



GRETEX INDUSTRIES LIMITED

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

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

Phone: 033 4006 9278, Mob: 9830025765

Website: www.gretexindustries.com

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

CIN: L17296WB2009PLC136911

September 7, 2020

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1,
G Block, Bandra Kurla Complex,
Bandra East, Mumbai- 400051,
Maharashtra

Dear Sir/ Madam,

Ref: SYMBOL – GRETEX

Sub: Annual Report pursuant to Regulation 34(1) of the SEBI (LODR) Regulation, 2015 for the financial year 2019-2020

Pursuant to Regulation 34 of the SEBI (LODR) Regulation, 2015, we submit herewith the Annual Report of the Company for the financial year 2019-2020 alongwith Notice convening the 11th Annual General Meeting. The Annual Report for the F.Y. 2019-2020 is also available on the Company's website at www.gretexindustries.com.

Kindly take the above information on your record.

Thanking you,

Yours faithfully,

For GRETEX INDUSTRIES LIMITED



Arvind Harshika
Managing Director
DIN: 002494136



BRANCH : 19B, B.B Ganguly Street, 2nd Floor, Kolkata - 700 012

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

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

FACTORY : Jalan Industrial Complex, Gate No. 2, Jangalpur, District – Domjur, Howrah – 711 141



11 TH ANNUAL REPORT 2020



GRETEX INDUSTRIES LIMITED

Authorised Distributor's of Musical Instrument and
Accessories for (West Bengal, Sikkim and North East)

&
PA & AV for West Bengal
&

Luxury Audio System (Home theatre) for Eastern India.



90, PHEARS LANE
5TH FLOOR, KOLKATA - 700012

033 4006 9278

info@gretexindustries.com

www.gretexindustries.com



NOTICE OF 11TH ANNUAL GENERAL MEETING

Notice is hereby given that the 11th Annual General Meeting of the members of **GRETEX INDUSTRIES LIMITED** will be held on Tuesday, September 29, 2020 at 4:00 p.m., at 90, Phears Lane, 5th Floor, Kolkata–700012, West Bengal, India to transact the following businesses:

ORDINARY BUSINESS

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

1. ADOPTION OF ANNUAL AUDITED FINANCIAL STATEMENTS AND REPORTS THEREON

“**RESOLVED THAT** the Audited financial statement which comprises the Balance Sheet, the Statement of Profit and Loss, Cash Flow Statement, Notes to accounts and summary of the significant accounting policies and other explanatory information for the financial year ended March 31, 2020 along with the Auditor’s Report and the Board’s Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.

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

To re-appoint Mr. Arvind Harlalka (DIN: 00494136) who retires by rotation and being eligible, offers himself for re-appointment.

3. REAPPOINTMENT OF M/S GUPTA AGARWAL AND ASSOCIATES, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO.: 329001E) AS THE STATUTORY AUDITOR OF THE COMPANY

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

“Resolved that, in accordance with the provisions of Sections 139 and 142 and all other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) and re-enactment(s) thereof, to the extent applicable, M/s Gupta Agarwal and Associates, Chartered Accountants (Firm Registration No.: 329001E), be and are hereby reappointed as the Statutory Auditors of the Company from the conclusion of this Meeting to hold such office for a period of five years till the conclusion of the Sixteenth Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors in consultation with them.

RESOLVED FURTHER THAT any of the Directors of the Company, be and is hereby authorized to file necessary e-Form or any other form as may be notified by the Ministry of Corporate Affairs in this regards, and to sign and submit all the necessary documents and paper, to enter and execute all the necessary agreements and arrangements, to take all the necessary steps and actions, for and on behalf of the Company to give effect to above resolution.”

SPECIAL BUSINESS

4. REGULARIZATION OF APPOINTMENT OF ADDITIONAL INDEPENDENT DIRECTOR, MS. SUJATA PILINJA RAO (DIN: 08816283) AS INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and Rules made thereunder read with Schedule IV of the Act and applicable provisions of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Ms. Sujata Pulinja Rao (DIN: 08816283), who was appointed as an Additional Director, by the Board of Directors of the Company with effect from August 6, 2020, to hold office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria of Independence as provided under Section 149(6) of the Act and Listing Regulations and is eligible for appointment and in respect of whom the Company has received a notice in writing as required under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for the first tenure of Five (5) consecutive years, with effect from August 6, 2020 to August 5, 2025 and he shall not be liable to retire by rotation during the said period.

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby severally authorized to make necessary entries in the Register of Members, to sign and submit all the necessary documents and papers, to execute and enter all the necessary agreements and arrangements, to take all the necessary steps and actions, for and on behalf of the Company, in the matter of appointment of Independent Director of the Company and giving of effect to above resolution.”

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

Place: Kolkata
Date: September 5, 2020

By Order of the Board of Directors
For Gretex Industries Limited

Sd/-
Dimple Magharam Slun
Company Secretary & Compliance Officer

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Ordinary Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
3. The Register of Members and Transfer Books of the Company will remain closed from Wednesday, September 23, 2020 to Tuesday the September 29, 2020 (both days inclusive).
4. The Directors have furnished consent/declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules there under.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 days of notice in writing is given to the Company.
6. The notice is being sent to all members, whose names appear on the Register of Members/ List of Beneficial Owners as on August 28, 2020.
7. Members may kindly take note for “Green Initiative in the Corporate Governance” in view of Circular No. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by Ministry of Corporate Affairs. It is earnestly requested in view of the Circular and other statutory provisions, that the Members who have yet not registered/updated their e-mail ids may notify the same to the Company either at the registered office or at email address info@gretexindustries.com quoting full details of Folio No./DP, Client ID and name of first/sole holder.
8. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
9. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
10. Copy of relevant documents referred to in this notice are open for inspection at the registered office of the Company on all working days, except holidays between 11:00 A.M. to 2:00 P.M. up to the date of declaration of the results of postal ballot.
11. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting. Members are requested to intimate change in their address if any immediately to Bigshare Services Private Limited, the Company’s Registrar and Share Transfer Agents, at their office.
12. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self-attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
13. Members/Proxies are requested to bring their Attendance Slip for attending the meeting and bring their copy of Annual Report in the meeting.
14. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

15. For members who have not registered their e-mail address, physical copies of the Notice of the Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of Annual General Meeting and Annual report for 2019-2020 will be available on Company's website www.gretexindustries.com for their download.
16. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the Company electronically.
17. At present the Company's equity shares are listed on the stock exchange at NSE EMERGE and listing fees for the current financial year 2019-2020 have been paid to the aforesaid Stock Exchange. Members are informed that the scripts of the Company have been activated both in Central Depositories Services Limited (CDSL) and in National Securities & Depository Limited (NSDL) and may be dematerialized under the ISIN-INE985P01012. The custodian fees for the current financial year 2019-2020 have been paid to all the aforesaid Depositories.
18. For any assistance or information about shares etc. members may contact the Company.
19. Mrs. Namita Agarwal, Practicing Company Secretary, (C.P No. 14563) has been appointed as the Scrutinizer for conducting the Postal Ballot Process at the Annual General Meeting in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and in presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
20. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gretexindustries.com. The same will be communicated to the stock exchanges where the Company shares are listed viz. Emerge Platform of The National Stock Exchange of India Limited.

GRETEX INDUSTRIES LIMITED
CIN: L17296WB2009PLC136911

Regd. Office: 90, Phears Lane, 5th Floor, Kolkata– 700012, West Bengal, India

11th ANNUAL GENERAL MEETING

ATTENDANCE SLIP

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

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

*Applicable for shares held in electronic form

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

I/we hereby record my/our presence at the 11th Annual General Meeting of the Company being held on Tuesday, September 29, 2020 at 4:00 p.m., at 90, Phears Lane, 5th Floor, Kolkata– 700012, West Bengal, India.

Please (√) in the box

MEMBER PROXY

Signature of Shareholder / Proxy

Form No. MGT-11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L17296WB2009PLC136911

Name of the Company: Gretex Industries Limited

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

Name of the member(s)	
Registered address:	
E-mail Id:	
Folio No. / Client Id	
DP ID:	

I/We, being the member(s) of shares of the above-named Company, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him/her

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him/her

3. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Company, to be held on Tuesday, September 29, 2020 at 4:00 p.m., at 90, Phears Lane, 5th Floor, Kolkata– 700012, West Bengal, India and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Description of Resolutions:
1.	To adopt the Annual Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the Report thereon.
2.	To Appoint of director in place of those retiring by rotation.
3.	To Reappoint M/s Gupta Agarwal and Associates, Chartered Accountants (Firm Registration No.: 329001E) as the Statutory Auditor of the Company
4.	To Regularize Appointment of Additional Independent Director, Ms. Sujata Pulinja Rao (DIN: 08816283) as Independent Director

Signed this day of 2020

Affix Revenue Stamp

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. Any alteration or correction made to this Proxy form must be initialled by the signatory / signatories.

Form No. MGT – 12
POLLING PAPER

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Sr. No	Particulars	Details
1	Name and Registered Address of the Sole/First named Shareholders	
2	Name(s) of the Joint Holder(s), (if any)	
3	Registered Folio Number/DP ID No.* *(Applicable to Investors holding shares in dematerialized Form)	
4	Number of Share(s) held	
I/We hereby exercise my/our votes in respect of the Ordinary Resolutions set out in the Notice dated September 5, 2020 as set out below to be passed by the means of Ballot by giving my/our assent or dissent to the said Resolutions by placing the tick (√) mark at the appropriate boxes below (tick in the both boxes will render the ballot invalid).		

Sr. No.	Description	Type of Resolution	No. of Shares	(FOR) I/We assent to the Resolution	(AGAINST) I/We dissent to the Resolution
1	To adopt the Annual Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the Report thereon.	Ordinary			
2	To Appoint of director in place of those retiring by rotation.	Ordinary			
3	To Reappoint M/s Gupta Agarwal and Associates, Chartered Accountants (Firm Registration No.: 329001E) as the Statutory Auditor of the Company	Ordinary			
4	To Regularize Appointment of Additional Independent Director, Ms. Sujata Piliinja Rao (DIN: 08816283) as Independent Director	Ordinary			

Place:

Date:

(Signature of Shareholder)

GRETEX INDUSTRIES LIMITED

Board of Directors	Mr. Arvind Harlalka, <i>Managing Director & Chairperson</i>
	Mr. Alok Harlalka, <i>Non-Executive Director</i>
	Ms. Sujata Pulinja Rao, <i>Additional Independent Director</i>
	Mrs. Soma Nath, <i>Independent Director</i>
Key Managerial Person	Mr. Pradeep Mertia, <i>Chief Financial Officer</i>
	Ms. Dimple Magharam Slun, <i>Company Secretary & Compliance Officer</i>
Bankers	United Bank of India, <i>Salt Lake Branch</i>
	HDFC Bank Limited, <i>Fort Mumbai Branch</i>
	Tamiland Merchantile Bank, <i>Kolkata Branch</i>
Statutory Auditors	M/s. Gupta Agarwal & Associates
	23, Gangadhar Babu Lane, Imax Lohia Square, 3 rd Floor, Room No.- 3A, Kolkata- 700012, West Bengal, India
	Ph: 8232088288
Registered Office	90, Phears Lane, 5 th Floor, Kolkata– 700012, West Bengal, India
	Ph: 033 4006 9278
	Email: info@gretexindustries.com
	Website: www.gretexindustries.com
	CIN: L17296WB2009PLC136911
Branch Office	Lachit Nagar, S.R.B Road, Guwahati - 781 007, Assam

Contents
Notice of Annual General Meeting
Director's Report
Report on Corporate Governance
Management Discussion & Analysis Report
CFO Certification
Standalone Financials & Auditors' Report
Route Map

DIRECTORS' REPORT

**TO
THE MEMBERS
GRETEX INDUSTRIES LIMITED**

Your Directors have pleasure in presenting their 11th Annual Report together with the Audited Financial Statements of the Company for the Year ended March 31, 2020.

