



GRETEX CORPORATE SERVICES LIMITED

A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg,
Near Indiabulls, Dadar (West), Mumbai – 400013

Website: www.gretexcorporate.com, Email ID: info@gretexgroup.com

Contact No.: 02269308500

CIN: L74999MH2008PLC288128

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 read with Section 110 of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and read with the Securities and Exchange Board of India (listing obligations and disclosure requirements) regulations, 2015, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India]

Dear Shareholders,

Notice is hereby given to the members of Gretex Corporate Services Limited (“the **Company**”) by means of the Postal Ballot, only by the way of remote e-voting process (“e-voting”), pursuant to and in compliance with the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the **Rules**”) and other applicable provisions of the Act and the Rules, including any statutory modification or re-enactment(s) thereof and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as the “**SEBI Listing Regulations**”), Secretarial Standard- 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of the Company through postal ballot, only by means of electronic voting (hereinafter referred as “**e-voting**”).

The Ministry of Corporate Affairs, Government of India vide its General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022, No. 9/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and General Circular No. 03/2025 Dated September 22, 2025, (hereinafter referred as the “**MCA Circulars**”) and recent SEBI Circular No.: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, issued by the Securities and Exchange Board of India (collectively ‘**SEBI Circulars**’) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively known as “**Listing Regulation**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), to seek your consent for the resolutions as set out hereunder and proposed to be passed through postal ballot (“**Postal Ballot**”) by way of e-voting process.

Accordingly, hard copy of this postal ballot notice (“**Postal Ballot Notice**” or “**Notice**”) along with postal ballot form and pre-paid business reply envelope will not be sent to the members and the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. Friday, May 01, 2026.

In compliance with Regulation 44 of the SEBI Listing Regulations read with Section 108 and 110 of the Act and rules made thereunder and the MCA Circulars and SS-2, the Company has extended the facility of remote e-voting for its members through Bigshare Services Pvt. Ltd. (“**E-voting agency**”), to enable them to cast their votes electronically instead of submitting the postal ballot form physically. Members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e., Friday, May 01, 2026, will be considered for the purpose of remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

The remote e-voting period commences on Friday, May 08, 2026, at 10:00 a.m. and ends on Saturday, June 06, 2026, at 5:00 p.m. The remote e-voting module shall be disabled by E-voting agency for voting thereafter. The instructions for remote e-voting are appended to this Notice. This Notice is also available on the Company’s website of the Company i.e., <https://gretexcorporate.com/>, website of e-voting agency at <https://www.bigshareonline.com/> and website of National Stock Exchange of India Limited (‘**NSE**’) at www.nseindia.com and BSE Limited (BSE) at www.bseindia.com. (hereinafter referred as “stock exchanges”).



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The resolution proposed to be passed by way of postal ballot and the explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons/ rationale thereof, is appended and forms part of this Notice for consideration of the members.

The Board of Directors of the Company, at its meeting held on May 07, 2026, appointed Ms. Rachana Shanbhag (Membership No. FCS8227), partner of D.A. Kamat & Co. Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the postal ballot only through the remote e-voting process and for scrutinizing the votes cast therein, in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section “Notes and Instructions and instructions relating to e-voting in this postal ballot notice to cast their vote electronically.

The results of the remote e-voting conducted by postal ballot process along with the Scrutinizer’s report will be made available on the website of the Company at <https://gretexcorporate.com/> and shall also be intimated to the stock exchange, where the shares of the Company are listed. The resolution, if passed with the requisite majority through postal ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. June 06, 2026. If a resolution is assented to by the requisite majority through postal ballot by means of remote e-voting, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

**By the Order of the Board
For Gretex Corporate Services Limited**

**Bhavna Desai
Group- Company Secretary
& Compliance Officer
M. No.: A31586**

Registered Office: A-401, Floor 4th, Plot FP-616, (PT),
Naman Midtown, Senapati Bapat Marg, Near Indiabulls,
Dadar (w), Mumbai – 400013.

Email ID: info@gretexgroup.com

Tel No.: 70450 14000

Website: <https://gretexcorporate.com/>

Place: Mumbai
Date: May 07, 2026



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ITEM OF SPECIAL BUSINESSES REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT IS AS UNDER:

1. To Consider and adopt Increase in Authorised Share Capital of the Company to Rs. 26,50,00,000/- And Consequent Amendment to the Capital Clause of the Memorandum of Association of the Company

To Consider and if thought fit, to pass the following resolution as an Ordinary Resolution

“RESOLVED THAT in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹ 24,20,00,000/- (Rupees Twenty Four Crores Twenty Lakhs only) divided into 2,42,00,000 (Two Crore Forty Two Lakhs) equity shares of face value of ₹ 10/- (Rupees Ten only) each to ₹ 26,50,00,000/- (Rupees Twenty Six Crores Fifty Lakhs only) by creation of additional 23,00,000 (Twenty Three Lakhs Only) equity shares of face value of ₹ 10/- (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

“V. The Authorised Share Capital of the Company is ₹ 26,50,00,000/- (Rupees Twenty-Six Crores Fifty Lakhs only) divided into 2,65,00,000 (Two Crore Sixty-Five Lakhs) equity shares of face value of ₹ 10/- (Rupees Ten only) each.”

