

# Gratex Industries Ltd.

Regd. Add: 109, Kakad Udyog Bhavan, L.J. Road, Mahim,  
Mumbai - 400016. ☎: 022-62992121



Factory Add: Gratex House, A-73 MIDC, Koparkhairne, Thane-Belapur Road, Navi Mumbai - 400709. ☎: 022-62992323  
website: www.gratex.in | GST: 27AAACG1275A2Z4 | PAN: AAACG1275A | CIN: L21093MH1984PLC032248

## NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of Gratex Industries Limited will be held on Friday, 10<sup>th</sup> December, 2021 at 1.00 P.M. IST through Video Conferencing(VC)/Other Audio-Visual Means (OAVM) to transact the following business:

### SPECIAL BUSINESS:

#### 1. Approval for Related Party Transaction

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and the Company’s policy on Related Party Transactions, approval of the Members be and is hereby accorded for ratification / approval of related party transactions entered into / to be entered by the Company with Marshalls Enterprise India Private Limited, a related party, within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregate value of Rs.10 Crore (Rs. Ten Crore only) Plus Taxes for Sale, purchase or supply of any goods or materials as per section 188(1)(a) of the Companies Act 2013 and upto a maximum aggregate value of Rs.20 Crore (Rs. Twenty Crore only) Plus Taxes for availing or rendering of any services as per as per 188(1)(d) of the Companies Act 2013, both for each of the financial year 2021-22, 2022-23 and 2023-24, provided that the said transactions / contracts so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

**FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorized to jointly and/or severally, to agree, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as they may deem fit and execute all agreements, addendum agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as the Board in its absolute discretion may deem fit to give effect to the aforesaid resolution.”

**By Order of the Board of Director  
For Gratex Industries Limited**

**Sd/-**

**Neha Arora**  
**Company Secretary**  
**ACS-57981**

**Place : Mumbai**

**Date : 12<sup>th</sup> November, 2021**

**NOTES :**

- 1.** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item No. 1 of the accompanying Notice, is annexed hereto.
- 2.** In view of the continuing Covid-19 pandemic, social distancing norms to be followed and pursuant to General Circular No. 14/2020 dated April 8, 2020, 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 read with General Circular No 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circular”) and Circular No.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No.SEBI/HO/CFD/CMD2 /CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (the “Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 this EGM is being convened to be held through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue.
- 3.** Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being proposed to be held pursuant to the said MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Attendance Slip and Proxy Form are not attached to this Notice.
- 4.** The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

**5.** Those Shareholders whose email IDs are not registered can get their Email ID registered as follows: –

- Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.
- Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent at [info@adroitcorporate.com](mailto:info@adroitcorporate.com) and provide 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 [info@adroitcorporate.com](mailto:info@adroitcorporate.com) or to [investor@gratex.in](mailto:investor@gratex.in) for Registration or by sending the duly filled in E-communication registration form enclosed with this Notice to our RTA on their email id at [info@adroitcorporate.com](mailto:info@adroitcorporate.com)

**6.** The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**7.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.

**8.** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars mentioned above, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

**9.** In line with the above mentioned Ministry of Corporate Affairs (MCA) Circular, the Notice calling the EGM has been uploaded on the website of the Company at [www.gratex.in](http://www.gratex.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**10.** SEBI has mandated that securities of listed companies can be transferred only in dematerialized mode w.e.f. April 1, 2019. Equity Shares of the Company are traded under the compulsory demat mode on the Stock Exchanges. In view of the same and to avail benefits of dematerialization, members are advised to dematerialize shares held by them in physical mode



- 11.** Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to Adroit Corporate Services Private Limited, in case the shares are held in physical form.
- 12.** In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 13.** Pursuant to section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 4th December, 2021 to Friday, 10th December, 2021 (both days inclusive).
- 14.** The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013 Members who wish to inspect can send an email to investor@gratex.in.
- 15.** Speaker facility not provided during the EGM. Shareholders/ Members, who would like to ask questions, may send their questions 10 days' in advance relating to the business specified in this Notice of EGM mentioning their name demat account number/folio number, email id, mobile number at investor@gratex.in. The same will be replied by the Company suitably.

**THE INSTRUCTIONS FOR REMOTE E-VOTING, E-VOTING ON THE DAY OF E-EGM AND INSTRUCTIONS FOR E-EGM IS PROVIDED AS UNDER:-**

**A. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING**

**1. Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue ("remote e-voting") will be provided by National Securities Depository Limited (NSDL)

**2.** The Company is providing facility of remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on

Friday, 03<sup>rd</sup> December, 2021 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the meeting.

3. The remote e-voting period begins on Tuesday, 7<sup>th</sup> December 2021 at 9.00 A.M IST and ends on Thursday, 9<sup>th</sup> December 2021 at 5.00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 03<sup>rd</sup> December, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 03<sup>rd</sup> December, 2021

4. Any person, who acquires shares of the company and becomes a member of the company after dispatch of the notice of EGM and holds shares as on the cut-off date i.e. 03<sup>rd</sup> December, 2021, may obtain user ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

5. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again

The process and manner for remote e-voting are as under

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options

	<p>available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

**B) Login method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
5. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
<p>a) For Members who hold shares in demat account with NSDL.</p>	<p>8 Character DP ID followed by 8 Digit Client ID</p>

	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - How to retrieve your ‘initial password’?
    - If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
7. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box
9. Now, you will have to click on “Login” button
10. After you click on the “Login” button, Home page of e-Voting will open

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

- A) How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”
3. Now you are ready for e-Voting as the Voting page opens
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted
5. Upon confirmation, the message “Vote cast successfully” will be displayed
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [jessyindia25@gmail.com](mailto:jessyindia25@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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@gratex.in](mailto:investor@gratex.in) or to the Registrars And Transfer Agents of the Company at [info@adroitcorporate.com](mailto:info@adroitcorporate.com) for Registration
2. In case shares are held in demat mode, please contact your DP and provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 as per the process advised by your DP. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e.Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. **Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility**

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.