FINANCIAL RESULTS

(Amount in Rs)

Particulars	F.Y.- 2019-2020	F.Y.- 2018-2019
Revenue from Operations	11,14,57,169	14,21,03,728
Other Income	22,35,662	8,19,681
Total Income	11,36,92,831	14,29,23,408
Profit/(Loss) before Depreciation, Interest & Taxation	4,15,479	30,09,085
Less: Interest	4,92,458	11,41,605
Less: Depreciation & Amortization	12,73,065	13,64,900
Profit/(Loss) before taxation	(13,50,045)	5,02,580
Less: Provision for taxation	-	-
Earlier Years tax	-	-
Deferred Tax	50,622	2,85,411
Profit/(Loss) after taxation	(22,92,600)	2,17,169
Balance carried to Balance sheet	(22,92,600)	2,17,169

FINANCIAL AND PERFORMANCE REVIEW

During the financial year 2019-2020 the revenue from operations of your company decreased to Rs. 11,14,57,169 as against Rs. 14,21,03,728 in the previous year.

The Loss of the company for the year under review stood at Rs. 22,92,600 as against the Profit of Rs. 2,17,169 in the previous year. Your Company is confident that with immense support that it is receiving from everyone across the Board and from all its dealers, the revenue will bounce back and the coming year should see it climbing back to consolidate its leadership in the category.

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

The Company has decide to close down one of its factory unit w.e.f. April 1, 2020.

The Company has filed an application with the National Stock Exchange of India Limited for Amalgamation with Apsara Selections Limited and Sankhu Merchandise Limited. The Application is yet to receive No Objection Certificate from the National Stock Exchange of India Limited.

GENERAL RESERVE

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

DIVIDEND

During the year under review, the board of directors do not recommend any dividend in order to strengthen the net worth of the Company by retaining the available surplus for the year ending March 31, 2020.

CHANGES IN THE NATURE OF BUSINESS

There has been no Change in the nature of the business of your Company during the financial year ended March 31, 2020.

DEPOSITS FROM PUBLIC

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

DIRECTORS AND KEY MANAGERIAL PERSONNELS

Mr. Arvind Harlalka, Managing Director of the Company will retire by rotation at the forth-coming Annual General Meeting and being eligible offered himself for re-appointment. The Board recommends his re-appointment.

Mr. Rahul Kumar resigned from the directorship of the Company w.e.f. August 6, 2020 and Ms. Sujata Pulinja Rao was appointed as Additional Independent Director the Company w.e.f. August 6, 2020

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

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

BOARD EVALUATION

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

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

The Board was of the view that the performance of the Board as a whole was adequate and fulfilled the parameters stipulated in the evaluation framework in its pro-growth activity. The Board also ensured that the Committee functioned adequately and independently in terms of the requirements of the Companies Act, 2013.

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

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

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

NUMBER OF MEETINGS OF THE BOARD

The Board met Eight (8) times during the financial year ended March 31, 2020, the details of which are given in the Corporate Governance Report, forming part of this report. The maximum interval between any two meetings did not exceed 120 days, as prescribed under Section 173 of the Companies Act, 2013.

SEPARATE MEETING OF INDEPENDENT DIRECTOR

In terms of requirement of Schedule IV of the Companies Act, 2013, Independent Director had a separate meeting on November 14, 2019 without the attendance of Non-Independent Director and Members of management. All the Independent Directors were present at the said meeting. The activities prescribed in paragraph VII of Schedule IV to the Act were carried out at the said meeting.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The particulars of loans, guarantees or investments made under Section 186 of the Companies Act, 2013 are furnished in the notes to the Financial Statements for the year ended March 31, 2020.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

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

Further the members may note that the Company has not entered into the following kinds of related party transactions:

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

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

No material changes and commitments affecting financial position of the Company between March 31, 2020 and the date of Board's Report has taken place.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

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

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

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

FOREIGN EXCHANGE EARNINGS AND OUT-GO

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

DIRECTORS' REMUNERATION POLICY AND CRITERIA FOR MATTERS UNDER SECTION 178

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

DIRECTOR'S RESPONSIBILITY STATEMENT

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

- a) That in the preparation of the annual accounts for the financial year ended March 31, 2020, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) That the Directors have prepared the annual accounts on a going concern basis.
- e) That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) That the Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

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

VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

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

RISK MANAGEMENT

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

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

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

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

AUDITORS

The Company's Auditors, M/s. Gupta Agarwal & Associates, Chartered Accountants, who were appointed with your approval at the 7th Annual General Meeting for a period of five years, will complete their present term on conclusion of the ensuing 11th Annual General Meeting of the Company.

The Board, on the recommendation of the Audit Committee, recommended for the approval of the Members, the appointment of M/s. Gupta Agarwal & Associates, Chartered Accountants, as the Auditors of the Company for a period of five years from the conclusion of the ensuing 11th Annual General Meeting till the conclusion of the 16th Annual General Meeting. On the recommendation of the Audit Committee, the Board also recommended for the approval of the Members. Appropriate resolution seeking your approval to the appointment and remuneration of M/s. Gupta Agarwal & Associates as the Statutory Auditors is appearing in the Notice convening the 11th Annual General Meeting of the Company

AUDITOR'S REPORT

The Auditors' Report issued by Gupta Agarwal & Associates, on the Financial Statements for the year ended March 31, 2020 does not contain any disqualification or adverse remark which requires clarification.

SECRETARIAL AUDIT

In terms of Section 204 of the Companies Act, 2013 and Rules made there under, Mrs. Namita Agarwal (Formerly Ms. Nomita Verma), Practicing Company Secretary was appointed as Secretarial Auditor of the Company for the financial year 2019-2020 and 2020-2021. The Secretarial Audit report is annexed herewith as "*Annexure I*".

COST AUDIT

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

EXTRACT OF ANNUAL RETURN

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

ENVIRONMENT AND SAFETY

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

PARTICULARS OF EMPLOYEES

As required under the provisions of Companies Act, 2013 and Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there are no employee falling under the above category, thus no information is required to be given in the report.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

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

DISCLOSURE ON POLICY ON PREVENTION OF SEXUAL HARASSMENT OF WOMEN

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

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

AUDIT COMMITTEE, STAKEHOLDERS RELATIONSHIP COMMITTEE AND NOMINATION AND REMUNERATION COMMITTEE

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

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

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

INVESTOR RELATIONS

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

ACKNOWLEDGEMENT

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

Registered Office:

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

Place: Kolkata

Date: July 30, 2020

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

Sd/-

**Arvind Harlalka
Managing Director
DIN: 00494136**

ANNEXURE I TO DIRECTORS' REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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

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

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 complied with the statutory provisions listed hereunder and also that the Company has maintained proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of the following, in so far as they are applicable to the Company:

- i. The Companies Act, 2013 ('the Act') and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - ***Not applicable to the Company during the period of audit.***
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), to the extent applicable:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;- ***Not applicable to the Company during the period of audit;***
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

vi. I further report that after considering the compliance system prevailing in the Company, and after carrying out test checks of the relevant records and documents maintained by the Company, it has complied with the following laws that are applicable specifically to the Company:

- 1) **The Information Technology Act, 2000**
- 2) **The Environment Protection Act, 1986**
- 3) **The Trade Marks Act, 1999**
- 4) **The Factories Act, 1948**
- 5) **Income Tax Act, 1961**

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

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

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

I further report that:

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

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

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

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

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

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

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

Place: Kolkata
Date: September 5, 2020

Annexure A

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

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

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

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

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

Place: Kolkata
Date: September 5, 2020

Sub-total (B)(2)	19,80,000	Nil	19,80,000	47.02	19,80,000	Nil	19,80,000	47.02	Nil
Total Public Shareholding (B)=(B)(1)+(B)(2)	19,80,000	Nil	19,80,000	47.02	19,80,000	Nil	19,80,000	47.02	Nil
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	42,11,600	Nil	42,11,600	100	42,11,600	Nil	42,11,600	100	Nil

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Mr. Arvind Harlalka	53,400	1.27	--	53,400	1.27	--	--
2	Sumit Harlalka	53,400	1.27	--	53,400	1.27	--	--
3	Arvind Harlalka HUF	2,76,000	6.55	--	2,76,000	6.55	--	--
4	Sumit Harlalka HUF	1,00,000	2.37	--	1,00,000	2.37	--	--
5	Ambuja Technologies Private Limited	5,27,000	12.51	--	5,27,000	12.51	--	--
6	Ambition Tie Up Private Limited	3,48,000	8.26	--	3,48,000	8.26	--	--
7	Bonanza Agency Private Limited	3,24,700	7.71	--	3,24,700	7.71	--	--
8	Talent Investment Co Private Limited	5,49,100	13.04	--	5,49,100	13.04	--	--
	Total	22,31,600	52.98	--	22,31,600	52.98	--	--

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Mr. Arvind Harlalka	53,400	1.27	-	-
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	There is no change in holding during the year			
At the end of the year			53,400	1.27
Mr. Sumit Harlalka	53,400	1.27		
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	There is no change in holding during the year			
At the end of the year			53,400	1.27
Arvind Harlalka HUF	2,76,000	6.55		
Date wise Increase / Decrease in Promoters				

Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	There is no change in holding during the year			
At the end of the year			2,76,000	6.55
Sumit Harlalka HUF	1,00,000	2.37		
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	There is no change in holding during the year			
At the end of the year			1,00,000	2.37
Ambuja Technologies Private Limited	5,27,000	12.51		
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	There is no change in holding during the year			
At the end of the year			5,27,000	12.51
Ambition Tie Up Private Limited	3,48,000	8.26		
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	There is no change in holding during the year			
At the end of the year			3,48,000	8.26
Bonanza Agency Private Limited	3,24,700	7.71		
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	There is no change in holding during the year			
At the end of the year			3,24,700	7.71
Talent Investment Co Private Limited	5,49,100	13.04		
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	There is no change in holding during the year			
At the end of the year			5,49,100	13.04

