

## NOTICE

Notice is hereby given that the Fortieth (40<sup>th</sup>) Annual General Meeting of Gratex Industries Limited will be held on Wednesday, 14<sup>th</sup> August, 2024 at 01.00 p.m. via Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Mona Pratap Menon (DIN: 00117025), who retires by rotation and being eligible, offers herself for re-appointment.
3. **Appointment of the Statutory Auditors**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee, M/s. Harshal Doshi & Associates, Chartered Accountants, (Membership No.: 179613 and Firm Registration No.: 145606W), Peer Review Certificate No.: 016953 valid till 31<sup>st</sup> May, 2027 be and is hereby appointed as the Statutory Auditors of the Company for a term of Five Years, from the conclusion of this 40<sup>th</sup> Annual General Meeting till the conclusion of the ensuing 45<sup>th</sup> Annual General Meeting to be held in the year 2029, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

### SPECIAL BUSINESS:

4. **To re-appoint Mr. Prashant Shiram Sawant (DIN: 08503935) as an Independent Director of the Company for the second term:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('the Act'), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modifications, amendments or re-enactments thereof for the time being in force), Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), as amended from time to time, and the Articles of Association of the Company, as well as based on the recommendation of the Nomination and Remuneration Committee, Mr. Prashant Shiram Sawant (DIN: 08503935), who was appointed as an Independent Director of the Company at the 35<sup>th</sup> Annual General Meeting of the Company for a period of Five Years, i.e., from 09<sup>th</sup> July, 2019 to 08<sup>th</sup> July, 2024, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of Five Years, i.e., from 09<sup>th</sup> July, 2024 to 08<sup>th</sup> July, 2029 (both days inclusive)."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorize executives of the Company for the purpose of giving effect to this Resolution."

**5. To shift the Registered Office of the Company;**

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

**“RESOLVED THAT** pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereof for the time being in force), consent of the Members be and is hereby accorded for shifting the Registered Office of the Company from 109, Kakad Udyog Bhavan, L. J. Road, Mahim, Mumbai - 400 016, Maharashtra, India, to Gratex House, A73, TTC Industrial Area, MIDC, Kopar Khairne, Navi Mumbai – 400703, Maharashtra, India, with effect from 19<sup>th</sup> August, 2024.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board which may have been constituted or hereinafter constitute to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**6. Material Related Party Transaction(s) between the Company and Marshalls Enterprises India Private Limited, a Company having common Directors and Shareholders;**

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

**“RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Rules framed thereunder (including any statutory modifications, amendments or re-enactments thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and / or permission(s) as may be required and on the basis of approval of the Audit Committee and recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Company to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Marshalls Enterprises India Private Limited ('MEIPL'), a Company having common Directors and Shareholders and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and MEIPL, during the financial year 2024-25, 2025-26 and 2026-27, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is / are carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respects.”

