
	Professional Tax Payable	1,180	990
	Liabilities For Expenses	3,96,226	6,907
	Advance from Customers	43,174	63,008
	Current Maturities Of Long Term Loans	<u>3,32,668</u>	<u>4,70,802</u>
		<u>10,83,075</u>	<u>10,73,782</u>

7	<u>Short-Term Provisions</u>		
	Provisions For Taxation	-	-
		<u>-</u>	<u>-</u>
9	<u>Long Term Loans And Advances</u>		
	(Unsecured Considered Good Unless Otherwise Stated)		
	Deposit With Wbsedcl	22,000	22,000
	Vat Security Deposit	25,000	25,000
	Deposit With Anup/Aniruddh Fatehpuria For Factory Premises	1,32,248	1,43,798
	Rent Deposit	93,000	
		<u>2,72,248</u>	<u>1,90,798</u>
10	<u>Deferred Tax Assets (Net)</u>		
	Deferred Tax Assets	-1,13,014	10,02,599
		<u>-1,13,014</u>	<u>10,02,599</u>
11	<u>Current Assets</u>		
	<u>A. Current Investments</u>		
	<u>Valued At Cost</u>		
	Investment In Mutual Fund	-	-
	Investment In Balaji Pharma	-	-
		<u>-</u>	<u>-</u>
12	<u>Inventories</u>		
	(As Taken, Valued & Certified By The Management)		
	Finished Goods & Spare Parts	2,02,56,823	1,68,13,334
		<u>2,02,56,823</u>	<u>1,68,13,334</u>
13	<u>Trade Receivables</u>		
	(Unsecured Considered Good Unless Otherwise Stated)		
	A. Debts Outstanding For A Period Exceeding		
	Six Months From The Date They Are Due		
	B. Debts Outstanding For A Period Less Than		
	Six Months From The Date They Are Due		
	Sundry Debtors	99,22,327	1,44,15,717
	* Trade Receivables Are Subject To Confirmation	99,22,327	1,44,15,717
		<u>99,22,327</u>	<u>1,44,15,717</u>
14	<u>Cash & Cash Equivalents</u>		
	<u>A. Balance With Banks</u>		
	<u>In Fixed Deposits</u>		
	Fd With HDFC Bank	18,81,912	
	Fd With PNB	1,70,184	21,95,153
	<u>In Current Accounts</u>		
	Punjab National Bank	1,66,552	3,823
	Tamilnad Mercantile Bank - Od A/C	-	305
	HDFC Bank	27,57,925	30,59,679
	<u>B. Cash In Hand</u>		
	Cash	7,69,182	10,11,903
		<u>57,45,755</u>	<u>62,70,863</u>
15	<u>Short Term Loans & Advances</u>		
	(Unsecured Considered Good Unless Otherwise Stated)		
	A. Advances Recoverable In Cash Or In Kind	58,28,697	51,52,183
	B. Receivable From Revenue Authorities		
	Tax Deducted At Source	1,40,872	89,551
	Gst Input	7,64,613	8,07,104
	C. Advance To Suppliers		
	Wip-Expense For New Garment Unit	3,34,662	3,34,662
		<u>70,68,844</u>	<u>64,78,442</u>