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Affordable Agro Agencies Private Limited				
At the beginning of the year	2,52,000	5.98		
Increase or Decrease during the year	There is an increase in shareholding due to purchase of shares during the year			
At the end of the year			5,28,000	12.54
Mr. Navin Kumar Gupta				
At the beginning of the year	2,70,000	6.41		
Increase or Decrease during the year	No Change in shareholding during the year			
At the end of the year			2,70,000	6.41
Mr. Shyamal Sardar				
At the beginning of the year	1,20,000	2.85		
Increase or Decrease during the year	There is an increase in shareholding due to purchase of shares during the year			

At the end of the year			2,34,000	5.56
Lively Equipments Suppliers Private Limited				
At the beginning of the year	-	-		
Increase or Decrease during the year	There is an increase in shareholding due to purchase of shares during the year			
At the end of the year			2,10,000	4.99
Salvation Developers Limited				
At the beginning of the year	6,00,000	14.25		
Increase or Decrease during the year	There is an decrease in shareholding due to sale of shares during the year			
At the end of the year			1,92,000	4.56
Pantomath Stock Brokers Private Limited				
At the beginning of the year	1,14,000	2.71		
Increase or Decrease during the year	There is an increase in shareholding due to purchase of shares during the year			
At the end of the year			1,26,000	2.99
Ms. Ruchi Gupta				
At the beginning of the year	60,000	1.42		
Increase or Decrease during the year	No Change in shareholding during the year			
At the end of the year			60,000	1.42
SSJ Finance & Securities Private Limited				
At the beginning of the year	42,000	1.00		
Increase or Decrease during the year	No Change in shareholding during the year			
At the end of the year			42,000	1.00
Resonate Commercial Private Limited				
At the beginning of the year	36,000	0.85		
Increase or Decrease during the year	No Change in shareholding during the year			
At the end of the year			36,000	0.85
Jai Hanuman Business Private Limited				
At the beginning of the year	30,000	0.71		
Increase or Decrease during the year	No Change in shareholding during the year			
At the end of the year			30,000	0.71

(v) Shareholding of Directors and Key Managerial Personnel:

Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Mr. Arvind Harlalka				
At the beginning of the year	53,400	1.27		
Date wise Increase (+)/ Decrease (-) with reasons, during the year	There is no change in holding during the year			
At the end of the year			53,400	1.27

INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	54,45,608	34,15,584	—	88,61,192

ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	54,45,608	34,15,584	—	88,61,192
Change in Indebtedness during the financial year	—	—	—	—
Addition				
Reduction	(40,43,395)	34,15,584	—	34,15,584
Net Change Indebtedness	(40,43,395)	(34,15,584)	—	(34,15,584)
At the end of the financial year				
i) Principal Amount	14,02,213	—	—	14,02,213
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	14,02,213	—	—	14,02,213

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in Rs.)

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

B. Remuneration to other Directors:

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Alok Harlalka	Mrs. Soma Nath	Mr. Rahul Kumar*	Ms. Sujata Piliija Rao*	
1	Independent Directors Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil	Nil
2	Other Non-Executive					
	Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	Nil

	Commission	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as per	N.A.				

*Mr. Rahul Kumar resigned from the directorship of the Company w.e.f. August 6, 2020 and Ms. Sujata Pulinja Rao was appointed as Additional Independent Director the Company w.e.f. August 6, 2020

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

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Mr. Pradeep Mertia (Chief Financial Officer)	Ms. Dipika Singhania# (Company Secretary)	Ms. Dimple Magharam Slun # (Company Secretary)	
1	Gross salary	9,48,404	5,21,606	Nil	14,70,010
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act,	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total (C)	9,48,404	5,21,606	Nil	14,70,010

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

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

(Amount in Rs.)

Type	Section of the Companies Act	Brief Description	Details of Penalty/punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL

C. OTHER OFFICERS IN DEFAULT

Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

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

Place: Kolkata
Date: July 30, 2020

By Order of the Board of Directors
For Gretex Industries Limited

Sd/-
Arvind Harlalka
Managing Director
DIN: 00494136

ANNEXURE III TO DIRECTORS' REPORT
REPORT ON CORPORATE GOVERNANCE

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

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

COMPANY' PHILOSOPHY ON CORPORATE GOVERNANCE

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

BOARD OF DIRECTORS

Composition, Category of Directors and their other Directorship as on March 31, 2020

Name of the Director	Category of Directorship	No. of Directorship in other Public & Private Limited Companies
Mr. Arvind Harlalka	Executive (Non-Independent Director)	5
Mr. Alok Harlalka	Non-Executive (Non - Independent Director)	7
Mrs. Soma Nath	Non-Executive (Independent Director)	Nil
Mr. Rahul Kumar*	Non-Executive (Independent Director)	Nil
Ms. Sujata Piliñja Rao*	Non-Executive (Additional Independent Director)	Nil

*Mr. Rahul Kumar resigned from the directorship of the Company w.e.f. August 6, 2020 and Ms. Sujata Piliñja Rao was appointed as Additional Independent Director the Company w.e.f. August 6, 2020

Number of Board Meetings

During the financial year ended March 31, 2020, Eight Board Meetings were held i.e. on May 30, 2019, June 17, 2019, July 22, 2019, September 2, 2019, September 16, 2019, November 14, 2019, January 21, 2020 and March 17, 2020. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 i.e. not more than 120 days from the previous meeting.

Separate Meeting of Independent Directors

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on November 14, 2019 to review the performance of Non-Independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

Directors' Attendance Record

The last Annual General Meeting was held on September 27, 2019. The attendance record of the Directors at the Board Meetings during the year ended on March 31, 2020, and at the last Annual General Meeting is as under

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

*Mr. Rahul Kumar resigned from the directorship of the Company w.e.f. August 6, 2020 and Ms. Sujata Pulinja Rao was appointed as Additional Independent Director the Company w.e.f. August 6, 2020

Evaluation of the Board's Performance

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

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

Prevention of Insider Trading Code

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

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

COMMITTEES OF THE BOARD

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

AUDIT COMMITTEE

Terms of Reference

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

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

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

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

Composition and Meetings of Audit Committee

The Audit Committee consists of two Independent Directors at present, all members of the Audit Committee are financially literate and they have accounting or related financial management expertise. The Audit Committee met 5 times during the financial year ended March 31, 2020. The attendance record of the members at the meeting was as follows:

Sr. No.	Name	Designation	Category	No of Meeting held	No of Meeting attended
1	Mrs. Soma Nath	Chairman	Independent/Non-Executive	5	5
2.	Ms. Sujata Pulinja Rao*	Member	Independent/Non-Executive	N.A.	N.A.
3.	Mr. Arvind Harlalka	Member	Non-Independent/Executive	5	5
4.	Ms. Dimple Magharam Slun#	Secretary	Company Secretary	N.A.	N.A.
5.	Ms. Dipika Singhania#	Secretary	Company Secretary	5	5
6.	Mr. Rahul Kumar*	Chairman	Independent/Non-Executive	5	5

*Mr. Rahul Kumar resigned from the directorship of the Company w.e.f. August 6, 2020 and Ms. Sujata Pulinja Rao was appointed as Additional Independent Director the Company w.e.f. August 6, 2020 and hence the Company reconstituted the Committees w.e.f. August 6, 2020

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

NOMINATION & REMUNERATION COMMITTEE

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

Terms of Reference

The Committee is empowered: -

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

Composition of the Nomination & Remuneration Committee

SL. No.	Name	Designation	Category
1	Mrs. Soma Nath	Chairman	Independent/Non-Executive
2.	Ms. Sujata Piliņa Rao*	Member	Independent/Non-Executive
3.	Mr. Alok Harlalka	Member	Non-Independent/Non-Executive
4.	Mr. Rahul Kumar*	Chairman	Independent/Non-Executive

*Mr. Rahul Kumar resigned from the directorship of the Company w.e.f. August 6, 2020 and Ms. Sujata Piliņa Rao was appointed as Additional Independent Director of the Company w.e.f. August 6, 2020 and hence the Company reconstituted the Committees w.e.f. August 6, 2020

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

Policy for selection and appointment of Directors and their Remuneration

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

Criteria of selection of Non-Executive Directors

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

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

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

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

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

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

Remuneration Policy

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

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

CEO/Managing Director/CFO – Criteria for selection / appointment

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

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

Remuneration for the CEO/Managing Director/CFO

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

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

Remuneration Policy for the Senior Management Employees

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

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

STAKEHOLDERS RELATIONSHIP COMMITTEE

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

Terms of Reference

The terms of reference of the Committee includes the following:

1. To review all complaint recorded in Scores of SEBI and replies made to the same by RTA/Company Secretary.

2. To receive report on all complaints recorded in SCORES of the Registrar and Share Transfer Agent and note the corrective actions taken by the Registrars.
3. To take action of all grievances and complaints lodged by the stock exchange, shareholders associations and other bodies.
4. To review grievances of other stakeholders of the Company given in their individual capacity.
5. Overview activities relating to share maintenance and related work.

Composition of Stakeholder's Relationship Committee

Sl. No.	Name	Designation	Category
1.	Mrs. Soma Nath	Chairman	Non- Executive Director
2.	Ms. Sujata Pulinja Rao*	Member	Non- Executive Director
3.	Mr. Arvind Harlalka#	Member	Executive Director
4.	Mr. Rahul Kumar*	Chairman	Non- Executive Director
5.	Mr. Alok Harlalka@	Member	Non- Executive Director

*Mr. Rahul Kumar resigned from the directorship of the Company w.e.f. August 6, 2020 and Ms. Sujata Pulinja Rao was appointed as Additional Independent Director the Company w.e.f. August 6, 2020 and hence the Company reconstituted the Committees w.e.f. August 6, 2020

#Inducted as Member w.e.f. August 6, 2020

@Removed from the Membership in the Committee w.e.f. August 6, 2020

GENERAL BODY MEETINGS

Annual General Meetings

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

Financial Year	Date & Time	Venue
2018-2019	September 27, 2019, at 11:00 A.M.	90, Phears Lane, 5 th Floor, Kolkata- 700012, West Bengal, India.
2017-2018	September 29, 2018, at 11:30 A.M.	90, Phears Lane, 5 th Floor, Kolkata- 700012, West Bengal, India.
2016-2017	September 26, 2017, at 1:00 P.M.	90, Phears Lane, 5 th Floor, Kolkata- 700012, West Bengal, India.

