

GRETEX INDUSTRIES LIMITED
CIN: L17296WB2009PLC136911
Regd. Office: 90, Phears Lane, 5th Floor, Kolkata – 700012, West Bengal, India
Email Id: cs@gretexgroup.com; Tel. No. 033 4006 9278
Website: www.gretexindustries.com

Amalgamation by absorption of Apsara Selections Limited (CIN: U52190MH2011PLC269248) and Sankhu Merchandise Private Limited (CIN: U52190MH2011PTC269247), the Transferor companies having Registered office at Office No. 13, 1st Floor, Bansilal Mansion, 9-15 Homi Modi Street, Fort, Mumbai- 400023, Maharashtra, India, (within the Jurisdiction of the National Company Law Tribunal, Mumbai Bench) and the Transferee Company M/s. Gretex Industries Limited (CIN: L17296WB2009PLC136911) their respective shareholders and creditors(if any)]

Meeting of the Equity Shareholders of Gretex Industries Limited Convened as per the Directions of the National Company Law Tribunal, Kolkata Bench.

Day	Friday
Date	October 29 ,2021
Time	11.00 a.m.
Venue	90, Phears Lane, 5 th Floor, Kolkata – 700012, West Bengal, India

* Please note that there shall be no meeting requiring physical presence at a common venue in view of the present circumstances on account of the COVID-19 pandemic

POSTAL BALLOT AND REMOTE E-VOTING:

Start Date and Time	October 26, 2021, 10.00 A.M. (IST)
End Date and Time	October 28, 2021, 5.00 P.M. (IST)

INDEX

Sr. No.	Contents	Page No.
1.	Notice of Tribunal Convened Meeting of the Shareholders of M/s. Gretex Industries Limited convened as per the directions of the Kolkata Bench of the National Company Law Tribunal, in terms of Section 230(3) of the Companies Act, 2013 read with Rule 6 of the Companies Compromises, Arrangements and amalgamations) Rules, 2016.	1-3
2.	Explanatory Statement under Section 230(3), 232(1), 232(2) and 102 of the Companies Act, 2013, read with Section 102 of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.	4-32
3.	<u>Annexure 1.</u> Scheme of Amalgamation by way of Merger by Absorption of Transferor Companies Apsara Selections Limited (CIN: U52190MH2011PLC269248) and Sankhu Merchandise Private Limited (CIN: U52190MH2011PTC269247) with the Transferee Company M/s. Gretex Industries Limited (CIN: L17296WB2009PLC136911)	33-52
4.	<u>Annexure 2.</u> Valuation Report including share exchange ratio certificate from Registered Valuer Mr. Ankush Garg dated December 05, 2020 issued to the Applicant Company.	53-64
5.	<u>Annexure 3</u> Fairness Opinion issued to Gretex Industries Limited by Finshore Management Services Limited, a SEBI registered Merchant Banker, dated December 07, 2020	65-70
6.	<u>Annexure 4</u> Pre-Scheme and Expected Post-Scheme Shareholding Pattern of Gretex Industries Limited as of June 30, 2021	71-72
7.	<u>Annexure 5</u> Observation Letter issued to Gretex Industries Limited by National Stock Exchange of	73-74

	India Limited dated January 12, 2021	
8.	<u>Annexure 6</u> Complaints Report dated 09 June 2020 submitted to NSE Limited by Gretex Industries Limited	75
9.	<u>Annexure 7</u> Report adopted by the Board of Directors of M/s. Gretex Industries Limited pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013	76-80
10.	<u>Annexure 8</u> Audited Financial Results of Gretex Industries Limited for the year ended March 31, 2021	81-104
11.	<u>Annexure 9</u> Postal Ballot Form with instructions	105-106

#In view of the present circumstances on account of the COVID-19 pandemic, the Postal Ballot Form in loose-leaf is not being provided in hard copy. Please refer to the section titled "Instructions for postal ballot" for further details.

FORM NO. CAA 2
(Pursuant to section 230(3) and Rule 6 and 7)

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL KOLKATA BENCH,
COMPANY SCHEME APPLICATION NO. CA(CAA)/44/KB/2021

IN THE MATTER OF:

Section 230-232 of the Companies Act, 2013, AND rules framed thereunder;

AND

IN THE MATTER OF:

The Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other relevant Rules;

AND

IN THE MATTER OF:

The Transferee (Applicant Company) M/s. Gretex Industries Limited (CIN: L17296WB2009PLC136911)

NOTICE FOR THE TRIBUNAL CONVENED MEETING OF THE SHAREHOLDERS
OF
M/S. GRETEX INDUSTRIES LIMITED

To,

The Shareholders of

M/s. Gretex Industries Limited (the "Applicant Transferee Company")

CIN: L17296WB2009PLC136911

NOTICE is hereby given that by an order dated September 21, 2021(read with the representation order dated September 23, 2021, in Company Application (CAA) No. 44/KB/2021 ("**Orders**"), the Kolkata Bench of the National Company Law Tribunal ("**NCLT**") has directed a meeting to be held of the equity shareholders of the Applicant Transferee Company, for the purpose of considering, and if thought fit, approving with or without modification, the arrangement, proposed in the Scheme of Amalgamation and Arrangement of amalgamation by absorption of Transferor Companies M/s. Apsara Selections Limited (CIN: U52190MH2011PLC269248) and M/s. Sankhu Merchandise Private Limited (CIN: U52190MH2011PTC269247) with the Transferee Company M/s. Gretex Industries Limited (CIN: L17296WB2009PLC136911) and their respective shareholders and creditors ("**Scheme**").

In pursuance of the said Orders and as directed therein further notice is hereby given that a meeting of the equity shareholders of the Applicant Transferee Company will be held on Friday, October 29, 2021 at 11.00 a.m. (IST) ("**Meeting**") through video conferencing or other audio-visual means ("**VC / OAVM**") in compliance with the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 following the operating procedures (with requisite modifications as may be required) referred to in General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs, Government of India (the "**MCA Circulars**"), at which day, date and time the said equity shareholders are requested to attend.

TAKE FURTHER NOTICE that there shall be no meeting requiring physical presence at a common venue in view of the present circumstances on account of the COVID-19 pandemic. In compliance with the MCA Circulars, the facility of appointment of proxies by shareholders will not be available for the Meeting. However, a body corporate which is an equity shareholder is entitled to appoint a representative for the purposes of participating and / or voting during the Meeting.

TAKE FURTHER NOTICE that the explanatory statement under Sections 230(3), 232(1), 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the copy of the Scheme and other annexures, including the ballot form as stated in the index are enclosed herewith.

The NCLT has appointed Mr. Rahul Kinkar, Advocate to be the Chairman of the Meeting. The Scheme, if approved by the equity shareholders, will be subject to the subsequent approval of the NCLT.

Copies of the notice in relation to the Meeting, together with the documents accompanying the same, including the explanatory statement under Sections 230(3), 232(1), 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and the Scheme can be obtained free of charge on any working day between 11:00 a.m. to 4:00 p.m. (IST) (except Saturday, Sunday and public holidays) from the registered office of the Applicant Transferee Company at **90, Phears Lane, 5th Floor, Kolkata – 700012, West Bengal, India**, until the date of the meeting. A copy of this notice and the accompanying documents will be placed on the website of the Applicant Transferee Company at www.gretexindustries.com and will also be available on the website of National Stock Exchange of India Limited (NSE) at www.nseindia.com respectively and also on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

TAKE FURTHER NOTICE that in compliance with the provisions of (i) Section 230(4) read with Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (iv) Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time, issued by the Securities and Exchange Board of India, the Applicant Transferee Company has provided the facility of voting by ballot and remote e-voting using the facility offered by CDSL so as to enable the equity shareholders, to consider and if thought fit, approve the Scheme. Accordingly, voting by equity shareholders of the Applicant Transferee Company to the Scheme shall be carried out through (a) ballot; (b) remote e-voting; and (c) e-voting during the Meeting to be held on October 29, 2021.

The voting rights of the equity shareholders shall be in proportion to their shareholding in the Applicant Transferee Company as on the close of business hours on October 22, 2021 (“**Cut-Off Date**”). The shareholders may refer to the notes of this notice for further details on ballot and e-voting.

The equity shareholders are requested to attend, to consider and, if thought fit, to pass the following resolution under Sections 230 to 232 of the Companies Act, 2013 (including any statutory modification(s) thereof for the time being in force):

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) thereof for the time being in force) as may be applicable, Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time, issued by the Securities and Exchange Board of India, the observation letters dated January 12, 2021 issued by the National Stock Exchange of India Limited and subject to and other applicable provisions of the Memorandum and Articles of Association of Gretex Industries Limited (the **“Company”**) and subject to the approval of the National Company Law Tribunal (**“NCLT”**) at Kolkata and subject to such other consents, approvals, permissions and sanctions of any regulatory and other authorities, as may be necessary and subject to such other conditions and modifications, which may be prescribed or imposed by the Kolkata Bench of the NCLT or by any regulatory or other authorities, while granting such consents, approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“Board”**), the arrangement embodied in the Scheme of Amalgamation and Arrangement of Transferor Companies Apsara Selections Limited (CIN: U52190MH2011PLC269248) and Sankhu Merchandise Private Limited (CIN: U52190MH2011PTC269247) with the Transferee Company M/s. Gretex Industries Limited (CIN: L17296WB2009PLC136911) and their respective shareholders and creditors (hereinafter referred to as **“Scheme”**) placed before this Meeting, be and is hereby approved.

“RESOLVED FURTHER THAT any Director of the Company, Company Secretary of the Company and any other person authorized by the Board, be and are hereby severally authorised to do all such acts, deeds, matters and things, as he / she may, in his / her absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and / or conditions, if any, which may be required and / or imposed by the Kolkata Bench of the NCLT while sanctioning the Scheme or by any authorities under law or by stock exchanges, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme.”

Place: Kolkata
Date: September 27, 2021

Sd/-
Rahul Kinkar Pandey
Chairman appointed for the Meeting

Registered Office:
90, Phears Lane, 5th Floor,
Kolkata – 700012, West Bengal, India
CIN: L17296WB2009PLC136911

Notes:

- (1) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs vide the MCA Circulars permitted companies to hold extraordinary general meetings through video conference (“VC”) or other audio-visual means (“OAVM”), without the physical presence of members at a common venue. Accordingly, the Meeting of the Transferee Company will be held through VC/OAVM. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (“ICSI”) read with the Clarification/ Guidance on applicability of Secretarial Standards issued by the ICSI, the proceedings of the Meeting shall be deemed to be conducted at the Registered Office of the Transferee Company. Since the Meeting will be held through VC/OAVM, the route map is not annexed to this notice.
- (2) The MCA Circulars waived the requirement of permitting the members to appoint proxies to attend and vote on his/her behalf, as the Meeting is being held through VC/OAVM. Accordingly, the facility for appointment of proxies by the members will not be available and hence the proxy form and attendance slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the Meeting through VC/OAVM and cast their votes through e-voting.
- (3) Corporate members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the board resolution/authorization letter to the Scrutinizer by email at the email id rkinkar188@gmail.com or to the Transferee Company at the email id cs@gretexgroup.com or upload on the VC portal/e-voting portal.
- (4) Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the Meeting as per section 103 of the Companies Act, 2013. In terms of the Orders, the quorum for the said Meeting is 5 members present in person or through authorized representative.
- (5) In compliance with the aforesaid MCA Circulars, the notice of the Meeting together with the documents accompanying the same, including the explanatory statement and the Scheme is being sent only through electronic mode to those members whose email addresses are registered with the Transferee Company/Depositories and whose names appear in the register of members/ record of depositories as at the close of business hours on 22-10-2021 (the Cut-Off Date).
- (6) Members are required to immediately inform the Transferee Company’s Registrars and Transfer Agents, Bigshare Services Private Limited, in case of shares held in physical form and to the respective depository participants, in case of shares held in dematerialized/electronic form, the details about their email addresses, if any, so that all notices and other statutory documents which are required to be sent to the members, as per the provisions of the Companies Act, 2013, can be sent to their email addresses.
- (7) Members may note that the notice, explanatory statement along with the Annexures will also be available on the Transferee Company’s website www.gretexindustries.com, websites of the stock exchange i.e. the National Stock Exchange of India Limited at www.nseindia.com respectively.
- (8) In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Transferee Company is pleased to provide to members with a facility to exercise their right to vote by ballot or by electronic means (prior to and during the Meeting) and the votes may be cast through electronic voting (e-voting) services provided by Central Depository Services (India) Limited (CDSL).
- (9) Facility for e-voting shall also be made available during the Meeting and members attending the Meeting through VC/OAVM, who have not already cast their vote by remote e-voting or ballot can exercise their vote during the Meeting.
- (10) Member(s) can opt for only one mode of voting out of the aforementioned modes viz. ballot or remote e-voting either prior to the Meeting or during the Meeting. If a member has opted for remote e-voting, he/she should not vote by ballot and vice-versa. However, in case members cast their vote both through ballot and remote e-voting, then voting through remote e-voting shall prevail and voting done by ballot shall be treated as invalid. Members who have cast their vote by remote e-voting or ballot prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- (11) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-Off Date only shall be entitled to avail the facility of ballot or remote e-voting as well as e-voting at the Meeting. Any person who acquires shares of the Transferee Company and becomes the member of the Transferee Company after the Cut-Off Date shall not be eligible to vote either through ballot or remote e-voting or at

the Meeting. A person/ entity who is not an equity shareholder as on the Cut-Off Date should treat this notice for information purposes only and will not be entitled to vote. The voting rights of the equity shareholders shall be in proportion to their shareholding in the Transferee Company as on the Cut-Off Date.

- (12) In terms of the directions contained in the Order, the notice convening the Meeting will be published through advertisement in the newspapers, "Financial Express" in English and "Aajkaal" in Bengali, both having wide circulation in the state of West Bengal.
- (13) The voting period for ballot and remote e-voting shall commence on and from 26th October, 2021 at 10.00 a.m. (IST) and ends on 28th October, 2021 at 05.00 p.m. (IST). The remote e-voting module shall be disabled by CDSL for voting at 05:00 p.m. (IST), on October 28, 2021. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (14) In terms of the Circular dated March 10, 2017 bearing reference No. CFD/DIL3/CIR/2017/21 issued by Securities and Exchange Board of India, as amended from time to time, the Scheme shall be acted upon only if the votes cast by public shareholders in favour of the resolution set out above are more than the number of votes cast by the public shareholders against the resolution. For this purpose, the term 'public' shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term 'public shareholders' shall be construed accordingly.
- (15) The equity shareholders of the Transferee Company can join the Meeting 15 minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned in this notice.
- (16) The details of the process and manner for remote e-voting are explained herein below.
- Information and instructions for Remote e-voting by Individual Shareholders holding shares of the Transferee Company in demat mode:**
- (a) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- (b) Individual demat account holders would be able to cast their vote without having to register again with the e-voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- (c) Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL's Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URLs for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting Service Providers for casting votes along with links of the respective e-voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer/ Company. Additionally, we are providing links to ESP so that the user can visit the ESP's site directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress during or before the Meeting.</p>

Individual Shareholders holding securities in Demat mode with NSDL	<p>1) If you are already registered for National Securities Depository Limited ('NSDL') IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/Ideas Direct Reg.jsp</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A newscreen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

(d) Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(e) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.

(i) The shareholders should log on to the e-voting website www.evotingindia.com;

(ii) Click on "Shareholders" module.

(iii) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Transferee Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any other company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and PhysicalForm	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Ap- plicable for both demat shareholders as well as physical shareholders) * Shareholders who have not updat- ed their PAN with the Transferee Company/ Depository Participant are requested to write to bglsta@in- tegratedindia.in to obtain sequence number which shall be mentioned in the PAN field
Dividend Bank De- tails OR Date of Birth	Enter the Dividend Bank Details or Dateof Birth (in dd/mm/yyyy format) as re- corded in your demat account or in thecompany records in order to login. * If both the details are not recordedwith the depository or company please enter the member id/folio number in the Dividend Bank de- tails field as mentioned in instruc- tion (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reachthe Transferee Company selection screen. However, members holding shares in demat form will now reach’Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that thispassword is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keepyour password confidential.
- (ix) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in thisnotice.
- (x) Click on the EVSN (Electronic Voting Sequence Number) for “**GRETEX INDUSTRIES LIMITED**” on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION”and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissentto the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, clickon “SUBMIT”. A confirmation box will be displayed. If you wish toconfirm your vote, click on “OK”, else to change your vote, clickon “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will notbe allowed to modify your vote.
- (xv) You can also take out a print of the voting done by you byclicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification codeand clickon Forgot Password & enter the details as prompted bythe system.
- (xvii) Facility for Non-Individual Shareholders and Custodians – Remote Voting
Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www. evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stampand sign of the entity should be emailed to [helpdesk. evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
 - After receiving the login details a compliance user should becreated using the admin login and password. The Complianceuser would be able to link the account(s) for which they wish to vote on.

- The list of account(s) should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively non-individual shareholders are required to send the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, at least 48 hours before the meeting to the Scrutinizer by email at the email id rkinkar188@gmail.com or to the Transferee Company at the email Id cs@gretexgroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (17) Instructions for e-voting for shareholders casting votes during the Meeting
- (i) The procedure for e-voting during the Meeting is same as the instructions mentioned above for remote e-voting.
 - (ii) Only those shareholders, who are present in the Meeting through VC/OAVM facility and have not casted their vote on the resolution through remote e-voting or ballot and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the Meeting.
 - (iii) If any Votes are cast by the shareholders through the e-voting system available during the Meeting and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes casted by such shareholders shall be considered as invalid, as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 - (iv) Shareholders who have voted through ballot or remote e-voting will be eligible to attend the Meeting. However, they will not be eligible to vote during the Meeting.
 - (v) The voting rights of members shall be in proportion to their shareholding in the Transferee Company as on the Cut-Off date.
- (18) Instructions for ballot:
- (i) The ballot form in loose leaf and the pre-paid printed business reply envelope is not being sent separately in hardcopy in view of the ongoing COVID-19 pandemic.
 - (ii) Members desirous of exercising their vote by availing the ballot facility are requested to carefully read the instructions printed on the enclosed ballot form and in the notice and return the scan copy of the duly completed form with assent (FOR) or dissent (AGAINST), from their registered email IDs, to the Scrutinizer at rkinkar188@gmail.com with a copy to the Registrars and Transfer Agent at investor@bigshareonline.com on or before Wednesday – September 28, 2021 at 5:00 p.m. (IST).
 - (iii) Alternatively, members may send by registered post (if feasible/ permissible under the present circumstances on account of the COVID-19 pandemic), the duly completed ballot form, signed and authenticated by the person entitled to vote, along with the documents referred herein, to the registered office of the Transferee Company at 90, PHEARS LANE, 5TH FLOOR KOLKATA Kolkata WB 700012 IN.
 - (iv) However, the Transferee Company encourages its members to send copy of the duly completed ballot form and other documents via email or avail the e-voting facility made available prior to or during the Meeting instead of sending physical copies under the present circumstances. No other mode for sending the ballot form is permitted.
 - (v) In case of equity shares held by companies, trusts, societies, etc. the duly completed ballot form should be accompanied by certified true copy of the Board Resolution/ Authority Letter.
- (19) Instructions with respect to participation by video conference are as follows:
- (i) The procedure for attending Meeting & e-voting on the day of the Meeting is same as the instructions mentioned above for Remote e-voting.
 - (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of the Transferee Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
 - (iii) Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the Meeting.
 - (iv) Shareholders are encouraged to join the Meeting through laptops/tablets for better experience.
 - (v) Further, the shareholders will be required to allow Camera and use internet with good bandwidth to avoid any

disturbed during the Meeting.

- (vi) Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the Meeting are requested to register themselves as a speaker by sending their request at least 5 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number to investor@bigshareonline.com. The shareholders who do not wish to speak during the Meeting but have queries are encouraged to send their queries in advance 5 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number to investor@bigshareonline.com or cs@gretexgroup.com . These queries will be responded appropriately by the Transferee Company.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the Meeting.
- (x) If any Votes are cast by the shareholders through the e-voting available during the Meeting and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (xi) The Members can join the Meeting in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Meeting through VC.

(20) Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting:

For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@bigshareonline.com.

For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), Aadhar (self attested scanned copy of Aadhar Card) to Company/RTA email id. i.e. cs@gretexgroup.com / investor@bigshareonline.com.

- (21) The NCLT has appointed Ms. Arti Vyas, Pr. Company Secretary (Mob. No. 9748836498) E-mail ID: artibhadani1@gmail.com, Company Secretary in Practice (CP No. - 14482); Address: Emami City 2 jessore Road, B1 flat no 1202 ,Kolkata 700028 to act as scrutinizer to scrutinise votes cast either at the Meeting through e-voting or through remote voting or ballot and submit a report on votes cast to the Chairman of the Meeting.
- (22) In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542). All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

The Scrutinizer shall, not later than 48 hours from conclusion of the Meeting, make a consolidated Scrutinizer's report of the total votes cast in favour and against the resolution and invalid votes, if any, to the Chairman of the Meeting or a person authorized by him in writing who shall countersign the same. The result of the voting shall be announced by the Chairman, upon receipt of the Scrutinizer's report and the same shall be placed on the Transferee Company's website www.gretexindustries.com and on the website of CDSL at www.evotingindia.com immediately after the results are declared and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Transferee Company are listed on the said date.

Amalgamation by absorption of M/s. Apsara Selections Limited (CIN: U52190MH2011PLC269248) and M/s. Sankhu Merchandise Private Limited (CIN: U52190MH2011PTC269247), the Transferor Companies with the Transferee Company M/s. Gretex Industries Limited (CIN: L17296WB2009PLC136911) and their respective shareholders and creditors (if any)]

Meeting of the Equity Shareholders of Gretex Industries Limited Convened as per the Directions of the National Company Law Tribunal, Kolkata Bench.

EXPLANATORY STATEMENT UNDER SECTIONS 230(3), 232(1), 232(2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE NOTICE FOR THE MEETING OF THE EQUITY SHAREHOLDERS OF GRETEX INDUSTRIES LIMITED DIRECTED TO BE CONVENED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH

The Scheme of Amalgamation and Arrangement Apsara Selections Limited (CIN: U52190MH2011PLC269248) and Sankhu Merchandise Private Limited (CIN: U52190MH2011PTC269247), the Transferor companies with the Transferee Company M/s. Gretex Industries Limited (CIN: L17296WB2009PLC136911) and their respective shareholders and creditors is referred to as the "Scheme" or "this Scheme" and the Transferee Applicant Company is within the jurisdiction of National Company Law Tribunal ("NCLT"), Kolkata Bench. The Transferee Applicant Company M/s. Gretex Industries Limited hereinafter referred to as the "Company".