RESOLVED FURTHER THAT any Director or Company Secretary be and are hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties and to sign, execute and file all the necessary documents, applications and returns and to do all such acts, deeds, matters and things as may be considered necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution including filing of necessary forms with the Registrar of Companies”

2. To consider and approve issue of fully convertible equity warrants on preferential basis to certain identified Body Corporate and other matters related thereto.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as “Act”) and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any statutory modifications(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the enabling provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (hereinafter referred as “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (hereinafter referred as “SEBI Listing Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended, (hereinafter referred as “SEBI SAST Regulations”) and subject to other applicable rules / regulations / guidelines / notifications / circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs (hereinafter referred as “MCA”), the Securities and Exchange Board of India (hereinafter referred as “SEBI”) and/or any other statutory or regulatory authorities, including the National Stock Exchange of India Limited and BSE Limited (hereinafter referred as “Stock Exchange”) and/ or any other competent authorities to the extent applicable, and subject to all necessary approval(s) of the Government of India, any other statutory or regulatory authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted/to be constituted committee thereof to exercise its powers including powers conferred under this resolution), the consent and approval of the members of the Company, be and is hereby accorded to the Board to create, issue, offer and allot up to 19,51,000 (Nineteen Lakhs Fifty One Thousand) equity warrants of face



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value of ₹ 10/- each (Indian Rupees Ten only) (“Warrants”), each convertible into or exchangeable for 01 (one) fully paid-up equity share of face value of ₹ 10/- each, which may be exercised in one or more tranches, during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, for cash at issue price of ₹358/- (Indian Rupees Three Hundred Fifty Eight only) (hereinafter referred as “Issue Price”) per Warrant at a premium of ₹ 348/- (Indian Rupees Three Hundred Forty Eight only) (hereinafter referred as “Share Premium”) per Warrant, which is a price higher than the price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, for an aggregate amount of up to ₹ 69,84,58,000 /- (Indian Rupees Sixty Nine Crores Eighty Four Lakhs Fifty Eight Thousand only) (“Warrant Consideration”), to the proposed Allottees, as mentioned in the table below (hereinafter referred to as the “Proposed Allottees”), by way of preferential issue, on such other terms and conditions as set out herein, in the Offer Letters, and in the explanatory statement to this Notice as on the Relevant Date on such terms and conditions as may be approved by the Board in its absolute discretion in accordance with SEBI (ICDR) Regulations and other applicable laws:

S. No.	Name of Proposed Allottees	Status of Proposed Allottees	Number of warrants to be issued	Warrant Consideration (₹)
1.	Ambition Tie-Up Private Limited	Non-Promoter*	12,01,000	₹ 42,99,58,000 /-
2.	Zyana Developers LLP	Non-Promoter	5,00,000	₹ 17,90,00,000 /-
3.	Shailja Sandeep Jindal	Non-Promoter	1,00,000	₹ 3,58,00,000 /-
4.	Gautam Gopikishan Makharia	Non-Promoter	75,000	₹2,68,50,000/-
5.	Punit Gopikishan Makharia	Non-Promoter	75,000	₹2,68,50,000/-
Total			19,51,000	₹ 69,84,58,000 /-

*Post allotment of the shares the allottee will be categorized under Promoter Group.

RESOLVED FURTHER THAT in terms of Regulation 161(a) of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of issue price for the issue and allotment of Warrants, is **Thursday, May 07, 2026**, being the date, which is 30 (thirty) days prior to the date of passing of this resolution being the last date of remote e-voting.

RESOLVED FURTHER THAT the minimum price of the Equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of ICDR Regulations and on such terms and conditions, as are stipulated in the explanatory statement attached and as determined by the Board in accordance with the ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT the Issue Price of ₹ 358/- (Indian Rupees Three Hundred Fifty Eight only) per Warrant, for preferential issue is not less than the floor price arrived at in accordance with Regulation 164 and 166A of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the preferential issue of Warrants and allotment of equity shares upon exercise of the Warrants, shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The Warrant holder shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to apply for and be allotted one equity share against each Warrant.
- The equity warrants shall be allotted by the Company to the proposed Allottees in dematerialised form within a period of 15 days from the date of passing of the special resolution by the Shareholders or receipt of in-principle approval, whichever is later, **and** tenure of the equity warrants for conversion shall be 18 months from the date of passing special resolution and allotment of the said equity shares shall be completed within 15 days from the date of such exercise of option to convert the said warrants by the warrant holder in equity shares in the dematerialised form.
- An amount equivalent to 25% of the warrant price shall be payable at the time of subscription and allotment of each warrant and the balance 75% of the warrant price shall be payable by the warrant holder against each warrant at the time of allotment of Equity Shares, if and when the right attached to Warrant(s) to subscribe for the Equity Share(s) is exercised. The amount paid against Warrants shall be adjusted / appropriated against the issue price for the resultant Equity Shares.



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- d) (i) The proposed Equity Warrants to be issued pursuant to this resolution, being unlisted convertible securities, shall be subject to a lock-in period in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations.
- (ii) The resultant Equity Shares allotted upon conversion of the proposed Equity Warrants shall be subject to a lock-in period as specified under the provisions of Chapter V of the SEBI (ICDR) Regulations and shall be listed on BSE and NSE, subject to receipt of necessary permission(s), sanction(s) and approval(s).
- e) The price determined and the number of Equity warrants to be allotted and issue price per warrant shall be subject to further appropriate adjustments, if any, in accordance with the provisions of the Act and SEBI (ICDR) Regulations, 2018 and any other applicable laws for the proposed issue.
- f) The equity warrants holder shall be entitled to all future corporate actions including but not limited to issue of bonus/rights, if any and the Company shall reserve proportion of such entitlement for the warrant holders.
- g) The right attached to warrants may be exercised by the warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI (ICDR) Regulations.
- h) In the event the warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse, and the amount paid at the time of subscription of the Warrants shall stand forfeited.
- i) The equity shares to be allotted on exercise of the Warrants pursuant to this resolution shall be subject to provisions of Articles and Memorandum of Association of the Company and shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof.
- j) The equity shares to be issued and allotted to the Proposed Allottees pursuant to exercise, and conversion of the Warrants shall be free and clear of all encumbrances other than any lock-in or transfer restrictions prescribed under applicable law; and
- k) The Warrants or Equity Shares allotted upon conversion of the Warrants to the proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- l) All other terms and conditions as set out in the respective Offer Letters.