**By Order of the Board of Director**

**For Gratex Industries Limited**

**SD/-**

**Neha Arora**

**Place: Mumbai**

**Company Secretary**

**Date: 08<sup>th</sup> July, 2024**

**ACS 57981**

**Notes:**

1. An Explanatory Statement setting out the material facts pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") and applicable Secretarial Standards, relating to special business to be transacted at the Annual General Meeting ("AGM"), is annexed to the Notice. The Board of Directors of the Company, at its meeting held on 08<sup>th</sup> July, 2024 considered the special business under Item Nos.: 04 to 06 are unavoidable and should be transacted at the 40<sup>th</sup> AGM of the Company.
2. In view of the global outbreak Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 14/ 2020 dated 08<sup>th</sup> April, 2020, General Circular No. 17/ 2020 dated 13<sup>th</sup> April, 2020, General Circular No. 20/ 2020 dated 05<sup>th</sup> May, 2020, General Circular No. 11/2022, dated 28<sup>th</sup> December, 2022, and subsequent circular issued in this regard, the latest being General Circular No. 09/ 2023 dated 25<sup>th</sup> September, 2023 (collectively referred to as "MCA Circulars") has permitted the holding of the AGM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without the physical presence of the Shareholders at a common venue up to 30<sup>th</sup> September, 2024. In compliance with the provisions of the Companies Act, 2013, the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with circulars issued by MCA and SEBI, the 38<sup>th</sup> AGM of the Company is being held through VC/OAVM. The deemed venue for the 40<sup>th</sup> AGM shall be the Registered Office of the Company.
3. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 10/2022 dated 28<sup>th</sup> December, 2022, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and Circular No.: SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January, 2023 issued by the SEBI ("the Circulars"), companies are allowed to hold AGM through video conference/other audio visual means ("VC/OAVM") up to 30<sup>th</sup> September, 2023, without the physical presence of members. The AGM of the Company is being held through VC/OAVM, and video recording and transcript of the same shall be made available on the website of the Company. National Securities Depository Limited ("NSDL") will be providing facilities for voting through remote e-voting, for participation in the AGM through VC / OAVM and e-voting during the AGM.
4. The Company is concerned about the environment. We request you to update your email address with your Depository Participants to enable us to send you communications via email. The Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members, who hold shares in physical form are requested to provide their email addresses to the M/s. Adroit Corporate Services Private Limited sending an e-mail at [info@adroitcorporate.com](mailto:info@adroitcorporate.com) or to the Company at [investor@gratex.in](mailto:investor@gratex.in).
5. SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 03<sup>rd</sup> November 2021 read with SEBI Circular No.: SEBI/HO/MIRSD/MIRSD\_RTAMB/ P/C/2021/687 dated 14<sup>th</sup> December, 2021 ("Circulars"), requires listed companies to record and register the KYC details of all incomplete folio (including joint holders) i.e. PAN, contact details (postal address, Mobile Number & E-mail), Nomination and Bank Account details of first holder and in order to comply with the this Circulars, the Company has sent individual communication, through RTA, to the physical shareholders whose KYC details are pending to be updated and the members are requested to please update/complete the above details at earliest. Please note that, folios which remains incomplete with reference to KYC and Nomination details etc. shall be frozen w.e.f. April 01, 2024. Investor may visit the Company / RTA website for updating all or any of the above details by furnishing required documents along with the duly filled appropriate form such as ISR-1 (for KYC), ISR-2 (for signature verifications), ISR-3 (for opting out from nomination) and Nomination forms SH-13/14, as the case may be.
6. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, and SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representative to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.
7. The Members can join the AGM 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 AGM 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 AGM without restriction on account of first come first served basis.

8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. 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 Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. 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 AGM will be provided by NSDL.
10. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report and Audited Financial Statements for the financial year 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or the Depository Participant(s). The Notice calling the AGM along with Annual Report has been uploaded on the website of the Company at [www.gratex.in](http://www.gratex.in). The same can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and from the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
11. SEBI has mandated listed companies to issue securities in dematerialized form only, while processing service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates / folios; and transmission and transposition. In this regard, members are requested to make requests in Form ISR – 4. It may be noted that the service request can be processed only, if the respective folio is KYC Compliant.
12. 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.
13. In case of joint holders attending the AGM, 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.
14. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away by the Companies (Amendment) Act, 2017 vide notification dated 07<sup>th</sup> May, 2018 issued by the Ministry of Corporate Affairs, New Delhi.
15. Pursuant to Schedule V and VI to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Registrar & Share Transfer agent on behalf of Company has sent three reminders to all shareholders whose shares remain unclaimed with the Company. The Company has transferred the same to an Unclaimed Suspense Account and dematerialized the same.
16. 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 Thursday, 08<sup>th</sup> August, 2024 to Wednesday, 14<sup>th</sup> August, 2024 (both days inclusive) for the purpose of 40<sup>th</sup> AGM.
17. 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](mailto:investor@gratex.in).
18. Speaker facility not provided during the AGM. Shareholders / Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number / folio number, email id, mobile number at [investor@gratex.in](mailto: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-AGM AND INSTRUCTIONS FOR E-AGM 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 Annual General Meeting (AGM) 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 of the AGM ("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 **Wednesday, 07th August, 2024 (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 e-AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.
3. **The remote e-voting period begins on Sunday, 11<sup>th</sup> August, 2024 at 09:00 A.M IST and ends on Tuesday, 13<sup>th</sup> August, 2024 at 05:00 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. Wednesday, 07<sup>th</sup> August, 2024, 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 Wednesday, 07<sup>th</sup> August, 2024.**
4. Any person, who acquires shares of the company and becomes a member of the company after dispatch of the notice of AGM and holds shares as on the cut-off date i.e. Wednesday, 07<sup>th</sup> August, 2024, 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 AGM may also attend the AGM 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**