5. M/s JC & Associates, Practicing Company Secretary (CP No. 12162) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
6. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
7. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.gratex.in](http://www.gratex.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE.
8. Shareholder/s holding physical shares are requested to approach any of the Depository Participants (DP) for dematerialization of their shares in the Company for ease and convenience.
9. Members who are desirous of attending the EGM through VC/ OAVM and whose email IDs are not registered with the RTA of the Company/DP, may get their email IDs registered as per the instructions.

Adroit Corporate Services Pvt. Ltd. is the Registrar & Share Transfer Agent of the Company. All investor related communication may be addressed to RTA at the following address:

Adroit Corporate Services Pvt.Ltd.

Address:

19, Jaferbhoy Industrial Estate,

Makwana Road, Marol Naka, Marol,

Andheri East, Mumbai – 400 059

Tel No: 022-42270449 / Fax No: 022-28503748

[www.adroitcorporate.com](http://www.adroitcorporate.com)

Email Id: [info@adroitcorporate.com](mailto:info@adroitcorporate.com)

**By Order of the Board of Director  
For Gratex Industries Limited**

Sd/-

**Neha Arora**

**Company Secretary**

**ACS-57981**

**Place: Mumbai**

**Date: 12<sup>th</sup> November, 2021**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1:**

Marshalls Enterprise India Private Limited has experience and expertise in the field of Contracting Services, Sponsored Manufactured Brands, Importing including exclusive Agencies of reputed World Brands of Wallpapers and Allied Products. It also has though know-how of providing and /or installing Wallpapers, Wall-pictures, Self-adhesives Films for Glass & Furniture, Self-adhesive borders, vinyl floorings, laminated wooden Floorings, Blinds and others which is the key factor which enable the Company to take advantage of the services at a better negotiated price for its comparatively smaller volume.

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that all material Related Party Transactions shall require approval of the Shareholders through resolution. Further as per Section 188 of the Companies Act, 2013 and the applicable Rules framed hereunder provide that any Related Party Transaction will require prior approval of the shareholders through Ordinary Resolution, if the aggregate value of transaction(s) exceed the overall limit prescribed in the rules framed in this regard.

The Company based on the approval of Board of Directors and Audit Committee have some ongoing Contract (s)/Arrangement(s)/Transaction(s) with **Marshalls Enterprise India Private Limited** which are in Ordinary Course of Business and at Arm's length, hence approval of the shareholders is being sought for the Related Party Transaction(s) entered / or proposed to be entered into by your Company with **Marshalls Enterprise India Private Limited** in the financial year 2021-2022, 2022-23 and 2023-24.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions are as follows:

(A)	<b>Name of the Related Party</b>	<b>Marshalls Enterprise India Private Limited</b>	<b>Marshalls Enterprise India Private Limited</b>
(B)	<b>Nature of Relationship</b>	Directors in the said Body Corporate i.e. Marshalls Enterprise India Private Limited are Directors of Gratex Industries Limited.	Directors in the said Body Corporate i.e. Marshalls Enterprise India Private Limited are Directors of Gratex Industries Limited.
(C)	<b>Nature, Duration of the Contract and particulars of the contract or arrangement</b>	Sale, purchase or supply of any goods or materials as per section 188(1)(a)	Availing or rendering of any services as per section 188(1)(d) including Re-imbusement of expenses



(D)	<b>Material terms, monetary value and of the contract.</b>	Upto a maximum aggregate value of Rs. 10 Crore (Rs. Ten Crore only) Plus Taxes as applicable for each of the financial year 2021-22, 2022-23 and 2023-24.	Upto a maximum aggregate value of Rs. 20 Crore (Rs. Twenty Crore only) Plus Taxes as applicable for each of the financial year 2021-22, 2022-23 and 2023-24.
(E)	<b>Any other information relevant or important for the members to take a decision on the proposed resolution</b>	The pricing is commensurate with the general trend in the industry and at the rates prevalent in the market for such services.	The pricing is commensurate with the general trend in the industry and at the rates prevalent in the market for such services.

No related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

None of the other Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives (to the extent of their shareholding in the Company, if any) are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 1 of the Notice.

The Board of Directors recommends passing of the resolution as set out at Item No. 1 of this Notice as an Ordinary Resolution.

**By Order of the Board of Director  
For Gratex Industries Limited**

**Sd/-  
Neha Arora  
Company Secretary  
ACS-57981**

**Place : Mumbai  
Date : 12<sup>th</sup> November, 2021**



**GRATEX INDUSTRIES LIMITED**

**E - COMMUNICATION REGISTRATION FORM**

Folio No. / DP ID and Client ID:

\_\_\_\_\_

Name of 1st Registered Holder:

\_\_\_\_\_

Name of Joint Holder(s):

\_\_\_\_\_

Registered Address:

\_\_\_\_\_

\_\_\_\_\_

E-mail ID (to be registered):

\_\_\_\_\_

I/ We Member(s) of **Gratex Industries Limited** agree to receive communication from the Company in electronic mode.

Please register my above e-mail address in your records for sending communication through E-mail.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_