RESOLVED FURTHER THAT consent of the members of the Company, be and is hereby accorded to the Board to record the names and addresses of the Proposed Allottees in the prescribed form PAS-5, pursuant to sub-rule 4 of rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and to issue & circulate the Private Placement Offer cum Application Letter in form PAS-4, to the Proposed Allottees, pursuant to rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as per the draft approved by the Board and consent of the members of the Company is hereby accorded to the issuance of the same to the Allottees inviting them to subscribe to the equity warrants, in accordance with the provisions of the Act.

RESOLVED FURTHER THAT in accordance with the proviso to sub-section 6 of Section 42 of the Act, the entire consideration of the issue and allotment of the equity warrants pursuant to the preferential allotment, shall be paid to the Company from the bank account of the Proposed Allottees and kept by the Company in a separate bank account in a scheduled bank and the Board of directors/ Committee(s) of the Board be and are hereby authorized to allot the said warrants of the Company, as may be required, to the proposed Allottees.

RESOLVED FURTHER THAT the Board or its committee be and is hereby authorised to issue and allot Warrants to the Proposed Allottees.



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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as the Board may deem necessary or desirable for such purpose, subject to the Offer Letters, deem necessary or desirable for such purpose, for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of Warrants/conversion of Warrants into equity shares, as the case may be, making applications to the Stock Exchanges for obtaining in-principle approvals, listing/trading of Equity Shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the National Securities Depository Limited (“NSDL”) and/or Central Depository Services (India) Limited (“CDSL”) (collectively the “**Depositories**”), and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Warrants or equity shares (pursuant to conversion of warrants), signing of all deeds and documents as may be without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT the members be and hereby take note of certificate from Thakur & Associates., Practicing Company Secretaries, as required under Regulation 163(2) of the ICDR Regulations certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**By the Order of the Board
For Gretex Corporate Services Limited**

**Bhavna Desai
Group - Company Secretary
& Compliance Officer
M. No.: A31586**

Registered Office: A-401, Floor 4th, Plot FP-616, (PT),
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Email ID: info@gretexgroup.com

Tel No.: 70450 14000

Website: <https://gretexcorporate.com/>

Place: Mumbai
Date: May 07, 2026



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NOTES AND INSTRUCTIONS:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') and Secretarial Standard on General Meetings ('SS-2') setting-out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, May 01, 2026 ("Cut-off-Date") received from the Depositories and whose e-mail address is registered with the Company/Depositories. Physical copies of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. It is clarified that all members of the Company as on the Cut-off Date (including those members who may not have received this Notice due to non-registration of their e-mail ID with the Company or the Depositories) shall be entitled to vote on the Resolution in accordance with the process specified in this Notice.
4. This Notice is also available on the Company's website at <https://gretexcorporate.com/>, website of e-voting agency Bigshare Services Private Limited at <https://ivote.bigshareonline.com> and website of National Stock Exchange of India Limited ('NSE') at www.nseindia.com and BSE Limited (BSE) at www.bseindia.com.
5. Voting rights will be reckoned on the paid-up value of equity shares registered in the name(s) of the members as on the Cut-off Date. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners received from the Depositories as on the Cut-off Date will be entitled to cast their vote by remote e-voting. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.
6. The Company has appointed Ms. Rachana Shanbhag (Membership No. FCS8227), partner of D.A. Kamat & Co. Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the postal ballot only through the remote e-voting process and for scrutinizing the votes cast therein, in a fair and transparent manner
7. Voting rights will be reckoned on the paid-up value of equity shares registered in the name(s) of the members as on the Cut-off Date. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners received from the Depositories as on the Cut-off Date will be entitled to cast their vote by remote e-voting. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.
8. Members would be able to cast their votes and convey their assent or dissent to the proposed Special Resolution only through the remote e-voting process. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cutoff date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cutoff date should treat this notice for information purpose only.
9. The remote e-voting period commences on Friday, May 08, 2026, at 10:00 a.m. and ends on Saturday, June 06, 2026, at 5:00 p.m. The remote e-voting module shall be disabled by the E-voting agency for voting thereafter. The instructions for remote e-voting are appended to this Notice. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be forthwith disabled by E-voting agency upon expiry of the aforesaid period.



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10. The results of the voting by e-voting will be announced on or before Monday, June 08, 2026, by placing it, along with the scrutinizer's report, on the website of the Company and will also be communicated to Stock Exchange. The Scrutinizer's decision on the validity of a postal ballot/e-voting will be final.
11. The Resolutions, if approved, shall be deemed to have been passed on the last date specified for e-voting or on the date on which the requisite majority of shareholders' consent is received, whichever is later.
12. All the documents referred to in the Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to info@gretexgroup.com.
13. Members are requested to note the following contact details for addressing e-voting related grievances to
14. The instructions for e-voting are as under:

E-VOTING INSTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on Friday, May 08, 2026, at 10:00 a.m. and ends on Saturday, June 06, 2026, at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of May 01, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



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Website: www.gretexcorporate.com, Email ID: info@gretexgroup.com

Contact No.: 02269308500

CIN: L74999MH2008PLC288128

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.