1. Capitalized terms which are used in this explanatory statement but which are not defined herein shall have the meaning assigned to them in the Scheme, unless stated otherwise.
2. This is an explanatory statement accompanying the notice convening the meeting of the equity shareholders of the Transferee Company to be held on Friday, the 29th day of October, 2021 at 11.00 a.m. (IST) ("Meeting") through video conferencing or other audio-visual means ("VC/OAVM"), pursuant to orders dated September 21, 2021, in Company Application (CAA) No. 44/KB/2021 read with order of mentioning dated September 23, 2021 ("Orders") passed by the Kolkata Bench of the NCLT for the purpose of considering and, if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme.
3. In accordance with the provisions of Sections 230 - 232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority of persons representing three-fourths (3/4th) in value of the equity shareholders, of the Transferee Company, voting through e-voting at the Meeting or through remote e-voting or ballot, agree to the Scheme. In terms of the Circular dated March 10, 2017 bearing reference No. CFD/DIL3/ CIR/2017/21 issued by Securities and Exchange Board of India ("SEBI"), as amended from time to time (referred to as "SEBI Circular"), the Scheme shall be acted upon only if the votes cast by public shareholders in favour of the resolution set out above are more than the number of votes cast by the public shareholders against the resolution.
4. In terms of the said Orders, the quorum for the said Meeting is five in terms of Total Paid-up Equity Share Capital. Further in terms of the said Orders, the NCLT has appointed Mr. Rahul Kinkar Pandey, Advocate to be the Chairman of the said Meeting.

5. A copy of the Scheme as approved by the Board of Directors of the Transferee Company, after undertaking necessary modifications recommended by the stock exchanges is enclosed as Annexure 1. The proposed Scheme, in its present form or with any modification approved or imposed or directed by the NCLT is envisaged to be effective from the Appointed Date (as defined in the Scheme) but shall be made operative from the Effective Date (as defined in the Scheme).
6. The Scheme was placed before the Audit Committee and Board of Directors of the Transferee Company at their respective meetings held on June 08, 2020. In accordance with the SEBI Circular, the Audit Committee of the Transferee Company recommended the Scheme to the Board of Directors of the Transferee Company inter-alia taking into account:
- The valuation report dated December 5, 2020 , prepared by Ankush Garg, registered valuer, and has setting out the recommended share exchange ratio, enclosed herewith as Annexures 2;
 - The fairness opinion dated December 7, 2020, prepared by M/s. Finshore Management Services Limited, a SEBI registered Merchant Banker, providing the fairness opinion on the share exchange ratio, enclosed herewith as Annexure 3; and
 - The certificate from the statutory auditors of the Transferee Company, Gupta Agarwal & Associates, Chartered Accountants ,confirming that the accounting treatment as specified in the Scheme is in compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and other generally accepted accounting principles.
7. The Board of Directors of the Companies, at their respective meetings held on June 08, 2020 approved the Scheme. Subsequently, based on the comments received from the stock exchange on the Scheme, certain clauses of the Scheme were revised with the approval of the Board of Directors the Companies, vide their respective resolutions dated December 08, 2020 of Transferor Companies and December 09, 2020 of Transferee Company.
- 8. DETAILS AS PER RULE 6(3) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**

1. Details of the Transferee Company

Details of Gretex Industries Limited	
Corporate Identification Number (CIN)	L17296WB2009PLC136911
Permanent Account Number (PAN)	AACCH24078H
Date of Incorporation	July 16, 2009
Type of Company	Public Limited Company
Registered office address	90, Phears Lane, 5th Floor, Kolkata – 700012, West Bengal, India

E-mail address	cs@gretexgroup.com
Name of the stock exchange(s) where securities of company are listed	National Stock Exchange of India Limited

9. Description of Parties

9.1. APSARA SELECTIONS LIMITED is a Public Limited Company, Limited by shares, incorporated under the Companies Act, 1956, under corporate identification number U52190MH2011PLC269248 and having its registered office at Office No. 13, 1st Floor, Bansilal Mansion, 9-15 Homi Modi Street, Fort, Mumbai- 400023, Maharashtra, India) (hereinafter referred to as the “**Transferor Company no. 1**”).

The Transferor Company no. 1 is primarily engaged in the business of retailer of Fancy Sarees.

9.2. SANKHU MERCHANDISE PRIVATE LIMITED is a Private Limited Company, Limited by shares, incorporated under the Companies Act, 1956, under corporate identification number U52190MH2011PTC269247 and having its registered office at Office No. 13, 1st Floor, Bansilal Mansion, 9-15 Homi Modi Street, Fort, Mumbai- 400023, Maharashtra, India) (hereinafter referred to as the “**Transferor Company No. 2**”).

The Transferor Company No. 2 is primarily engaged in the business of Trading of Sarees.

9.3. GRETEX INDUSTRIES LIMITED is a Public Limited Company, Limited by shares, incorporated under the Companies Act, 1956, under corporate identification number L17296WB2009PLC136911 and having its registered office at 90, Phears Lane, 5th Floor, Kolkata – 700012, West Bengal, India, India (hereinafter referred to as the “**Transferee Company**”). The equity shares of the Transferee Company is listed on the National Stock Exchange.

The Transferee Company is engaged, inter alia, in the business of Distribution of Musical Instrument and Crockeries.

10. Description of Scheme

This Scheme (as defined hereunder) provides, inter alia, for:

- a. the amalgamation of the Transferor Companies into the Transferee Company, by way of merger by absorption and dissolution of the Transferor Companies without winding up and the consequent issuance of the Transferee Company Shares (as defined hereunder) in accordance with the Share Exchange Ratio (as defined hereunder) to the Eligible Members (as defined hereunder), in respect of each Transferor Companies Share (as defined hereunder) held by them in accordance with this Scheme (“**Amalgamation**”);
- b. various other matters incidental, consequential or otherwise integrally connected therewith, including the increase in the share capital of the Transferee Company,

- c. pursuant to Sections 230 to 232 and other relevant provisions of the Act in the manner provided for in this Scheme and in compliance with the provisions of the IT Act (as defined hereunder).

The Amalgamation of the Transferor Companies into the Transferee Company shall be in full compliance with the conditions relating to “amalgamation” as provided under Section 2(1B) and other related provisions of the IT Act such that, inter alia:

- a. all the properties of the Transferor Companies, immediately before the Amalgamation, shall become the properties of the Transferee Company, by virtue of the Amalgamation;
- b. all the liabilities of the Transferor Companies, immediately before the Amalgamation, shall become the liabilities of the Transferee Company, by virtue of the Amalgamation; and
- c. shareholders holding at least three fourths in value of the shares in the Transferor Company(ies), will become shareholders of the Transferee Company by virtue of the Amalgamation

11. Rationale for the Scheme

The Amalgamation pursuant to this Scheme would, inter alia, have the following benefits:

- a) M/s. Gretex Industries Ltd, M/s. Apsara Selection Limited and M/s. Sankhu Merchandise Private Limited are sister concern and all of them are part of same promoter group companies

The group had diversify business profile and different business activities were conducted in different companies such as M/s. Gretex Industries Ltd deals as Distributor of Musical Instrument – Eastern India, M/s. Apsara Selection Limited and M/s. Sankhu Merchandise Private Limited deals in Wholesale/ Retail Sale of Garments.

The Capital of M/s. Apsara Selection Limited and M/s. Sankhu Merchandise Private Limited, will provide an additional capital to M/s. Gretex Industries Limited as a whole to expand the businesses as due to capital crunch the company i.e. M/s. Gretex Industries Ltd could not able to scale up its businesses.

- b) M/s. Apsara Selection Limited and M/s. Sankhu Merchandise Private Limited, are non-profit making / marginal profit making companies and hence the promoters decided to close down the business operation carried under this two companies and since at present the capital invested in the said two company are idle, hence, the merger of these two companies with M/s. Gretex Industries Limited will provide an additional capital as a whole to expand the business of the resulted company i.e. M/s. Gretex Industries Limited
- c) With the additional capital in M/s. Gretex Industries Limited, the company will be able to acquire new distributors’ rights of Eastern India in musical instruments which the Company has already started. We are enclosing, the new

distributors rights acquired as Annexure I and this will result in growth in turnover of the resulted company i.e., M/s. Gretex Industries Limited will yield higher return on net worth.

- d) With the merger, the promoter and directors of the Company will be able to concentrate on single line of business activity and thus will result in overall reduction in overhead and maintenance cost and optimize their productivity;
- e) The following results will be achieved by the resultant company i.e., M/s. Gretex Industries Limited merging with M/s. Apsara Selection Limited and M/s. Sankhu Merchandise Private Limited:-
- i. Strengthen the Net worth of the Company
 - ii. Exploring more business in single streamline business activity i.e., Distribution Rights of Musical Instruction – Eastern India
 - iii. Overall reduction in fixed overhead and maintenance cost
 - iv. Increasing in Turnover Sales and profit
 - v. Yielding in Higher return on Capital Employed

12. Share Capital

12.1 The share capital structure of the Transferee Company as March 31, 2020 and as on date is as follows:

Particulars	Amount (Rs.)
Authorised 4,500,000 equity shares of face value of Rs. 10/- each	45,000,000
Issued and Subscribed Share Capital 4,211,600 equity shares of face value of Rs.10/- each.	42,116,000
Fully Paid-up Share Capital 4,211,600 equity shares of face value of Rs.10/- each.	42,116,000

The equity shares of the Transferee Company are listed on Stock Exchange.

12.2 The share capital structure of the Transferor Company no. 1 as on March 31, 2020 as on date is as follows:

Particulars	Amount (Rs.)
Authorised 428,000 equity shares of face value of Rs.10/- each.	4,280,000
Issued and Subscribed Share Capital 427,920 equity shares of face value of Rs.10/- each.	4,279,200
Fully Paid-up Share Capital 427,920 equity shares of face value of Rs.10/- each.	4,279,200

12.3 The share capital structure of the Transferor Company no. 2 as on March 31, 2020 and as on date is as follows:

Particulars	Amount (Rs.)
<u>Authorised</u>	2,400,000
240,000 equity shares of face value of Rs.10/- each	
<u>Issued and Subscribed Share Capital</u>	2,400,000
240,000 equity shares of face value of Rs.10/- each	
<u>Fully Paid-up Share Capital</u>	2,400,000
240,000 equity shares of face value of Rs.10/- each	

12.4 The Company, GRETEX INDUSTRIES LIMITED is a public company, limited by shares, incorporated under the Companies Act, 1956, under corporate identification number L17296WB2009PLC136911 and having its registered office at 90, Phears Lane, 5th Floor, Kolkata - 700012, West Bengal, India (hereinafter referred to as the “**Transferee Company**” and alternatively “**Applicant Company**”).

The company was incorporated having CIN L17296WB2009PLC136911 and is registered with the Registrar of Companies, Kolkata, West Bengal (herein after referred as “ROC, Kolkata”) is the Applicant herein and all relevant particulars of the Company has been furnished in this application.

12.5 In the last five years: (a) the name of the company has not changed. However, there was a Change in Name of the Company from Heritage Barter Private Limited to Gretex Industries Private Limited on February 07, 2013 and thereafter on November 20, 2013 the status of the company from private to public changed as Gretex Industries Private Limited to Gretex Industries Limited. There was no change in object of the company and the registered office of the Company.

12.6 The company was listed with the Emerge platform of National Stock Exchange of India Limited (NSE) with effect from October 14, 2016.

12.7 Main Object of the Company:

- a. To carry on the business of manufacture and sale of domestic and export, of all kind of apparel, made of knitted or woven materials, cotton, silk, synthetic, blended including innerwear such as undergarments, briefs, vests, brasseries and panties, and outerwear such as T-shirts, sportwear, swimsuits, suits, shirts, trousers, pants, socks, gloves, gowns, frocks, skirts, tops, or other outer wearing apparel and the parts and accessories thereof
- b. To carry on the business of trading in wearing apparel, garments, underwear, and outerwear, textiles trimmings and component parts of apparel, accessors of apparel, made-up articles of textiles such as bed sheets, towels furnishings, fabrics and the like.

- c. To carry on the business of buying, selling, and dealing and manufacturing in all types of musical instruments, parts of musical instruments and to develop music education, training & teaching practices and to conduct cultural, educational programs to enhance the business and to deals in professional & domestic audio equipments.

12.8 The name & address of the Present Board as under:

Name/Fathers' or Husband's Name	DIN/ Designation	Address
Arvind Harlalka S/o. Purushottam Das Harlalka	00494136 Managing Director	54/10, FL-3E, Debendra Chandra Dey Road, Dhapa, Tangra, Kolkata – 700015, West Bengal, India
Alok Harlalka S/o. Purushottam Das Harlalka	02486575 Non-executive Director	54/10, FL-3E, Debendra Chandra Dey Road, Dhapa, Tangra, Kolkata – 700015, West Bengal, India
Sujata Piliinja Rao D/o. Laxmi Narayan Piliinja	08816283 Independent Director	178/8, Chandreshwar Bhuvan,sion west,Mumbai Maharashtra 400022
Soma Nath W/o. Prashant Nath	07544903 Independent Director	6/1, Gulepara Road, Municipal Corporation Parnasree, Kolkata – 700061, West Bengal, India

12.9 The Present shareholders

The Company is a Public Limited Company. The promoter and promoter group consist of **2,23,08,000** equity shares and holding **52.99%** of the issued, subscribed and paid-up capital of the Company. The Public is holding **47.01%** of the issued, subscribed and paid-up capital of the Company and consist of 39 shareholders.

12.10 The Transferee Company has no secured & Un-secured creditor(s) & Bank loan.

DETAILS OF THE TRANSFEROR COMPANIES:**13 TRANSFEROR COMPANY NO. 1**

13.1. The Company, M/s. APSARA SELECTIONS LIMITED (CIN: U52190MH2011PLC269248 (hereinafter referred to as “**Transferor Company No. 1**”) was incorporated on June 25, 2011 under the provisions of the Companies Act, 1956 and is a limited Company and having its registered office at Office No. 13, 1st Floor, New Bansilal Building, Raja Bahadur Mansion, 9-15 Homi Modi Street, Fort, Mumbai - 400023, Maharashtra, India.

The Company is registered with the Registrar of Companies, Mumbai, Maharashtra (herein after referred as “ROC, Mumbai”) vide its CIN: U52190MH2011PLC269248, and all relevant particulars of the Company have been furnished in this application.

13.2. In the last five years: (a) the name of the company has not changed but there were Changed of Status from Apsara Selections Private Limited to Apsara Selections Limited on May 17, 2017 (b) there were change in object of the company vide Special Resolution dated March 08, 2017 and ROC approved the same on March 23, 2017 (c) there were change in the registered office of the Company from the state of West Bengal to State of Maharashtra w.e.f. October 16, 2015 & (d) the company has not listed on any stock exchange.

13.3. The Share Capital of the Transferor Company No. 1 as on date and on the December 31, 2020 is remain the same and is as under:

Particulars	Amount (Rs.)
<u>Authorised</u> 428,000 equity shares of face value of Rs.10/- each.	4,280,000
<u>Issued and Subscribed Share Capital</u> 427,920 equity shares of face value of Rs.10/- each.	4,279,200
<u>Fully Paid-up Share Capital</u> 427,920 equity shares of face value of Rs.10/- each.	4,279,200

13.4. **The objects of the Transferor Company No. 1 are set out in its Memorandum of Association. Main objects of the Company are as under:**

- a) To carry on the business of buying, selling, importing, exporting, transporting, fabrication, marketing, or supplying and to act as broker, trader, agent, C & F agent, distributor, representative, consultant, stockiest job worker, export house or otherwise to deal in all types of textiles goods, dress material, fabrics, cloths, yarns,

such as nets, matting, hosiery, plastic cloths, water proof fabrics, imitation leather and rubber cloths, tents, durries, rugs, carpet, gloves, lace, terry fabrics, velvet, georgette, gabardine, pashmina, suiting, shirting, sarees and other similar items.

- b) To carry on the business as buyers sellers importer, exporter, distributor, agents, brokers, factors, stockiest, commission agents, manufacturers and dealers of all kinds of fabrics, garments, carpets, durries, mats, rugs, blankets, shawls, tweeds, linens, flannels, bed spreads, quilts, scares, belts, furnishing and all sorts of apparels dressing materials mixed nylon, polyester, fibre, yarn, hosiery and mixed fabrics natural silk fabrics and garments.
- c) To carry on business of wholesalers, retailers, indenting agents, importers and exporters in textiles, cloth scarves.
- d) To receive goods on consignment, from any company, firm, association of persons, individuals, government, semi-government or any local authority and sell the same as agents or on principal to principal basis in connection with the business referred to in para (1) above.
- e) To carry on the business of buying, selling and dealing in manufacturing in all types of musical instruments, parts of musical instruments and to develop music education, training & teaching Practices and to conduct cultural, educational programs to enhance the business and to deals in professional & domestic audio equipments.

13.5. The Transferor Company No. 1 commenced its business after incorporation and at present is carrying on retailer business of Fancy Sarees.

13.6. The amalgamation clause objects of the "Transferor Company No. 1" are contained in Clause – are contained in Clause – III B (15 & 16) of the amalgamation Clause of the Memorandum of Association of the company:

"15. To enter into arrangements with the companies, associates, societies, organization or persons, foreign or Indian for securing and furthering business of the Company or for any purpose conclusive to any objects.

16. To enter into any arrangement for sharing profits, union of interests, co-operations, joint ventures or otherwise with any person or persons or company carrying on or engaged in any business or transactions capable of being conducted so as to directly benefit the company subject to section 391 to 394 of the companies Act, 1956 and M.R.T.P Act."

13.7. The name & address of the Present Board as under:

Name/Fathers' or Husband's Name	DIN/ Designation	Address
Rajkumari Harlalka W/o. Purushottam Das Harlalka	03519046 Managing Director	Veronica, 54/10, Debendra Chandra Dey Road, Tangra, Kolkata – 700015, West Bengal, India
Anita Harlalka W/o. Arvind Harlalka	05322746 Director	Veronica, 54/10, Debendra Chandra Dey Road, Tangra, Kolkata – 700015, West Bengal, India
Pooja Harlalka W/o. Alok Harlalka	05326346 Director	Veronica, 54/10, Debendra Chandra Dey Road, Tangra, Kolkata – 700015, West Bengal, India
Sashi Harlalka W/o. Sumeet Harlalka	05322761 Director	Veronica, 54/10, Debendra Chandra Dey Road, Tangra, Kolkata – 700015, West Bengal, India

13.8. The name & address of the Present shareholders as under:

The company has 11 shareholders holding **4,27,920 equity shares** of face value of Rs. 10/- each and the details as on June 05, 2020 are as under:

Name	Category	No. of Shares	%
Rajkumar Harlalka	Promoter	2,500	0.58
Arvind Harlalka	Promoter	2,500	0.58
Alok Harlalka	Promoter	2,500	0.58
Sumeet Harlalka	Promoter	2,500	0.58
Ambition Tie Up Private Limited	Promoter	50,000	11.68
Ambuja Technologies Private Limited	Promoter	60,000	14.02
Gretex Corporate Services Private Limited	Promoter	50,000	11.68
Bonanza Agency Private Limited	Promoter	1,250	0.29
ASP Infinity Solutions Private Limited	Promoter	58,750	13.73
Gaganbase Vincom Private Limited	Public	97,920	22.88
Shiv Parvati Leasing Limited	Public	1,00,000	23.37
TOTAL		4,27,920	100

13.9 The **Transferor Company No. 1** has no creditor(s), un-secured & Bank loan.

14. TRASFEROR COMPANY NO.2

14.1 The Company **M/S. SANKHU MERCHANDISE PRIVATE LIMITED** (CIN U52190MH2011PTC269247 (hereinafter referred to as "**Transferor Company No. 2**") was incorporated on June 25, 2011 under the provisions of the Companies Act, 1956 and is a limited Company and having its registered office at Office No. 13, 1st Floor, New Bansilal Building, Raja Bahadur Mansion, 9-15 Homi Modi Street, Fort, Mumbai - 400023, Maharashtra, India.

The Company is registered with the Registrar of Companies, Mumbai, Maharashtra (herein after referred as "ROC, Mumbai") vide its CIN: U52190MH2011PTC269247, and all relevant particulars of the Company have been furnished in this application.

14.2 In the last five years: (a) the name of the company has not changed; (b) there were no change in object of the company; (c) there were change in the registered office of the Company from the state of West Bengal to State of Maharashtra w.e.f. July 28, 2015; (d) the company has not listed in any stock exchange.

14.3 The Share Capital of the **Transferor Company No. 2** as on date and on the December 31, 2020 is remain the same and is as under:

Particulars	Amount (Rs.)
<u>Authorised</u> 240,000 equity shares of face value of Rs.10/- each	2,400,000
<u>Issued and Subscribed Share Capital</u> 240,000 equity shares of face value of Rs.10/- each	2,400,000
<u>Fully Paid-up Share Capital</u> 240,000 equity shares of face value of Rs.10/- each	2,400,000

14.4 **The objects of the Transferor Company No. 2 are set out in its Memorandum of Association. Main objects of the Company are as under:**

- a) To carry on the business of buyers, sellers, traders, merchants, indenters, brokers, agents, commission agents, assemblers, refiners, cultivators, miners, mediators, packers, stockiest, distributors, multi level marketing of & in all kinds of wood, timber and timber products, gems and jewellery, imitation jewellery, plastics and plastics goods & raw materials thereof, rubberized cloth, food grains, dairy products, soap, detergents, biscuits, surgical, diagnostic medical pulses, leather & finished leather goods, leather garments, leather products, all related items

in leather¹ electric and electronics components and goods, iron & steel, aluminium, minerals, ferrous and non-ferrous metals, stainless steel, jute and jute products, textile, cotton, synthetics, readymade garments, design materials, process, printers in all textiles, timber cosmetics, stationery, tools and hardware sugar, tea, coffee, paper, packaging material, chemicals, cement, spices, grains, factory materials, house equipments, rubber and rubber products, coal, coal products and coal tar, fertilizers, agricultural products, industrial products, computer data materials, software, paints, industrial and other gases, alcohol, edible and non-edible oils and fats, drugs, plants and machinery goods, engineering goods and equipments, office equipments, hospital equipments, railway accessories, medicine, sugar & sugarcane, automobile parts, building construction & materials fur & fur made items building plans, consumer products, consumer durables, coal and coke, mica and mica products, dry flowers and plants, printing, transportation and all other kinds of goods and merchandise, commodities and articles of consumption of all kinds in India or elsewhere.

14.5 The Transferor Company No. 2 commenced its business after incorporation and at present is carrying on business of Trading of Sarees.