DISCLOSURE

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

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

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

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

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

During the year ended March 31, 2020 the Company does not have any material listed/unlisted subsidiary companies as defined in SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

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

CEO/CFO CERTIFICATION

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

MEANS OF COMMUNICATION

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

GENERAL'S SHAREHOLDERS INFORMATION

Annual General Meeting:

Day & Date: Tuesday, September 29, 2020

Time: 4:00 p.m.

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

Financial Calendar

Financial reporting for the 1 st Half Year End	November 11, 2019
Audited yearly Results for the year ending March 31, 2020	July 6, 2020

Book Closure

The Register of Members and Transfer Books of the Company will remain closed from Tuesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive).

Listing in stock exchanges and stock codes

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

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

The ISIN number for the Company equity share: INE985P01012

CIN: L17296WB2009PLC136911

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

Listing Fees to the Stock Exchange

The Company has paid listing fees up to March 31, 2020 to NSE Limited (NSE), where the Company's shares are listed.

E-Voting

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

Share Transfers Agent

Bigshare Services Private Limited

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

Share Transfer System

None of the shares are held in physical form.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary during the Financial Year ended March 31, 2020.

DEMATERLISATION OF SHARES AND LIQUIDITY

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

DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2020

Shareholding of Nominal value (In Rs)	Number of Shareholder	Number of Shares	% of no. of shares	Share Amount	% of Shareholding
Upto 5000	-	-	-	-	-
5001-10000	-	-	-	-	-
10001-20000	-	-	-	-	-
20001-30000	-	-	-	-	-
30001-40000	-	-	-	-	-
40001-50000	-	-	-	-	-
50001-100000	22	132000	3.13	1320000	3.13
100001 and above	25	4079600	96.87	40796000	96.87
Total	47	4211600	100	42116000	100

MARKET PRICE DATA

Monthly high and low of the equity shares of the Company trading volume are as follows from April 1, 2019 to March 31, 2020

S. No.	Month	High Price	Low Price	Volume
1	April, 2019	6.00	6.00	6,000
2	May, 2019	5.70	5.70	6,000
3	June, 2019	-	-	-
4	July, 2019	5.45	5.20	6,000
5	August, 2019	-	-	-
6	September, 2019	-	-	-
7	October, 2019	-	-	-
8	November, 2019	-	-	-
9	December, 2019	-	-	-
10	January, 2020	-	-	-
11	February, 2020	-	-	-
12	March, 2020	-	-	-

REPORT ON CORPORATE GOVERNANCE

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

Registered Office:

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

Place: Kolkata

Date: July 30, 2020

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

Sd/-

**Arvind Harlalka
Managing Director
DIN: 00494136**

MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

Overview of Indian Economy

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships.

India's GDP is estimated to have increased 7.2 per cent in 2017-18 and 7 per cent in 2018-19. India has retained its position as the third largest startup base in the world with over 4,750 technology start-ups.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves were US\$ 405.64 billion in the week up to March 15, 2019, according to data from the RBI.

Entertainment Industry Overview

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenues. The industry has been largely driven by increasing digitisation and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people

India's advertisement market is projected to grow 10.62 per cent y-o-y to Rs 85,250 crore (US\$ 12.06 billion) till 2021. India's advertisement spending touched Rs 67,603 crore (US\$ 9.67 billion) in 2019, up 11 per cent y-o-y. Digital advertising has emerged as the third largest advertising medium in India. It generated revenue worth Rs 15,467 crore (US\$ 2.21 billion) in 2019. Digital will contribute 29 per cent of the ad market size by 2021.

The media and entertainment industry will grow at a CAGR of 13.5 per cent during FY19-FY24. It is expected to reach around Rs 3.1 lakh crore (US\$ 43.93 million) by 2024.

Textile Industry Overview

India is the world's second largest exporter of textiles and clothing. Increased penetration of organised retail, favourable demographics, and rising income level are likely to drive demand for textiles. Cloth production stood at 63.34 billion square meters in FY20 (till January 2020). The textile industry has around 4.5 crore workers including 35.22 lakh handloom workers all over the country. In FY19, growth in private consumption was expected to create strong domestic demand for textiles. Growth in demand is expected to continue at 12 per cent CAGR to reach US\$ 220 billion by 2025.

The Indian textiles industry is extremely varied, with the hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

India is the world's second largest exporter of textiles and clothing. Increased penetration of organised retail, favourable demographics, and rising income level are likely to drive demand for textiles. Cloth production stood at 63.34 billion square meters in FY20 (till January 2020).

India's textiles and apparel export is expected to increase to US\$ 82.00 billion by 2021 from US\$ 22.95 billion in FY20 (till November 2019).

The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under the automatic route.

Business Overview

Our Company was incorporated in the year 2009. Our business from operations started by manufacturing of fabric and hosiery garments like thermal innerwear and leggings in the year 2013-14. We started taking job work assignments for knitting for Rupa & Company Limited and gradually for others. Further we also started production under our brand “Lekme” besides undertaking job work assignments. We manufacture thermal innerwear and leggings under our own brand name of “Lekme”. Our product range includes production of fabric by using Interlock, Rib, Reversible, Fleece, Polyfill techniques. We also manufacture Sinker using Lycra yarns.

Our manufacturing facility is situated at Jalan Industrial Complex in Domjur Area in the district of Howrah, which is one of the oldest Industrial Complex nearby Kolkata. It is situated on the Kolkata – Mumbai Highway and is at a distance of 15 Km from Howrah.

In the financial year 2017-2018 your company has entered into the business agreements with two of the companies, namely Yamaha Music India Private Limited and Music Ville Private Limited who are the importers of Yamaha Musical Instruments and D’Addario accessories for the musical instruments including its sub-brands respectively for the whole of West Bengal and North East India. Our performance is highly correlated to general economic conditions in India, which are in turn influenced by global economic factors. Any event or trend resulting in a deterioration in whole or in part of the Indian or global economy may directly or indirectly affect our performance, including the quality and growth of our assets. Any volatility in global commodity prices could adversely affect our results of operations.

Your company entered in the business of crockery and home décor items under the brand name red-butler on a trial basis in the current financial year.

Financial Performance

During the fiscal 2019-2020, the Revenue from Operations generated by the Company was Rs. 11,14,57,169/- and during the previous year it was Rs. 14,21,03,728/-. There is a decrease of 21.57% in the revenue of the company compare to the previous year. Profit/(Loss) after tax for the fiscal year 2019-2020 was Rs. (22,92,600)/- as compared to the previous year's Rs. 2,17,169/-, hopefully your company will achieve greater heights in future with diversification into new product lines..

Basic Earnings per share for fiscal 2020 was Rs. (0.54).

Opportunities and Threat

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

Risks and Concerns

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

Internal Control System & Adequacy

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

Material Development in Human Resources

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

Disclosures

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

CFO CERTIFICATION

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

- a) He has reviewed the financial statements and the cash flow statement of Gretex Industries Limited for the Financial Year ended March 31, 2020 and to the best of his Knowledge and belief:
 1. These statements do not contain any materially untrue statements or omit any material facts or contain statements that might be misleading;
 2. These statements Present a true and fair view of the Company's affairs and follow current accounting standards, applicable laws and regulations.
- b) There are, to the best of his knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violation of the Company's Code of Conduct.
- c) He accepts responsibility for establishing and maintaining internal controls for financial reporting. He has evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and he has disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which he was aware and steps taken and/or proposed to be taken to rectify these deficiencies.
- d) He has also indicated to the Auditors and the Audit Committee:
 1. Significant changes, if any, in the Internal Controls over financial reporting during the year.
 2. Significant changes, if any, in accounting policies made during the Year and that the same have been disclosed in the notes to the financial statements; and
 3. Instances of significant fraud of which he has become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: July 6, 2020

Place: Kolkata

INDEPENDENT AUDITOR'S REPORT

To the Members of
M/s GRETEX INDUSTRIES LIMITED

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **GRETEX INDUSTRIES LIMITED** ('the Company'), which comprise the balance sheet as at March 31, 2020, the statement of profit and loss and the statement of Cash Flows for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'standalone financial statements').

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2020, the profit and total income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

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

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

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

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

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

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rule issued thereunder;
 - e) on the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "ANNEXURE - A";
 - g) with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:
 - h) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
 - i) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company did not have any pending litigations in its financial statements.
 - ii. The Company did not have any long-term contract including derivative contract which may lead to any foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "ANNEXURE – B" a statement on the matters specified in the Order, to the extent applicable.

For Gupta Agarwal & Associates
Chartered Accountants
FRN No.: 329001E

Sd/-
Jay Shanker Gupta
Partner
Membership No.: 059535

Date: July 6, 2020
Place: Kolkata

“Annexure A” to the Independent Auditor’s Report

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

We have audited the internal financial controls over financial reporting of **GRETEX INDUSTRIES LIMITED** (“the Company”) as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITORS’ RESPONSIBILITY

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

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

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

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Gupta Agarwal & Associates
Chartered Accountants
FRN No.: 329001E

Sd/-
Jay Shanker Gupta
Partner
Membership No.: 059535

Date: July 6, 2020
Place: Kolkata

“Annexure B” to the Independent Auditor’s Report

AUDITORS REPORT AS PER THE COMPANIES (AUDITOR’S REPORT) ORDER 2016 ON THE STANDALONE FINANCIAL STATEMENTS:

1. PROPERTY, PLANT & EQUIPMENT [Clause 3(i)]

- a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) These fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;
- c) The title deeds of immovable properties are held in the name of the company.

2. INVENTORY [Clause 3(ii)]

The physical verification of the inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed and they have been properly dealt with in the books of account.

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

The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.

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

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

5. DEPOSITS [Clause 3(v)]

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

6. COST RECORDS [Clause 3(vi)]

In our opinion and according to information and explanation given to us, the Company does not manufacturing any goods and the provision related to maintenance of cost records by the Company under Section 148(1) of Companies Act, 2013 for any of its products as prescribed by Central Government, are not applicable.

7. STATUTORY DUES [Clause 3(vii)]

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

- a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, customs duty, cess and any other statutory dues have been regularly paid to the appropriate authorities.
- b) According to the information and explanations given to us there are no dues of provident fund, employees' state insurance, income tax, goods and service tax, customs duty, cess and any other statutory dues which have not been deposited on account of any dispute.

8. REPAYMENT DUES [Clause 3(viii)]

In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of dues to the bank or financial institutions during the year.

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

In our opinion and according to information and explanations given to us, the Company has not raised any

money by way of initial public offer or further public offer (including debt instruments) and term loans.

10. FRAUD [Clause 3(x)]

No fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

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

The managerial remuneration has been paid or provided during the year in accordance with the requisite approvals mandated by the provisions of Section 197 and under other rules to the Companies Act.