16	<u>Revenue From Operations</u>		
	Sales	10,01,07,187	11,58,34,816
	Less: Branch Transfer	<u>38,57,423</u>	<u>43,77,647</u>
		<u>9,62,49,764</u>	<u>11,14,57,169</u>
17	<u>Other Income</u>		
	Discount Received	3,94,916	57,089
	Carriage Inward		8,000
	Incentive Received	4,65,356	18,61,914
	Profit From Investment In Mutual Fund	42,989	
	Invoice Correction For Pricing Difference		15,544
	Interest On Fixed Deposit	7,998	2,18,117
	Creditor Written Off	-	63,551
	Interest Received On Loan	72,337	5,129
	Interest On Tds Refund	-	6,318
		<u>9,83,596</u>	<u>22,35,662</u>
18	<u>Cost Of Operations</u>		
	Purchases, Dyeing, Heating & Raising	-	-51,048
	Power & Fuel	-	29,038
	Repairs & Maintenance	-	6,520
	Factory Rent	-	1,25,125
	Frighht Charges	-	33,100
	Wages	-	1,44,162
		<u>-</u>	<u>2,86,897</u>
19	<u>Purchases Of Stock In Trade</u>		
	Purchases	9,26,64,690	10,93,42,241
	Carriage Inward	2,19,971	17,499
	Post Sales Discount	19,060	29,297
	Less: Branch Transfer	<u>-38,57,423</u>	<u>-43,77,647</u>
		<u>8,90,46,297</u>	<u>10,50,11,390</u>
20	<u>Changes Of Inventories Of Finished Goods</u>		
	Opening Stock In Hand	1,65,63,334	1,28,28,088
	Less: Closing Stock	<u>-2,02,56,823</u>	<u>-1,65,63,334</u>
		<u>-36,93,488</u>	<u>-37,35,246</u>
21	<u>Employee Benefits Expense</u>		
	Salaries & Bonus	38,95,602	64,16,667
	Staff Welfare Expenses	9,546	7,200
	Salary To Managing Director	12,00,000	12,00,000
		<u>51,05,148</u>	<u>76,23,867</u>
22	<u>Financial Costs</u>		
	Bank Charges	11,937	19,948
	Interest Paid		
	- Interest On Bank OD	26,891	2,11,888
	- Interest On Car Loan	72,921	92,768
	- Interest On Unsecured Loan	190	1,87,803
		<u>1,11,939</u>	<u>5,12,406</u>
23	<u>Depreciation And Amortzation Expense</u>		
	Depreciation	7,34,612	12,73,065
		<u>7,34,612</u>	<u>12,73,065</u>

	As at 31st March 2021	As at 31st March 2020
24 Other Expenses		
Advertisement	4,368	1,40,869
Annual Listing Fees	-	10,000
Bad debts	-	53,448
Brokerage	-	56,979
Business Promotion	85,117	-
Car Expenses	1,89,485	2,54,157
Car Insurance	-	68,212
Car Rent	-	4,20,000
Carriage Outward	-	3,864
Convenience Fee	-	1,039
Conveyance Expenses	16,880	18,234
Courier Expenses	-	1,45,560
Donation	-	977
Dealer'S Meet Expenses	30,000	2,81,800
Discount Allowed	-	1,02,798
Electricity Expenses	19,462	41,062
Freight Charges	65,559	55,221
Labour Charges	1,65,575	2,67,030
Office Expenses	1,18,679	62,667
General Expenses	27,873	1,65,657
Leave and License	-	44,050
Repairs And Maintainance	24,000	38,000
Round Off	74,705	1,743
Telephone Expenses	45,355	40,946
Computer Expenses	11,950	6,541
Travelling Expenses	1,46,909	3,41,046
Rent	5,48,200	5,97,300
Insurance Expenses	30,063	16,790
Packing & Forwarding	4,592	1,656
RTA Fees	-	43,100
Social Media Management	-	76,040
Audit Fees	50,000	55,000
Cdsl Annual Custodial Fees	-	9,000
Certification Fees	-	2,500
Filing Fees	8,300	14,900
Tools and Equipments	-	2,300
Interest & Penatly On Statutory Dues	19,681	36,713
Listing & Merger Expense	5,33,620	-
Printing & Stationary	150	13,797
Professional Fees Paid	37,400	5,77,000
Promotional Expenses	17,610	-
Professional Tax Ecc	2,500	2,500
Website Expenses	1,80,000	-
	<u>24,58,033</u>	<u>40,70,497</u>

25 EARNINGS PER SHARE (EPS)

The calculation of Earning Per Share (EPS) has been made in accordance with Accounting Standard - 20. A statement on calculation of Basic and Diluted EPS is as under :