14.6 The amalgamation clause objects of the "Transferor Company No. 2" are contained in Clause – are contained in Clause – III B (15 & 16) of the amalgamation Clause of the Memorandum of Association of the company:

"15. To enter into arrangements with the companies, associates, societies, organization or persons, foreign or Indian for securing and furthering business of the Company or for any purpose conclusive to any objects.

16. To enter into any arrangement for sharing profits, union of interests, co-operations, joint ventures or otherwise with any person or persons or company carrying on or engaged in any business or transactions capable of being conducted so as to directly benefit the company subject to section 391 to 394 of the companies Act, 1956 and M.R.T.P Act."

14.7 The name & address of the Present Board as under:

Name/Fathers' or Husband's Name	DIN/ Designation	Address
Rajkumari Harlalka W/o. Purushottam Das Harlalka	03519046 Director	Veronica, 54/10, Debendra Chandra Dey Road, Tangra, Kolkata – 700015, West Bengal, India
Arvind Harlalka S/o. Purushottam Das Harlalka	00494136 Director	54/10, FL-3E, Debendra Chandra Dey Road, Dhapa, Tangra, Kolkata – 700015, West Bengal, India

Alok Harlalka S/o. Purushottam Das Harlalka	02486575 Director	54/10, FL-3E, Debendra Chandra Dey Road, Dhapa, Tangra, Kolkata – 700015, West Bengal, India
Sumeet Harlalka S/o. Purushottam Das Harlalka	00474175 Director	54/10, FL-3E, Debendra Chandra Dey Road, Dhapa, Tangra, Kolkata – 700015, West Bengal, India

14.8 The name & address of the Present shareholders as under:

The company has 8 shareholders holding **240,000 equity shares** of face value of Rs. 10/- each and the details as on June 05, 2020 are as under:

Name	Category	No. of Shares	%
Rajkumar Harlalka	Promoter	2,500	1.04
Arvind Harlalka	Promoter	2,500	1.04
Alok Harlalka	Promoter	2,500	1.04
Sumeet Harlalka	Promoter	2,500	1.04
Ambition Tie Up Private Limited	Promoter	96,230	40.10
Ambuja Technologies Private Limited	Promoter	50,000	20.83
Gretex Corporate Services Private Limited	Promoter	50,000	20.83
Varsha Murarka	Public	33,770	14.07
TOTAL		2,40,000	100

14.9 The **Transferor Company No. 2** has no creditor(s), un-secured & Bank loan.

15. Details of the Board Meeting of the Transferee Company at which the Scheme was approved

The Board of Directors of the Transferee Company approved the Scheme at its meeting held on December 09, 2020.

16. Details of the Board Meeting of the Transferor Company No. 1 at which the Scheme was approved

The Board of Directors of the Transferor No.1 Company approved the Scheme at its meeting held on December 08, 2020.

17. Details of the Board Meeting of the Transferor Company No. 2 at which the Scheme was approved

The Board of Directors of the Transferor No.2 Company approved the Scheme at its meeting held on December 08, 2020.

18. Extent of shareholdings of Directors and Key managerial personnel of the Transferee Company

The details of the present directors and KMP of the Transferee Company and their respective shareholdings in the Companies as on June 30, 2021 are as follows:

Name of Directors / KMP	Designation	Shares held in the Transferor Company 1	Shares held in the Transferor Company 2	Shares held in the Transferee Company
Arvind Harlalka	Managing Director	2,500	2,500	53,400
Alok Harlalka	Non- Executive Director	2,500	2,500	NIL
Soma Nath	Independent Director	NIL	NIL	NIL
Sujata Pulinja Rao	Independent Director	NIL	NIL	NIL

19. Disclosure about effect of the Scheme on the material interests of Directors, Key Managerial Personnel (KMP) and debenture trustee of the Transferee Company

The Directors or KMPs of the Transferee Company do not have any other interest in the Scheme except to the extent of their shareholding, if any, in any of Companies involved in the Scheme. Further, the Transferee Company does not have any debentures. Therefore, the question on the effect of the Scheme on the material interests of the debenture trustee does not arise.

20. Effect of the Scheme on following parties in relation to the Transferee Company and the Transferor companies:

Sl. No	Category of stakeholders	Effect of the Scheme
(a)	Shareholders	<p>Upon coming into effect of the Scheme and in consideration for the amalgamation, the Transferee Company shall, without any further application or deed, issue and allot its equity shares, credited as fully paid up, to all the equity shareholders holding fully paid up equity shares of the Transferor Companies whose names appear in the register of members of the Transferor Companies and / or whose names appear as the beneficial owner of the shares of the Transferor Companies in the records of the depository, as on the record date, to be fixed for the purpose of reckoning names of the equity shareholders of the Transferor Companies ("Transferor Companies Shareholders").</p> <p>The equity shares of the Transferee Company to be allotted to the members of the Transferor Companies shall be allotted as per the valuation report dated December 05, 2020 prepared by Registered valuer Ankush Garg registration no. IBBI/RV/02/2018/10010. The Swap ratio was prepared considering the fact that both the Shareholders and Directors of</p>

		<p>the Companies and the public holdings in the Transferee Listed Company. The swap ratio is determined based on the audited financials for the period ended on December 31, 2019.</p> <p>(i) The Transferee Company shall allot its 13 (Thirteen) equity shares of Rs. 10/- each fully paid-up for every 1 (One) equity share of Transferor Company No. 1 of Rs. 10/- each fully paid-up.</p> <p>(ii) The Transferee Company shall allot its 21 (Twenty-one) equity shares of Rs. 10/- each fully paid-up for every 1 (One) equity share of Transferor Company No. 2 of Rs. 10/- each fully paid-up.</p> <p><i>As per the ICDR Regulation, 2018 and amendment thereto any increase of promoter holding beyond the 5% of the creeping acquisition of shares under SAST Regulation is not applicable to this scheme. In the Present case the promoter holding will be Increased from 52.99% to 64.48%. The promoters are not required to give any open offer under Regulation 10 of SEBI SAST, 2011.</i></p> <p>a) If any Eligible Member becomes entitled to any fractional shares, entitlements or credit on the issue and allotment of equity shares by the Transferee Company in accordance with this Scheme, and at sole discretion of the Board who will decide proportion to the respective fractional entitlements which is final and binding upon every shareholders.</p> <p>b) In the event of there being any pending share transfers, whether lodged or outstanding, of any member of the Transferor Companies, the Board of the Transferee Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor of the shares in the Transferor Companies and in relation to the shares issued by the Transferee Company, after the effectiveness of the Scheme. The Board of the Transferee Company shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new shareholders in the Transferee Company on</p>
--	--	--

		<p>account of difficulties faced in the transaction period.</p> <p>c) The issue and allotment of the Transferee Company Shares by the Transferee Company to Eligible Members as provided in this Scheme is an integral part thereof and shall be deemed to have been carried out as if the procedure laid down under Section 62 read with Section 42 of the Act and any other applicable provisions of the Act were duly complied with.</p> <p>The authorised share capital of the Transferor Companies shall be deemed to be added to the authorised share capital of the Transferee Company in the manner as enumerated in Clause 15 of the Scheme. Accordingly, Clause V of the memorandum of association of the Transferee Company shall be altered.</p> <p>The amalgamation will result in dilution of holding of the existing shareholders of the Transferee Company.</p>
b	Key Managerial Personnel (KMP)	No rights of the Key Managerial Personnel (KMP) of the Transferee Company are being affected as a result of the Scheme
c	Directors	The directors of the Transferee Company or their relatives do not have any other interest in the Scheme except to the extent of their shareholding, if any. Further, none of the directors and / or relatives of the directors of the Transferee Company are concerned or interested, financially or otherwise, in the proposed Scheme
d	Promoters	The Present promoters shall continue to remain promoters after the Scheme becomes effective and their holding will be changed from 52.99% to 64.48%.
e	Non-Promoter Share Holdings	The effect on the non-promoter shareholders are mentioned herein below in the pre-post shareholding pattern.
F	Creditors	<p>Under the Scheme, there is no arrangement with the creditors of the Transferee Company. No compromise is offered under the Scheme to any of the creditors of the Transferee Company. The liability towards the creditors of the Transferee Company is being neither reduced nor extinguished and consequently, the creditors of the Transferee Company will not be affected in any manner by the Scheme.</p> <p>At present there are no secured or un-secured creditors in the company.</p>
G	Depositors	The Transferee Company does not have any deposits. Therefore, the question on the effect of the Scheme on depositors does not arise.

H	Debenture Holders	The Transferee Company does not have any debentures. Therefore, the question on the effect of the Scheme on debenture holders does not arise.
I	Debenture Trustee and Depositor Trustee	The Transferee Company does not have any debentures or depositors. Therefore, the question on the effect of the Scheme on the debenture trustee or a depositor trustee does not arise.
J	Employees	No rights of the staff or the employees of the Transferee Company are being affected as a result of the Scheme.

21. Details of investigation / proceedings pending against the Transferee Company & Transferor Companies under the Companies Act, 2013

There are no proceedings pending under Sections 235 to 251 of the Companies Act, 1956/210 to 226 of the Companies Act, 2013; against any of the companies.

22. Consequential changes in Shareholding Pattern:

Particulars	No of Shareholders - Pre	Pre-Share Holdings (Rs.) FV Rs.10/- each	%	No of Share Holders- Post	Post-Share Holdings (Rs.) FV Rs.10/- each	%
I. Promoters	8	22,31,600	52.99	12	9552430	64.48
Individual & HUF promoters	4	4,82,800	11.46	6	8,22,800	5.55
Bodies Corporate	4	17,48,800	41.52	6	87,29,630	58.93
II. Public Shareholding	39	19,80,000	47.01	42	52,62,130	35.52
Total Equity Shares (I+II)	47	42,11,600	100.00	54	1,48,14,560	100.00

23. The details of the new shares to be issued to the shareholders of Transferor companies are calculated as under: 

To the Shareholders of Transferor Company(ies)	No. of shares before merger	Swap Ratio	No. of shares to be issued by the Transferee company of face value of Rs.10/- each
Apsara Selections Limited	4,27,920	(13:1) 13 equity shares for every 1 equity share	55,62,960
Sankhu Merchandise Private Limited	2,40,000	(21:1) 21 equity shares for every 1 equity share	50,40,000

24. Relationship among the Companies who are parties to the Scheme:

The Promoters of the company are same. The Scheme is expected to be in the best interests of the shareholders, employees and the creditors of the Transferor Companies and the Transferee Company.

The Amalgamation shall comply with the provisions of Section 2(1B) of the Income Tax Act, 1961.

25. Appointed Date, Effective Date, Record Date and Share Exchange Ratio

- a. Appointed Date: The Appointed Date means 01/01/2020 or such date as may be fixed or approved by the NCLT.
- b. Effective Date: The Effective Date means the last of the dates on which all the conditions and matters referred to in Clause 26 of the Scheme have been fulfilled, obtained or waived (to the extent possible under Applicable Law), as applicable.
- c. Record Date: Record Date shall mean such date to be fixed by the respective Board of Directors of the Transferee Company and Transferor Companies for the purpose of determining the members of the Transferor Companies to whom shares of the Transferee Company will be allotted pursuant to this Scheme.
- d. Share exchange ratio: The shareholders of the Transferor Company 1 shall be allotted 13 fully paid-up equity shares of the Transferee Company of Rs. 10 (Rupees Ten only) each, for every 1 fully paid-up equity shares of Rs. 10 (Rupees ten only) each held in the Transferee Company as on the Record Date fixed for the purpose and The shareholders of the Transferor Company 2 shall be allotted 21 fully paid-up equity shares of the Transferee Company of Rs. 10 (Rupees Ten only) each, for every 1 fully paid-up equity shares of Rs. 10 (Rupees ten only) each held in the Transferee Company as on the Record Date fixed for the purpose

26. Key salient features of the Scheme

"1. GENERAL DEFINITIONS AND INTERPRETATIONS

"Appointed Date" means 01/01/2020 or such date as may be fixed or approved by the NCLT;

"Effective Date" means the last of the dates on which all the conditions and matters referred to in Clause 26 have been fulfilled, obtained or waived (to the extent possible under Applicable Law), as applicable. References in this Scheme to the date of "coming into effect of this Scheme" or "Scheme becoming effective" shall be construed accordingly;

"Record Date" shall mean such date to be fixed by the respective Board of Directors of the Transferee Company and Transferor Companies for the purpose of determining the members of the Transferor Companies to whom shares of the Transferee Company will be allotted pursuant to this Scheme;

“Undertaking” shall mean all the undertaking and entire business of the Transferor Companies (including business, properties, assets, investments, goodwill and rights of whatever kind and nature, real or personal, tangible or intangible, that are owned, leased or licensed, liabilities, obligations and commitments of the Transferor Companies) on a going concern basis, and with the continuity of business of the Transferor Companies, which shall include (without limitation);

2. DATE OF COMING IN TO EFFECT

The Scheme in its present form or with any modification approved or imposed or directed by the NCLT shall come into operation from the Effective Date with effect from the Appointed Date.

3. AMALGAMATION OF THE TRANSFEROR COMPANIES WITH THE TRANSFEREE COMPANY

Upon the Scheme becoming effective and with effect from the Appointed Date, the Transferor Companies shall, in accordance with Sections 230 to 232 of the Act, without any further act or deed, stand amalgamated with the Transferee Company and consequently (i) the Undertaking of the Transferor Companies shall, as on the Appointed Date, stand transferred to and vested in and/or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become the undertaking of the Transferee Company by virtue of and in the manner provided in the Scheme, and (ii) the Transferor Companies shall stand dissolved without being wound up.

4. CONSIDERATION

4.1. Upon coming into effect of the Scheme and in consideration for the Amalgamation, the Transferee Company shall, without any further application or deed, issue and allot its equity shares, credited as fully paid up, to all the equity shareholders holding fully paid up equity shares of the Transferor Companies, whose names appear in the register of members of the Transferor Companies and / or whose names appear as the beneficial owner of the shares of the Transferor Companies in the records of the depository, as on the Record Date, to be fixed for the purpose of reckoning names of the equity shareholders the Transferor Companies (“Transferor Companies Shareholders”), in the ratio as mentioned herein above.

4.2 The equity shares held by the Transferee Company in the Transferor Companies shall stand cancelled as an integral part of the Scheme and no equity shares of the Transferee Company shall be allotted in respect of such equity shares.

4.3 The equity shares of the Transferee Company issued and allotted to the Transferor Companies Shareholders based on the Share Exchange Ratio provided above shall be referred to as “Amalgamation Consideration Shares”.

4.4 Upon equity shares being issued by the Transferee Company to the Transferor Companies Shareholders in accordance with clause 25 (b) above, the shares held by the said shareholders in the Transferor Companies shall be deemed to have been cancelled and extinguished and be of no effect on and from such issue and allotment.

4.5 Pursuant to issuance and allotment of the Amalgamation Consideration Shares, in case any equity shareholder of the Transferor Companies becomes entitled to a fraction of an equity share of the Transferee Company, the Transferee Company shall not issue fractional shares to such member but shall consolidate such fractions and issue consolidated shares to a trustee nominated by the Transferee Company in that behalf, who shall sell such shares and distribute the net sale proceeds (after deduction of applicable taxes and other expenses incurred) to the shareholders respectively entitled to the same in proportion to their fractional entitlements.

5. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE TRANSFEREE COMPANY

5.1 As an integral part of the Scheme, and, upon the Scheme becoming effective, the authorized share capital of the Transferor Companies, as on the Effective Date, shall be deemed to be added to the authorized share capital of the Transferee Company, as on the Effective Date, without any further act or deed and without any further payment of stamp duty or registration fees and Clause V of the Memorandum of Association of the Transferee Company shall be altered accordingly.

5.2 It is clarified that the approval of the members of Transferee Company to the Scheme shall be deemed to be their consent / approval for the Increase of the Authorized Capital, amendment of the capital clause of the Memorandum of Association of the Transferee Company under the provisions of Section 13 and 61 of the Act and other applicable provisions of the Act. Pursuant to this Scheme, the Transferee Company shall file requisite forms with the relevant Registrar of Companies to give effect to the increase in its authorized equity share capital and payment of requisite fee and duty, as may be directed.

27. YOU ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME TO GET FULLY ACQUAINTED WITH THE PROVISIONS THEREOF. THE AFORESAID ARE ONLY SOME OF THE KEY PROVISIONS OF THE SCHEME. IN CASE OF ANY INCONSISTENCY OR CONFLICT BETWEEN THE SCHEME AND EXPLANATORY STATEMENT, THE CONTENTS OF THE SCHEME SHALL PREVAIL.

Summary of valuation report and fairness opinions

(a) Valuation Report

The valuation report dated December 05, 2020, was prepared by Mr. Ankush Garg, registered valuer setting out the recommended share exchange ratio, enclosed herewith as Annexure 3.

The valuers have considered the Net Asset Method, the Profit-Earning Capitalization and the Market Price Method for determining the relative value of the shares of the Companies in order to arrive at the share exchange ratio for the Scheme.

The recommendation of the share exchange ratio has been approved by the Board of Directors of the Transferee Company, Audit Committee of the Transferee Company, Board of Directors of the Transferor Companies.

(b) Fairness Opinions

A Fairness Opinion dated December 07, 2020 was issued to the Transferee Company by Finshore Management Services Limited, a SEBI registered Merchant Banker, explaining the rationale for its opinion as to the fairness of the share exchange ratio from a financial point of view, enclosed herewith as Annexure 4.

(c) There shall be no debt restructuring of the Transferee Company and Transferor Companies pursuant to the Scheme.

(d) Pre and Post Scheme Shareholding Pattern of the Companies

Pursuant to the Scheme, the Transferee Company shall issue shares to the shareholders of the Transferor Companies. The pre-Scheme and expected post-Scheme shareholding pattern of the Transferee Company and the pre-Scheme shareholding pattern of the Transferor Companies (based on the shareholding pattern as of June 30, 2021) is enclosed herewith as Annexure 6. The Transferor Companies will stand dissolved without winding up in accordance with the Scheme. Therefore, there will not be any post-Scheme shareholding pattern of the Transferor Companies.

(e) To the best of the knowledge of the Transferee Company, no winding up petition has been initiated against the Transferee Company or Transferor Companies under the provisions of the Companies Act, 1956 or the relevant provisions of the Companies Act, 2013.

(f) Disclosures relating to certain promoters of the Transferee Company

The respective observation letters issued to the Companies by National Stock Exchange of India Limited require the Companies to ensure full disclosures. The Transferee Company has disclosed the matters as part of this notice.

28. Details of approval from regulatory authorities

- a. Pursuant to the SEBI Circular read with Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Transferee Company has filed necessary applications before the stock exchange viz. National Stock Exchange of India Limited seeking their no objection to the Scheme. The Transferee Company has received Observation Letters dated January 12, 2021. Copies of the Observation Letters are enclosed as **Annexures 5**.

- b. As required by the SEBI Circular, the Companies have filed Reports on Complaints dated July 24, 2020 with National Stock Exchange of India Limited. After filing the Complaint Reports, the Transferee Company has received NIL complaints. Copies of the aforementioned Complaints Reports are enclosed as **Annexures 6**.
 - c. The Transferor Companies have made a joint application before the NCLT, Mumbai Bench and Transferee Company at NCLT Kolkata Bench respectively for the convening of meetings under Sections 230-232 and other applicable provisions of the Companies Act, 2013.
 - d. A copy of the Scheme along with the explanatory statement under Sections 230(3), 232(1), 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 is also being forwarded, inter alia to the Registrar of Companies, Kolkata.
 - e. A copy of the Audited Financial Results of the Transferee Company for the period ended March 31, 2021 is enclosed as **Annexure 8** herewith.
 - f. Upon the Scheme being approved by requisite majority of the shareholders and creditors of the respective Companies involved in the Scheme as per the requirement of Section 230 of the Companies Act, 2013, the Transferee Company will file a petition with the Kolkata Bench of the NCLT for sanction of the Scheme.
29. Copies of the Reports adopted by the respective Board of Directors of the Companies pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013 are enclosed as Annexures 7 respectively.
30. Details of availability of documents for inspection

The following documents will be open for obtaining extract from or for making or obtaining copies of or inspection by the equity shareholders of Transferee Company up to the date of the meeting at its registered office between 11.00 a.m. and 12.00 p.m. (IST) on all working days, except Saturdays, Sundays and public holidays. Equity shareholders desiring inspection of these documents through electronic mode may send their request in writing to the Transferee Company at cs@gretexgroup.com and the Transferee Company shall provide inspection through electronic mode to such equity shareholders:

- (i) Copy of the Scheme of Amalgamation and Arrangement;
- (ii) Copies of the orders passed by the NCLT, Kolkata Bench in Company Application (CAA) No. 44 / MB / 2021 dated September 21, 2021 and dated September 23, 2021;
- (iii) Copy of the Memorandum and Articles of Association of the Transferor Companies and the Transferee Company;

- (iv) Copy of the audited financial statements of the Transferee Company for the financial year ended March 31, 2021;
- (v) Copy of the Valuation Report issued by Mr. Ankush Garg , registered valuer dated December 05, 2020 ;
- (vi) Copy of the Fairness Opinion issued Finshore Management Services Limited, a SEBI registered Merchant Banker, dated December 07, 2020;
 - Copy of the Report of the Audit Committee of the Transferee Company dated June 24, 2020;
 - Copies of the resolutions dated 8/6/2020 passed by the respective Board of Directors of the Transferor Companies and the Transferee Company, approving the Scheme;
- (vii) Copies of the statutory auditors' certificates dated June 08, 2020 issued by Gupta Agarwal & Associates, Chartered Accountants, to the Transferor Companies and Transferee Company, respectively;
- (viii) Copies of Observation Letters issued to the Transferee Company by National Stock Exchange of India Limited on January 12, 2021;
- (ix) Copies of the Reports adopted by the Board of Directors of the Transferor Companies and the Transferee Company, respectively pursuant to provision of Section 232(2)(c) of the Companies Act, 2013;
- (x) Copies of Form No. GNL-1 filed by the respective Companies with the Registrar of Companies, Kolkata along with challans, evidencing filing of the Scheme; and
- (xi) Such other information or documents as the Board of Directors or management of the Transferee Company believes necessary and relevant for making decision for or against the Scheme.

This explanatory statement is made under Section 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. A copy of the Scheme and explanatory statement may be obtained from the registered office of Gretex Industries Limited / downloaded from the website of Gretex Industries Limited www.gretexindustries.com under the 'Investor' segment.