12. NIDHI COMPANY [Clause 3(xii)]:

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

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

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

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

During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

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

In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

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

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

**For Gupta Agarwal & Associates
Chartered Accountants
FRN No.: 329001E**

**Sd/-
Jay Shanker Gupta
Partner
Membership No.: 059535**

**Date: July 6, 2020
Place: Kolkata**

PART I - BALANCE SHEET
GRETEX INDUSTRIES LIMITED
(FORMERLY KNOWN AS GRETEX INDUSTRIES PRIVATE LIMITED)
(FORMERLY KNOWN AS HERITAGE BARTER PRIVATE LIMITED)
CIN: L17296WB2009PLC136911
BALANCE SHEET AS AT 31ST MARCH, 2020

(AMOUNT IN RUPEES)

S. N	PARTICULARS	NOTE NO.	FIGURES AS AT THE END OF 31ST MARCH, 2020		FIGURES AS AT THE END OF 31ST MARCH, 2019	
I	EQUITY AND LIABILITIES					
1	SHAREHOLDERS FUNDS					
	(a) SHARE CAPITAL	1		4,21,16,000		4,21,16,000
	(b) RESERVES AND SURPLUS	2		(40,69,250)		(17,76,650)
	TOTAL(1)			3,80,46,750		4,03,39,350
2	NON-CURRENT LIABILITIES					
	(a) LONG TERM BORROWINGS	3		2,47,501		44,78,960
	TOTAL(2)			2,47,501		44,78,960
3	CURRENT LIABILITIES					
	(a) SHORT TERM BORROWINGS	4		2,13,107		39,58,500
	(b) TRADE PAYABLES	5		1,34,88,494		57,10,316
	(c) OTHER CURRENT LIABILITIES	6		10,73,782		8,81,680
	(d) SHORT TERM PROVISIONS	7		-		-
	TOTAL(3)			1,47,75,383		1,05,50,496
	TOTAL(1+2+3)			5,30,69,634		5,53,68,806
II	ASSETS					
1	NON-CURRENT ASSETS					
	(a) FIXED ASSETS	8		78,97,881		1,08,46,078
	(b) LONG TERM LOANS AND ADVANCES	9		1,90,798		2,58,200
	(c) DEFERRED TAX ASSET	10		10,02,599		9,51,977
	TOTAL(1)			90,91,278		1,20,56,255
2	CURRENT ASSETS					
	(a) CURRENT INVESTMENTS	11		-		-
	(b) INVENTORIES	12		1,68,13,334		1,30,78,088
	(c) TRADE RECEIVABLES	13		1,44,15,717		2,32,05,156
	(d) CASH AND CASH EQUIVALENTS	14		62,70,863		29,95,096
	(e) SHORT-TERM LOANS AND ADVANCES	15		64,78,442		40,34,211
	TOTAL(2)			4,39,78,357		4,33,12,551
	TOTAL(1+2)			5,30,69,634		5,53,68,806

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

26

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SIGNED IN TERMS OF OUR SEPARATE
REPORT OF EVEN DATE
For GUPTA AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 329001E

Sd/-
ARVIND HARLALKA
MANAGING DIRECTOR
DIN: 00494136

Sd/-
SOMA NATH
DIRECTOR
DIN: 07544903

Sd/-
DIMPLE MAGHARAM SLUN
COMPANY SECRETARY

Sd/-
PRADEEP MERTIA
CHIEF FINANCIAL OFFICER

Sd/-
(JAY SHANKER GUPTA)
PARTNER
MEMBERSHIP NO.059535

PLACE: KOLKATA
DATED: 6th July, 2020

GRETEX INDUSTRIES LIMITED
(FORMERLY KNOWN AS GRETEX INDUSTRIES PRIVATE LIMITED)
(FORMERLY KNOWN AS HERITAGE BARTER PRIVATE LIMITED)
CIN: L17296WB2009PLC136911
NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2020

(AMOUNT IN RUPEES)

NOTE NO.	S.N	PARTICULARS	FIGURES AS AT THE END OF 31ST MARCH, 2020	FIGURES AS AT THE END OF 31ST MARCH, 2019
1		SHARE CAPITAL		
	A.	AUTHORISED:		
		4500000 (L.Y. 4500000) EQUITY SHARES OF RS.10/- EACH	4,50,00,000	4,50,00,000
	B.	ISSUED, SUBSCRIBED & PAID UP		
		SHARES AT THE BEGINNING OF THE ACCOUNTING PERIOD		
		4211600 (L.Y. 4211600) EQUITY SHARES OF RS.10/- EACH	4,21,16,000	4,21,16,000
		ADDITIONS DURING THE YEAR	-	-
		SHARES AT THE END OF THE ACCOUNTING PERIOD		
		4211600 (L.Y. 4211600) EQUITY SHARES OF RS.10/- EACH	4,21,16,000	4,21,16,000
	C.	Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period		
			31ST MARCH 2020	31ST MARCH 2019
			Nos	Amount
		Shares outstanding at the beginning of the year	42,11,600	4,21,16,000
		Shares issued during the year	-	-
		Shares outstanding at the end of the year	42,11,600	4,21,16,000
	D.	TERMS/ RIGHTS ATTACHED TO EQUITY SHARES		
		The Company has only one class of equity share having par value of Rs 10/- per share . Each holder of Equity share is entitled to one vote per share.		
		In the event of liquidation of the company , the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential		
	E.	Details of shareholders holding more than 5% shares of the Company		
			31ST MARCH 2020	31ST MARCH 2019
		NAME OF THE SHAREHOLDER	Nos	%
		(EQUITY SHARES OF RS 10/ EACH FULLY PAID UP)	Nos	%
		SALVATION DEVELOPERS LIMITED	6,00,000	14.25%
		AFFORDABLE AGRO AGENCIES PRIVATE LIMITED	2,52,000	5.98%
		VIVEK PHUMRA	-	0.00%
		TALENT INVESTMENT COMPANY PRIVATE LIMITED	5,49,100	13.04%
		AMBUJA TECHNOLOGIES PRIVATE LIMITED	5,27,000	12.51%
		AMBITION TIE -UP PRIVATE LIMITED	3,48,000	8.26%
		BONANZA AGENCY PRIVATE LIMITED	3,24,700	7.71%
		ARVIND HARLALKA HUF	2,76,000	6.55%
		NAVIN KUMAR GUPTA	2,70,000	6.41%
		MIKER FINANCIAL CONSULTANTS PRIVATE LIMITED	-	0.00%
			6,06,000	14.39%
			5,49,100	13.04%
			5,27,000	12.51%
			3,48,000	8.26%
			3,24,700	7.71%
			2,76,000	6.55%
			2,70,000	6.41%
			2,58,000	6.13%
		As per records of the Company, including its registers of Shareholders / Members and other declarations received from shareholders regarding beneficial interest, the above		
	F.	SHARES ISSUED OTHER THAN CASH		
		Nil		
	G.	SHARES ISSUED IN CASH		
		Nil		

2 **RESERVE & SURPLUS**

A.	GENERAL RESERVE		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD		
	ADDITIONS DURING THE YEAR		
	AT THE END OF THE ACCOUNTING PERIOD		
B.	SECURITIES PREMIUM ACCOUNT		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	1,00,53,367	1,00,53,367
	ADDITIONS DURING THE YEAR	-	-
	AT THE END OF THE ACCOUNTING PERIOD	1,00,53,367	1,00,53,367
C.	SURPLUS		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	(1,18,30,017)	(1,20,47,186)
	ADJUSTMENT OF DEPRECIATION	-	-
	ADDITIONS DURING THE YEAR	(22,92,600)	2,17,169
	(BALANCE IN STATEMENT OF PROFIT & LOSS A/C)		
	ALLOCATIONS AND APPROPRIATIONS		
	DIVIDEND		
	TAX ON DIVIDEND		
	BONUS SHARES ISSUED		
	TRANSFER TO/FROM RESERVES		
	AT THE END OF THE ACCOUNTING PERIOD	(1,41,22,617)	(1,18,30,017)
	GRAND TOTAL	(40,69,250)	(17,76,650)

GRETEX INDUSTRIES LIMITED
(FORMERLY KNOWN AS GRETEX INDUSTRIES PRIVATE LIMITED)
(FORMERLY KNOWN AS HERITAGE BARTER PRIVATE LIMITED)
CIN: L17296WB2009PLC136911
NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2020

(AMOUNT IN RUPEES)

NOTE NO.	S.N	PARTICULARS	FIGURES AS AT THE END OF 31ST MARCH, 2020	FIGURES AS AT THE END OF 31ST MARCH, 2019
3		LONG TERM BORROWINGS		
		SECURED TERM LOANS		
		FACTORY		
		SECURED LOAN FROM UNITED BANK OF INDIA (SECURED AGAINST HYPOTHECATION & FIRST CHARGE ON THE FIXED ASSETS AT FACTORY PREMISES - JALAN COMPLEX)	-	37,60,656
		UNALLOCABLE		
		BMW INDIA FINANCIAL SERVICES PVT LTD (SECURED AGAINST HYPOTHECATION OF BMW CAR) LESS: CURRENT MATURITIES OF LONG TERM DEBT	7,18,303	11,42,036
			<u>4,70,802</u>	<u>4,23,732</u>
			<u>2,47,501</u>	<u>44,78,960</u>
4		SHORT TERM BORROWINGS		
	A	CASH CREDIT FACILITY		
		FACTORY		
		TAMILNAD MERCHANTILE BANK - OVERDRAFT A/C, KOLKATA BRANCH	-	-
		MUSICAL INSTRUMENTS		
		UNITED BANK OF INDIA - OVERDRAFT A/C, SALT LAKE BRANCH	2,13,107	5,42,916
	B	ADVANCES RECEIVED		
		UNALLOCABLE		
		APSARA SELECTIONS LIMITED	-	34,15,584
			<u>2,13,107</u>	<u>39,58,500</u>
5		TRADE PAYABLES		
		DUE TO MSME		
		DUE TO OTHER THAN MSME		
		FACTORY	29,64,037	36,10,189
		MUSICAL INSTRUMENTS	1,04,94,046	21,00,127
		UNALLOCABLE	30,411	-
		* Balances of Trade Payables are subjected to confirmation	<u>1,34,88,494</u>	<u>57,10,316</u>
6		OTHER CURRENT LIABILITIES		
		FACTORY		
		TDS PAYABLE	-	4,961
		PROFESSIONAL TAX PAYABLE	-	260
		GST PAYABLE	4,932	8,519
		RENT PAYABLE	11,550	-
		WAGES PAYABLE	6,907	-
		MUSICAL INSTRUMENTS		
		GST PAYABLE	0	-
		TDS PAYABLE	27,333	29,747
		PROFESSIONAL TAX PAYABLE	440	760
		SALARY PAYABLE	90,237	1,25,419
		RENT PAYABLE	-	15,000
		ADVANCE FROM CUSTOMERS	63,008	-
		UNALLOCABLE		
		AUDIT FEE PAYABLE	1,05,000	50,000
		TDS PAYABLE	1,51,571	20,410
		CAR RENT PAYABLE	-	70,000
		SALARY PAYABLE	1,41,450	1,26,968
		PROFESSIONAL TAX PAYABLE	550	570
		LIABILITIES FOR EXPENSES	-	5,334
		CURRENT MATURITIES OF LONG TERM DEBT- BMW INDIA FINANCIAL SERVICES PVT LTD (1 YEAR)	4,70,802	4,23,732
			<u>10,73,782</u>	<u>8,81,680</u>
7		SHORT-TERM PROVISIONS		
		PROVISIONS FOR TAXATION	-	-
			<u>-</u>	<u>-</u>
9		LONG TERM LOANS AND ADVANCES		
		(UNSECURED CONSIDERED GOOD UNLESS OTHERWISE STATED)		
	A.	SECURITY DEPOSITS		
		FACTORY		
		DEPOSIT WITH WBSIEDCL	22,000	22,000
		VAT SECURITY DEPOSIT	25,000	25,000
		DEPOSIT WITH ANUP/ANIRUDDH FATEHPURIA FOR FACTORY PREMISES	1,43,798	2,11,200
		UNALLOCABLE		
		1% SECURITY DEPOSIT FOR IPO	-	-
		INTEREST FREE SECURITY DEPOSIT - NSE	-	-
			<u>1,90,798</u>	<u>2,58,200</u>