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| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed 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.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> |
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**NSDL Mobile App is available on**

 **App Store**       **Google Play**



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| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining</li> </ol> |
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virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL 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 & 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 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**

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](mailto:evoting@nsdl.co.in) or call at 022 - 4886 7000 and 022 - 2499 7000

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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

**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:**

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID 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:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
- b) 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.
- c) How to retrieve your 'initial password'?
  - (i) 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'
  - (ii) 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:

- (i) 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).
- (ii) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
- (iii) 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.



(iv) 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 with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
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.nsd.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.nsd.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

**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** or to the Registrars And Transfer Agents of the Company at info@adroitcorporate.com for Registration
2. In case shares are held in demat mode, please 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) to **investor@gratex.in** or to the Registrars And Transfer Agents of the Company at info@adroitcorporate.com for Registration. 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 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/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM 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 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. Shareholders, who would like to express their views/have questions may send their questions in advance 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.
6. 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.
7. 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 AGM 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.
8. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at 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.
9. 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.

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 Private Limited  
Address:  
19, Jaferbhoy Industrial Estate,  
Makwana Road, Marol Naka, Marol,  
Andheri East, Mumbai 400059, Maharashtra  
Tel No: 022-42270449  
Fax No: 022-28503748  
www.adroitcorporate.com  
Email Id: info@adroitcorporate.com

10. Members are requested to send their queries, if any on the operations of the Company, to reach the Company at the Company's Registered Office, atleast 5 days before the meeting, so that the information can be compiled in advance.
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

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

**SD/-**

**Neha Arora**

**Company Secretary**

**ACS 57981**

**Place: Mumbai**

**Date: 08<sup>th</sup> July, 2024**

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

**Item No.: 04:**

Based on recommendation of the Nomination and Remuneration Committee, the Board re-appointed Mr. Prashant Shriram Sawant (DIN: 08503935) as an Independent Director, not liable to retire by rotation, for the second consecutive term of five years, i.e., from 09<sup>th</sup> July, 2024 to 08<sup>th</sup> July, 2029 (both days inclusive), subject to approval of the Members.

The Company has received the followings from Mr. Prashant Shriram Sawant (DIN: 08503935):

- (i) Consent in writing to act as Director in Form No.: DIR-2 pursuant to the provisions of Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (ii) Intimation in Form No.: DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) Notice of Interest in Form No.: MBP-1 pursuant to Section 184(1) of the Companies Act, 2013 read with Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014.
- (iv) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (v) Declaration pursuant to the BSE Limited's Circular No.: LIST/COMP/14/2018-19 dated 20<sup>th</sup> June, 2018 and National Stock Exchange of India Limited's Circular No.: NSE/ CML/2018/24 dated 20<sup>th</sup> June, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority;
- (vi) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;
- (vii) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice in writing by a Member proposing his candidature under Section 160 of the Act.

The Board of Directors had previously finalized the desired attributes for the selection of the Independent Director(s). Based on those attributes, the Board recommended the candidature of Mr. Prashant Shriram Sawant (DIN: 08503935). The Board noted that Mr. Prashant Shriram Sawant's (DIN: 08503935) skills, background and experience are aligned to the role and capabilities identified by the Board and that he is eligible for re-appointment as an Independent Director.

In the opinion of the Board, Mr. Prashant Shriram Sawant (DIN: 08503935) is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for re-appointment as an Independent Director and he is independent of the management. The profile and specific areas of expertise of Mr. Prashant Shriram Sawant (DIN: 08503935) is provided as an Annexure to this Notice.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Prashant Shriram Sawant (DIN: 08503935) on the Board of the Company and accordingly, the Board recommends the re-appointment of Mr. Prashant Shriram Sawant (DIN: 08503935) as an Independent Director for the second consecutive term of five years as proposed in the Resolution set out at Item No.: 04 for approval by the Members.