Sd/-

Rahul Kinkar Pandey

Chairman appointed for the Meeting

Place: Kolkata

Date: 27th September 2021

Registered Office: 90, Phears Lane, 5th Floor,

Kolkata – 700012, West Bengal, India

CIN: L17296WB2009PLC136911

SCHEME OF AMALGAMATION**By way of Merger Absorption**

GRETEX INDUSTRIES LIMITED	-	Transferee Company
APSARA SELECTIONS LIMITED	-	Transferor Company
SANKHU MERCHANDISE PRIVATE LIMITED	-	Transferor Company

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

A. Description of Parties

- 1. APSARA SELECTIONS LIMITED** is a public company, limited by shares, incorporated under the Companies Act, 1956, under corporate identification number U52190MH2011PLC269248 and having its registered office at Office No. 13, 1st Floor, New Bansilal Building, Raja Bahadur Mansion, 9-15 Homi Modi Street, Fort, Mumbai - 400023, Maharashtra, India) (hereinafter referred to as the "**Transferor Company no. 1**").

The Transferor Company no. 1 is primarily engaged in the business of retailer of Fancy Sarees.

SANKHU MERCHANDISE PRIVATE LIMITED is a private company, limited by shares, incorporated under the Companies Act, 1956, under corporate identification number U52190MH2011PTC269247 and having its registered office at Office No. 13, 1st Floor, New Bansilal Building, Raja Bahadur Mansion, 9-15 Homi Modi Street, Fort, Mumbai - 400023, Maharashtra, India) (hereinafter referred to as the "**Transferor Company No. 2**").

The Transferor Company No. 2 is primarily engaged in the business of Trading of Sarees.

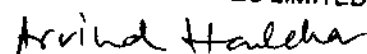
GRETEX INDUSTRIES LIMITED is a public company, limited by shares, incorporated under the Companies Act, 1956, under corporate identification number L17296WB2009PLC136911 and having its registered office at 90, Phears Lane, 5th Floor, Kolkata – 700012, West Bengal, India, India (hereinafter referred to as the "**Transferee Company**"). The equity shares of the Transferee Company are listed on the Stock Exchange.

The Transferee Company is engaged, inter alia, in the business of Distribution of Musical Instrument and Crockeries.

B. Description of Scheme

- 2.** This Scheme (as defined hereunder) provides, inter alia, for:

GRETEX INDUSTRIES LIMITED



Managing Director

- a. the amalgamation of the Transferor Company into the Transferee Company, by way of merger by absorption and dissolution of the Transferor Company without winding up and the consequent issuance of the Transferee Company Shares (as defined hereunder) in accordance with the Share Exchange Ratio (as defined hereunder) to the Eligible Members (as defined hereunder), in respect of each Transferor Company Share (as defined hereunder) held by them in accordance with this Scheme ("**Amalgamation**");
 - b. various other matters incidental, consequential or otherwise integrally connected therewith, including the increase in the share capital of the Transferee Company,
 - c. pursuant to Sections 230 to 232 and other relevant provisions of the Act in the manner provided for in this Scheme and in compliance with the provisions of the IT Act (as defined hereunder).
3. The Amalgamation of the Transferor Companies into the Transferee Company shall be in full compliance with the conditions relating to "amalgamation" as provided under Section 2(1B) and other related provisions of the IT Act such that, *inter alia*:
- (i) all the properties of the Transferor Companies, immediately before the Amalgamation, shall become the properties of the Transferee Company, by virtue of the Amalgamation;
 - (ii) all the liabilities of the Transferor Companies, immediately before the Amalgamation, shall become the liabilities of the Transferee Company, by virtue of the Amalgamation; and
 - (iii) shareholders holding at least three fourths in value of the shares in the Transferor Company(ies), will become shareholders of the Transferee Company by virtue of the Amalgamation

C. Rationale for the Scheme

4. The Amalgamation pursuant to this Scheme would, *inter alia*, have the following benefits:
- a) M/s. Gretex Industries Ltd, M/s. Apsara Selection Limited and M/s.Sankhu Merchandise Private Limited are sister concern and all of them are part of same promoter group companies
- The group had diversify business profile and different business activities were conducted in different companies such as M/s. Gretex Industries Ltd deals as Distributor of Musical Instrument – Eastern India, M/s. Apsara Selection Limited and M/s. Sankhu Merchandise Private Limited deas in Wholesale/ Retail Sale of Garments.
- The Capital of M/s. Apsara Selection Limited and M/s. Sankhu Merchandise Private Limited, will provide an additional capital to M/s. Gretex Industries Limited as a whole to expand the businesses as due to capital crunch the company i.e. M/s. Gretex Industries Ltd could not able to scale up its businesses.
- b) M/s. Apsara Selection Limited and M/s. Sankhu Merchandise Private Limited, are non-profit making / marginal profit making companies and hence the promoters decided to close down the business operation carried under this two companies and since at present the capital invested in the said two company are idle, hence, the merger of these two companies with M/s. Gretex Industries Limited

GRETEX INDUSTRIES LIMITED

Arvind Hande

Managing Director

will provide an additional capital as a whole to expand the business of the resulted company i.e. M/s. Gretex Industries Limited

- c) With the additional capital in M/s. Gretex Industries Limited, the company will be able to acquire new distributors' rights of Eastern India in musical instruments which the Company has already started. We are enclosing, the new distributors rights acquired as Annexure I and this will result in growth in turnover of the resulted company i.e. M/s. Gretex Industries Limited will yield higher return on net worth.
- d) With the merger, the promoter and directors of the Company will be able to concentrate on single line of business activity and thus will result in overall reduction in overhead and maintenance cost and optimize their productivity;
- e) The following results will be achieved by the resultant company i.e M/s. Gretex Industries Limited merging with M/s. Apsara Selection Limited and M/s. Sankhu Merchandise Private Limited:-
 - i. Strengthen the Net worth of the Company
 - ii. Exploring more business in single streamline business activity i.e. Distribution Rights of Musical Instruction – Eastern India
 - iii. Overall reduction in fixed overhead and maintenance cost
 - iv. Increasing in Turnover Sales and profit
 - v. Yielding in Higher return on Capital Employed
 - vi. Other operational benefits from merging the three promoter group companies.

5. This Scheme is divided into the following parts:

- a. Part I, which deals with the introduction and definitions, and sets out the share capital of the Transferor Companies and the Transferee Company;
- b. Part II, which deals with the Amalgamation;
- c. Part III, which deals with the changes to share capital of the Transferor Companies and the Transferee Company; and
- d. Part IV, which deals with the general terms and conditions applicable to the Scheme.

D. Definitions

6. In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meaning:
- a. "Act" shall mean the Companies Act, 2013 as amended from time to time, and shall include any other statutory re-enactment thereof, read with all surviving and applicable provisions of the Companies Act, 1956 and shall include all rules, regulations, circulars, notifications, guidelines made or issued in relation thereto, from time to time;
 - b. "Amalgamation" shall have the meaning ascribed to it in Clause 3(a) above;

GRETEX INDUSTRIES LIMITED

Arvind Hanleha

Managing Director

- c. **"Applicable Law"** shall mean any applicable law, statute, ordinance, rule, regulation, guideline or policy having the force of law, of any Governmental Authority;
- d. **"Appointed Date"** shall mean January 01, 2020;
- e. **"Board"** in relation to any company, means the board of directors of such company and shall, where applicable, include a duly authorised committee of the Board;
- f. **"CCI"** means the Competition Commission of India, as established under the Competition Act, 2002;
- g. **"Effective Date"** means the date of the Board meetings of the Transferor Company and the Transferee Company held to declare this Scheme effective, which will be no later than 15 (Fifteen) days (unless extended by mutual written agreement between the Transferor Company and the Transferee Company), following satisfaction or waiver (to the extent possible under Applicable Law) of the conditions set out in Clause 26 (other than those conditions that by their nature are to be satisfied on the Effective Date);

References in this Scheme to the date of **"coming into effect of this Scheme"** or **"effectiveness of this Scheme"** shall mean the Effective Date;

- h. **"Eligible Member"** shall mean each person whose name appears in the register of members of the Transferor Company and/ or whose name appears as the beneficial owner of the Transferor Companies Shares in the record of depositories or the registered of members or on the Record Date;
- i. **"Encumbrance"** or **"Encumber"** means any mortgage, charge, pledge, lien, assignment, hypothecation, security interest, title retention or any other agreement or arrangement the effect of which is the creation of security, or any other right to acquire or option, any right of first refusal or any right of pre-emption, or any agreement or arrangement to create any of the same;
- j. **"Governmental Authority"** means: (a) any national, federal, provincial, state, city, municipal, county or local government, governmental authority or political subdivision thereof; (b) any agency or instrumentality of any of the authorities referred to in clause 7(j)(a); (c) any non-governmental regulatory or administrative authority, body or other organization, to the extent that the rules, regulations, standards, requirements, procedures or orders of such authority, body or other organization have the force of law; or (d) any court or tribunal having jurisdiction and including, without limitation or prejudice to the generality of the foregoing, SEBI, the RBI, the NCLT and any Tax authority;
- k. **"Governmental Order"** means any judgment, order, writ, injunction, decree, decision or other requirement of any Governmental Authority (or, as the context requires, any Governmental Authority specified) other than any competition or anti-trust authority other than the Competition Commission of India;
- l. **"IT Act"** shall mean the Income Tax Act, 1961 or any modifications or re-enactments or amendments thereof from time to time;

GRETEX INDUSTRIES LIMITED

Anil Haulcha

Managing Director

- m. **"NCLT"** shall mean the National Company Law Tribunal at Mumbai, Maharashtra or Kolkata, West Bengal, as the context may require;
- n. **"Record Date"** shall mean the date fixed by the respective Board of the Transferor Companies and Transferee Company for the purpose of determining the shareholders of the Transferor Companies to whom the Transferee Company Shares shall be allotted under this Scheme;
- o. **"Scheme"** means this scheme of amalgamation by way of merger by absorption including any modification or amendment hereto, made in accordance with the terms hereof;
- p. **"SEBI"** means the Securities and Exchange Board of India;
- q. **"SEBI Listing Regulations"** means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and shall include any statutory modification, amendment, and re-enactment thereof for the time being in force or any act, regulations, rules, guidelines etc., that may replace such regulations;
- r. **"SEBI Scheme Circular"** means the SEBI Circular dated March 10, 2017, bearing reference number CFD/DIL3/CIR/2017/21, as amended or replaced from time to time;
- s. **"Share Exchange Ratio"** shall have the meaning ascribed to it in Clause 18.1;
- t. **"Stock Exchange"** shall mean the National Stock Exchange of India Limited;
- u. **"Tax" or "Taxes"** means any and all taxes (direct or indirect), surcharges, fees, levies, duties, tariffs, imposts and other charges of any kind in each case in the nature of a tax, imposed by any Governmental Authority (whether payable directly or by withholding), including taxes based upon or measured by income, windfall or other profits, gross receipts, property, sales, severance, branch profits, customs duties, excise, CENVAT, withholding tax, self-assessment tax, advance tax, service tax, goods and services tax, stamp duty, transfer tax, value-added tax, minimum alternate tax, banking cash transaction tax, securities transaction tax, taxes withheld or paid in a foreign country, customs duty and registration fees (together with any and all interest, penalties, additions to tax and additional amounts imposed with respect thereto).
- v. **"Transferee Company"** shall have the meaning ascribed to it in Clause 2 above;
- w. **"Transferee Company Shares"** means fully paid up equity shares of the Transferee Company, each having a face value of INR 10 (Rupee Ten only) and one vote per equity share;
- x. **"Transferor Companies"** shall have the meaning ascribed to it in Clause 1 above;
- y. **"Undertaking"** means all the undertakings and entire business of the Transferor Companies, as a going concern, and shall include (without limitation):
- (i) all assets and properties (whether movable or immovable, tangible or intangible, present or future, in possession or reversion, of whatsoever nature and wherever situate) of the Transferor Companies and investments of all kinds including but not limited to securities (marketable or not), securitized assets, receivables and security receipts,

GRETEX INDUSTRIES LIMITED

Arvind Hande

Managing Director

mutual fund investments, all cash and bank balances (including cash and bank balances deposited with any banks or entities), money at call and short notice, loans, advances, contingent rights or benefits, reserves, provisions, funds, benefits of all agreements, lands, buildings, structures and premises, whether leasehold or freehold (including offices, warehouses, sales and / or marketing offices, liaison offices, branches, factories), work-in-progress, current assets (including sundry debtors, bills of exchange, loans and advances), fixed assets, vehicles, furniture, fixtures share of any joint assets, and other facilities;

- (ii) all permits, registrations, rights, entitlements, licenses, permissions, approvals, subsidies, concessions, clearances, credits, awards, sanctions, allotments, quotas, no-objection certificates, subsidies, Tax deferrals, Tax credits, (including any credits arising from advance Tax, self-assessment Tax, other income Tax credits, withholding Tax credits, minimum alternate Tax credits, CENVAT credits, goods and services Tax credits, other indirect Tax credits and other Tax receivables), other claims under Tax laws, incentives (including incentives in respect of income Tax, sales Tax, value added Tax, service Tax, custom duties and goods and services Tax), benefits, Tax exemptions, Tax refunds (including those pending with any Tax authority), advantages, benefits and all other rights and facilities of every kind, nature and description whatsoever; authorities, consents, deposits, privileges, exemptions available to the Transferor Companies, receivables, powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, email, internet, leased line connections and installations, electricity and other services, provisions and benefits of all engagements, agreements, contracts, letters of intent, memorandum of understanding, cheques and other negotiable instruments (including post-dated cheques), benefit of assets or properties or other interest held in trust, benefit of any security arrangements, expressions of interest whether under agreement or otherwise, and arrangements and all other interests of every kind, nature and description whatsoever enjoyed or conferred upon or held or availed of by and all rights and benefits;
- (iii) all contracts, agreements, memorandum of undertakings, memoranda of agreements, arrangements, undertakings, whether written or otherwise, deeds, service agreements, or other instruments (including all tenancies, leases, and other assurances in favour of the Transferor Companies or powers or authorities granted by or to it) of whatsoever nature along with any contractual rights and obligations, to which the Transferor Companies is a party or to the benefit of which the Transferor Companies may be eligible, and which are subsisting or having effect immediately before the Effective Date;
- (iv) all intellectual property rights including patents, copyrights, trade and service names, service marks, trademarks, domain names and other intellectual property of any nature whatsoever, goodwill, receivables, belonging to or utilized for the business and activities of the Transferor Companies;
- (v) all records, files, papers, computer programs, software licenses, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers, suppliers and employees, customer credit information, customer pricing information, and other records whether in physical or electronic form belonging to or held by the Transferor Companies;

GRETEX INDUSTRIES LIMITED

Arvind Hazlecha

Managing Director

- (vi) all present, and contingent future liabilities of the Transferor Companies including all debts, loans (whether denominated in rupees or a foreign currency), term deposits, time and demand liabilities, borrowings, bills payable, interest accrued and all other duties, liabilities, undertakings and obligations (including any post-dated cheques or guarantees, letters of credit, letters of comfort or other instruments which may give rise to a contingent liability in whatever form); and
- (vii) the Transferor Companies Employees and the Employee Benefit Funds of the Transferor Companies.

7. Share Capital

7.1. The share capital structure of the Transferee Company as June 05, 2020 is as follows:

Particulars	Amount (Rs.)
Authorised 45,00,000 equity shares of face value of Rs.10/- each	4,50,00,000
Issued and Subscribed Share Capital 42,11,600 equity shares of face value of Rs.10/- each.	4,21,16,000
Fully Paid-up Share Capital 42,11,600 equity shares of face value of Rs.10/- each.	4,21,16,000

The equity shares of the Transferee Company are listed on Stock Exchange.

7.2. The share capital structure of the Transferor Company no. 1 as on June 05, 2020 is as follows:

Particulars	Amount (Rs.)
Authorised 4,28,000 equity shares of face value of Rs.10/- each.	42,80,000
Issued and Subscribed Share Capital 4,27,920 equity shares of face value of Rs.10/- each.	42,79,200
Fully Paid-up Share Capital 4,27,920 equity shares of face value of Rs.10/- each.	42,79,200

7.3. The share capital structure of the Transferor Company no. 2 as on June 05, 2020 is as follows:

Particulars	Amount (Rs.)
Authorised 2,40,000 equity shares of face value of Rs.10/- each	24,00,000
Issued and Subscribed Share Capital	24,00,000

GRETEx INDUSTRIES LIMITED

Arvind Haulcha

Managing Director

2,40,000 equity shares of face value of Rs.10/- each	
Fully Paid-up Share Capital	24,00,000
2,40,000 equity shares of face value of Rs.10/- each	

PART II

AMALGAMATION OF THE TRANSFEROR COMPANIES INTO THE TRANSFeree COMPANY

8. Transfer

With effect from the Appointed Date, the Transferor Companies shall stand amalgamated into the Transferee Company and its Undertaking shall, pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, be and stand transferred to and vested in the Transferee Company, as a going concern without any further act, instrument, deed, matter or thing so as to become, the undertaking of the Transferee Company by virtue of and in the manner provided in the Scheme.

9. Transfer of Assets

- i. Without prejudice to the generality of Clause 9 above, with effect from the Appointed Date, all the estate, assets, properties, rights, claims, title, interest and authorities including accretions and appurtenances of the Undertaking, of whatsoever nature and wherever situate, whether or not included in the books of the Transferor Companies shall, subject to the provisions of this Clause 10 in relation to the mode of vesting and pursuant to Sections 230 to 232 of the Act and without any further act, deed, matter or thing, be and stand transferred to and vested in or shall be deemed to have been transferred to and vested in the Transferee Company as a going concern so as to become as and from the Appointed Date, the estate, assets, rights, claims, title, interest and authorities of the Transferee Company.
- ii. In respect of such of the assets of the Transferor Companies as are movable in nature or are otherwise capable of transfer by delivery of possession, payment or by endorsement and delivery, the same may be so transferred by the Transferor Companies, and shall become the property of the Transferee Company with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 of the Act without requiring any deed or instrument of conveyance for transfer of the same.
- iii. In respect of such of the assets belonging to the Transferor Companies other than those referred to in sub-clause (ii) above, the same shall, as more particularly provided in sub-clause (i) above, without any further act, instrument or deed, be transferred to and vested in and/or be deemed to be transferred to and vested in the Transferee Company with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 of the Act.

10. Contracts, Deeds, Licenses etc.

- i. Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature, to which the Transferor Companies is a party or to the benefit of which the

GRETEX INDUSTRIES LIMITED

Arvind Handeja

Managing Director

Transferor Companies may be eligible or for the obligations of which the Transferor Companies may be liable, and which are subsisting or have effect immediately before the Appointed Date, shall continue in full force and effect on or against or in favour, as the case may be, of the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or oblige thereto.

- ii. Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Undertaking occurs by virtue of this Scheme itself, the Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, execute deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement to which the Transferor Companies is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall, under the provisions of Part II of this Scheme, be deemed to be authorised to execute any such writings as a successor of the Transferor Companies and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Companies to be carried out or performed.
- iii. For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme and subject to Applicable Law, all consents, permissions, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Transferor Companies shall stand transferred to the Transferee Company as if the same were originally given by, issued to or executed in favour of the Transferee Company, and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company. The Transferee Company shall make applications to any Governmental Authority as may be necessary in this behalf.
- iv. Without prejudice to the provisions of Clauses 12 to 15, with effect from the Appointed Date, all transactions between the Transferor Companies and the Transferee Company, if any, that have not been completed, shall stand cancelled.

11. Transfer of Liabilities

- i. With effect from the Appointed Date, all debts, liabilities, loans raised and used, duties and obligations of the Transferor Companies, whether or not recorded in its books and records shall, under the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing, be and stand transferred to and vested in and be deemed to be transferred to and vested in the Transferee Company to the extent that they are outstanding on the Appointed Date so as to become as and from the Appointed Date the debts, liabilities, loans, obligations and duties of the Transferee Company on the same terms and conditions as were applicable to the Transferor Companies and the Transferee Company shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts or liabilities have arisen in order to give effect to the provisions of this Clause 12.
- ii. All Encumbrances, if any, existing prior to the Appointed Date over the assets of the Transferor Companies shall, after the Appointed Date, without any further act, instrument or deed, continue

GRETEX INDUSTRIES LIMITED

Arvind Handeja

Managing Director

to relate and attach to such assets or any part thereof to which they are related or attached prior to the Appointed Date.

- iii. Without prejudice to the provisions of the foregoing Clauses the Transferee Company shall execute any instrument(s) and/or document(s) and/or do all the acts and deeds as may be required, including the filing of necessary particulars and/ or modification(s) of charge, with the jurisdictional registrar of companies to give formal effect to the above provisions, if required.
- iv. It is hereby clarified that, unless expressly provided for, it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts and liabilities, have arisen, in order to give effect to the provisions of this Clause 12.
- v. Subject to the necessary consents being obtained, if required, in accordance with the terms of this Scheme, the provisions of this Clause 12 shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document, all of which instruments, deeds or writings shall stand modified and/or superseded by the foregoing provisions.

12. Legal, Taxation and other proceedings

- i. Upon the coming into effect of this Scheme, all legal, taxation or other proceedings, whether civil or criminal (including before any statutory or quasi-judicial authority or tribunal or courts), by or against the Transferor Companies, under any statute, pending on the Appointed Date, shall be continued and enforced by or against the Transferee Company as effectually and in the same manner and to the same extent as if the same had been instituted by or against, as the case may be, the Transferee Company.
- ii. The Transferee Company shall have all legal, taxation or other proceedings initiated by or against the Transferor Companies referred to in Clause 13(i) above transferred to its name as soon as is reasonably possible after the Appointed Date and to have the same continued, prosecuted and enforced by or against the Transferee Company, as a successor of the Transferor Companies.

13. Employees

- i. Upon the coming into effect of this Scheme, all Transferor Companies Employees shall become the employees of the Transferee Company, subject to the provisions hereof without any break in their service and on the basis of continuity of service and, on terms and conditions no less favourable than those on which they are engaged by the Transferor Companies and without any interruption of service as a result of the Amalgamation. For the purpose of payment of any compensation, gratuity and other terminal benefits, the uninterrupted past services of such Transferor Companies Employees with the Transferor Companies shall also be taken into account and paid (as and when payable) by the Transferee Company.
- ii. In so far as the Employee Benefit Funds created by the Transferor Companies or in respect of which the Transferor Companies makes contributions, for the Transferor Companies Employees, all amounts standing to the credit of the Transferor Companies Employees in such Employee Benefit Funds and investments made by such Employee Benefit Funds shall be transferred to such

GRETEX INDUSTRIES LIMITED

Arvind Handeja

Managing Director

Employee Benefit Funds nominated by the Transferee Company and/or such new Employee Benefit Funds to be established and caused to be recognized by appropriate Governmental Authorities, by the Transferee Company.