GRETEX INDUSTRIES LIMITED
(FORMERLY KNOWN AS GRETEX INDUSTRIES PRIVATE LIMITED)
(FORMERLY KNOWN AS HERITAGE BARTER PRIVATE LIMITED)
CIN: L17296WB2009PLC136911
NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2020

NOTE NO.	S.N	PARTICULARS	FIGURES AS AT THE END OF 31ST MARCH, 2020	FIGURES AS AT THE END OF 31ST MARCH, 2019												
10		DEFERRED TAX ASSETS (NET) DEFERRED TAX ASSETS	<u>10,02,599</u> <u>10,02,599</u>	<u>9,51,977</u> <u>9,51,977</u>												
11		CURRENT ASSETS														
	A.	CURRENT INVESTMENTS														
		<u>Valued at cost</u> <u>UNQUOTED</u>														
		TOTAL														
			<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">No. of Shares</th> <th style="text-align: center;">Amount in Rs.</th> <th style="text-align: center;">No. of Shares</th> <th style="text-align: center;">Amount in Rs.</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> </tbody> </table>	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.	-	-	-	-	-	-	-	-	
No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.													
-	-	-	-													
-	-	-	-													
12		INVENTORIES (AS TAKEN, VALUED & CERTIFIED BY THE MANAGEMENT)														
		FACTORY														
		FINISHED GOODS	14,50,345	17,74,275												
		SPARE PARTS	2,50,000	2,50,000												
		MUSICAL INSTRUMENTS														
		FINISHED GOODS	<u>1,51,12,989</u>	<u>1,10,53,813</u>												
			<u>1,68,13,334</u>	<u>1,30,78,088</u>												
13		TRADE RECEIVABLES (UNSECURED CONSIDERED GOOD UNLESS OTHERWISE STATED)														
	A.	DEBTS OUTSTANDING FOR A PERIOD EXCEEDING SIX MONTHS FROM THE DATE THEY ARE DUE														
		FACTORY*	46,09,901	3,79,209												
		MUSICAL INSTRUMENTS *	4,86,669	5,44,681												
	B.	DEBTS OUTSTANDING FOR A PERIOD LESS THAN SIX MONTHS FROM THE DATE THEY ARE DUE														
		FACTORY*	-	1,18,78,923												
		MUSICAL INSTRUMENTS *	93,19,147	1,04,02,344												
		UNALLOCABLE	-	-												
		* Balances of Trade Receivables are subjected to confirmation	<u>1,44,15,717</u>	<u>2,32,05,156</u>												
14		CASH & CASH EQUIVALENTS														
	A.	BALANCE WITH BANKS														
		IN FIXED DEPOSITS														
		FACTORY														
		FIXED DEPOSIT WITH BANK	21,95,153	19,94,451												
		IN CURRENT ACCOUNTS														
		FACTORY														
		UNITED BANK OF INDIA - CURRENT ACCOUNT, SALT LAKE BRANCH	3,823	4,286												
		TAMILNAD MERCHANTILE BANK - OVERDRAFT A/C, KOLKATA BRANCH	305	305												
		MUSICAL INSTRUMENTS														
		HDFC BANK - CURRENT ACCOUNT, MUMBAI FORT BRANCH	30,59,679	5,20,019												
	B.	CASH IN HAND														
		FACTORY	1,07,445	23,752												
		MUSICAL INSTRUMENTS	9,01,441	4,48,544												
		UNALLOCABLE	<u>3,018</u>	<u>3,739</u>												
			<u>62,70,863</u>	<u>29,95,096</u>												
15		SHORT TERM LOANS & ADVANCES (UNSECURED CONSIDERED GOOD UNLESS OTHERWISE STATED)														
	A.	ADVANCES RECOVERABLE IN CASH OR IN KIND FOR THE VALUE TO BE RECEIVED														
		FACTORY	-	3,96,840												
		MUSICAL INSTRUMENTS	1,71,465	12,78,804												
		UNALLOCABLE	49,80,718	10,51,845												
	B.	RECIEVABLE FROM REVENUE AUTHORITIES														
		FACTORY														
		TAX DEDUCTED AT SOURCES	59,812	51,975												
		GST INPUT	-	-												
		MUSICAL INSTRUMENTS														
		TAX DEDUCTED AT SOURCES	11,500	5,500												
		GST INPUT	7,08,554	11,42,444												
		UNALLOCABLE														
		TAX DEDUCTED AT SOURCES	18,239	83,241												
		GST INPUT	98,550	23,562												
	C.	ADVANCE TO SUPPLIERS														
		FACTORY	20,789	-												
		MUSICAL INSTRUMENTS	63,494	-												
		UNALLOCABLE	10,660	-												
	D.	PREPAID EXPENSES														
		FACTORY														
		WIP-EXPENSE FOR NEW GARMENT UNIT	3,34,662	-												
			<u>64,78,442</u>	<u>40,34,211</u>												

PART II - STATEMENT OF PROFIT AND LOSS
GRETEX INDUSTRIES LIMITED
(FORMERLY KNOWN AS GRETEX INDUSTRIES PRIVATE LIMITED)
(FORMERLY KNOWN AS HERITAGE BARTER PRIVATE LIMITED)
CIN: L17296WB2009PLC136911
PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2020

(AMOUNT IN RUPEES)

S. N	PARTICULARS	NOTE NO.	FIGURES AS AT THE END OF 31ST MARCH, 2020	FIGURES AS AT THE END OF 31ST MARCH, 2019
	REVENUE FROM OPERATIONS			
I	REVENUE FROM OPERATIONS	16	11,14,57,169	14,21,03,728
II	OTHER INCOME	17	22,35,662	8,19,681
	TOTAL REVENUE(I+II)		11,36,92,831	14,29,23,409
	EXPENSES:			
III	a COST OF MATERIAL CONSUMED	18	2,86,897	2,75,76,387
	b PURCHASES STOCK IN TRADE	19	10,50,11,390	10,47,94,865
	c CHANGES IN INVENTORIES OF FINISHED GOODS WORK- INPROGRESS AND STOCK-IN-TRADE	20	(37,35,246)	(19,91,893)
	d EMPLOYEE BENEFITS EXPENSES	21	76,23,867	64,18,437
	e FINANCE COSTS	22	5,12,406	11,76,132
	f DEPRECIATION AND AMORTIZATION EXPENSE	23	12,73,065	13,64,900
	g OTHER EXPENSES	24	40,70,497	30,82,001
	TOTAL EXPENSES		11,50,42,876	14,24,20,829
IV	PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III-IV)		(13,50,045)	5,02,580
V	EXCEPTIONAL ITEMS			
VI	PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (V-VI)		(13,50,045)	5,02,580
VII	EXTRAORDINARY ITEMS			
	LOSS ON SALE OF PLANT & MACHINERIES		9,93,177	-
VIII	PROFIT BEFORE TAX (VII-VIII)		(23,43,222)	5,02,580
IX	TAX EXPENSE			
	CURRENT TAX		-	-
	EARLIER YEARS TAX		-	-
	DEFERRED TAX		(50,622)	2,85,411
X	PROFIT(LOSS) FOR THE PERIOD FROM CONTINUING OPERATIONS (VII-VIII)		(22,92,600)	2,17,169
XI	PROFIT(LOSS) FROM DISCONTINUING OPERATIONS			
XII	TAX EXPENSE OF DISCONTINUING OPERATIONS			
XIII	PROFIT(LOSS) FROM DISCONTINUING OPERATIONS (AFTER TAX) (XII-XIII)		-	-
XIV	INCOME TAX FOR EARLIER YEARS			
XV	PROFIT (LOSS) FOR THE PERIOD (XI+XIV)		(22,92,600)	2,17,169
XVI	EARNING PER EQUITY SHARE			
	a BASIC	25	-0.54	0.05
	b DILUTED		-0.54	0.05

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

26

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SIGNED IN TERMS OF OUR SEPARATE
REPORT OF EVEN DATE
For GUPTA AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 329001E

Sd/-
ARVIND HARLALKA
MANAGING DIRECTOR
DIN: 00494136

Sd/-
SOMA NATH
DIRECTOR
DIN: 07544903

Sd/-
(JAY SHANKER GUPTA)
PARTNER
MEMBERSHIP NO.059535

Sd/-
DIMPLE MAGHARAM SLUN
COMPANY SECRETARY

Sd/-
PRADEEP MERTIA
CHIEF FINANCIAL OFFICER

PLACE: KOLKATA
DATED: 6th July, 2020

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

NOTES TO AND FORMING PART OF PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2020

(AMOUNT IN RUPEES)