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	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](https://www.evoting.nsdl.com/).

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



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Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.



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- Cast your vote by selecting an appropriate option “IN FAVOUR”, “NOT IN FAVOUR” or “ABSTAIN” and click on “SUBMIT VOTE”. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
 - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
 - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

Helpdesk for queries regarding e-voting:



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Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO

The following explanatory statement, as required under Section 102 of the Companies Act, 2013 (hereinafter referred as “Act”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred as “SEBI ICDR Regulations”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI Listing Regulations”), each as amended, sets out all material facts relating to the special business(es) to be dealt as mentioned in the accompanying notice dated **May 07, 2026** (“Notice”):

ITEM NO. 01:

To consider and adopt increase in authorised share capital of the company to ₹ 26,50,00,000/- and consequent amendment to the capital clause of the memorandum of association of the company

Presently, the Authorised Share Capital of the Company is ₹24,20,00,000/- (Rupees Twenty Four Crores Twenty Lakhs only) divided into 2,42,00,000 (Two Crore Forty Two Lakhs) equity shares of face value of ₹ 10/- (Rupees Ten only) each. With the issue of Warrants as per Item No. 2 below, the paid-up share capital of the Company would increase to ₹ 26,21,03,460/-. Considering the size and operations of the Company and in order to facilitate any further capital issuances, the Board of Directors at its meeting held on May 07, 2026, have recommended to increase the Authorised Share Capital to ₹ 26,50,00,000/- (Rupees Twenty Six Crores Fifty Lakhs only) by creation of additional 23,00,000 (Twenty Three Lakhs) equity shares of face value of ₹ 10/- (Rupees Ten only).

The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members’ approval in terms of Sections 13 and 61 of the Companies Act, 2013.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that none of the Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution.

The Board recommends the **Ordinary Resolution** as set forth in item no. 1 of the Notice for approval of members.

ITEM NO. 02:

Justification for the proposed preferential issue of warrants

The Board of Directors of the Company (“Board”), at its meeting held on Thursday, May 07, 2026, had, subject to the approval of the Members of the Company and such other approvals as may be required, approved the proposal to create, issue, offer and allot by way of a preferential issue on a private placement basis, for cash consideration, up to 19,51,000 (Nineteen Lakhs Fifty One Thousand) equity warrants (“Warrants”), each convertible into 01 (one) fully paid-up equity share of face value of ₹ 10/- each (Indian Rupees Ten only), at an issue price of ₹ 358/- (Indian Rupees Three Hundred Fifty Eight only) per warrant, at a premium of ₹ 348/- (Indian Rupees Three Hundred Forty Eight only) per warrant, aggregating up to ₹ 69,84,58,000 /- (Indian Rupees Sixty Nine Crores Eighty Four Lakhs Fifty Eight Thousand only) , to **Ambition Tie-Up Private Limited, Zyana Developers LLP, Shailja Sandeep Jindal, Gautam Gopikishan Makharia and Punit Gopikishan Makharia** (here in after referred as “Proposed Allottees”).

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations, are set forth below:

1) The date of Passing Board Resolution for approving Preferential Issue



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The Board of Directors of the Company, at its meeting held on Thursday, May 07, 2026, subject to necessary approval(s), approved the proposal for issuing Warrants to the Allottees in the 'Non-Promoter group' category, who have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of Regulation 159 of the SEBI ICDR Regulations.

2) Objects of the issue:

The primary objective of the proposed preferential issue is to mobilize funds to support the Company's business operations and strategic initiatives.

Detailed Utilisation of Funds:

Sr. No.	Object of the Issue	Estimated Amount (₹)*	Percentage of the Proceeds being utilized	Tentative Timeline
1.	General Corporate Purpose	13,00,00,000	19%	FY 2026-29
2.	Investment in Bahutex Ventures LLP	2,50,00,000	4%	FY 2026-29
3.	Investment in Warrants of Gretex Industries Limited	15,00,00,420	21%	FY 2026-29
4.	Working capital requirements	39,34,57,580	56%	FY 2026-29
Total		69,84,58,000	100%	

**Considering 100% conversion of Warrants into Equity Shares within the stipulated time.*

Note: The allocation across phases may vary within a range of $\pm 10\%$ to accommodate changes in project timelines or scope. This range is a reasonable estimation based on current planning and shall remain within the overall object of the issue. The above stated fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as financial, market and sectoral conditions, competitive environment, business performance and strategy and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management.

Deployment of Unutilised Funds:

Pending utilisation of the proceeds for the objects stated above, the Company shall temporarily park the unutilised funds in:

- Interest-bearing deposits with scheduled commercial banks;
- High-quality liquid mutual funds;
- Other permissible short-term instruments, in line with the Company's investment policy and applicable regulatory requirements.

This approach ensures safety, liquidity, and reasonable returns on the unutilised funds until their full deployment for the intended purposes.