	As at 31st March 2021	As at 31st March 2020
Net Profit After Taxation (in Rs.)	(31,83,730)	(22,92,600)
No. of Equity Shares	42,11,600	42,11,600
Weighted average number of Equity Shares	-	-
Add: Dilutive Potential Equity Shares	-	-
No. of Equity Shares for Dilutive EPS	-	-
Nominal Value of Shares (in Rs.)	10	10
Basic Earnings Per Share (in Rs.)	(0.76)	(0.54)
Diluted Earnings Per Share (in Rs.)	(0.76)	(0.54)

For and on Behalf of the Board of Directors

ARVIND HARLALKA
Managing Director
DIN: 00494136

ALOK HARLALKA
Director
DIN : 02486575

DIMPLE MAGHARAM SLUN
Company Secretary

Place: Kolkata
Dated: April 20, 2021

For Gupta Agarwal & Associates
Chartered Accountants
FRN: 329001E

(BADRI PRASAD SINGHANIA)
Partner
MEMBERSHIP NO.058970
UDIN: 21058970AAAABT1743

PRADEEP MERTIA
Chief Financial Officer

GRETEX INDUSTRIES LIMITED
(FORMERLY KNOWN AS GRETEX INDUSTRIES PRIVATE LIMITED)
(FORMERLY KNOWN AS HERITAGE BARKER PRIVATE LIMITED)
CIN: L17296WB2009PLC136911

NOTE NO. 8

FIXED ASSETS AND DEPRECIATION FOR THE PERIOD ENDED 31ST MARCH, 2021
(As per Companies Act, 2013)

FIXED ASSETS:-

PARTICULARS	Life	GROSS BLOCK (AT WDV)				DEPRECIATION				NET BLOCK		
		AS AT 01.04.2020 (Rs.)	ADDITION DURING PERIOD (Rs.)	DEDUCTION DURING PERIOD (Rs.)	TOTAL WDV 31.03.2021 (Rs.)	UPTO 31.03.2020 (Rs.)	FOR THE PERIOD (Rs.)	ADJUSTMENT DURING PERIOD (Rs.)	TOTAL 31.03.2021 (Rs.)	ADD. SALES	AS AT 31.03.2021 (Rs.)	AS AT 31.03.2020 (Rs.)
Furniture & Fixtures	10	12,66,438.09			12,66,438.09	7,21,418.00		53,421.00	7,74,839.00	4,85,818.04	5,781.05	5,45,020.09
Plant & Machineries	15	1,08,42,986.96	-	20,00,000.00	88,42,986.96	43,19,761.00		2,82,566.00	46,02,327.00	42,40,659.96	-	63,23,225.96
Office Equipments	5	40,357.61	-		40,357.61	4,133.00		8,065.00	12,198.00	-	28,159.61	36,224.61
Car	8	29,45,805.00	3,03,513.65		32,49,320.65	21,52,395.00		3,85,944.00	25,38,339.00	-	7,10,981.65	7,93,410.00
Software	3		27,500.00		27,500.00			4,616.00	4,616.00	-	22,884.00	-
Total		1,50,95,587.66	3,31,013.65	20,00,000.00	1,34,26,603.31	71,97,707.00		7,24,612.00	79,32,319.00	47,26,478.00	7,67,806.31	78,97,880.66

CIN: L17296WB2009PLC136911
ANNEXURE-1

PARTICULARS OF DEPRECIATION ALLOWABLE UNDER THE INCOME TAX ACT, 1961

Asst. Year : 2021-22

Annexure - A Particulars	Rate	W.D.V. As on 01.04.2020	Addition /Put to use		Deletion	Total	Depreciation	(Amount In Rs)
			Before 30.09.2020	After 30.09.2020				W.D.V. As on 31.03.2021
Server for Dialer	40%	25	-	-		25	10	15
Computer	40%	346	11,000	16,500		27,846	7,838	20,008
Pri Card	40%	23	-	-		23	9	14
Furniture & Fixtures	10%	6,72,833	-	-		6,525	653	5,873
Plant & Machineries	15%	1,10,39,739	(20,00,000)	-		-	-	-
Office Equipments	15%	41,065	-	-		41,065	6,160	34,905
Maruti Van-EECO	30%		-	3,03,515		3,03,515	45,527	2,57,988
		1,17,54,031	(19,89,000)	3,20,015		3,78,999	60,197	3,18,803