- iii. In relation to those Transferor Companies Employees who are not covered under the provident fund trust of the Transferor Companies or who do not enjoy the benefit of any other provident fund trust, and for whom the Transferor Companies is making contributions to the government provident fund, the Transferee Company shall stand substituted for the Transferor Companies, for all purposes whatsoever, including relating to the obligation to make contributions to the said fund in accordance with the provisions of such fund, bye laws, etc. in respect of such employees, such that all the rights, duties, powers and obligations of the Transferor Companies in relation to such provident fund trust shall become those of the Transferee Company.
- iv. Pending the transfer as aforesaid, the Employee Benefit Fund dues of the Transferor Companies Employees would be continued to be deposited in the existing Employee Benefit Funds of the Transferor Companies. It is clarified that upon transfer of the aforesaid funds to the respective funds of the Transferee Company, the existing trusts created for such funds by the Transferor Companies shall stand dissolved.
- v. Notwithstanding the aforesaid, the Board of the Transferee Company, if it deems fit and subject to Applicable Law, shall be entitled to:
 - a. retain separate trusts or funds within the Transferee Company for the erstwhile fund(s) of the Transferor Companies; or
 - b. merge the pre-existing funds of the Transferor Companies with other similar funds of the Transferee Company.

14. Treatment of Taxes

- (i) Upon the scheme becoming effective:
 - a. To the extent required, the Transferor Companies and the Transferee Company shall be permitted to revise and file their respective income Tax returns, withholding Tax returns (including Tax deducted at source certificates), sales Tax, value added Tax, service Tax, central sales Tax, entry Tax, goods and services Tax returns and any other Tax returns: and
 - b. The Transferee Company shall be entitled to: (a) claim deduction with respect to items such as provisions, expenses, etc. disallowed in earlier years in the hands of the Transferor Company(ies), which may be allowable in accordance with the provisions of the IT Act on or after the Appointed Date: and (b) exclude items such as provisions, reversals, etc. for which no deduction or Tax benefit has been claimed by the Transferor Companies prior to the Appointed Date.
- (ii) Upon the Scheme becoming effective, notwithstanding anything to the contrary contained in the provisions of this Scheme, unabsorbed Tax depreciation, minimum alternate Tax credit, if any, of the Transferor Company(ies) as on the Effective Date, shall, for all purposes, be treated as unabsorbed Tax depreciation, minimum alternate Tax credit of the Transferee Company. It is

GRETEX INDUSTRIES LIMITED

Arvind Hande

Managing Director

further clarified that any unabsorbed depreciation of the Transferor Companies as specified in their respective books of accounts shall be included as unabsorbed depreciation of the Transferee Company for the purposes of computation of minimum alternate Tax.

- (i) Upon the Scheme becoming effective, the Transferee Company shall be entitled to claim refunds (including refunds or claims pending with the Tax authorities) or credits, with respect to Taxes paid by, for, or on behalf of, the Transferor Company(ies) under Applicable Law (including Tax laws).
- (v) Upon the Scheme becoming effective, all Taxes, cess, duties and liabilities (direct and indirect), payable by or on behalf of the Transferor Companies, shall, for all purposes, be treated as Taxes, cess, duties and liabilities, as the case may be, payable by the Transferee Company.
- (v) Upon the Scheme becoming effective, all unavailed credits and exemptions and other statutory benefits, including in respect of income Tax, CENVAT, customs, value added Tax, sales Tax, service tax, entry Tax and goods and service Tax to which the Transferor Companies is entitled shall be available to and vest in the Transferee Company, without any further act or deed.
- (vi) Any Tax liability under the IT Act, or any other applicable Tax laws or regulations allocable to the Transferor Companies whether or not provided for or covered by any Tax provisions in the accounts of the Transferor Companies made as on the date immediately preceding the Effective Date, shall be transferred to the Transferee Company. Any surplus in the provision for Taxation or duties or levies in the accounts of the Transferor Companies, including advance Tax and Tax deducted at source as on the close of business in India on the date immediately preceding the Effective Date will also be transferred to the account of the Transferee Company.
- (vii) All Tax assessment proceedings and appeals of whatsoever nature by or against the Transferor Companies, pending or arising as at the Effective Date, shall be continued and/or enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Companies. Further, the aforementioned proceedings shall neither abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Companies with the Transferee Company or anything contained in this Scheme.
- (viii) Any refund under the IT Act or any other Tax laws related to or due to the Transferor Companies, including those for which no credit is taken as on the date immediately preceding the Effective Date, shall also belong to and be received by the Transferee Company.
- (ix) Without prejudice to the generality of the above, all benefits, incentives, claims, losses, credits (including income Tax, service Tax, excise duty, goods and service Tax and applicable state value added Tax) to which the Transferor Companies is entitled to in terms of applicable Tax laws, shall be available to and vest in the Transferee Company from the Effective Date.
- (x) All the expenses incurred by the Transferor Companies and the Transferee Company in relation to the amalgamation of the Company with the Transferee Company in accordance with this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Transferee Company in accordance with section 35DD of the IT Act over a period of five (5) years beginning with the financial year in which this Scheme becomes effective.

GRETEX INDUSTRIES LIMITED

Arvind Halder

Managing Director

15. Conduct

During the period between the approval of the Scheme by the Board of the Transferor Companies and the Board of the Transferee Company and the Effective Date, the business of the Transferor Companies shall be carried out with diligence and business prudence in the ordinary course consistent with past practice in good faith and in accordance with Applicable Law.

16. Saving of concluded transactions

Subject to Clause 15 above, the transfer of assets and liabilities to, and the continuance of proceedings by or against, the Transferee Company as envisaged in this Scheme shall not affect any transaction or proceedings already concluded by the Transferor Companies on or before the Appointed Date (subject to the terms of any agreement with the Transferee Company) to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Companies in respect thereto as done and executed on behalf of itself.

17. ISSUE OF SHARES, CANCELLATION OF SHARE CAPITAL OF TRANSFEROR COMPANIES:

The Paid-up capital of the Transferee company consist of 42,11,600 equity shares of face value of Rs.10/- each.

Shareholding Pattern as on June 05, 2020:

Particulars	No of Shareholders -	Share Holdings (Rs.) FV Rs.10/- each	%
I. Promoters	8	2,23,08,000	52.99
Individual and HUF promoters	4	48,20,000	11.46
Bodies Corporate	4	1,74,88,000	41.53
II. Public Shareholding	39	1,98,00,000	47.01
TOTAL EQUITY SHARES (I+II)	47	4,21,16,000	100.00

17.1. CONSIDERATION/EXCHANGE (SWAP RATIO)

Based on the valuation report dated June 05, 2020 prepared by Registered valuer Ankush Garg registration no. IBBI/RV/02/2018/10010. The Swap ratio was prepared considering the fact that both the Shareholders and Directors of the Companies and the public holdings in the Transferee Listed Company. The swap ratio is determined based on the audited financials for the period ended on December 31, 2019.

- The Transferee Company shall allot its 13 (Thirteen) equity shares of Rs.10/- each fully paid-up for every 1 (One) equity share of Transferor Company No. 1 of Rs.10/- each fully paid-up.
- The Transferee Company shall allot its 21 (Twenty-one) equity shares of Rs.10/- each fully paid-up for every 1 (One) equity share of Transferor Company No. 2 of Rs.10/- each fully paid-up.

GRETEX INDUSTRIES LIMITED

Ankush Garg

Managing Director

17.2. As per the ICDR Regulation, 2018 and amendment thereto any increase of promoter holding beyond the 5% of the creeping acquisition of shares under SAST Regulation is not applicable to this scheme. In the Present case the promoter holding will be Increased from 52.99% to 64.48%. The promoters are not required to give any open offer under Regulation 10 of SEBI SAST, 2011.

17.3. NETWORTH OF THE TRASFEREE COMPANY

- (a) The net worth of the transferee company based on the valuation report of the Registered Valuer dated June 05, 2020 based on the Balance Sheet as on December 31, 2019 is Rs. 3,77,41,554/- (Rupees Three Crore Seventy-Seven Lakh Forty-One Thousand Five Hundred Fifty-Four Only).
- (b) The paid-up value per share of the Transferee Company is of Rs. 4,21,16,000/- (Rupees Four Crore Twenty-One Lakh Sixteen Thousand Only) each fully paid up.

17.4. NETWORTH OF THE TRASFEROR COMPANY NO. 1 & 2

- (a) The net worth of the Transferor Companies individually as per the valuation report of Registered Valuer based on the Balance Sheet dated December 31, 2019 are of:
 - i. Transferor Company No. 1 is Rs. 3,62,95,854/- (Rupees Three Crore Sixty-Two Lakh Ninety-Five Thousand Eight Hundred Fifty-Four Only).
 - ii. Transferor Company No. 2 is Rs. 3,21,13,322/- (Rupees Three Crore Twenty-One Lakh Thirteen Thousand Three Hundred Twenty-Two Only).
- (b) The Aggregate net worth of the Transferor Companies as per the valuation report of Registered Valuer based on the Balance Sheet dated December 31, 2019 is in aggregate of Rs.6,33,43,676/- (Rupees Six Crore Thirty-Three Lakh Forty-Three Thousand Six Hundred Seventy-Six Only) after giving effect to the cross holdings.
- (c) For the purpose of swap ratio, the paid-up value per share of the Transferor Companies to be considered of Rs. 10/- each, fully paid up.
- (d) There will be cancellation of shares and mutual entries on account of cross holdings while deriving the swap ration. In the present case there is no cross holdings.

17.5. SWAP RATIO:

Considering parameters like options of single control point, closure of multiple companies, better governance, cost reduction, meeting single statutory obligations and Liabilities, wider market accessibility, easy liquidity; etc., the shareholders of the Transferor Companies have agreed to accept the shares in the following ratio:

- (a) the shares at par of the Transferee company and based on an entitlement and of net worth basis and mutual agreement as most of the shareholders and Directors are same.

The Board of Transferee Company considering the above factors and the shares to be issued post sanction from the Hon'ble NCLT and other statutory authorities by the transferee company as mentioned herein

GRETEX INDUSTRIES LIMITED

Arvind Hazare

Managing Director

below. The details of the New shares to be issued to the shareholders of Transferor companies are calculated as under:

To the Shareholders of Transferor Company(ies)	No. of shares before merger	Swap Ratio	No. of shares to be issued by the Transferee company of face value of Rs.10/- each
APSARA SELECTIONS LIMITED	4,27,920	(13:1) 13 equity shares for every 1 equity share	55,62,960
SANKHU MERCHANDISE PRIVATE LIMITED	2,40,000	(21:1) 21 equity shares for every 1 equity share	50,40,000

18. Issuance of Transferee Company Shares for Amalgamation

- i. Upon the effectiveness of the Scheme and in consideration of the Amalgamation including the transfer and vesting of the Undertaking in the Transferee Company pursuant to this Scheme, the Transferee Company shall, as soon as possible after the Record Date and in any event no later than 15 (fifteen) days from the Record Date, or such other date as may be required by the Stock Exchange, complete allotment of the Transferee Companies to the Eligible Member (the "Share Exchange Ratio") as per Share Exchange Ratio.
- ii. If any Eligible Member becomes entitled to any fractional shares, entitlements or credit on the issue and allotment of equity shares by the Transferee Company in accordance with this Scheme, and at sole discretion of the Board who will decide proportion to the respective fractional entitlements which is final and binding upon every share-holders.
- iii. In the event of there being any pending share transfers, whether lodged or outstanding, of any member of the Transferor Companies, the Board of the Transferee Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor of the shares in the Transferor Companies and in relation to the shares issued by the Transferee Company, after the effectiveness of the Scheme. The Board of the Transferee Company shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new shareholders in the Transferee Company on account of difficulties faced in the transaction period.
- iv. The issue and allotment of the Transferee Company Shares by the Transferee Company to Eligible Members as provided in this Scheme is an integral part thereof and shall be deemed to have been carried out as if the procedure laid down under Section 62 read with Section 42 of the Act and any other applicable provisions of the Act were duly complied with.
- v. Where Transferee Company Shares are to be allotted to heirs, executors or administrators or, as the case may be, to successors of deceased equity shareholders of the Transferor Companies, the

GRETEX INDUSTRIES LIMITED

Arvind Halcha

Managing Director

concerned heirs, executors, administrators or successors shall be obliged to produce evidence of title satisfactory to the Board of the Transferee Company.

- vi. Promptly upon the issuance of the Transferee Company Shares pursuant to this Clause 18, the Transferee Company shall prepare and file applications, along with all supporting documents, to obtain approval from SEBI and the Stock Exchange, for listing of such Transferee Company Shares.
- vii. Immediately upon receipt of such approval, the Transferee Company shall take all necessary steps to obtain trading approval for the Transferee Company Shares. The Transferee Company shall ensure that steps for listing of the Transferee Company Shares are completed and trading of the Transferee Company Shares commences within the period prescribed under the SEBI Scheme Circular. The Transferee Company Shares allotted pursuant to this Scheme shall remain frozen in the depositories system till relevant directions in relation to listing/trading are given by the relevant Stock Exchange.
- viii. The Transferee Company Shares to be issued and allotted by the Transferee Company in terms of this Scheme shall be subject to the provisions of the memorandum and articles of association of the Transferee Company and shall rank *pari passu* in all respects and shall have the same rights attached to the then existing equity shares of the Transferee Company.
- ix. If any consolidation, stock split, sub division, reorganization, reclassification or other similar action in relation to the share capital of the Transferor Companies or the Transferee Company, that occurs after the date of approval of the Scheme by the Board of Transferor Companies and the Board of Transferee Company, and on or before the Effective Date, the Share Exchange Ratio shall be subject to equitable adjustments by the directors of the relevant company to reflect such corporate action in such a manner as the relevant company's auditors may determine to be appropriate to reflect such corporate action.
- x. The Transferee Company Shares shall be issued in dematerialized form to all Eligible Members holding the Transferor Companies Shares, in accordance with the Applicable Laws.
- xi. The Transferee Company Shares to be issued by the Transferee Company in respect of the Transferor Company (ies) Shares, the allotment or transfer of which is held in abeyance under Applicable Law shall, pending allotment or settlement of dispute by order of the appropriate court or otherwise, also be kept in abeyance in like manner by the Transferee Company.
- xii. Pending convertible warrants into equity shares

There were no convertible warrants into equity shares pending for allotment in transferee or transferor companies.

- xiii. Partly paid up shares

The Transferee or Transferor Companies does/do not has/have any partly paid up shares as on date.

19. Consequential changes in Shareholding Pattern of Gretex Industries Limited:

GRETEX INDUSTRIES LIMITED

Arvind Handella

Managing Director

Particulars	No of Shareholders - Pre	Pre-Share Holdings (Rs.) FV Rs.10/- each	%	No of Share Holders- Post	Post-Share Holdings (Rs.) FV Rs.10/- each	%
I. Promoters	8	22,31,600	52.99	12	9552430	64.48
Individual & HUF promoters	4	4,82,800	11.46	6	8,22,800	5.55
Bodies Corporate	4	17,48,800	41.52	6	87,29,630	58.93
II. Public Shareholding	39	19,80,000	47.01	42	52,62,130	35.52
TOTAL EQUITY SHARES (I+II)	47	42,11,600	100.00	54	1,48,14,560	100.00

PART III

CHANGES TO THE SHARE CAPITAL OF THE TRANSFEROR COMPANIES AND THE TRANSFEREE COMPANY

20. Consolidation of the authorised share capital of the Transferor Companies with the authorised capital of the Transferee Company

Upon this Scheme becoming effective and pursuant to the reclassification/ reorganization of the resultant authorized share capital of the Transferor Companies as set out in this Scheme but prior to the issuance and allotment of Transferee Company Shares under Clause 18 above, the resultant authorized share capital of the Transferor Companies, shall be deemed to be added to the authorized share capital of the Transferee Company without any requirement of a further act or deed on the part of the Transferee Company (including payment of stamp duty and / or fees payable to the relevant registrar of companies), such that upon the effectiveness of the Scheme, the authorised share capital of the Transferee Company shall be Rs.15,00,00,000/- (Rupees Fifteen Crore only) comprising of 1,50,00,000 equity shares of Rs.10/- (Rupees Ten one) each without any further act, deed, resolution or writing.

21. Amendment of the memorandum of association of the Transferee Company

- i. Pursuant to the consolidation and increase of authorized capital pursuant to Clause 21 above, the memorandum of association and articles of association of the Transferee Company (relating to the authorized share capital) shall, without any requirement of a further act, instrument or deed, be and stand altered, modified and amended, such that Clause 5 of the memorandum of association shall be replaced by the following:

MOA

V. The Authorised Share Capital of the Company Rs.15,00,00,000/- (Rupees Fifteen Crore only) consisting of 1,50,00,000 equity shares of Rs.10/- each. The Company has power from time to time to increase or reduce its capital and to divide the shares in such capital for the time being into secured classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privileges or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provision for the time being in force in that behalf.

GRETEX INDUSTRIES LIMITED

Arvind Handalwa

Managing Director

AOA

3(a) The Authorised Share Capital of the Company is as per Clause V of the Memorandum of Association of the Company."

- ii. It is clarified that the consent of the shareholders of the Transferee Company to this Scheme shall be deemed to be sufficient for the purposes of effecting the aforementioned amendments and the increase of authorised capital of the Transferee Company pursuant to Clauses 20 and 21, and no further resolution(s) under Sections 4, 13, 14 and 61 and all other applicable provisions of the Act, if any, would be required to be separately passed.
- iii. In accordance with Section 232 (3)(i) of the Act and Applicable Law, the stamp duties and / or fees (including registration fee) paid on the authorised share capital of the Transferor Companies shall be utilized and applied to the increased authorised share capital of the Transferee Company pursuant to Clause 20 above and no stamp duties and/or fees would be payable for the increase in the authorised share capital of the Transferee Company to the extent of the authorised share capital of the Transferor Companies.
- iv. Upon the Scheme becoming effective, the issued, subscribed and paid-up share capital of the Transferee Company shall stand suitably increased consequent upon the issuance of new equity shares in accordance with the Scheme. It is clarified that no special resolution under Section 62 of the Act shall be required to be passed by the Transferee Company separately in a general meeting for issue of Transferee Company Shares to the members of the Transferor Companies under this Scheme and for the members of the Transferee Company approving this Scheme, it shall be deemed that they have given their consent to the issue of the Transferee Company Shares to the members of the Transferor Companies in terms of the Scheme.
- v. Object of the Transferee company

The transferee company will continue with its main object.
- vi. Object: There will be no change of management of the Transferee company. (vii) Management of the company is vested with the present Board and Promoter and the same will continue even after merger.

This is a consolidation of promoters holding only. The Promoters of the Transferor and Transferee companies are the same. The Transferor companies are the main shareholders of the Transferee Company.

22. Accounting Treatment

The Amalgamation will be accounted in accordance with the "acquisition method" prescribed under the Accounting Standard 14 (Accounting for Amalgamation) as notified under Section 133 of the Companies Act, read together with Rule 7 of The Companies (Accounts) Rules, 2014.

23. Dissolution

Upon the coming into effect of the Scheme, the Transferor Companies shall stand dissolved without winding up.

GRETEX INDUSTRIES LIMITED

Arvind Haldar

Managing Director

PART IV

GENERAL TERMS AND CONDITIONS

The provisions of this Part shall be applicable to Part II and Part III of the Scheme.

24. The Transferor Companies and the Transferee Company shall make necessary applications before the NCLT for the sanction of this Scheme under Sections 230 and 232 of the Act.
25. No modifications shall be made to the Scheme unless made in accordance with a written agreement between the Transferor Companies and the Transferee Company to do so. This Scheme shall not be modified, revoked or withdrawn, other than in accordance with a written agreement between the Transferor Companies and the Transferee Company to do so.
26. The coming into effect of this Scheme is conditional upon and subject to:
- i. pursuant to the provisions of the Competition Act, 2002 (including any statutory modification or re-enactment thereof) and the rules and regulations thereunder, the first of the CCI (or any appellate authority in India having appropriate jurisdiction) having either:
 - a. granted approval to the Scheme; or
 - b. been deemed to have granted approval to the Scheme through the expiration of time periods available for their investigation;
 - ii. the Stock Exchange having issued their observation/ no-objection letters as required under the SEBI Listing Regulations read with the SEBI Scheme Circular;
 - iii. this Scheme being approved by the respective requisite majorities of the various classes of members (passed through postal ballot/ e-voting, as applicable) and creditors (where applicable) of the Transferor Companies and the Transferee Company, as required under the Act and the SEBI Scheme Circular, subject to any dispensation that may be granted by the NCLT;
 - iv. sanctions and orders under the provisions of Sections 230 to 232 of the Act being obtained from the benches of the NCLT at Mumbai, Maharashtra and Kolkata, West Bengal;
 - v. the certified copies of the orders of the NCLT approving this Scheme having been filed with the registrar of companies in Maharashtra and Kolkata;
 - vi. there not being any Governmental Order from any Governmental Authority (other than a competition and/or anti-trust authority) that has the effect of making the Amalgamation illegal or otherwise restraining or preventing its consummation; and

GRETEX INDUSTRIES LIMITED

Arvind Haldar

Managing Director

- vii. there not being any Governmental Order from any Governmental Authority (other than a competition and/or anti-trust authority) that has the effect of making the transfer of the intellectual property being used in relation to the Transferor Company's business illegal or otherwise restraining or preventing its transfer.

27. Dissolution

- i. Each of the Transferor Companies and the Transferee Company agree that it shall bear by itself all own costs, charges, levies and expenses in relation to or in connection with or incidental to this Scheme until the date of sanction of this Scheme by the NCLT, including without limitation costs and expenses associated with retention of financial, legal, Tax and other professional advisers, and in connection with the valuation report and the fairness opinion issued by their respective valuers and merchant bankers.
- ii. Save as otherwise agreed, all stamp, transfer, registration, and other similar Taxes, duties, charges and fees (including in relation to the registration and the stamping of the sanction orders) payable or assessed in connection with this Scheme, the issuance of Transferee Company Shares and the transfers contemplated by the Scheme shall be borne by Transferee Company.