Electronic copy of the terms and conditions of appointment of the Independent Directors is available for inspection. Please refer Note given in the Notice on inspection of documents.

Except for Mr. Prashant Shiram Sawant (DIN: 08503935) and / or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board commends the Special Resolution set out at Item No.: 04 of the Notice for approval by the Members.

**Item No.: 05:**

Presently, the Company's Registered Office is located at 109, Kakad Udyog Bhavan, L. J. Road, Mahim, Mumbai - 400 016, Maharashtra, India. The Board of Directors of your Company at their Meeting held on 08<sup>th</sup> July, 2024 has decided to shift the Registered Office of the Company from 109, Kakad Udyog Bhavan, L. J. Road, Mahim, Mumbai - 400 016, Maharashtra, India, to Gratex House, A73, TTC Industrial Area, MIDC, Kopar Khairne, Navi Mumbai – 400703, Maharashtra, India to carry on the business of the Company more economically and efficiently and with better operational convenience.

The Company's Factory is situated at Gratex House, A73, TTC Industrial Area, MIDC, Kopar Khairne, Navi Mumbai – 400703, Maharashtra, India, and the Directors of the Company are mostly sitting there, so it will be convenient to shift the Registered Office from 109, Kakad Udyog Bhavan, L. J. Road, Mahim, Mumbai - 400 016, Maharashtra, India, to Gratex House, A73, TTC Industrial Area, MIDC, Kopar Khairne, Navi Mumbai – 400703, Maharashtra, India.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, shifting of Registered Office of the Company outside the local limits but within the same State requires approval of the Members by way of Special Resolution through Postal Ballot. Though Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 requires the Company to pass the resolution through Postal Ballot for shifting of registered office outside the local limits of any city, town or village, but as per the Companies (Amendment) Act, 2017, any item of business required to be transacted at a General Meeting by a Company which is required to provide the facility to the Members to vote by electronic means. As the Company has more than One Thousand Shareholders in the Company, the Company is providing facility to the Members to vote electronically at the Annual General Meeting.

None of the Directors, Key Managerial Personnels or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No.: 05 of the Notice.

Therefore, the Board recommends the Resolution as set out in Item No.: 05 for approval of the Members as a Special Resolution.

**Item No.: 06:**

Regulation 23 of the SEBI Listing Regulations, *inter alia*, states that effective from 01<sup>st</sup> April, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the Shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

In view of the aforementioned regulatory changes the Resolution No.: 06 is placed for approval by the Members. The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

**Details of the proposed Related Party Transactions between the Company and Marshalls Enterprises India Private Limited ('MEIPL'), including the information required to be disclosed in the Explanatory Statement pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014, as amended and pursuant to the SEBI Circular No.: SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021, are as follows:**

Sr. No.	Description	Details of proposed RPTs between the Company and MEIPL
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	<p>MEIPL is a Company having common Directors and Shareholders.</p> <p>Details of the Business of MEIPL:</p> <p>Established in 1975 and headquartered in Mumbai, MEIPL stands as India's premier wallcoverings company, holding the esteemed position of being the foremost entity in its industry. Renowned for its exceptional quality and unparalleled expertise, MEIPL has consistently set the standard for excellence within the realm of wallcoverings. As the largest distributor and retailer of wallcoverings in the nation, MEIPL boasts a network comprising over 12 showrooms strategically located across India, alongside an extensive presence encompassing more than 600 dealers. With a steadfast commitment to innovation, craftsmanship, and customer satisfaction, MEIPL continues to adorn homes and spaces nationwide with its exquisite range of wallcoverings, thereby enriching environments and inspiring creativity since its inception.</p> <p>MEIPL is a Related Party of the Company, as on the date of this Notice.</p>
b.	Name of Director(s) or Key Managerial Personnel who is related, if any	<p>Mr. Baldevkrishan Ramrattan Sharma (DIN: 00117161), the Director of Gratex Industries Limited is the Director and Shareholder in MEIPL.</p> <p>Mr. Karan Baldev Sharma (DIN: 00117188), the Managing Director of Gratex Industries Limited is the Director and Shareholder in MEIPL.</p> <p>Ms. Mona Pratap Menon (DIN: 00117025), the Director and Chief Financial Officer of Gratex Industries Limited is the Director and Shareholder in MEIPL.</p> <p>Ms. Promila Baldev Sharma (DIN: 00118086), wife of Mr. Baldevkrishan Ramrattan Sharma (DIN: 00117161), the Director of Gratex Industries Limited is the Director and Shareholder in MEIPL.</p>

c. Type, material terms and particulars of the proposed RPTs.