NOTE NO.	S.N	PARTICULARS	FIGURES AS AT THE END OF 31ST MARCH, 2020	FIGURES AS AT THE END OF 31ST MARCH, 2019
16		<u>REVENUE FROM OPERATIONS</u>		
	A.	<u>KNITTING CHARGES</u>		
		FACTORY	-	13,00,067
	B.	<u>SALES</u>		
		FACTORY	1,77,878	2,85,17,449
		MUSICAL INSTRUMENTS	11,12,79,291	11,22,86,212
			<u>11,14,57,169</u>	<u>14,21,03,728</u>
17		<u>OTHER INCOME</u>		
		<u>MUSICAL INSTRUMENTS</u>		
		DISCOUNT RECEIVED	57,089	32,980
		CARRIAGE	8,000	
		INCENTIVE RECEIVED	18,61,914	
		INVOICE CORRECTION FOR PRICING DIFFERENCE	15,544	
		<u>FACTORY</u>		
		INTEREST ON FIXED DEPOSIT	2,18,117	1,50,398
		CREDITORS WRITTEN OFF	63,551	36,303
			-	-
		<u>UNALLOCABLE</u>		
		CAR RENT RECEIVED	-	6,00,000
		INTEREST RECEIVED ON LOAN	5,129	
		INTEREST ON TDS REFUND	6,318	-
			<u>22,35,662</u>	<u>8,19,681</u>
18		<u>COST OF MATERIAL CONSUMED</u>		
		<u>FACTORY</u>		
		PURCHASES	53,051	1,95,02,040
		POWER & FUEL	29,038	4,98,040
		REPAIRS & MAINTENANCE	6,520	2,74,738
		CONSUMABLE STORES	-	19,600
		FACTORY RENT	1,25,125	3,87,200
		TOOLS & EQUIPMENTS	-	2,07,303
		DYEING CHARGES	(1,04,349)	63,10,258
		HEATING AND RAISING CHARGES	250	-
		KNITTING CHARGES	-	2,46,426
		FRIEGHT CHARGES	32,200	1,20,118
		LOADING & UNLOADING CHARGES	900	10,665
		WAGES	1,44,162	-
			<u>2,86,897</u>	<u>2,75,76,387</u>
19		<u>PURCHASES OF STOCK IN TRADE</u>		
		<u>MUSICAL INSTRUMENTS</u>		
		PURCHASES	10,49,64,594	10,46,42,658
		CARRIAGE INWARD	17,499	43,242
		POST SALES DISCOUNT	29,297	98,285
		TRADE DISCOUNT	-	10,680
			<u>10,50,11,390</u>	<u>10,47,94,865</u>
20		<u>CHANGES OF INVENTORIES OF FINISHED GOODS</u>		
		<u>FACTORY</u>		
		OPENING STOCK OF FINISHED GOODS	17,74,275	30,05,995
		LESS: CLOSING STOCK OF FINISHED GOODS	(14,50,345)	(17,74,275)
			<u>3,23,930</u>	<u>12,31,720</u>
		<u>CHANGES OF INVENTORIES OF STOCK-IN-TRADE</u>		
		<u>MUSICAL INSTRUMENTS</u>		
		OPENING STOCK IN TRADE	1,10,53,813	78,30,200
		LESS: CLOSING STOCK STOCK IN TRADE	(1,51,12,989)	(1,10,53,813)
			<u>(40,59,176)</u>	<u>(32,23,613)</u>
			<u>(37,35,246)</u>	<u>(19,91,893)</u>
21		<u>EMPLOYEE BENEFITS EXPENSE</u>		
		<u>FACTORY</u>		
		SALARIES & BONUS	1,30,342	6,06,407
		STAFF WELFARE EXPENSES	2,660	10,309
		<u>MUSICAL INSTRUMENTS</u>		
		SALARIES & BONUS	27,93,739	23,37,696
		INCENTIVE PAID	10,56,046	2,97,533
		STAFF WELFARE EXPENSES	4,540	24,521
		<u>UNALLOCABLE</u>		
		OFFICE STAFF SALARIES & BONUS	24,36,540	19,41,971
		SALARY TO MANAGING DIRECTOR	12,00,000	12,00,000
			<u>76,23,867</u>	<u>64,18,437</u>

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

NOTES TO AND FORMING PART OF PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2020

(AMOUNT IN RUPEES)

NOTE NO.	S.N	PARTICULARS	FIGURES AS AT THE END OF 31ST MARCH, 2020	FIGURES AS AT THE END OF 31ST MARCH, 2019
22		<u>FINANCIAL COSTS</u>		
		<u>UNALLOCABLE</u>		
		BANK CHARGES	19,948	34,528
		INTEREST PAID		
		- INTEREST ON UBI TERM LOAN	-	7,61,650
		- INTEREST ON BANK OD	2,11,888	2,27,507
		- INTEREST ON CAR LOAN	92,768	1,35,132
		- INTEREST ON UNSECURED LOAN	<u>1,87,803</u>	<u>17,316</u>
			<u>5,12,406</u>	<u>11,76,132</u>
23		<u>DEPRECIATION AND AMORTIZATION EXPENSE</u>		
		DEPRECIATION	<u>12,73,065</u>	<u>13,64,900</u>
			<u>12,73,065</u>	<u>13,64,900</u>
24		<u>OTHER EXPENSES</u>		
		<u>FACTORY</u>		
		BAD DEBTS	2,093	-
		BROKERAGE PAID	14,394	9,537
		CHARITY & DONATION	977	19,738
		COMMISSION PAID	1,585	-
		CONVEYANCE EXPENSES	1,317	9,998
		COURIER EXPENSES	575	1,252
		DISCOUNT ALLOWED	1,00,885	3,517
		GENERAL EXPENSES	3,830	19,287
		INSURANCE EXPENSES	5,728	3,759
		INTEREST & PENATLY ON STATUTORY DUES	-	798
		LEGAL & LICENSE EXPENSES	7,000	1,600
		OFFICE EXPENSES	-	79,864
		PRINTING & STATIONARY	143	2,712
		P TAX ECC	-	5,000
		SERVICE CHARGES	-	11,600
		TELEPHONE EXPENSES	998	2,865
		ROUND OFF	2	-
		TRAVELLING EXPENSES	59,519	-
		PROPERTY REVALUATION CHARGES	5,000	-
		COMPUTER EXPENSES	4,697	-
		<u>MUSICAL INSTRUMENTS</u>		
		ADVERTISEMENT	1,23,489	-
		BAD DEBTS	50,000	-
		CAR RENT PAID	4,20,000	3,85,000
		COMMISSION & BROKERAGE	41,000	-
		CARRIAGE OUTWARD	3,864	58,988
		CONVIENENCE FEE	1,039	3,585
		CONVEYANCE EXPENSES	16,917	29,202
		COURIER EXPENSES	1,44,985	12,707
		DEALER'S MEET EXPENSES	2,81,800	4,21,968
		ELECTRICITY EXPENSES	41,062	-
		FREIGHT CHARGES	55,221	51,064
		LABOUR CHARGES	2,67,030	1,62,859
		OFFICE EXPENSES	62,667	2,35,040
		PRINTING & STATIONARY	12,304	1,631
		GUWAHATI OFFICE RENT	2,37,300	1,83,300
		GENERAL EXPENSES	1,13,317	98,553
		RED BUTLER EXPENSES	14,770	-
		REPAIRS AND MAINTAINANCE	38,000	-
		ROUND OFF	1,741	44
		TELEPHONE EXPENSES	30,099	27,526
		TOOLS & EQUIPMENTS	2,300	1,958
		INTEREST & PENATLY ON STATUTORY DUES	35,050	255
		COMPUTER EXPENSES	1,700	13,320
		TRAVELLING EXPENSES	2,75,467	2,04,685
		SOCIAL MEDIA MANAGEMENT EXPENSES	76,040	-
		PROFESSIONAL FEES	5,000	-
		DISCOUNT ALLOWED	1,913	33,958
		RENT	3,60,000	-
		INSURANCE EXPENSES	11,062	9,758
		PACKING & FORWARDING	1,656	1,012
		<u>UNALLOCABLE</u>		
		ADVERTISEMENT	17,380	26,180
		ANNUAL LISTING FEES	10,000	10,000
		AUDITOR FEES	55,000	50,000
		BAD DEBTS	1,355	-
		CAR EXPENSES	2,54,157	2,12,844
		CAR RENT PAID	-	1,80,000
		CAR INSURANCE	68,212	9,000
		CDSL ANNUAL CUSTODIAL FEES	9,000	11,551
		CERTIFICATION FEES	2,500	-
		COMPUTER EXPENSES	144	-
		COURIER EXPENSES	-	655
		FILING FEES	14,900	3,000
		INSURANCE EXPENSES	-	78,743
		INTEREST & PENATLY ON STATUTORY DUES	1,663	1,171

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

NOTES TO AND FORMING PART OF PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2020

NOTE NO.	S.N	PARTICULARS	(AMOUNT IN RUPEES)	
			FIGURES AS AT THE END OF 31ST MARCH, 2020	FIGURES AS AT THE END OF 31ST MARCH, 2019
		LEGAL & LICENSE EXPENSES	32,050	-
		MARKET MAKING FEES	-	3,00,000
		NSDL CUSTODIAL FEES	-	9,000
		GENERAL EXPENSES	33,740	-
		PRINTING & STATIONARY	1,350	750
		PROFESSIONAL FEES PAID	5,72,000	31,500
		ROUND OFF	0.97	0.38
		RTA FEES	43,100	36,900
		PROFESSIONAL TAX ECC	2,500	-
		TELEPHONE EXPENSES	9,850	12,769
		TRAVELLING EXPENSES INCLUDING FOREIGN TRAVELLING	6,060	-
		WEBSITE EXPENSES	-	-
			<u>40,70,497.11</u>	<u>30,82,001</u>

25 EARNINGS PER SHARE (EPS)

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

Net Profit After Taxation (in Rs.)	(22,92,600)	2,17,169
No. of Equity Shares	42,11,600	42,11,600
Weighted average number of Equity Shares	-	-
Add: Dilutive Potential Equity Shares	-	-
No. of Equity Shares for Dilutive EPS	-	-
Nominal Value of Shares (in Rs.)	10.00	10.00
Basic Earnings Per Share (in Rs.)	-0.54	0.05
Diluted Earnings Per Share (in Rs.)	-0.54	0.05

PART III - STATEMENT OF CASH FLOW
GRETEX INDUSTRIES LIMITED
(FORMERLY KNOWN AS GRETEX INDUSTRIES PRIVATE LIMITED)
(FORMERLY KNOWN AS HERITAGE BARTER PRIVATE LIMITED)
CIN: L17296WB2009PLC136911
CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2020

(AMOUNT IN RUPEES)