3) Maximum number of securities offered and the price at which security is being offer:

The special resolution contained in Item no. 02 of the Notice dated Thursday, May 07, 2026, have been proposed pursuant to the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 (hereinafter referred as "Act") and Regulations 160(b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred as "SEBI ICDR Regulations"), to issue and allot up 19,51,000 (Nineteen Lakhs Fifty One Thousand) warrants ("Warrants"), each convertible into 01 (one) fully paid-



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up equity share of face value of ₹ 10/- each (Indian Rupees Ten only), at an issue price of ₹ 358/- per warrant (Indian Rupees Three Hundred Fifty Eight only) (including a premium of ₹ 348/- per Warrant), aggregating up to ₹ 69,84,58,000 /- (Indian Rupees Sixty Nine Crores Eighty Four Lakhs Fifty Eight Thousand only) (“**Warrant Consideration**”), which is at a price higher than the price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations for cash consideration (hereinafter referred as “**Issue**”).

Payment of consideration for Warrants shall be in accordance with the provisions of Regulation 169(2) of the SEBI ICDR Regulations:

- An amount of ₹ 17,46,14,500 /- (Indian Rupees Seventeen Crores Forty Six Lakhs Fourteen Thousand Five Hundred only), which is equivalent to 25% of the Warrant Consideration, shall be paid at the time of subscription and allotment of each Warrant;
- An amount of ₹ 52,38,43,500 (Indian Rupees Fifty Two Crores Thirty Eight Lakhs Forty Three Thousand Five Hundred only), which is equivalent to balance consideration of 75% of the Warrant Consideration, shall be paid at the time of allotment of the equity shares pursuant to exercise of options against each such Warrant by the Warrant holder.

4) **The price or price band at/within which the securities offered and allotment is proposed:**

Issue price of ₹ 358/- (Indian Rupees Three Hundred Fifty-Eight only) per Warrant.

5) **Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with the report of the registered valuer:**

In terms of the provisions of Section 62(1)(c) of the Act read with rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the price/consideration for the shares/ securities proposed to be issued on preferential basis, by way of private placement, shall be determined by the valuation report of a registered valuer.

However, second proviso of rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, provides that the price of shares to be issued on a preferential basis by a listed company shall not be required to be determined by the valuation report of a registered valuer.

Accordingly, for listed entities, allotment of shares/securities by way of preferential issue can be made at a price not less than the price as calculated in accordance with the provisions of Regulation 164 of the SEBI ICDR Regulations.

Further, Regulation 166A (1) of SEBI ICDR Regulations, inter-alia, states:

“Any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an Allottees or to Allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price”.

Although, the proposed preferential issue is not expected to result in allotment of more than 5% (five per cent) of the post-issue fully diluted share capital of the Company (on allotment of Equity shares against Warrants, if fully converted), the Company on voluntary basis has obtained a valuation report from an independent registered valuer and considered the same for determining the price as a good practice, in accordance with the provision of Regulation 166A of the SEBI ICDR Regulations.

In view of the aforesaid, the Company has engaged Amol Bongale & Co., Chartered Accountants (bearing IBBI Registration No.: IBBI/RV/03/2020/12847), as the registered valuer for obtaining the certificate as stated in Regulation 164 of the ICDR Regulations, which provided minimum floor price as ₹ 357.32 (Indian Rupees Three Hundred Fifty Seven and Thirty Two paise only). The valuation report dated May 07, 2026, is also available at the website of the Company at <https://gretexcorporate.com/>.



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Issue Price of ₹ 358/- (Indian Rupees Three Hundred Fifty-Eight only) per Warrant, for preferential issue, is not less than the floor price arrived at, in accordance with Regulation 164 and 166A of Chapter V of the SEBI ICDR Regulations, being higher of the following:

- 1) the 90-trading days' volume weighted average price (i.e., ₹ 356.10/-) of the Company's shares quoted on BSE Limited & NSE Limited (being the stock exchange on which the Company's equity shares have been listed and traded for a period exceeding 90 trading days and having higher trading volume) preceding the "Relevant Date";
or
- 2) the 10-trading days' volume weighted average price (i.e., ₹ 357.32/-) of the Company's shares quoted on the stock exchanges (BSE Limited & NSE Limited, being the stock exchange on which the Company has listed its securities and has highest trading volume and has completed a period of more than 90 trading days) preceding the "Relevant Date";
or
- 3) the price determined (i.e., ₹ 357.32/-) under the valuation report obtained voluntarily by the Company from an independent registered valuer in terms of Regulation 166A.

The equity shares of the Company are listed on both BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE").

Further, the method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

In view of the above, the Board of the Company decided to issue these securities to be allotted on preferential basis to the Proposed Allottees at ₹ 358/- (Indian Rupees Three Hundred Fifty Eight only) being the price exceeding the minimum issue price as computed in accordance with Chapter V of the SEBI ICDR Regulations.

6) Name and address of valuer from whom certificate has been obtained:

Name: Amol Bongale & Co, Chartered Accountants

IBBI Registered No.: IBBI/RV/03/2020/12847

Address: 4th Floor, Flat No. 402, Lodha Regency, O Wing, Manpada Road, Sandap Village, Dombivli East, Thane Mumbai – 421201, Maharashtra.

7) The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer:

Not applicable, since the entire Issue is for cash consideration.

8) Relevant date with reference to which the price has been arrived at:

The "Relevant Date" as per Regulation 161 of the SEBI ICDR Regulations for the determination of the floor price for issue of the Warrants is fixed as **Thursday, May 07, 2026**, i.e., 30 (thirty) days prior to the date of the shareholders' approval, i.e., **Saturday, June 06, 2026**.