The Company and MEIPL have entered into / propose to enter into the following Related Party Transactions during the financial year 2024-25, 2025-26, 2026-27 for an aggregate value as mentioned in point no.: e.

- o Sale of Goods
- o Purchase of Goods
- o Warehousing Charges Received
- o Franchises Commission Received
- o Packing & Forwarding Charges Received
- o Service charges paid
- o Telephone Charges paid
- o Internet Charges Paid
- o Reimbursement of Expenses Received
- o Reimbursement of Expenses Paid

The above arrangements are continuing business transactions.

Transaction entered / to be entered into was / will be carried out at an arm's length pricing basis and in the ordinary course of business.

d. Tenure of the proposed transaction (particular tenure shall be specified);

Approval of the Shareholders is being sought for transactions during the Three financial years i.e., Financial Year 2024-25, 2025-26 and 2026-27.

e. Value of the proposed transactions

Particulars	Value (Amount in Rs.)		
	FY 2024-25	FY 2025-26	FY 2026-27
Sale of Goods	4,50,00,000	7,00,00,000	10,00,00,000
Purchase of Goods	1,00,00,000	2,00,00,000	3,00,00,000
Warehousing Charges Received	1,00,00,000	1,50,00,000	2,00,00,000
Franchises Commission Received	30,00,000	40,00,000	50,00,000
Packing & Forwarding Charges Received	50,00,000	75,00,000	1,00,00,000
Service charges paid	50,00,000	75,00,000	1,00,00,000
Telephone Charges paid	60,000	60,000	60,000
Internet Charges Paid	1,00,000	2,00,000	2,00,000
Reimbursement of Expenses Received	25,00,000	50,00,000	50,00,000
Reimbursement of Expenses Paid	5,00,000	10,00,000	15,00,000

f.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	Approx. 203%
g.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
h.	Justification as to why the RPT is in the interest of the listed entity	Gratex benefits significantly from its partnership with Marshalls, leveraging the latter's extensive network and strong brand reputation across India. With Marshalls' widespread presence, Gratex can promote its products with minimal effort and expenditure on marketing and sales infrastructure. This collaboration enhances Gratex's market reach and competitiveness, facilitating mutual growth and success.
i.	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
j.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	25.41%
k.	Any other information that may be relevant.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

Except for Mr. Baldevkrishan Ramrattan Sharma, Mr. Karan Baldev Sharma and Ms. Mona Pratap Menon, and / or their relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Based on the approval of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.: 06 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No.: 06 of the Notice, whether the entity is a Related Party to the particular transaction or not.

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

SD/-

**Neha Arora**

**Company Secretary**

**ACS 57981**

**Place: Mumbai**

**Date: 08<sup>th</sup> July, 2024**



**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED**

**[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting**

<b>Name of the Director</b>	<b>Mrs. Mona Pratap Menon (DIN: 00117025)</b>	<b>Mr. Prashant Shriram Sawant (DIN: 08503935)</b>
Date of Birth	26 <sup>th</sup> April, 1975	12 <sup>th</sup> September, 1967
Age	49 Years	57 Years
Nationality	Indian	Indian
Date of Appointment	01 <sup>st</sup> October, 1995	09 <sup>th</sup> July, 2019
Educational Qualification	B.Com, Interior Designer	Bachelor's degree in Electronics Engineering
Brief resume of the Director	Marketing and Corporate Management.	<p>Mr. Prashant Sawant, a seasoned professional with over 40 years of experience in sales, marketing, and business development across India, Singapore, Dubai, and Muscat. He holds a Bachelor's degree in Electronics Engineering and has been actively involved in the training and coaching industry since 2012.</p> <p>As a specialist in Sales/Business Development training and mind coaching, Prashant works with MSMEs, SMEs, and Corporates, helping them enhance their sales strategies and develop a winning mindset. His expertise spans various industries and geographies, offering valuable insights and practical solutions.</p> <p>Author of three management books - "Business Lessons from Bollywood," "Courtesy ki Maa ki," and "Anand Bakshi: Yeh Shaam Mastani" - Prashant's works are available on popular platforms like Amazon and Flipkart since 2015. His extensive experience and profound knowledge make him a sought-after consultant and mentor in the business community.</p>
Nature of Expertise in specific functional areas	Marketing and Corporate Management.	More than 40 years of experience in the field of hardcore sales, marketing & business development experience in various countries.
Terms and condition of appointment / re-appointment	N.A.	Mr. Prashant Shriram Sawant (DIN: 08503935) will serve for a term of Five (05) Years commencing 09 <sup>th</sup> July, 2024 to 08 <sup>th</sup> July, 2029 (both days inclusive).