GRETEX INDUSTRIES LIMITED

Arvind Hande

Managing Director

Strictly Private and Confidential

To, The Board of Director(s) Gretex Industries Limited 90, Phears Lane, 5th Floor, Kolkata – 700 012	To, The Board of Director(s) Apsara Selections Limited Office No. 13, 1st Floor, Bansilal Mansion 9-15 Homi Modi Street, Fort Mumbai, Mumbai – 400 023	To, The Board of Director(s) Sankhu Merchandise Private Limited Office No. 13, 1st Floor, Bansilal Mansion 9-15 Homi Modi Street, Fort Mumbai, Mumbai – 400 023
---	--	--

Subject: Recommendation of Share Exchange Ratio for the purpose of proposed merger of Gretex Industries Limited and Apsara Selections Limited and Sankhu Merchandise Private Limited

Respected Sir(s),

As requested by the management of Gretex Industries Limited [(CIN - L17296WB2009PLC136911) (hereinafter referred to as "GIL")] and Apsara Selections Limited [CIN - U52190MH2011PLC269248) (hereinafter referred to as "ASL")] and Sankhu Merchandise Private Limited [CIN - U52190MH2011PTC269247) (hereinafter referred to as "SMPL")], we have undertaken the valuation exercise of the equity shares of GIL and ASL and SMPL to recommend Share exchange ratio of equity shares for the proposed merger of ASL and SMPL with GIL (hereinafter collectively referred to as "the Companies").

1. PURPOSE OF VALUATION

- i. We have been informed that the management of GIL, ASL & SMPL (hereinafter collectively referred to as "the Management") are considering a proposal for the merger of ASL & SMPL into GIL (hereinafter referred to as "merger") through a Scheme of Merger (hereinafter referred to as the "Scheme") pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and I or the Companies Act, 1956 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "LODR"). Subject to necessary approvals, ASL and SMPL would be merged with GIL, with effect from the appointed Date of January 01, 2020. Accordingly, the valuation date for calculation of the share exchange ratio has been taken as December 31, 2019 ('Valuation Date').



- ii. In this connection, Mr. Ankush Garg, Registered Valuer has been appointed to carry out the relative valuation of equity shares of GIL, ASL and SMPL to recommend the share swap ratio.

2. EXCLUSIONS AND LIMITATIONS

- i. Our report is subject to the scope limitations detailed hereinafter. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.
- ii. No investigation of the Companies' claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.
- iii. Our work does not constitute certification of the historical financial statements including the working results of the Companies referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis and results are specific to the purpose of valuation and the valuation date mentioned in the report is as per agreed terms of our engagement. It may not be valid or used for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.
- iv. A valuation of this nature involves consideration of various factors including those impacted by prevailing stock market trends in general and industry trends in particular. This report is issued on the understanding that the Companies have drawn our attention to all material information, which they are aware of concerning the financial position of the Companies and any other matter, which may have an impact on our opinion, on the fair value of shares of the Companies for the purpose of the proposed amalgamation, including any significant changes that have taken place or are likely to take place in the financial position of the Companies, subsequent to the report date. We have no responsibility to update this report for events and circumstances occurring after the date of this report.
- v. In the course of the valuation, we are provided with both written and verbal information. We have evaluated the information provided to us by the Companies through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. We assume no responsibility for any errors in the above information furnished by the Companies and consequential impact on the present exercise.



- vi. Our report is not, nor should it be construed as our opining or certifying the compliance of the proposed amalgamation with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such proposed amalgamation.
- vii. This report is prepared only in connection with the proposed amalgamation exclusively for the use of the Companies and for submission to any regulatory/statutory authorities as may be required under any law.
- viii. Mr. Ankush Garg, Registered Valuer nor its managers, employees or agents of any of them, makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.
- ix. The information contained herein and our report is confidential. Any person/party intending to provide finance/invest in the shares/businesses of any of the Companies shall do so, after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the proposed amalgamation as aforesaid, can be done only with our prior permission in writing.

3. BRIEF BACKGROUND OF THE COMPANIES

i. GRETEX INDUSTRIES LIMITED

- Gretex Industries Limited 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 on 16th July, 2009 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 company is engaged, inter alia, in the business of distribution of musical instruments and crockeries;
- The equity shares of the company got listed in Emerge Platform of NSE Ltd. w.e.f 14th October, 2016.



ii. APSARA SELECTIONS LIMITED

- Apsara Selections Limited is an unlisted public company domiciled in India and incorporated as private limited company under the provisions of the Companies Act, 1956 on 25th June, 2011. The Registered office of the company has been changed to Mumbai of Maharashtra from Kolkata of West Bengal w.e.f 16th October, 2015, vide order dated 27th July, 2015 of the regional Director (ER), Kolkata. The Certificate of Registration of Regional Director order for change of State issued by Registrar of Companies, Mumbai on 16th October, 2015. The company was thereafter converted from Pvt. Ltd company to closely held public company on 17th May, 2017 from M/s Apsara Selections Pvt. Ltd to Apsara Selections Limited issued by Registrar of Companies, Mumbai;
- The Company is primarily engaged in the business of retailer of Fancy Sarees;

iii. SANKHU MERCHANDISE PRIVATE LIMITED

- Sankhu Merchandise Private Limited is a private limited company originally incorporated under the Companies Act, 1956 on 25th June, 2011. The registered office of the Company has been change to Mumbai, Maharashtra from Kolkata, West Bengal w.e.f 27th May, 2016 vide order dated 28th July, 2015 of the Regional Director (ER) Kolkata. The Certification of Registration of Regional Director order for Change of State issued by Registrar of Companies, Mumbai on 27th May, 2016.
- The Company is engaged in the business of into the business of trading in sarees.

4. SOURCES OF INFORMATION

For the purpose of the valuation exercise, we have relied upon the following sources of information provided by the management:

- a) Draft Scheme of Amalgamation u/ s 230 to 232 and other applicable provisions of the Companies Act, 2013 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Audited financial statements of the Companies for the period ended December 31, 2019;
- c) Audited financial statements of Companies for the year March 31, 2019 and 2018;



- d) Shareholding pattern of the Companies;
- e) Market Price and trading history of the Gretex Industries Limited;
- f) Other relevant details regarding the Companies such as their history, their promoters, past and present activities, other relevant information and data including information in the public domain;
- g) Such other information and explanations as we required and which have been provided by the management of the Companies.

5. METHODS OF VALUATION

Valuation by its very nature, cannot be regarded as an exact science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Given the same set of facts and using the same assumptions, expert opinions may differ due to the number of separate judgment decisions. There can therefore be no standard formulae to establish an indisputable value, although certain formulae are helpful in assessing reasonableness.

Definition of Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date. Fair value is the price in an orderly transaction in the principal (or most advantageous) market at the valuation date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique.

Fair value is usually synonymous to market value except in certain circumstances where characteristics of an asset translate into a special asset value for the party(ies) involved.

Price

Fair value assumes that the price is negotiated in a free market (which may be domestic or international). Fair value reflects characteristics of an asset which are available to market participants in general and do not consider advantages/ disadvantages which are available/applicable only to particular participant(s).

The price in the principal (or most advantageous) market used to measure the fair value of the asset shall not be adjusted for transaction costs. To this end, a market in which the



volume and level of activities is high, or one in which the realisation from an asset is maximum, is considered.

Orderly transaction

Orderly transaction is a transaction that assumes exposure to the market for a period before the valuation date to allow for marketing activities that are usual and customary for transactions involving such assets or liabilities and it is not a forced transaction. The length of exposure time will vary according to the type of asset and market conditions.

Market participants

Market participants are willing buyers and willing sellers in the principal (or most advantageous) market for the asset or liability that have all of the following characteristics:

- (a) they are independent of each other, that is, they are not related parties as defined under applicable accounting framework and set of reporting/ accounting standards therein, although the price in a related party transaction may be used as an input to a fair value measurement if the entity has evidence that the transaction was entered into at market terms;
- (b) they are knowledgeable, having a reasonable understanding about the asset or liability and the transaction using all available information, including information that might be obtained through due care that is usual and customary;
- (c) they are able to enter into a transaction for the asset or liability; and
- (d) they are willing to enter into a transaction for the asset or liability, i.e., they are motivated but not forced or otherwise compelled to do so.

VALUATION METHODOLOGIES

Market Approach

Market approach is a valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business. The following are some of the instances where a valuer applies the market approach:



- (a) where the asset to be valued or a comparable or identical asset is traded in the active market;
- (b) there is a recent, orderly transaction in the asset to be valued; or
- (c) there are recent comparable orderly transactions in identical or comparable asset(s) and information for the same is available and reliable.

The following valuation methods are commonly used under the market approach:

- (a) Market Price Method;
- (b) Comparable Companies Multiple (CCM) Method and
- (c) Comparable Transaction Multiple (CTM) Method

Cost Approach

Cost approach is a valuation approach that reflects the amount that would be required currently to replace the service capacity of an asset (often referred to as current replacement cost).

In certain situations, historical cost of the asset may be considered by the valuer where it has been prescribed by the applicable regulations/law/guidelines or is appropriate considering the nature of the asset. Examples of situations where a valuer applies the cost approach are:

- (a) an asset can be quickly recreated with substantially the same utility as the asset to be valued;
- (b) in case where liquidation value is to be determined; or
- (c) income approach and/or market approach cannot be used

The following are the most commonly used valuation methods under the Cost approach:

- (a) Replacement Cost Method and
- (b) Reproduction Cost Method and



(c) Net Asset Method

Income Approach

Income approach is a valuation approach that converts maintainable or future amounts (e.g., cash flows or income and expenses) to a single current (i.e., discounted or capitalised) amount. The fair value measurement is determined on the basis of the value indicated by current market expectations about those future amounts.

This approach involves discounting future amounts (cash flows/income/cost savings) to a single present value.

The following are some of the instances where a valuer applies the income approach:

- (a) where the asset does not have any market comparable or comparable transaction;
- (b) where the asset has fewer relevant market comparables; or
- (c) where the asset is an income producing asset for which the future cash flows are available and can reasonably be projected.

Some of the common valuation methods under income approach are as follows:

- (a) Discounted Cash Flow (DCF) Method;
- (b) Relief from Royalty (RFR) Method;
- (c) Multi-Period Excess Earnings Method (MEEM);
- (d) With and Without Method (WWM);
- (e) Option pricing models such as Black-Scholes-Merton formula or binomial (lattice) model; and
- (f) Profit-Earning Capitalization Value Method



6. VALUATION BASIS

For the purpose of our valuation we have adopted the following approaches:

- a) The "Net Asset Method"
- b) The "Profit-Earning Capitalization Value Method"
- c) The "Market Price Method"

Note: Market Price Method is not applicable, as shares of ASL and SMPL are not listed on any recognized stock exchange. However, in case of GIL, Market Price Method has been applied by determining weighted average price of shares of GIL during the period of trading in last one year from 01-06-2019 to 31-05-2020.

A. The "Net Asset Method"

The fair value of company's net assets available to equity shareholders is divided by the number of equity shares to arrive at the value of each equity share.

Following are some of the important considerations for using Net Asset Method:

- All the asset base of the company including current assets and liabilities such as receivables, payables, provisions are considered.
 - Fixed assets are considered at their realizable value.
 - Valuation of goodwill as a part of intangible assets.
 - Unrecorded assets and liabilities are considered.
 - The fictitious assets such as preliminary expenses, discount on issue of shares and debentures, accumulated losses etc. are eliminated.
- i. Since the shares are valued on a "going concern" basis and an actual realization of the operating assets is not contemplated, I have considered it appropriate not to determine the realizable or replacement value of the assets. The operating assets have therefore been considered at their fair values.
 - ii. We have computed net asset value of the equity shares by adjusting, wherever necessary, the value of net assets attributable to equity holders as appearing in the books of accounts as at 31st December 2019.



- iii. The underlying value for equity shareholders as arrived above is divided by the diluted number of equity shares to arrive at the value per share.

B. The "Profit-Earning Capitalization Value"

- i. Under this method, value of shares of a company is arrived at by capitalizing its net profits for the past five years i.e. 2014-15, 2015-16, 2016-17, 2017-18 and 2018-19 respectively. Such net profits are then capitalized at a rate, which in the opinion of the valuer, combines and adequate expectation of reward from enterprise and risk, to arrive at the business value.
- ii. To the value so arrived, adjustments are made for deferred tax liability (Net), value of investments, loans and advances to related parties, inter-corporate deposits, contingent liabilities adjusted for profitability of development, etc after making adjustment of tax wherever applicable.
- iii. The value as arrived above is divided by the diluted number of equity shares to arrive at the value per share.
- iv. The calculation of share value of GIL, ASL and SMPL under this method is negative, thus it is not fit to apply the same.

7. RECOMMENDATION OF FAIR EXCHANGE RATIO

- i. The fair basis of merger of the Companies would have to be determined after taking into consideration of all the factors and methodologies mentioned here in above. Though different values have been arrived at under each of the above approaches, for the purpose of recommending a ratio of exchange it is necessary to arrive at a single value for the shares of each company. It is however important to note that in doing so, I'm not attempting to arrive at the absolute values of the shares of each company. Our exercise is to work out relative value of shares of the Companies to facilitate the determination of a ratio exchange.
- ii. The share exchange ratio has been derived on the basis of a relative valuation of the shares of the Companies based on the various methodologies explained herein earlier and various qualitative factors relevant to each company and the business dynamics and growth potential of the businesses of the companies, having regard to information base, management representations and perceptions, key underlying assumptions and limitations. Compliance with International Valuation Standards has been ensured while determination of the exchange ratio.



8. FAIR EXCHANGE RATIO FOR MERGER OF ASLAND SMPL INTO GIL

In the light of the above and on a consideration of all the relevant factors and circumstances as discussed and outlined herein above referred to earlier in this report we have mentioned as per **Annexure 1** attached herewith, in our opinion, a fair ratio of exchange in the event of merger of ASL and SMPL into GIL would be:

13 (THIRTEEN) Equity Shares of GIL of INR 10/- each fully paid up for 1 (One) Equity share of ASL of INR 10/- each Fully paid up.

21 (TWENTY-ONE) Equity Shares of GIL of INR 10/- each fully paid up for 1 (One) Equity share of SMPL of INR 10/- each Fully paid up.



Ankush Garg

Registered Valuer

Securities or Financial Assets

IBBI/RV/02/2018/10010

VRN: IOV/2020-2021/1237

UDIN: 20514204AAAACR6201

Address: A – 3 / 85, Sector – 3, Rohini, Delhi - 110085

Date: December 05, 2020

Place: New Delhi

Computation of Share Exchange Ratio:

Valuation Approach	Gretex Industries Ltd		Sankhu Merchandise Pvt Ltd		Apsara Selections Limited	
	Value per Share (Rs.)	Weight	Value per Share (Rs.)	Weight	Value per Share (Rs.)	Weight
Asset Approach (Net Asset Value)	8.96	1	133.81	1	84.82	1
Income Approach (PECV being negative, thus not considered)	-	-	-	-	-	-
Market Approach (Weighted Average Market Price)	5.27	2	NA	-	NA	-
Relative Value per Share	6.50		133.81		84.82	
Exchange Ratio			20.59		13.05	
Exchange Ratio (rounded off)			21.00		13.00	

Ratio:

- A. 21 (TWENTY-ONE) Equity Shares of GIL of INR 10/- each fully paid up for 1 (One) Equity share of SMPL of INR 10/- each Fully paid up.**
- B. 13 (THIRTEEN) Equity Shares of GIL of INR 10/- each fully paid up for 1 (One) Equity share of ASL of INR 10/- each Fully paid up.**

Note: Market Price Method is not applicable, as shares of ASL and SMPL are not listed on any recognized stock exchange. However, in case of GIL, Market Price Method has been applied by determining weighted average price of shares of GIL during the period of trading in last one year from 01-06-2019 to 31-05-2020.





To,

**The Board of Directors
Gretex Industries Limited**
90, Phears Lane, 5th Floor
Kolkata – 700012

**The Board of Directors
Apsara Selections Limited**
Office No. 13, 1st Floor,
Bansilal Mansion,
9-15 Homi Modi Street,
Fort Mumbai, Mumbai – 400023

**The Board of Directors
Sankhu Merchandise Private Limited**
Office No. 13, 1st Floor,
Bansilal Mansion,
9-15 Homi Modi Street,
Fort Mumbai, Mumbai – 400023

Sub: Fairness Opinion on the Share Exchange Ratio for the Proposed Scheme of Amalgamation of Gretex Industries Limited and Apsara Selections Limited and Sankhu Merchandise Private Limited.

Dear Sirs,

1. ENGAGEMENT BACKGROUND

We understand that the Board of Directors of the above referred Companies are considering an amalgamation of Apsara Selections Limited and Sankhu Merchandise Private Limited (together referred to as the “**Transferor Companies**”) with Gretex Industries Limited (the “**Transferee Company**”) pursuant to a Scheme of Amalgamation under the applicable provisions of The Companies Act, 2013.

We further understand that pursuant to the above Amalgamation, the shareholders of Transferor Companies will be issued equity shares of Transferee Company as consideration for their respective shareholdings in the Transferor Companies.

We further understand that the Share Exchange ratio in this regard has been arrived based on the Valuation Report dated 05th December, 2020 prepared by Mr. Ankush Garg, Registered Valuer having Registration No. IBBI/RV/02/2018/10010 (the “**Valuer**”) who has been independently appointed by the Transferor and Transferee Companies.

In connection with the aforesaid, you have requested our Opinion as to the fairness of the Share Exchange Ratio, as recommended by the Valuer.



Page | 1 of 6

FINSHORE MANAGEMENT SERVICES LIMITED

(CIN : U74900WB2011PLC169377) ● Website : www.finshoregroup.com

Regd. Office : “Anandlok” 2nd Floor, Block-A, Room No. 207, 227, A. J. C. Bose Road, Kolkata-700 020 West Bengal, India Ph. : 033 2289 5101

Creating Enterprise Managing Values



2. BACKGROUND OF THE COMPANIES

Gretex Industries Limited

Gretex Industries Limited (CIN L17296WB2009PLC136911) is a public company, limited by shares, incorporated under the Companies Act, 1956, having its registered office at 90, Phears Lane, 5th Floor Kolkata, WB 700012, India (hereinafter referred to as the "Transferee Company"). The equity shares of the Transferee Company are listed on the NSE. The Company is engaged, inter-alia, in the business of distribution of musical instruments and crockeries.

Apsara Selections Limited

Apsara Selections Limited (CIN No. U52190MH2011PLC269248) is a Company incorporated under the provisions of The Companies Act, 1956, having its Registered Office at Office No. 13, 1st Floor, Bansilal Mansion, 9-15 Homi Modi Street, Fort Mumbai, Mumbai-400023 (hereinafter referred to as the "Transferor Company-1"). The Company is engaged in the business of retailer of Fancy Sarees.

Sankhu Merchandise Private Limited

Sankhu Merchandise Private Limited (CIN No. U52190MH2011PTC269247) is a Company incorporated under the provisions of The Companies Act, 1956 having its Registered Office at Office No. 13, 1st Floor, Bansilal Mansion, 9-15 Homi Modi Street, Fort Mumbai, Mumbai-400023 (hereinafter referred to as the "Transferor Company-2"). The Company is engaged in the business of Trading of Sarees.

(Source: Company)

3. SOURCES OF INFORMATION

We have relied on the following information for forming our opinion on the fairness of the Share-Exchange Ratio-

- (a) Annual Report of the Transferor and Transferee Companies for the year ending 31st March, 2019;
- (b) Audited Financials of the Transferor Companies and the Transferee Company as on 31st December 2019;
- (c) Draft Scheme of Amalgamation between the Transferor and Transferee Companies and their respective shareholders and creditors;
- (c) Latest Shareholding Pattern of all the Transferor and Transferee Companies;
- (d) Valuation report dated 05th December, 2020 issued by Mr. Ankush Garg, Registered Valuer having Registration No. IBBI/RV/02/2018/10010 (the "Valuer") determining the Share Exchange Ratio; and
- (e) Other relevant information and explanation as we required and were provided by the Management of the Transferor and Transferee Companies.



FINSHORE MANAGEMENT SERVICES LIMITED

(CIN : U74900WB2011PLC169377) ● Website : www.finshoregroup.com

Regd. Office : "Anandlok" 2nd Floor, Block-A, Room No. 207, 227, A. J. C. Bose Road, Kolkata-700 020 West Bengal, India Ph. : 033 2289 5101



4. RATIONALE OF THE SCHEME OF AMALGAMATION

The Proposed amalgamation:

- (a) Shall enable pooling of resources of the Companies involved in the amalgamation, resulting in a more productive utilization of their resources, cost and operational efficiencies;
- (b) Will result in reduction in overhead and other expenses, administrative and procedural work and elimination of duplication of work which shall enable the Companies to achieve internal economies and optimize their productivity; and
- (c) Will result in an opportunity to leverage combined assets.

5. THE PROPOSED SCHEME IS CONDITIONAL UPON AND SUBJECT TO:

- a. The Company obtaining the observation letter from the designated Stock Exchange for the implementation of the Scheme.
- b. The Scheme being agreed to by the respective requisite majorities of members of the Company as required under the Act.
- c. The requisite sanctions and approvals under the applicable law including but not limited to approvals, sanctions required under the SEBI Circular (CFD/DII3/CIR/2017/21) dated March 10, 2017 issued by the SEBI read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as may be required by law in respect of this Scheme being obtained.
- d. The Scheme being approved by the National Company Law Tribunal, read with all other applicable provisions if any, of the Act or of such other authority having jurisdiction under applicable law, being obtained.
- e. The certified copy of the above order of the NCLT sanctioning this Scheme being filed with the Registrar of Companies.





6. SCOPE AND LIMITATIONS/CAVEATS

- (a) Our opinion and analysis are limited to the extent of review of documents as provided to us by the Transferor and Transferee Companies including the Share Exchange Ratio Report prepared by Mr. Ankush Garg, Registered Valuer having Registration No. IBBI/RV/02/2018/10010 dated 05th December, 2020 and draft proposed scheme. We have relied upon the accuracy and completeness of all information and documents provided to us, without carrying out any due diligence or independent verification or validation of such information to establish its accuracy or sufficiency. We have not reviewed any financial forecasts relating to these Companies. We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the Transferor and Transferee Companies, if any.
- (b) In rendering our opinion, we have assumed that the Scheme of Amalgamation will be implemented on the terms described therein without any waiver or modification of any material terms or conditions and that in the course of obtaining the necessary regulatory approvals to the Scheme of Amalgamation, no delay, limitation, restriction or conditions will be imposed that would have an adverse effect on the Scheme.
- (c) We do not express an opinion as to any tax or other consequences that might arise from the Scheme of Amalgamation nor does our opinion address any legal, tax, regulatory or accounting matters, as to which we understand that the Companies have obtained such advice as it deemed necessary from qualified professionals.
- (d) We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof. Our opinion is specific to the arrangement as contemplated in the Scheme of Amalgamation provided to us and is not valid for any other purpose.
- (e) Our engagement and opinion expressed herein are for the use of Board of Directors of the Companies in connection with the Scheme of Amalgamation and for no other purpose. Neither we nor any of our affiliates, partners, directors, shareholders, managers, employees or agents or any of them make any representation or warranty, express or implied, as to the information and documents provided to us, based on which the opinion has been issued. All such parties and entities expressly disclaim any and all liability for or based on or relating to any such information contained therein.
- (f) No decision should be taken based on this Report by any person intending to provide finance or invest in shares of the Companies and shall do so after seeking their own professional advice and carrying out their own due diligence to ensure that they are making an informed decision.
- (g) Our opinion is not intended to and does not constitute a recommendation to any shareholder as to how such holder should vote or act in connection with the Scheme of Amalgamation, if required or any matter related thereto.