9) Amount which the Company intends to raise by way of issuance of warrants:

The Company proposes to raise an aggregate amount of ₹ 69,84,58,000 /- (Indian Rupees Sixty Nine Crores Eighty Four Lakhs Fifty Eight Thousand only) through the issuance of 19,51,000 (Nineteen Lakhs Fifty One Thousand) equity share warrants on a preferential basis, at an issue price of ₹ 358 (Rupees Three Hundred Fifty Eight only) per warrant. Each warrant shall be convertible into one fully paid-up equity share of the Company in accordance with the applicable provisions of the Companies Act, 2013, and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

10) Proposal / Intention of Promoters, Directors, or Key Managerial Personnel(s) to subscribe the offer:



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Not applicable as the preferential issue of warrants is being made to the persons who are Non-Promoter Body Corporate. None of the current promoters, directors or key management personnel or senior management of the Company intends to apply/ subscribe to the offer.

11) The proposed time within which the issue or allotment shall be completed:

As required under the SEBI (ICDR) Regulations, Equity shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.

12) Material terms for Issue of Securities:

The equity warrants would be issued at the below terms:

- a) The Warrant holder shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to apply for and be allotted one equity share against each Warrant.
- b) The equity warrants shall be allotted by the Company to the proposed Allottees in dematerialised form within a period of 15 days from the date of passing of the special resolution by the Shareholders or receipt of in-principle approval, whichever is later, and tenure of the equity warrants for conversion shall be 18 months from the date of passing special resolution and allotment of the said equity shares shall be completed within 15 days from the date of such exercise of option to convert the said warrants by the warrant holder in equity shares in the dematerialised form.
- c) An amount equivalent to 25% of the warrant price shall be payable at the time of subscription and allotment of each warrant and the balance 75% of the warrant price shall be payable by the warrant holder against each warrant at the time of allotment of Equity Shares, if and when the right attached to Warrant(s) to subscribe for the Equity Share(s) is exercised. The amount paid against Warrants shall be adjusted / appropriated against the issue price for the resultant Equity Shares.
- d) (i) The proposed Equity Warrants to be issued pursuant to this resolution, being unlisted convertible securities, shall be subject to a lock-in period in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations.
- e) (ii) The resultant Equity Shares allotted upon conversion of the proposed Equity Warrants shall be subject to a lock-in period as specified under the provisions of Chapter V of the SEBI (ICDR) Regulations and shall be listed on BSE and NSE, subject to receipt of necessary permission(s), sanction(s) and approval(s).
- f) The price determined and the number of Equity warrants to be allotted and issue price per warrant shall be subject to further appropriate adjustments, if any, in accordance with the provisions of the Act and SEBI (ICDR) Regulations, 2018 and any other applicable laws for the proposed issue.
- g) The equity warrants holder shall be entitled to all future corporate actions including but not limited to issue of bonus/rights, if any and the Company shall reserve proportion of such entitlement for the warrant holders.
- h) The right attached to warrants may be exercised by the warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI (ICDR) Regulations.



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- i) In the event the warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse, and the amount paid at the time of subscription of the Warrants shall stand forfeited.
- j) The equity shares to be allotted on exercise of the Warrants pursuant to this resolution shall be subject to provisions of Articles and Memorandum of Association of the Company and shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof.
- k) The equity shares to be issued and allotted to the Proposed Allottees pursuant to exercise, and conversion of the Warrants shall be free and clear of all encumbrances other than any lock-in or transfer restrictions prescribed under applicable law; and
- l) The Warrants or Equity Shares allotted upon conversion of the Warrants, to the proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- m) All other terms and conditions as set out in the respective Offer Letters.

13) The Class of person/name of the Proposed Allottees to whom the allotment is made and the percentage of post-preferential offer capital that may be held by them:

The Equity warrants of the Company would be issued and allotted to following Allottees:

Name of the Allottees	No. of Equity Warrants	Percentage of capital held before the Preferential Issue by the Allottees	Percentage of post preferential offer capital that may be held by the Allottees*	Proposed Status of the Allottees pre-Preferential Issue
Ambition Tie-Up Private Limited	1,201,000	Nil	4.58%	Non-Promoter
Zyana Developers LLP	5,00,000	Nil	1.91%	Non-Promoter
Shailja Sandeep Jindal	1,00,000	Nil	0.38%	Non-Promoter
Gautam Gopikishan Makharia	75,000	Nil	0.29%	Non-Promoter
Punit Gopikishan Makharia	75,000	Nil	0.29%	Non-Promoter

*Considering 100% conversion of Warrants into Equity Shares within the stipulated time.

14) The change in control, if any, in the company that would occur consequent to the preferential offer:

Pursuant to the allotment of the Warrants (on a fully diluted basis), there is no change in control in the Company in respect of the Proposed Allottees.

15) The percentage of post preferential issue capital that may be held by Allottees and change in control, if any, in the issuer consequent to the preferential issue:

Post Allotment of 19,51,000 Equity warrants the Proposed Allottees, the post preferential holding shall be as follows:

Name of the Allottees	No. of Equity Warrants	Percentage of post preferential offer capital that may be held by the Allottees*
Ambition Tie-Up Private Limited	1,201,000	4.58%
Zyana Developers LLP	5,00,000	1.91%
Shailja Sandeep Jindal	1,00,000	0.38%



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Gautam Gopikishan Makharia	75,000	0.29%
Punit Gopikishan Makharia	75,000	0.29%

However, the proposed allotment of warrants and their conversion into equity shares would not result in any change in control of the Company.

16) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any allotment on preferential basis during the current financial year 2026-27.