PARTICULARS		FIGURES AS AT THE END OF 31ST MARCH, 2020	FIGURES AS AT THE END OF 31ST MARCH, 2019
A	Cash Flow from Operating Activities :		
	Net Profit/(Loss) before tax	(23,43,222)	5,02,580
	Adjustments for:		
	Finance Cost	5,12,406	11,76,132
	Depreciation	12,73,065	13,64,900
	Loss on Sale of Plant & Machineries	9,93,177	-
	Interest Income	2,24,435	(1,50,398)
	Profit on sale of investment		
	Operating Profit before working capital changes	6,59,861	28,93,214
	Increase / (Decrease) in Loans & Advances	(37,45,393)	16,50,675
	Increase / (Decrease) in Trade Payables	77,78,178	44,31,797
	Increase / (Decrease) in Other Current Liabilities	1,92,102	1,88,373
	Increase / (Decrease) in Short Term Provisions	-	-
	(Increase) / Decrease in Inventories	(37,35,246)	(19,91,893)
	(Increase) / Decrease in Trade Receivable	87,89,439	(20,20,206)
	(Increase) / Decrease in Short Term Loans & Advances	(24,44,231)	(19,93,480)
	Operating Profit after working capital changes	74,94,710	31,58,480
	Less: Income Tax Paid	-	-
	Net Cash from/ (used in) Operating Activities	74,94,710	31,58,480
B	Cash Flow from Investing Activities :		
	(Purchase)/ Sale of Fixed Assets	6,81,955	(2,03,173)
	(Purchase)/ Sale of Current Investments	-	22,80,000
	Reduction in value of Current Investments	-	-
	(Increase) / Decrease in Long Term Loans & Advances	67,402	4,29,490
	(Increase) / Decrease in Other Non-current assets	-	-
	Interest Income	(2,24,435)	1,50,398
	Net Cash from/ (used in) Investing Activities	5,24,922	26,56,715
C	Cash Flow from Financing Activities :		
	Increase / (Decrease) in Long Term Borrowings	(42,31,459)	(40,32,262)
	Proceeds from Issue of shares	-	-
	Finance Cost paid	(5,12,406)	(11,76,132)
	Net Cash from/ (used in) Financing Activities	(47,43,865)	(52,08,395)
	Net Increase/ (Decrease) in Cash & Cash Equivalents	32,75,767	6,06,800
	Cash & Cash Equivalents as at the beginning of the year	29,95,095	23,88,295
	Cash & Cash Equivalents as at the end of the year	62,70,863	29,95,095

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For GUPTA AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 329001E

Sd/-
ARVIND HARLALKA
MANAGING DIRECTOR
DIN: 00494136

Sd/-
SOMA NATH
DIRECTOR
DIN: 07544903

Sd/-
DIMPLE MAGHARAM SLUN
COMPANY SECRETARY

Sd/-
PRADEEP MERTIA
CHIEF FINANCIAL OFFICER

Sd/-
(JAY SHANKER GUPTA)
PARTNER
MEMBERSHIP NO.059535

PLACE: KOLKATA
DATED: 6th July, 2020

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

NOTE NO. 8

FIXED ASSETS AND DEPRECIATION FOR THE PERIOD ENDED 31ST MARCH, 2020
(As per Companies Act, 2013)

FIXED ASSETS:-

PARTICULARS	Life	GROSS BLOCK (AT COST)				DEPRECIATION				SALE/ADJ.	NET BLOCK	
		AS AT 01.04.2019 (Rs.)	ADDITION DURING PERIOD (Rs.)	DEDUCTION DURING PERIOD (Rs.)	TOTAL COST 31.03.2020 (Rs.)	UPTO 31.03.2019 (Rs.)	FOR THE PERIOD (Rs.)	ADJUSTMENT DURING PERIOD (Rs.)	TOTAL 31.03.2020 (Rs.)		AS AT 31.03.2020 (Rs.)	AS AT 31.03.2019 (Rs.)
Furniture & Fixtures	10	6,64,823	6,526	-	6,71,349	5,95,089	1,26,329.00	-	7,21,418	-	5,45,020	6,64,823
Plant & Machinaries	15	89,68,404	11,161	16,88,826	72,90,739	42,45,395	7,67,513.00	-	50,12,908	-	65,23,226	89,68,404
Office Equipments	5	50,459	27,858	27,500	50,817	12,715	10,241.00	-	22,956	(4,351)	36,225	50,459
Car	8	11,62,392	-	-	11,62,392	17,83,413	3,68,982.00	-	21,52,395	-	7,93,410	11,62,392
Total		1,08,46,078	45,545	17,16,326	91,75,297	66,36,612	12,73,065	-	79,09,677	(4,351)	78,97,881	1,08,46,078
Previous Year Figures		1,72,72,078	2,03,173		1,74,75,251	52,64,273	13,64,900		66,29,173		1,08,46,078	1,20,07,805

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

NOTES TO AND FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2020

26 **CORPORATE INFORMATION**

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

26.1 **A** **BASIS OF PREPARATION**

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

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

B **Presentation and disclosure of financial statement**

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

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

C **Use of Estimates**

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

D **Property, Plant & Equipment**

(i) **Tangible Assets**

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

(ii) **Depreciation**

Depreciation on Property, Plant and equipment are provided under straight line method as per the useful lives and manner prescribed under schedule II to the Companies Act, 2013. i) Furniture - 10 years, Plant & Machineries - 15 years and Car - 8 years.

(iii) **Intangible Assets**

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

E **Investments**

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

F **Revenue Recognition**

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

G Earning Per Share

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

H Taxes on Income

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Deferred Income taxes reflect the impact of timing differences between taxable income and accounting Income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax

I Provision, Contingent Liabilities and Contingent Assets

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

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

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

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

**SIGNED IN TERMS OF OUR SEPARATE
REPORT OF EVEN DATE.
For GUPTA AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 329001E**

Sd/-
ARVIND HARLALKA
MANAGING DIRECTOR
DIN: 00494136

Sd/-
SOMA NATH
DIRECTOR
DIN: 07544903

Sd/-
DIMPLE MAGHARAM SLUN
COMPANY SECRETARY

Sd/-
PRADEEP MERTIA
CHIEF FINANCIAL OFFICER

Sd/-
(JAY SHANKER GUPTA)
PARTNER
MEMBERSHIP NO.059535

PLACE: KOLKATA
DATED: 6th July, 2020

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

NOTES TO AND FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2020

K **Managerial Remuneration**

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

	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Salary - Arvind Harlalka	12,00,000	12,00,000
Total	<u>12,00,000</u>	<u>12,00,000</u>

L **RELATED PARTY DISCLOSURES**

(a) **List of Related Parties**

Name of related parties with whom transactions have taken place during the year:

- (i) Key Managerial Personnel
- Arvind Harlalka - Managing Director
Alok Harlalka - Director
Dipika Singhania - Company Secretary
Pradeep Mertia - CFO
- (ii) Enterprise where control exists
- Gretext Corporate Services Private Limited
Gretext Share Broking Pvt Ltd (Formerly known as Sherwood Securities Private Limited)
Dynamic Trading Co (Prop Alok Harlalka HUF)
Apsara Selections Limited
- (iii) Relatives of Key Management Personnel
- Anita Harlalka - Wife of Arvind Harlalka
Sumeet Harlalka - Brother of Arvind Harlalka & Alok Harlalka

(b) **Transactions with Related Parties**

Particulars	Related Parties			
	Key Mgm. Personnel and Relative of		Enterprise where control exists	
	For the period ended 31st March, 2020	For the year ended 31st March, 2019	For the period ended 31st March, 2020	For the year ended 31st March, 2019
	(₹)	(₹)	(₹)	(₹)
Loan Taken				
Apsara Selections Limited	-	-	91,00,000.00	70,00,000.00
Loan Repaid				
Apsara Selections Limited	-	-	56,84,416.00	36,00,000.00
Interest on Loan				
Apsara Selections Limited	-	-	-	17,316.00
Advance Taken				
Alok Harlalka	63,436.00	-	47,886.49	
Advance Given/recovered				
Alok Harlalka Dynamic Trading Co.	63,436.00	-	25,500.00	-
Car Rent Received				
Gretext Corporate Services Private Limited	-	-	-	6,00,000.00
Car Rent Paid				
Pradeep Mertia	4,20,000.00	3,85,000.00	-	-
Dynamic Trading Co	-	1,80,000.00	-	-
Salary Paid				
Arvind Harlalka	12,00,000.00	12,00,000.00	-	-
Anita Harlalka	6,00,000.00	6,00,000.00	-	-
Dipika Singhania	5,21,606.00	4,97,958.00	-	-
Pradeep Mertia	9,48,404.00	9,66,964.00	-	-
Reimbursement of Car expenses				
Arvind Harlalka	1,33,666.73	1,12,801.96	-	-

Reimbursement of ROC Filing Fees

Arvind Harlalka	4,900.00	3,000.00	-	-
-----------------	----------	----------	---	---

Telephone Expenses Reimbursement

Arvind Harlalka	11,100.47	18,731.82	-	-
-----------------	-----------	-----------	---	---

Reimbursement of Other expenses

Arvind Harlalka	3,965.00	-	-	-
-----------------	----------	---	---	---

Reimbursement of Car Insurance

Arvind Harlalka	68,212.00	-	-	-
-----------------	-----------	---	---	---

(b) Transactions with Related Parties

Particulars	Related Parties			
	Key Mgm. Personnel and Relative of		Enterprise where control exists	
	For the period ended 31st March, 2020	For the year ended 31st March, 2019	For the period ended 31st March, 2020	For the year ended 31st March, 2019

BALANCES AT THE YEAR END

Payable				
Arvind Harlalka	-	27,375.18		
Alok Harlalka	-	-		
Anita Harlalka	-	92,720.00		
Sumeet Harlalka	-	70,000.00		
GreteX Corporate Services Private Limited	-	-	-	4,834.00
Apsara Selections Limited	-	-	-	34,15,584.00
Pradeep Martia	78,734.00	-		
Receivable				
Arvind Harlalka	1,52,596.67	-		
Anita Harlalka	-	-		
GreteX Share Broking Pvt Ltd			25,94,621.00	263.00
Dynamic Trading Co			-	22,386.49

(c) List of Holding, Subsidiary and Associate company

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

M There is no adjustment required to be made to the profits or loss for complying with ICDS notified u/s 145(2)**Disclosure as Per ICDS mentioned below:**

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

N PREVIOUS YEAR FIGURES

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

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

AUDITOR'S REPORT
SIGNED IN TERMS OF OUR SEPARATE
REPORT OF EVEN DATE.
For GUPTA AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 329001E

Sd/-
ARVIND HARLALKA
MANAGING DIRECTOR
DIN: 00494136

Sd/-
SOMA NATH
DIRECTOR
DIN: 07544903

Sd/-
DIMPLE MAGHARAM SLUN
COMPANY SECRETARY

Sd/-
PRADEEP MERTIA
CHIEF FINANCIAL OFFICER

Sd/-
(JAY SHANKER GUPTA)
PARTNER
MEMBERSHIP NO.059535

PLACE: KOLKATA
DATED: 6th July, 2020

AUTHORISED DISTRIBUTOR OF



SENNHEISER



GRETEX INDUSTRIES LIMITED

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

Follow us :