GRETEX INDUSTRIES LIMITED
(FORMERLY KNOWN AS GRETEX INDUSTRIES PRIVATE LIMITED)
(FORMERLY KNOWN AS HERITAGE BARTER PRIVATE LIMITED)
 CIN: LI7296WB2009PLC136911

NOTES TO AND FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2021

26 **CORPORATE INFORMATION**

GRETEX INDUSTRIES LIMITED (the Company) is a listed public limited company domiciled in India originally incorporated as private limited company under the provisions of the Companies Act, 1956 named as Heritage Barter Private Limited and consequently the name of the company was changed from M/s Heritage Barter Private Limited to Gretex Industries Private Limited on 7th February, 2013 and again the company was converted from Pvt Ltd Company to closely held Public Limited Co. on 20th November 2013 from M/s Gretex industries Private Limited to Gretex Industries Limited. The equity shares of the company got listed in SME Platform of NSE Ltd. w.e.f 14th October, 2016. The company is engaged into the business of trading of musical instruments and manufacturer of hosiery garments.

26.1 A **BASIS OF PREPARATION**

The Company maintains its accounts on accrual basis following the historical cost convention in accordance with Generally Accepted Accounting Principles (GAAP) in India, in compliance with the provisions of the Companies Act, 2013 and the Accounting Standards as specified in the Companies (Accounts) Rules, 2014, prescribed by the Central Government. Management evaluates all recently used or revised accounting standards on an ongoing basis.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

B **Presentation and disclosure of financial statement**

Schedule III notified under the Companies Act 2013 is applicable to the company, for preparation and presentation of its financial statements. The adoption of Schedule III does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

The Schedule III allows line items, sub-line items and sub-totals to be presented as an addition or substitution on the face of the financial statements when such presentation is relevant to an understanding of the company's financial position or performance or to cater to industry/sector-specific disclosure requirements.

C **Use of Estimates**

The preparation of the Financial Statements in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amount of income and expenses during the period. Examples of such estimates includes future obligation with respect to employees benefits, income taxes, useful lives of fixed assets etc. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

D **Property, Plant & Equipment**

(i) **Tangible Assets**

Property, plant and equipment (PPE), being fixed assets are tangible items held for use or for administrative purposes and are measured at cost less accumulated depreciation and any accumulated impairment. Cost comprises of the purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates and any costs attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the Management. Financing costs relating to acquisition of assets relating to acquisition of assets which take substantial period of time to get ready for intended use are also included to the extent they relate to the period up to such assets are ready for their intended use.

(ii) **Depreciation**

Depreciation on Property, Plant and equipment are provided under straight line method as per the useful lives and manner prescribed under schedule

(iii) **Intangible Assets**

Intangible Assets are recognised only if it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.

E **Investments**

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investment. Current investment are carried at lower of cost and fair value determined on an individual item basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

F Revenue Recognition

Income and expenditure is recognized and accounted for on accrual basis. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from sale of goods is recognised on transfer of significant risks and rewards of ownership to the customer and when no significant uncertainty exists regarding realisation of the consideration. Sales are recorded net of sales returns, GST, cash and trade discounts.

Revenue has not been reconciled with Form 26AS as on financial statement signing date as Form 26AS has not been updated upto 31st March, 2021 till the signing date.