Page | 4 of 6

FINSHORE MANAGEMENT SERVICES LIMITED

(CIN : U74900WB2011PLC169377) ● Website : www.finshoregroup.com

Regd. Office : "Anandlok" 2nd Floor, Block-A, Room No. 207, 227, A. J. C. Bose Road, Kolkata-700 020 West Bengal, India Ph. : 033 2289 5101



- (h) Reproduction, Copying or otherwise quoting of our Report or any parts thereof, other than in connection with the scheme of amalgamation, can be done only with our prior consent in writing.
- (i) Our report should not be construed as an opinion or certificate certifying the compliance of the Proposed Scheme of amalgamation with the provisions of any law including companies, taxation and capital market related law or as regards any legal implication or issues arising from proposed amalgamation.
- (j) Our opinion is restricted to the Fairness opinion on the valuation of Shares done by the Independent Chartered Accountant as required under Circular No CFD/DIL3/CIR/2017/21 dated 10th March, 2017 of SEBI.
- (k) The fairness opinion is based on and is subject to the condition's precedent mentioned under Point 5 "THE PROPOSED SCHEME IS CONDITIONAL UPON AND SUBJECT TO"
- (l) We have no present or planned future interest in Transferor Companies and Transferee Company and the fee payable for this opinion is not contingent upon the opinion reported herein. The company has been provided with an opportunity to review the draft opinion as a part of our standard practice to make sure that factual accuracy / omissions are avoided in our final opinion.
- (m) The Opinion contained herein is not intended to represent at any time other than the date that is specifically stated in this Report. This opinion is issued on the understanding that the Management has drawn our attention to all matters of which they are aware, which may have an impact on our opinion up to the date of signature. We have no responsibility to update this report for events and circumstances occurring after the date of this Report.
- (n) This Fairness opinion report is subject to the scope and limitations detailed herein. As such the report is to be read in totality, and not in parts and in conjunction with the relevant documents referred to in this report. This report has been issued only for the purpose of the facilitating the Scheme and should not be used for any other purpose.

-----this space has been left blank intentionally-----





7. OPINION

Considering above and subject to our caveats, we are of the opinion that the following Share Exchange ratios, as recommended by the Valuer, are fair to the Transferor and Transferee Companies and their respective shareholders: -

- 13 (Thirteen) Equity Shares of Gretex Industries Limited of INR 10 each fully paid up for every 1 Equity Share of Apsara Selections Limited of INR 10 each fully paid up;
- 21 (Twenty-One) Equity Shares of Gretex Industries Limited of INR 10 each fully paid up for every 1 Equity Share of Sankhu Merchandise Private Limited of INR 10 each fully paid up;

As per the scheme of amalgamation-

If any Eligible Member becomes entitled to any fractional shares, entitlements or credit on the issue and allotment of equity shares by the Transferee Company in accordance with this Scheme, and at sole discretion of the Board who will decide proportion to the respective fractional entitlements which is final and binding upon every share-holders.

For Finshore management Services Limited
SEBI Regd. CAT-I Merchant Banker, Regn No. INM000012185


S. Ramakrishna Iyengar
Director



Place: Kolkata
Date: 07th December, 2020

Table I - SUMMARY STATEMENT HOLDING OF SPECIFIED SECURITIES

Category (i)	Category of shareholder (ii)	No. of Share holders (iii)	No. of fully paid up equity Share held (iv)	No. of Partly paid-up equity Share held (v)	No. of shares underlying Depository Receipts (vi)	Total nos. shares held (vii) = (iv)+(v)+(vi)	Shareholding as a % of total no. of shares (calculated as SCRR, 1957) As a % of (A+B+C2) (viii)	Number of Voting Rights held in each class of securities (ix)			No. of Shares of Underlying convertible securities (including Warrants) (x)	Shareholding, as a % assuming full conversion of convertible securities as a % of diluted share capital (xi) = (vii)+(x) As a % of (A+B+C2)	Number of Locked in Shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialised form (xiv)
								Class Equity	Class Others	Total			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	Promoter & Promoter Group	8	2231600	0	0	2231600	52.987	0	2231600	0	52.9870	0	0.0000	0	0.0000	2231600	
(B)	Public	48	1990000	0	0	1990000	47.013	0	1990000	0	47.0130	0	0.0000	0	0.0000	1990000	
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	
(C1)	Shares underlying DRs	0	0	0	0	0	N/A	0	0	0	0.0000	0	0.0000	0	0.0000	0	
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	
	Total	54	4211600	0	0	4211600	100.0000	0	4211600	0	100.0000	0	0.0000	0	0.0000	4211600	

GRETEX INDUSTRIES LIMITED

Arvind Appalana

Director

Table 1 - SUMMARY STATEMENT HOLDING OF SPECIFIED SECURITIES

Category (i)	Category of shareholder (ii)	Nos of Share holders (iii)	No. of fully paid up equity Share held (iv)	Nos of Partly paid-up equity Share held (v)	No. of shares underlying Depository Receipts (vi)	Total nos. shares held (vii) = (iv)+(v)+(vi)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (viii) As a % of (A+B+C)	Number of Voting Rights held in each class of securities (ix)			Total as a % of (A+B+C)	No. of Shares Underlying Outstanding convertible securities (including Warrants) (x)	Shareholding, as a % assuming full conversion of convertible securities, as a % of diluted share capital (xi) = (x)/(A+B+C)	Number of Locked in shares (xii)	As a % of total shares held (b)	No. of Shares pledged or otherwise encumbered (xiii)	As a % of total shares held (c)	Number of equity shares held in dematerialized form (xiv)
								Class Equity	Class Others	Total								
(A1)	Promoter & Promoter Group	12	9552430	0	0	9552430	64.48	9552430	0	9552430	64.48	0	0.00	0	0.00	0	0.00	9552430
(B)	Public	49	5262130	0	0	5262130	35.52	5262130	0	5262130	35.52	0	0.00	0	0.00	0	0.00	5262130
(C)	Non Promoter-Non Public	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(C1)	Shares under Reg. DRS	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
Total		61	14814560	0	0	14814560	100.00	14814560	0	14814560	100.00	0	0.00	0	0.00	0	0.00	14814560

GRETEX INDUSTRIES LIMITED
Arvind Atwal
 Director

National Stock Exchange Of India Limited

Ref: NSE/LIST/24011_III

January 12, 2021

The Company Secretary
Gretex Industries Limited
90, Phears Lane, 5th Floor, Kolkata-700 012

Kind Attn.: Ms. Dimple Slun

Dear Madam,

Sub: Observation Letter for the Draft Scheme of Amalgamation amongst Gretex Industries Limited, Apsara Selections Limited and Sankhu Merchandise Private Limited and their respective shareholders and creditors

We are in receipt of the Draft Scheme of Amalgamation amongst Gretex Industries Limited (Transferee Company), Apsara Selections Limited (Transferor Company 1) and Sankhu Merchandise Private Limited (Transferor Company 2) and their respective shareholders and creditors vide application dated June 11, 2020.

Based on our letter reference no Ref: NSE/LIST/24011 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), kindly find following comments on the draft scheme:

- a. *The Company shall duly comply with various provisions of the Circular including matter related to shareholders approvals.*
- b. *The Company shall ensure that the financials of the companies involved in the scheme is updated and are not more than 6 months old.*
- c. *The Company shall ensure that the proposed scheme is acted upon only if approved by the NCLT and if the majority votes cast by the public shareholders are in favour of the proposal.*
- d. *The Company shall ensure that the additional information and undertakings, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of the receipt of this letter, is displayed on the website of the listed company.*
- e. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT.*
- f. *The Company shall ensure that the scheme of amalgamation includes detailed rationale as submitted by the company.*

- g. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations/ representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/ representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the Scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No-objection” in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from January 12, 2021 within which the scheme shall be submitted to NCLT.

Yours faithfully,
For National Stock Exchange of India Limited

Jiten Patel
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL
http://www.nseindia.com/corporates/content/further_issues.htm



GRETEX INDUSTRIES LIMITED

Formerly Known As: GRETEX INDUSTRIES PRIVATE LIMITED

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

Phone: 033 4006 9278, Mob: 9830025765

Website: www.gretexindustries.com

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

CIN: L17296WB2009PLC136911

Complaints Report

Period of Compliant Report: June 29, 2020 to July 23, 2020

Part A

Sr. No.	Particulars	Number of Complaints received
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange	NIL
3.	Total Number of complaints / comments received (1+2)	NIL
4.	Number of complaints resolved	N.A.
5.	Number of complaints pending	N.A.

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	N.A.	N.A.	N.A.

For Gretex Industries

Dimple Magharam
Company Secretary & Compliance Officer
M. No.: A57403



Date: July 24, 2020

BRANCH : 198, B.B Ganguly Street, 2nd Floor, Kolkata - 700 012

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

BRANCH: Office No. 13, 1st Floor, New Bansilal Building, Raja Bahadur Mansion, 9-15, Home Modi Street, Fort,
Mumbai- 400001

FACTORY: Jaisan Industrial Complex, Gate No. 2, Jangalpur, District - Domjur, Howrah - 711 141



GRETEX INDUSTRIES LIMITED ⁷⁶

Formerly Known As: **GRETEX INDUSTRIES PRIVATE LIMITED**

Formerly Known As: **HERITAGE BARTER PRIVATE LIMITED**

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

Phone: 033 2236 0083, Mob: 9830025765

Website: www.gretexindustries.com

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

CIN: L17296WB2009PLC136911

REPORT BY THE BOARD OF DIRECTORS OF M/S. GRETEX INDUSTRIES LIMITED (CIN: L17296WB2009PLC136911) ON THE SCHEME OF AMALGAMATION AND ARRANGEMENT IN RELATION TO THE PROPOSED MERGER OF APSARA SELECTIONS LIMITED (CIN: U52190MH2011PLC269248) AND SANKHU MERCHANDISE PRIVATE LIMITED (CIN: U52190MH2011PTC269247), THE TRANSFEROR COMPANIES HAVING REGISTERED OFFICE AT OFFICE NO. 13, 1ST FLOOR, BANSILAL MANSION 9-15 HOMI MODI STREET, FORT MUMBAI MH 400023 IN, MAHARASHTRA, INDIA, (WITHIN THE JURISDICTION OF THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH) AND THE TRANSFEREE COMPANY M/S. GRETEX INDUSTRIES LIMITED (CIN: L17296WB2009PLC136911) THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS(IF ANY)], AT THE MEETING HELD ON 18-01-2021.

I. BACKGROUND

The Board of Directors of **Gretex Industries Limited** (the "Company") at its meeting held on 08-06-2020 considered and approved the scheme of amalgamation by absorption in relation to the proposed merger of **Apsara Selections Limited** (CIN :U52190MH2011PLC269248) and **Sankhu Merchandise Private Limited** (CIN U52190MH2011PTC269247), the Transferor companies having Registered office at Office No. 13, 1st floor, Bansilal Mansion 9-15 Homi Modi Street, Fort MUMBAI MH 400023 IN, Maharashtra, India, (within the Jurisdiction of the National Company Law Tribunal, Mumbai Bench) and the Transferee Company M/s. Gretex Industries Limited (CIN L17296WB2009PLC136911) their respective shareholders and creditors(if any)] under section 230-232 and other applicable provisions of the companies Act, 2013 (the "Companies Act") and the rules framed there under.

Pursuant to section 232(2)(c) of the Companies Act,2013 the Board of Directors of the company involved in a scheme of merger by absorption are required to adopt a report explaining the effect of the scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange ratio, specifying any special valuation difficulties. Such report is required to be circulated to the shareholders and creditors of the relevant companies.

Accordingly, this report has been prepared in accordance with the requirements of section 232(2)(c) of the Companies Act, 2013. While deliberating on the scheme at the meeting held on 09-12-2020 the following documents were placed before the Board of the Directors of the company and were considered and taken on record.

- Draft Scheme duly initialed by the Company Secretary of the Company for the purpose of the identification;
- Valuation report dated 5th December 2020, prepared by Mr. Ankush Garg, an Independent Chartered Accountant and Registered Valuer, setting out the recommendation on share exchange ratio (the Valuation Report")
- Fairness Opinion dated 7th December 2020 by M/s. Finshore Management Services Private Limited, a SEBI Registered merchant banker, providing the fairness opinion on the share exchange ratio (the "Fairness Opinion")
- Report of the audit committee of the directors dated June 24, 2020; and
- A draft certificate from the statutory Auditor M/s. 08-06-2020 Chartered Accountants confirming that the accounting treatment as specified in the draft scheme is in compliance with the applicable Accounting Standards notified under the companies act and other generally accepted accounting principles (Auditors' Certificate").

BRANCH: Century Apartment Ganesh Guri, GS Road 1st Floor, Guwahati – 781005

GODOWN: 176/1/B, Manicktalla Main Road, 1st Floor, Kolkata – 700 054





GRETEX INDUSTRIES LIMITED ⁷⁷

Formerly Known As: GRETEX INDUSTRIES PRIVATE LIMITED

Formerly Known As: HERITAGE BARTER PRIVATE LIMITED

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

Phone: 033 2236 0083, Mob: 9830025765

Website: www.gretexindustries.com

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

CIN: L17296WB2009PLC136911

II. EFFECT OF THE PROPOSED SCHEME

Upon coming into effect of the Scheme and in consideration for the amalgamation, the Company shall, without any further application or deed, issue and allot its equity shares, credited as fully paid up, to all the equity shareholders holding fully paid up equity shares of the Transferor Company namely Apsara Selections Limited (CIN U52190MH2011PLC269248) and Sankhu Merchandise Private Limited (CIN U52190MH2011PTC269247) whose names appear in the register of members of this respected companies.

The equity shares of the Company to be allotted to the members of the Transferor Companies [Apsara Selections Limited (CIN 52190MH2011PLC269248) and Sankhu Merchandise Private Limited (CIN U52190MH2011PTC269247)] shall be allotted as per the valuation report dated December 05, 2020 prepared by Registered Valuer, Ankush Garg . The Swap ratio was prepared considering the fact that both the Shareholders and Directors of the Companies and the public holdings in the Transferee Listed Company. The swap ratio is determined based on the audited financials for the period ended on December 31, 2019.

The Transferee Company shall allot its 13 (Thirteen) equity shares of Rs.10/- each fully paid-up for every 1 (One) equity share of Transferor Company No. 1 of Rs.10/- each fully paid-up.

The Transferee Company shall allot its 21 (Twenty-one) equity shares of Rs.10/- each fully paid-up for every 1 (One) equity share of Transferor Company No. 2 of Rs.10/- each fully paid-up.

As per the ICDR Regulation, 2018 and amendment thereto any increase of promoter holding beyond the 5% of the creeping acquisition of shares under SAST Regulation is not applicable to this scheme. In the Present case the promoter holding will be Increased from 52.99% to 64.48%. The promoters are not required to give any open offer under Regulation 10 of SEBI SAST, 2011.

If any Eligible Member becomes entitled to any fractional shares, entitlements or credit on the issue and allotment of equity shares by the Transferee Company in accordance with this Scheme, and at sole discretion of the Board who will decide proportion to the respective fractional entitlements which is final and binding upon every shareholder.

In the event of there being any pending share transfers, whether lodged or outstanding, of any member of the Transferor Companies, the Board of the Transferee Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor of the shares in the Transferor Companies and in relation to the shares issued by the Transferee Company, after the effectiveness of the Scheme. The Board of the Transferee Company shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new shareholders in the Transferee Company on account of difficulties faced in the transaction period.

Consequential changes in Shareholding Pattern:



BRANCH: Century Apartment Ganesh Guri, GS Road 1st Floor, Guwahati – 781005

GODOWN: 176/1/B, Manicktalla Main Road, 1st Floor, Kolkata – 700 054



GRETEX INDUSTRIES LIMITED ⁷⁸

Formerly Known As: **GRETEX INDUSTRIES PRIVATE LIMITED**

Formerly Known As: **HERITAGE BARTER PRIVATE LIMITED**

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

Phone: 033 2236 0083, Mob: 9830025765

Website: www.gretexindustries.com

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

CIN: L17296WB2009PLC136911

Particulars	No of Shareholders - Pre	Pre-Share Holdings (Rs.) FV Rs.10/- each	%	No of Share Holders- Post	Post-Share Holdings (Rs.) FV Rs.10/- each	%
I. Promoters	8	22,31,600	52.99	12	9552430	64.48
Individual & HUF promoters	4	4,82,800	11.46	6	8,22,800	5.55
Bodies Corporate	4	17,48,800	41.52	6	87,29,630	58.93
II. Public Shareholding	39	19,80,000	47.01	42	52,62,130	35.52
<u>TOTAL EQUITY SHARES (I+II)</u>	<u>47</u>	<u>42,11,600</u>	<u>100.00</u>	<u>54</u>	<u>1,48,14,560</u>	<u>100.00</u>

As an integral part of the Scheme, and, upon the Scheme becoming effective, the authorized share capital of the Transferor Company, as on the Effective Date, shall be deemed to be added to the authorized share capital of the Transferee Company, as on the Effective Date, without any further act or deed and without any further payment of stamp duty or registration fees and Clause V of the Memorandum of Association of the Transferee Company shall be altered accordingly.

It is clarified that the approval of the members of Transferee Company to the Scheme shall be deemed to be their consent/ approval for the increase of the authorized capital, amendment of the capital clause of the Memorandum of Association of the Transferee Company under the provisions of Section 13 and 61 of the Act and other applicable provisions of the Act. Pursuant to this Scheme, the Transferee Company shall file requisite forms with the relevant Registrar of Companies to give effect to the increase in its authorized equity share capital and payment of requisite fee and duty, as may be directed.

The issue and allotment of the Transferee Company Shares by the Transferee Company to Eligible Members as provided in this Scheme is an integral part thereof and shall be deemed to have been carried out as if the procedure laid down under Section 62 read with Section 42 of the Act and any other applicable provisions of the Act were duly complied with.

The authorized share capital of the Transferor Company shall be deemed to be added to the authorised share capital of the Transferee Company in the manner as enumerated in Clause 15 of the Scheme. Accordingly, Clause V of the memorandum of association of the Transferee Company shall be altered.

The amalgamation will result in dilution of holding of the existing public shareholders of the Transferee Company.



BRANCH: Century Apartment Ganesh Guri, GS Road 1st Floor, Guwahati – 781005

GODOWN: 176/1/B, Manicktalla Main Road, 1st Floor, Kolkata – 700 054



GRETEX INDUSTRIES LIMITED ⁷⁹

Formerly Known As: GRETEX INDUSTRIES PRIVATE LIMITED

Formerly Known As: HERITAGE BARTER PRIVATE LIMITED

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

Phone: 033 2236 0083, Mob: 9830025765

Website: www.gretexindustries.com

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

CIN: L17296WB2009PLC136911

III. PROMOTERS

There will be no change of promoters. However, the promoters holding will be enhanced from 52.99 % to 64.48 %.

IV. NON-PROMOTERS SHAREHOLDINGS

Public Shareholding will be changed from 47.01% to 35.52%. The Listing status of the company as per the SEBI (LODR) 2015 will continue. The Company will continue its listing at SME platform of NSE.

V. EMPLOYEES INCLUDING KEY MANAGERIAL PERSONNEL

No rights of the Key Managerial Personnel (KMP) of the Transferee Company are being affected as a result of the Scheme.

No rights of the staff or the employees of the Transferee Company are being affected as a result of the Scheme.

VI. CREDITORS

Under the proposed Scheme, there is no arrangement with the creditors of the company. The Liability towards the creditors of the company is being neither reduced or nor extinguished and consequently, the creditors of the company will not be affected in any manner by the proposed scheme.

VII. DIRECTORS

The directors of the Company or their relatives do not have any other interest in the proposed Scheme except to the extent of their shareholding and status as Promoter of the Company, if any, Further, none of the directors and /or relatives of the directors of the Company are concerned or interested, financially or otherwise, in the proposed Scheme save and except for the promoter group.

VIII. VALUATION

The Valuation Reports have been obtained from Mr. Ankush Garg. No special valuation difficulties were reported. Further, the Fairness Opinion has also opined that the share exchange ratio is fair to the shareholders from a financial point of view.

IX. ADOPTION OF THE REPORT BY THE DIRECTORS

The Board of Directors of the Company have adopted this Report after noting and considering the information set forth in this Report. The Board of Directors or any duly authorized committee is entitled to make relevant modifications to this Report, if required and such modifications or amendments shall be deemed to form part of this Report. The Board of Directors of the Company approved the Scheme and the share exchange ratio and have recommended the same to the shareholders of the company for their approval.



BRANCH: Century Apartment Ganesh Guri, GS Road 1st Floor, Guwahati – 781005

GODOWN: 176/1/B, Manicktalla Main Road, 1st Floor, Kolkata – 700 054



GRETEX INDUSTRIES LIMITED⁸⁰

Formerly Known As: **GRETEX INDUSTRIES PRIVATE LIMITED**

Formerly Known As: **HERITAGE BARTER PRIVATE LIMITED**

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

Phone: 033 2236 0083, Mob: 9830025765

Website: www.gretexindustries.com

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

CIN: L17296WB2009PLC136911

Certified True Copy

For, **Gretex Industries Limited**

GRETEX INDUSTRIES LIMITED

Arvind Harlalka

Director

Arvind Harlalka

Managing Director

(DIN: 00494136)

BRANCH: Century Apartment Ganesh Guri, GS Road 1st Floor, Guwahati – 781005

GODOWN: 176/1/B, Manicktalla Main Road, 1st Floor, Kolkata – 700 054

**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

Head Office : 23, Gangadhar Babu Lane, Imax Lohia Square, 3rd Floor, Room No. 3A, Kolkata - 700 012

Ph. : +91 46041743, Mob.: +91 9831012639, 9836432639

Email : guptaagarwal.associate@gmail.com

Branch Office : IG 6/2, Ashwini Nagar, Ganpati Vihar, Block - 1, 1st Floor, Flat - 101
Baguihati, Kolkata - 700 159, Mob.: +91 9830368303



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
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.