17) The current and proposed status of the Allottees post the preferential issue, namely, promoter Group:

The Proposed Allottees, namely Ambition Ti-Up Private Limited, Zyana Developers LLP, Shailja Sandeep Jindal , Gautam Gopikishan Makharia and Punit Gopikishan Makharia, do not belong to the Promoter Group of the Company. However, pursuant to the proposed preferential issue, only Ambition Ti-Up Private Limited shall be classified as part of the Promoter Group of the Company, and none of the other proposed allottees shall be classified as members of the Promoter Group.

The same is given below in tabular format for better understanding:

Name of the Proposed Allottees	Ambition Tie Up Private Limited	Zyana Developers LLP	Shailja Sandeep Jindal	Gautam Gopikishan Makharia	Punit Gopikishan Makharia
Current Status of the Allottees	Non-Promoter	Non-Promoter	Non-Promoter	Non-Promoter	Non-Promoter
Proposed Status post Preferential Issue	Promoter Group	Non-Promoter	Non-Promoter	Non-Promoter	Non-Promoter

18) Undertaking for Re-computation of Issue Price:

The Company undertakes to recompute the price of the warrants in terms of the provisions of the ICDR Regulations where it is required to do so.

19) Undertaking that if the amount payable on account of the re-computation of price is not paid:

The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Equity Shares shall continue to be locked in till the time such amount is paid by the Allottees(s).

20) Disclosures under Schedule VI of the ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

Neither the Company nor any of its directors or promoters have been declared as wilful defaulter or fraudulent borrower as defined under the ICDR Regulations. The proposed preferential issue is not being made to any person who shares land border with India.

21) Lock-in:



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The Warrants (and the equity shares to be allotted pursuant to exercise and conversion of the Warrants) to be issued and allotted to the Proposed Allottees, shall be locked- in for such period as specified under Regulation 167 of the ICDR Regulations.

The Proposed Allottees do not hold any pre-preferential allotment shareholding in the Company, which is required to be locked in from the Relevant Date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the ICDR Regulations.

22) Practicing Company Secretary's Certificate:

As required in Regulation 163(2) of the ICDR Regulations, a certificate from Thakur & Associates , Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the ICDR Regulations, is available for inspection by the Members of the Company at the Registered Office of the Company on all working days till the date of end of remote e-voting, between 10:00 a.m. and 6:00 p.m. The said certificate is available on the website of the company at <https://gretexcorporate.com/investors/notice-for-shareholders/>.

23) Listing:

The Warrants proposed to be allotted shall not be listed. The resultant equity shares upon conversion of the Warrants shall be listed on BSE and NSE, once allotted, such equity shares shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

24) The pre-issue and post-issue shareholding pattern of the Company in the following format:

Sr. No.	Category	Pre-Issue		Post Issue		
		No. of Shares Held (A)	% of shareholding (B)	No. of Equity Warrants to be Allotted (C)	No. of Shares held D= (A+C) *	% of shareholding (E)*
A	Promoters and Promoter Group Holding:					
1	Indian:					
a)	Individual/HUF					
	Alok Harlalka	87,381	0.37	-	87,381	0.33
	Arvind Harlalka	4,20,831	1.74	-	4,20,831	1.61
	Arvind Harlalka HUF	1,44,495	0.60	-	1,44,495	0.55
	Alok Harlalka HUF	40,014	0.17	-	40,014	0.15
	Rajkumari Harlalka	39,672	0.16	-	39,672	0.15
	Sumeet Harlalka	4,05,954	1.68	-	4,05,954	1.55
	Sumit Harlalka HUF	1,09,953	0.46	-	1,09,953	0.42
	Pooja Harlalka	87,210	0.36	-	87,210	0.33
	Anita Harlalka	29,583	0.12	-	29,583	0.11
	Harsh Harlalka	10,602	0.04	-	10,602	0.04
	Sashi Harlalka	53,010	0.22	-	53,010	0.20
	Ambition Tie Up Private Limited	-	-	-	12,01,000	4.58
	Sub Total	14,28,705	5.91	-	26,29,705	10.03



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b)	Any Other (Bodies Corporate)			-		-
	Talent Investment Company Private Limited	33,01,867	13.67		33,01,867	12.60
	Bonanza Agency LLP	1,01,61,049	42.06	-	1,01,61,049	38.77
	Sub Total	1,34,62,916	55.73	-	1,34,62,916	51.36
2	Foreign Promoters	-	-	-	-	-
	Total (A)	1,48,91,621	61.64	-	1,60,92,621	61.40
B	Public Holding/Non-Promoter Holding:					
1	Institutional investors:					
a)	Institutional Investors	-	-	-	-	-
b)	Alternative Investment Funds	99,510	0.41	-	99,510	0.38
c)	Banks	-	-	-	-	-
d)	NBFCs registered with RBI	-	-	-	-	-
e)	Any Other (Institutions (Domestic))	-	-	-	-	-
f)	Qualified Institutional Buyer (QIB)	-	-	-	-	-
g)	Foreign Portfolio Investor	2,66,829	1.10	-	2,66,829	1.02
h)	Foreign Bodies Corporate	-	-	-	-	-
	TOTAL B1	3,66,339	1.52		3,66,339	1.40
2	Non-Institution:					
a)	Private corporate bodies	-	-	-	-	-
b)	Directors and relatives (Independent Director and his relatives)	-	-	-	-	-
c)	Indian public (Resident Individuals)	50,82,356	21.04	-	54,32,356	20.73
d)	Non Resident Indians (NRIs)	37,137	0.15	-	37,137	0.14
e)	Key Managerial Personnel	-	-	-	-	-
f)	Investor Education and	-	-	-	-	-