G Earning Per Share

The Company reports Basic and Diluted earnings per equity share in accordance with the Accounting Standard - 20 on Earning Per Share. In determining earning per share, the Company considers the net profit after tax and includes the post tax effect of any extraordinary/exceptional items. The number of shares used in computing basic earning per share is the weighted average number of equity shares outstanding during the period. The numbers of shares used in computing diluted earning per share comprises the weighted average number of equity shares that would have been issued on the conversion of all potential equity shares. Dilutive potential equity shares have been deemed converted as of the beginning of the period, unless issued at a later date.

H Taxes on Income

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting Income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

I Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

J Dues to Micro & Small Enterprises Under the MSMED Act 2006

There are no dues to Micro, Small and Medium Enterprises (MSMEs) as defined in the Micro, Small, Medium Enterprises Development Act, 2006 within the appointed date during the year and no MSMES to whom the Company owes dues on account of principal amount together with interest at the balance sheet date and hence no additional disclosures have been made.

SIGNED IN TERMS OF OUR SEPARATE
REPORT OF EVEN DATE.

For GUPTA AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 329001E

ARVIND HARLALKA
MANAGING DIRECTOR
DIN: 00494136

ALOK HARLALKA
DIRECTOR
DIN: 02486575

(BADRI PRASAD SINGHANIA)
PARTNER
MEMBERSHIP NO. 058970

DIMPLE MAGHARAM SLUN
COMPANY SECRETARY

PRADEEP MERTIA
CHIEF FINANCIAL OFFICER

PLACE: KOLKATA
Dated: 20th April, 2021

GRETEX INDUSTRIES LIMITED
(FORMERLY KNOWN AS GRETEX INDUSTRIES PRIVATE LIMITED)
(FORMERLY KNOWN AS HERITAGE BARTER PRIVATE LIMITED)
 CIN: L17296WB2009PLC136911

NOTES TO AND FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2021

K	<u>Managerial Remuneration</u>										
	A. Detail of payments and provisions on account of remuneration to managerial personnel is as under:										
		<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 80%;"></th> <th style="text-align: center;">For the year ended 31st March, 2021</th> <th style="text-align: center;">For the year ended 31st March, 2020</th> </tr> </thead> <tbody> <tr> <td>Salary - Arvind Harlalka</td> <td style="text-align: right;">12,00,000</td> <td style="text-align: right;">12,00,000</td> </tr> <tr> <td style="text-align: right;">Total</td> <td style="text-align: right; border-top: 1px solid black;">12,00,000</td> <td style="text-align: right; border-top: 1px solid black;">12,00,000</td> </tr> </tbody> </table>		For the year ended 31st March, 2021	For the year ended 31st March, 2020	Salary - Arvind Harlalka	12,00,000	12,00,000	Total	12,00,000	12,00,000
	For the year ended 31st March, 2021	For the year ended 31st March, 2020									
Salary - Arvind Harlalka	12,00,000	12,00,000									
Total	12,00,000	12,00,000									
L	<u>RELATED PARTY DISCLOSURES</u>										
	(a) List of Related Parties										
	Name of related parties with whom transactions have taken place during the year:										
	(i) Key Managerial Personnel	Arvind Harlalka - Managing Director Alok Harlalka - Director DIMPLE MAGHARAM SLUN - Company Secretary Pradeep Mertia - CFO									
	(ii) Enterprise where control exists	Gretex Corporate Services Private Limited Gretex Share Broking Pvt Ltd (Formerly known as Sherwood Securities Private Limited) Dynamic Trading Co (Prop Alok Harlalka HUF) Apsara Selections Limited									
	(iii) Relatives of Key Management Personnel	Anita Harlalka - Wife of Arvind Harlalka Sumeet Harlalka - Brother of Arvind Harlalka & Alok Harlalka									