last drawn remuneration	Sitting Fees – Rs. 50,000/- during the financial year 2023-24	Sitting Fees – Rs. 50,000/- during the financial year 2023-24
Remuneration proposed to be paid	<p>Non-Executive Directors are paid Sitting Fees as per the criteria set by the Board from time to time in accordance with the provisions of the Companies Act, 2013.</p> <p>The detailed criteria are available in the Nomination and Remuneration Policy of the Company. The Policy can be accessed at the Registered Office of the Company.</p>	<p>Independent Directors are paid Sitting Fees as per the criteria set by the Board from time to time in accordance with the provisions of the Companies Act, 2013.</p> <p>The detailed criteria are available in the Nomination and Remuneration Policy of the Company. The Policy can be accessed at the Registered Office of the Company.</p>
Directorships held in other Public Companies (excluding foreign companies)	Nil	1. Ultracab (India) Limited
No. of Board meeting attended during the year	05 Board Meetings were held and she has attended all the 05 Board Meetings.	05 Board Meetings were held and he has attended all the 05 Board Meetings.
Memberships / Chairmanships of committees of the Company	Nil	Chairman of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of Gratex Industries Limited.
Memberships / Chairmanships of committees of other public Companies (Includes only Audit and Shareholders / Investors Grievance Committee)	Nil	<p><b>Directorship:</b></p> <p>1. Ultracab (India) Limited – Independent Director</p>
Names of entities in which the person also holds the Directorship and the Membership of Committees of the Board along with listed entities from which the person has resigned in the past three years	Nil	<p><b>Chairperson / Member of the Board Committees:</b></p> <p>1. Audit Committee of Ultracab (India) Limited – Member of the Committee</p> <p>2. Stakeholders Relationship Committee of Ultracab (India) Limited - Member of the Committee</p> <p><b>Listed Entities from which Mr. Prashant Shriram Sawant (DIN: 08503935) has resigned as Director in past 3 years:</b></p> <p>None</p>

Details of relationship with other Directors, Manager and Key Managerial Personnel of the Company	Daughter of Mr. Baldevkrishan Ramrattan Sharma and Sister of Mr. Karan Baldevkrishan Sharma	Not related to any Director or Key Managerial Personnel
Shareholding of Non-Executive Directors in the entity, including shareholding as a beneficial owner	1,37,900	Mr. Prashant Shriram Sawant (DIN: 08503935) does not hold any equity shares of the Company.
Key terms and conditions of appointment	Retire by rotation.	As per the resolution in Item No.: 04 of this Notice, read with the explanatory statement thereto.
Particulars of experience, attributes or skills that qualify which for Board Membership	Marketing and Corporate Management.	Mr. Prashant Sawant's extensive 40-year career in sales, marketing, and business development across multiple countries, coupled with his authorship of three management books and experience in conducting training sessions, equips him with invaluable leadership, strategic, and communication skills. His global perspective, strategic vision, and ability to foster collaboration make him a highly qualified candidate for board membership, with the capacity to contribute significantly to organizational governance and strategic decision-making processes.
Skills and capabilities required for the role and the manner in which he / she meets such requirements	Not Applicable	As per the resolution in Item No.: 04 of this Notice, read with the explanatory statement thereto.

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

**SD/-**

**Neha Arora**

**Company Secretary**

**ACS 57981**

**Place: Mumbai**

**Date: 08<sup>th</sup> July, 2024**