Head Office : 23, Gangadhar Babu Lane, Imax Lohia Square, 3rd Floor, Room No. 3A, Kolkata

Ph. : +91 46041743, Mob.: +91 9831012639, 9836432639

Email : guptaagarwal.associate@gmail.com

Branch Office : IG 6/2, Ashwini Nagar, Ganpati Vihar, Block - 1, 1st Floor, Flat - 101
Baguihati, Kolkata - 700 159, Mob.: +91 9830368303



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
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.

Head Office : 23, Gangadhar Babu Lane, Imax Lohia Square, 3rd Floor, Room No. 3A, Kolkata - 700 042

Ph. : +91 46041743, Mob.: +91 9831012639, 9836432639

Email : guptaagarwal.associate@gmail.com

Branch Office : IG 6/2, Ashwini Nagar, Ganpati Vihar, Block - 1, 1st Floor, Flat - 101 Baguihati, Kolkata - 700 159, Mob.: +91 9830368303



- 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)]

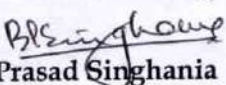
The Company has not entered into any non-cash transactions with directors.



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



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

89

S. N.	PARTICULARS	Note No.	As At 31.03.2021	As At 31.03.2020
	I. EQUITY AND LIABILITIES			
1	SHAREHOLDERS FUNDS			
	(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	NON-CURRENT LIABILITIES			
	(a) Long Term Borrowings	3	-	2,47,501
	TOTAL(2)		-	2,47,501
3	CURRENT LIABILITIES			
	(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
	II. ASSETS			
1	NON-CURRENT ASSETS			
	(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	CURRENT ASSETS			
	(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

GRETEX INDUSTRIES LIMITED

Arvind Harlalka

ARVIND HARLALKA **Director**

Managing Director

DIN: 00494136

GRETEX INDUSTRIES LIMITED

Alok Harlalka
ALOK HARLALKA **Director**

Director

DIN : 02486575

Dimple Magharam Slun
DIMPLE MAGHARAM SLUN
Company Secretary

For GUPTA AGARWAL & ASSOCIATES
 CHARTERED ACCOUNTANTS
 FRN: 329001E



Badri Prasad Singhania
(BADRI PRASAD SINGHANIA)
PARTNER

MEMBERSHIP NO. 058970

UDIN : 21058970 AAAADT1743

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

90

	PARTICULARS	Note No.	As on 31.03.2021	As on 31.03.2020
	<u>I. INCOME</u>			
	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
	<u>II. EXPENSES:</u>			
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
	<u>EARNING PER EQUITY SHARE</u>			
a	BASIC	25	-0.76	-0.54
b	DILUTED		-0.76	-0.54

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

GRETEX INDUSTRIES LIMITED

Arvind Harlalka

ARVIND HARLALKA

Managing Director **Director**

DIN: 00494136

GRETEX INDUSTRIES LIMITED

Alok Harlalka
ALOK HARLALKA

Director **Director**

DIN : 02486575

Dimple Magharam Slun
DIMPLE MAGHARAM SLUN
Company Secretary

Place: Kolkata
Dated: 20th April, 2021

For Gupta Agarwal & Associates
Chartered Accountants
FRN: 329001E

Badr Prasad Singhania
(BADRI PRASAD SINGHANIA)
PARTNER
MEMBERSHIP NO. 058970

UDIN: 21058970AAAA BT1743

Pradeep Mertia
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 PERIOD 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

GRETEX INDUSTRIES LIMITED GRETEX INDUSTRIES LIMITED

Arvind Haralka

ARVIND HARALKKA
MANAGING DIRECTOR
DIN: 00494136ALOK HARLAKA
DIRECTOR
DIN: 02486575

Director

DIMPLE MAGHARAM SLUN
COMPANY SECRETARYPRADEEP MERTIA
CHIEF FINANCIAL OFFICERPLACE: KOLKATA
Dated: 20th April, 2021For GUPTA AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 329001E(BADRI PRASAD SINGHANIA)
PARTNER
MEMBERSHIP NO. 058970

UDIN: 21058970AAAA01743



GRETEX INDUSTRIES LIMITED (CIN: L17296WB2009PLC136911)
(FORMERLY KNOWN AS GRETEX INDUSTRIES PVT LTD, HERITAGE BARTER PVT LTD)
NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2021

92

(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 4,50,00,000 4,50,00,000

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 4,21,16,000 4,21,16,000

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	42,11,600	4,21,16,000	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 entitled to
In the event of liquidation of the company , the holder of equity shares will be entitled to receive remaining assets of the

E. Details of shareholders holding more than 5% shares of the Company

Name Of The Shareholder (Equity Shares Of Rs 10/ Each Fully Paid Up)	31st March 2021		31st March 2020	
	Nos	%	Nos	%
Salvation Developers Limited	-	0.00%	6,00,000	14.25%
Affordable Agro Agencies Private Limited	5,22,000	12.39%	2,52,000	5.98%
Shyamal Sardar	2,34,000	5.56%	-	0.00%
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



GRETEX INDUSTRIES LIMITED (CIN: L17296WB2009PLC136911)
(FORMERLY KNOWN AS GRETEX INDUSTRIES PVT LTD, HERITAGE BARTER PVT LTD)
NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2021

93

(AMOUNT IN RS.)

S. N.	PARTICULARS	As on 31.03.2021	As on 31.03.2020
2	Reserve & Surplus		
	General Reserve		
	At The Beginning Of The Accounting Period		
	Additions During The Year		
	At The End Of The Accounting Period		
	A. Securities Premium Account		
	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	1,00,53,367	1,00,53,367
	B. Surplus		
	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	-1,73,06,347	-1,41,22,617
	Grand Total	-72,52,980	-40,69,250
3	Long Term Borrowings		
	Secured Term Loans		
	Bmw India Financial Services Pvt Ltd	3,32,668	7,18,303
	(Secured Against Hypothecation Of Bmw Car)		
	Current Maturities Of Long Term Loans	3,32,668	4,70,802
		-	2,47,501
4	Short Term Borrowings		
A	A. Cash Credit Facility		
	Punjab National Bank -Overdraft A/C, Saltlake Branch		2,13,107
		-	2,13,107
5	Trade Payables		
	'Msme Creditors	-	
	'Other Than Msme Creditors	79,74,694	1,34,88,494
		79,74,694	1,34,88,494



GRETEX INDUSTRIES LIMITED (CIN: L17296WB2009PLC136911)
(FORMERLY KNOWN AS GRETEX INDUSTRIES PVT LTD, HERITAGE BARTER PVT LTD)
NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2021

94

S. N.	PARTICULARS	(AMOUNT IN RS.)	
		As on	As on
		31.03.2021	31.03.2020
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	3,32,668	4,70,802
		<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	<u>99,22,327</u>	<u>1,44,15,717</u>



GRETEX INDUSTRIES LIMITED (CIN: L17296WB2009PLC136911)
(FORMERLY KNOWN AS GRETEX INDUSTRIES PVT LTD, HERITAGE BARTER PVT LTD)
NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2021

(AMOUNT IN RS.)

S. N.	PARTICULARS	As on	As on
		31.03.2021	31.03.2020
14	Cash & Cash Equivalents		
	A. Balance With Banks		
	In Fixed Deposits		
	Fd With HDFC Bank	18,81,912	
	Fd With PNB	1,70,184	21,95,153
	In Current Accounts		
	Punjab National Bank	1,66,552	3,823
	Tamilnad Mercantile Bank - Od A/C	-	305
	HDFC Bank	27,57,925	30,59,679
	B. Cash In Hand		
	Cash	7,69,182	10,11,903
		<u>57,45,755</u>	<u>62,70,863</u>
15	Short Term Loans & Advances		
	(Unsecured Considered Good Unless Otherwise Stated)		
	A. Advances Recoverable In Cash Or In Kind	58,28,697	51,52,183
	B. Recievable 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	Revenue From Operations		
	Sales	10,01,07,187	11,58,34,816
	Less: Branch Transfer	38,57,423	43,77,647
		<u>9,62,49,764</u>	<u>11,14,57,169</u>
17	Other Income		
	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	Cost Of Operations		
	Purchases, Dyeing, Heating & Raising	-	-51,048
	Power & Fuel	-	29,038
	Repairs & Maintenance	-	6,520
	Factory Rent	-	1,25,125
	Frieght Charges	-	33,100
	Wages	-	1,44,162
		<u>-</u>	<u>2,86,897</u>



GRETEX INDUSTRIES LIMITED (CIN: L17296WB2009PLC136911)
(FORMERLY KNOWN AS GRETEX INDUSTRIES PVT LTD, HERITAGE BARTER PVT LTD)
NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2021

		(AMOUNT IN RS.)	
S. N.	PARTICULARS	As on	As on
		31.03.2021	31.03.2020
19	Purchases Of Stock In Trade		
	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	-38,57,423	-43,77,647
		8,90,46,297	10,50,11,390
20	Changes Of Inventories Of Finished Goods		
	Opening Stock In Hand	1,65,63,334	1,28,28,088
	Less: Closing Stock	-2,02,56,823	-1,65,63,334
		-36,93,488	-37,35,246
21	Employee Benefits Expense		
	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
		51,05,148	76,23,867
22	Financial Costs		
	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
		1,11,939	5,12,406
23	Depreciation And Amortzation Expense		
	Depreciation	7,34,612	12,73,065
		7,34,612	12,73,065



GRETEX INDUSTRIES LIMITED (CIN: L17296WB2009PLC136911)
(FORMERLY KNOWN AS GRETEX INDUSTRIES PVT LTD, HERITAGE BARTER PVT LTD)
NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2021

97

(AMOUNT IN RS.)

S. N.	PARTICULARS	As on 31.03.2021	As on 31.03.2020
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
	Convenience 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 & Penalty 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	-
		24,58,033	40,70,497

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 :

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



GRETEX INDUSTRIES LIMITED
(FORMERLY KNOWN AS GRETEX INDUSTRIES PRIVATE LIMITED)
(FORMERLY KNOWN AS HERITAGE BARTER 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.)	ADJ. 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 & Machinaries	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	-	65,23,225.96
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	3,03,515.65	-	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	3,31,015.65	20,00,000.00	1,34,26,603.31	71,97,707.00	7,34,612.00	-	79,32,319.00	47,26,478.00	7,67,806.31	78,97,880.66
PREVIOUS YEAR		1,74,82,690.00	45,545.00	17,16,326.00	1,58,11,909.00	66,36,612.00	12,73,065.00	-	79,09,677.00	4,351.00	78,97,881.00	1,08,46,078.00



GRETEX INDUSTRIES LIMITED

1 Lane, 5th Floor, Kolkata-700 012.
WB2009PLC136911

Amount in Rs.

Segment wise Revenue, Results, Assets and Liabilities for the Year Ended 31st March, 2021

Sr. No.	Particulars	31st March, 2021	31st March, 2020
		Audited	Audited
1	Segment Revenue		
	(Sale/Income from each segment should be disclosed under this head)		
	a) Manufacturing of Hosiery Garments	-	1,77,878.00
	b) Trading of Musical Instruments	9,62,49,763.65	11,12,79,291.00
	Other Un-allocable Income	72,337.00	
	Total	9,63,22,100.65	11,14,57,169.00
	Net Sales/Income from Operations	9,63,22,100.65	11,14,57,169.00
2	Segment Results (Profit before tax and interest from Each Segment)		
	a) Manufacturing of Hosiery Garments	(55,38,935.43)	(23,79,952.23)
	b) Trading of Musical Instruments	75,31,353.93	56,78,174.11
	Total	19,92,418.50	32,98,221.88
	Less: i) Interest (net)	(1,11,939.10)	(5,12,406.32)
	ii) Other Un-allocable (Expenditure) net off un-allocable income	(39,48,596.30)	(51,29,036.97)
	Total Profit Before Tax	-20,68,116.90	-23,43,221.41
3	Segment Assets		
	a) Manufacturing of Hosiery Garments	-	1,62,84,846.00
	b) Trading of Musical Instruments	3,40,41,432.29	2,98,77,593.61
	c) Unallocated	98,79,356.71	69,07,194.00
	Total	4,39,20,789.00	5,30,69,633.61
4	Segment Liabilities		
	a) Manufacturing of Hosiery Garments	-	29,87,426.00
	b) Trading of Musical Instruments	83,35,479.06	1,08,88,172.00
	c) Unallocated	8,35,303.56	11,47,285.00
	Total	91,70,782.62	1,50,22,883.00
5	Capital Employed	3,47,50,006.38	3,80,46,750.61

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

- 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.

II 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.

GRETEX INDUSTRIES LIMITED GRETEX INDUSTRIES LIMITED

Arvind Harlalka

ARVIND HARLALKA
MANAGING DIRECTOR
DIN: 00494136

Dimple Magharam Slun

DIMPLE MAGHARAM SLUN
COMPANY SECRETARY

PLACE: KOLKATA
Dated: 20th April, 2021

Alok Harlalka

ALOK HARLALKA
DIRECTOR
DIN: 02486575

Pradeep Mertia

PRADEEP MERTIA
CHIEF FINANCIAL OFFICER

SIGNED IN TERMS OF OUR SEPARATE
REPORT OF EVEN DATE.

For GUPTA AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 329001E

Badri Prasad Singhania

(BADRI PRASAD SINGHANIA)
PARTNER
MEMBERSHIP NO. 058970

UDIN: 21058970AAAABT1743



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 Managerial Remuneration

A. Detail of payments and provisions on account of remuneration to managerial personnel is as under:

	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Salary - Arvind Harlalka	12,00,000	12,00,000
Total	<u>12,00,000</u>	<u>12,00,000</u>

L RELATED PARTY DISCLOSURES

(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

Gretext Corporate Services Private Limited
Gretext 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

(b) Transactions with Related Parties

Particulars	Related Parties			
	Key Mgm. Personnel and Relative of Key		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
Gretext Sharebroking Private Limited	-	-	40,65,742.00	
Gretext Corporate Services Private Limited	-	-	64,86,151.00	
Loan Repaid				
Apsara Selections Limited	-	-	8,50,000.00	56,84,416.00
Gretext Sharebroking Private Limited	-	-	13,61,121.00	
Gretext 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		25,500.00
Dynamic Trading Co.	-	-		
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 Slun	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
-----------------	-----------



(b) Transactions with Related Parties

Particulars	Key Mgm. Personnel and Relative of Key		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

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		-	1,10,190.00	
GreteX Sharebroking Private Limited		-	1,74,750.00	
Ambuja Technologies Private Limited		-		
Receivable				
Arvind Harlalka		1,52,596.57		
GreteX Share Broking Pvt Ltd			47,60,474.00	25,94,621.00
Bonanza Agency LLP				

(c) 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.

M

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	-

N

PREVIOUS YEAR FIGURES

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

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

GRETEX INDUSTRIES LIMITED

Arvind Harlalka

ARVIND HARLALKA
MANAGING DIRECTOR
DIN: 00494136

GRETEX INDUSTRIES LIMITED

Alok

ALOK HARLALKA
DIRECTOR
DIN: 02486575

Dimple

DIMPLE MAGHARAM SLUN
COMPANY SECRETARY

Pradeep Mertia

PRADEEP MERTIA
CHIEF FINANCIAL OFFICER

AUDITOR'S REPORT
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: 23058970AAAAOT1743



PLACE: KOLKATA
Dated: 20th April, 2021



To,
The Board of Directors,
Gretex Industries Limited
90, Phears Lane, 5th Floor,
Kolkata - 700012, West Bengal

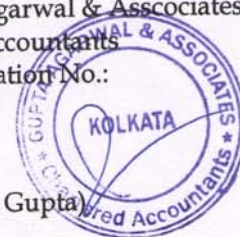
We, the statutory auditors of **GRETEX INDUSTRIES LIMITED**, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 22 of the Draft Scheme of Amalgamation of **GRETEX INDUSTRIES LIMITED** with **APSARA SELECTIONS LIMITED** and **SANKHU MERCHANDISE PRIVATE LIMITED** in terms of the provisions of section(s) 230-232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 1956/ Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and Regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

This Certificate is issued at the request of the **GRETEX INDUSTRIES LIMITED** pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the **NATIONAL STOCK EXCHANGE OF INDIA LIMITED**. This Certificate should not be used for any other purpose without our prior written consent.

For Gupta Agarwal & Associates
Chartered Accountants
Firm Registration No.:



(Jay Shanker Gupta)
Partner
Membership Number: 059535
UDIN: 20059535AAAABK1063

Place: Kolkata
Date: June 08, 2020

GRETEX INDUSTRIES LIMITED
CIN : **L17296WB2009PLC136911**
Registered Office: 90, Phears Lane, 5th Floor, Kolkata – 700012, West Bengal, India
Tel.: 033 4006 9278
E-mail: cs@gretexgroup.com, Website: www.gretexindustries.com

BALLOT FORM

The last date for receipt of ballot form is September 28, 2021
--

Ballot No. (Please

read the instructions printed overleaf before completing this form)

1. Name of the First Named Shareholder (In Block Letters) :
& Address of the First Named Shareholder:

2. Name(s) of the Joint Holder(s) if any (in block letters) :

3. Registered Folio No./DP ID Client ID No.* :
*(Applicable to Shareholders holding shares in dematerialized form)

4. Number of shares held :

5. Class of share : Equity Shares

I/We hereby exercise my/our vote in respect of the Resolution as detailed in the Notice dated September 27, 2021 convening the Meeting of the Equity Shareholders of United Spirits Limited, as directed by the Hon'ble National Company Law Tribunal, Kolkata Bench on Friday, 29th October 2021 at 11:00 a.m. through video conferencing or other audio visual means by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolution by placing the tick mark (☑) in the appropriate box below:

Description of the Resolution	No. of Shares for which votes cast	FOR I/We Assent to the resolution	AGAINST I/We Dissent to the resolution
Resolution for approving the Scheme of Amalgamation and Arrangement under Sections 230 to 232 of the Companies Act, 2013 amongst Apsara Selections Limited (CIN:U52190MH2011PLC269248) and Sankhu Merchandise Private Limited (CIN:U52190MH2011PTC269247) the Transferor companies with the Transferee Company M/s. Gretex Industries Limited (CIN : L17296WB2009PLC136911) and their respective shareholders and creditors			

Place:

Date:

(Signature of Member)

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. GENERAL INFORMATION

- a) In view of the present circumstances on account of the COVID-19 pandemic, the Ballot Form is not being provided in hard copy and is being sent through e-mail.
- b) The Kolkata Bench of the National Company Law Tribunal ('NCLT'), vide its order dated 21st September 2021 in Company Application (CAA) No. 44/kB/2021 read with the order dated 23rd September, 2021 in C.A. No. 44/kB/2021 ('Orders') has directed that a Meeting of the Equity Shareholders of the Company shall be convened and held through video conferencing/other audio visual means on Friday 29th October, 2021 at 11.00 a.m. IST for the purpose of considering, and if thought fit, approving, the arrangement embodied in the Scheme of Amalgamation and Arrangement under Sections 230 to 232 of the Companies Act, 2013 amongst M/s. Apsara Selections Limited (CIN: U52190MH2011PLC269248) and M/s. Sankhu Merchandise Private Limited (CIN :U52190MH2011PTC269247) with the Transferee Company M/s. Gretex Industries Limited (CIN L17296WB2009PLC136911) and their respective shareholders and creditors ('the Scheme').
- c) In compliance with the provisions of (i) Section 230(4) read with Sections 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as amended; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (iv) Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time, issued by the Securities and Exchange Board of India, the Company has provided the facility of voting by ballot and remote e-voting using the facility offered by CDSL so as to enable the equity shareholders, to consider and if thought fit, approve the Scheme. Accordingly, voting by equity shareholders of the Company to the Scheme shall be carried out through (a) ballot, (b) remote e-voting; and (c) e-voting during the Meeting to be held on Friday 29th October, 2021.

Note: In case any equity shareholder intends to cast the vote by using the e-voting facility, the e-voting instructions given in the Notice are to be followed.

- d) Voting right shall be reckoned on the paid-up value of shares registered in the name of Member as at the close of business on October 22, 2021 ('Cut-off date').
- e) The proposed Scheme, if assented by majority of Shareholders representing three-fourth of the value, by way of Ballot, remote e-voting prior to the Meeting and e-voting during the Meeting shall be considered as passed on the date of the Meeting.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT

- a) Members desirous of exercising their vote by availing the ballot facility are requested to carefully read the instructions printed on the enclosed ballot form in the Notice and return the scan copy of the duly completed form with assent (FOR) or dissent (AGAINST), from their registered email IDs, to the Scrutinizer at rkinkar188@gmail.com with a copy to the Registrars and Transfer Agent at investor@bigshareonline.com on or before Thursday, October 28, 2021 at 5:00 p.m. (IST).

Alternatively, members may send by registered post (if feasible/ permissible under the present circumstances on account of the COVID-19 pandemic), the duly completed ballot form, signed and authenticated by the person entitled to vote, along with the documents referred herein, to the registered office of the Company at 90, Phears Lane, 5th Floor, Kolkata – 700012, West Bengal, India.

However, the Company encourages its members to send copy of the duly completed ballot form and other documents via email or avail the e-voting facility made available prior to the Meeting instead of sending physical copies under the present circumstances. No other mode for sending the ballot form is permitted.

- b) In case of joint holding, this Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member (as per the specimen signature registered with the Company/Depository).
- c) There will be one Ballot Form for every Client ID No./Folio No., irrespective of the number of joint holders.
- d) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Ballot Form should be accompanied by a certified copy of the relevant board resolution/appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested.
- e) Voting rights in the Ballot cannot be exercised by a proxy.
- f) A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
- g) Holder(s) of Power of Attorney ('PoA') on behalf of an equity shareholder may vote on the ballot mentioning the registration number of the PoA with the Company and sending a scan (PDF file) of the PoA authenticated by a notary (if permissible under the present circumstances on account of COVID-19 pandemic) or alternatively self-attesting it.
- h) Completed Ballot Forms should reach the Scrutinizer no later than the close of working hours i.e. at 5:00 p.m., Wednesday, September 28, 2021. Incomplete Ballot Forms or Ballot Forms received after this date will be considered invalid.
- i) An incomplete, unsigned, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Ballot Form will be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- j) For any queries pertaining to the Ballot process, the member can write to the Company's Registrars- Bigshare Services Private Limited 1st Floor, Bharta Tin Works Building, Makwana Road, Marol, Andheri East, Mumbai – 400059 (Telephone No. 022 6263 8200).
- k) Equity shareholders who are sending the form by post are requested to fill the form in indelible ink and not in erasable writing mode.