Transactions with Related Parties					
Particulars	Key Mgm. Personnel and Relative of Key Management Personnel		Enterprise where control exists		
	For the year ended 31st March, 2021	For the year ended 31st March, 2020		For the year ended 31st March, 2021	For the year ended 31st March, 2020
	(₹)	(₹)		(₹)	(₹)
Loan Taken					
Apsara Selections Limited	-	-		8,50,000.00	91,00,000.00
Gretex Sharebroking Private Limited				40,65,742.00	
Gretex Corporate Services Private Limited				64,86,151.00	
Loan Repaid					
Apsara Selections Limited	-	-		8,50,000.00	56,84,416.00
Gretex Sharebroking Private Limited				13,61,121.00	
Gretex Corporate Services Private Limited				64,86,151.00	
Advance Taken					
Alok Harlalka		63,436.00			47,886.49
Advance Given/ recovered					
Alok Harlalka		63,436.00			
Dynamic Trading Co.					25,500.00
Loan Given					
Bonanza Agency LLP				47,52,000.00	
Car Rent Paid					
Pradeep Mertia	-	4,20,000.00		-	-
Dynamic Trading Co	-	-		-	-
Salary Paid					
Arvind Harlalka	12,00,000.00	12,00,000.00		-	-
Anita Harlalka	6,00,000.00	6,00,000.00		-	-
Dipika Singhania	51,596.00	5,21,606.00		-	-
Dimple Shun	3,89,503.00	-		-	-
Pradeep Mertia	7,53,859.00	9,48,404.00		-	-
Interest received on Loan Given					
Bonanza Agency LLP				8,474.00	-
Interest on Loan					
Gretex Sharebroking Private Limited				190.00	-
Website expenses					
Ambuja Technologies Private Limited				1,50,000.00	
Dynamic Trading Co.				20,000.00	
Reimbursement of Car expenses					
Arvind Harlalka		1,33,666.73			
Reimbursement of ROC Filing Fees					
Arvind Harlalka		4,900.00			
Reimbursement of Telephone Expenses					
Arvind Harlalka		11,100.47			
Pradeep Mertia	80,852.02				
Reimbursement of Other Expenses					
Arvind Harlalka		3,965.00			
Reimbursement of Car Insurance					
Arvind Harlalka		68,212.00			

Particulars	Transaction with Related Parties			
	Key Mgm. Personnel and Relative		Enterprise where control exists	
	For the year ended 31st March, 2021	For the year ended 31st March, 2020		For the year ended 31st March, 2021

BALANCES AT THE YEAR END**Payable**

Arvind Harlalka	-			
Alok Harlalka	-			
Anita Harlalka	-			
Sumeet Harlalka				
Pradeep Martia	1,05,100.02	78,734.00		
Gretex Corporate Services Private Limited	-	-		-
Gretex Sharebroking Private Limited			1,10,190.00	
Ambuja Technologies Private Limited			1,74,750.00	
Receivable				
Arvind Harlalka	-	1,52,596.57		
Gretex Share Broking Pvt Ltd				25,94,621.00
Bonanza Agency LLP			47,60,474.00	-

List of Holding, Subsidiary and Associate company

- Holding Company	The Company does not have any holding company.
- Subsidiary Company	The Company does not have any subsidiary company.
- Associate Company	The Company does not have any associate company.

There is no adjustment required to be made to the profits or loss for complying with ICDS notified u/s 145(2)

Disclosure as Per ICDS mentioned below:

ICDS Name of ICDS	Disclosure
1 Accounting Policies	-
2 Valuation of Inventories	-
3 Construction Contract	-
4 Revenue Recognition	-
5 Tangible Fixed Assets	-
6 Effects of Changes in Foreign Exchange Rates	-
7 Government Grants	-
8 Securities	-
9 Borrowing Costs	-
10 Provisions, Contingent Liabilities and Contingent Assets	-

PREVIOUS YEAR FIGURES

The Company has reclassified, rearranged and regrouped the previous year figures in accordance with the requirements applicable in the current year.

**Route map of the venue of 12th Annual General Meeting
Gretex Industries Limited
Address: 90, Phears Lane, 5th Floor, Kolkata- 700012, West Bengal, India**