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	Protection Fund (IEPF)					
g)	Foreign Companies	-	-	-	-	-
h)	Bodies Corporate	25,61,086	10.60	-	3,061,086	11.68
i)	Any Other (specify)	12,20,807	5.05	-	12,20,807	4.66
	TOTAL B2	89,01,386	36.84		96,51,386	37.20
	Sub Total (B)	92,67,725	38.36		1,00,17,725	38.60
	TOTAL (A+B)	2,41,59,346	100.00		2,62,10,346	100.00

*Considering 100% conversion of Warrants into Equity Shares within the stipulated time and In the event, the right for allotment of share against all or any of the warrant(s) is not exercised, the Shareholding Pattern shall change correspondingly.

Particulars	No. of Securities
Pre-preferential issue, total no. of equity warrants outstanding as on November 13, 2025 (A)#	1,00,000
No. of equity warrant to be allotted in current preferential issue (B)	19,51,000
Post-preferential issue, total no. of equity warrants (C)=(A+B)	20,51,000

The Company had approved the issuance of 1,00,000 equity warrants at its Board Meeting held on Nov 13, 2025, which was subsequently approved by the shareholders through Postal ballot Meeting held on Dec 13, 2025. Since these warrants remain pending for conversion as on date, the same have been considered in determining the post-issue shareholding pattern of the Company on fully diluted basis.

25) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed Allottees:

The Natural Person who are ultimate beneficial owners of the shares proposed to be allotted are:

1. Anita Harlalka
2. Pooja Harlalka
3. Rajkumari Harlalka
4. Sashi Harlalka

26) Other Disclosure:

The Company hereby confirms that the Company;

- None of its Directors or Promoter is a fugitive economic offender or willful defaulter or a fraudulent borrower as defined under the ICDR Regulations;
- The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations;
- As the equity shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable;
- Provisions of Regulation 166A of the Chapter V of ICDR Regulations are not applicable to the Company as the proposed Preferential Issue does not envisage change in control or allotment of more than 5% of the post issue fully diluted share capital of Company to an Allottees.
- The Proposed Allottees do not hold any shares in the Company preceding the relevant date and hence the provision of Regulation 159(1) of ICDR Regulations governing Selling or transferring of any equity shares of the issuer during the 90 trading days preceding the relevant date is not applicable.

27) Undertakings:

The Company hereby undertakes that:



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- (a) The Company is in compliance with the conditions for continuous listing, as specified in the listing agreement with the stock exchange where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations;
- (b) The Company has obtained the permanent account numbers of the Proposed Allottees;
- (c) The Proposed Allottees have confirmed that it has not sold any equity shares of the Company during the 90-trading days preceding the Relevant Date, in line with Regulation 159 of the SEBI ICDR Regulations;
- (d) As the equity warrants have been listed for a period of more than 90-days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable; and
- (e) The Company shall make an application seeking in-principle approval to the stock exchange(s), on the same day when this notice of postal ballot is circulated for seeking shareholders' approval by way of special resolution.

28) Dues regarding SEBI, Stock Exchange(s) or Depositories:

There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories.

29) Principal terms of assets charged as securities:

Not applicable.

30) Shareholding Interest of every Promoter, Director and KMPs to the extent of 2% or more in any body corporate, which is a proposed Allottees:

The Details of interest of Promoters, Directors and Key Managerial Personnel in the proposed Allottee (Ambition Tie-Up Private Limited), where such interest is 2% or more are as follows:

Sr. No.	Particulars	Category	Name of the Body Corporate / Entity in which interested	Percentage of Interest
1	Sashi Harlalka	Director & Promoter	Gretex Partners LLP	50%
2	Sashi Harlalka	Director & Promoter	Lambodar Dealcom LLP	5%
3	Pooja Harlalka	Director & Promoter	Gretex Vikas LLP	4.73%
4	Pooja Harlalka	Director & Promoter	Gretex Share Broking Limited	4.13%
5.	Pooja Harlalka	Director & Promoter	Gretex Novelty LLP	50%
6.	Pooja Harlalka	Director & Promoter	Reliable Suppliers	50%
7.	Pooja Harlalka	Director & Promoter	Lambodar Dealcom LLP	21%

31) Disclosure of Interest of directors/KMPs:

Nil

Recommendation of the Board of Directors:

As per Section 42 of the Act read with rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain the prior approval of the members for each of the offers and invitations.

Further, in terms of Regulation 160(b) of the SEBI ICDR Regulations, a special resolution needs to be passed by members of a listed company to issue equity warrants on preferential basis.



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The approval of the members is accordingly being sought by way of passing 'Special Resolution' under Sections 42, and 62(1)(c) of the Act read with the rules made thereunder, and Regulation 160(b) of the SEBI ICDR Regulations, for Item no. 01 of the Notice.

None of the Directors or Key Managerial Personnel of the Company, including their relatives, are in, anyway, concerned or interested, in the above resolution.

The Board, accordingly, recommends the **Special Resolution** as set forth in Item no. 02 of this Notice for approval of the members.

**By the Order of the Board
For Gretex Corporate Services Limited**

**Bhavna Desai
Group- Company Secretary
& Compliance Officer
M. No.: A31586**

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Website: <https://gretexcorporate.com/>

**Place: Mumbai
Date: May 07, 2026**