Gratex Industries Ltd.

Regd. Add: Gratex House, A73, TTC Industrial Area, MIDC, Kopar Khairne,
Navi Mumbai – 400703 ☎ 022-6299 2380 ✉ Email esales@gratex.in

website: www.gratex.in | GST: 27AAACG1275A2Z4 | PAN: AAACG1275A | CIN: L21093MH1984PLC032248

Date: 11th August, 2026

To,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001,
Maharashtra, India.

Scrip Code: 526751 - Gratex Industries Limited

Sub.: Submission of Notice of 42nd Annual General Meeting.

Dear Sir / Madam,

This is to inform you that the 42nd Annual General Meeting of the Company will be held on Thursday, 10th September, 2026 at 01:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice convening the 42nd Annual General Meeting of the Company.

Notice of the 42nd Annual General Meeting can also be downloaded from website of the Company i.e. https://www.gratex.in.

We request you to take the above on record.

Thanking You,

Yours Faithfully,

For **Gratex Industries Limited,**

KARAN
SHARMA

Digitally signed by KARAN SHARMA
DN: c=IN, postalCode=400013, st=MAHARASHTRA, street=2702 27TH FLOOR ERA 2 MARATHON NEXTGEN VEER SANTAJI LANEMUMBAILOWER PARELNEXT TO PHOENIX MALL 400013, l=MUMBAI, o=Personal, title=5398, serialNumber=5bebc96c28c9849115dda4f616c799709df285fc0040c451645fdcae24dfce8a, pseudonym=daeec23c9c2c4612a991a76f6559a722, 2.5.4.20=c5abf909fdb8e29ed6a7e9ad9cfa24947c64a61758fc4261ea5d7109b69734e2, email=KARAN@MARSHALLSINDIA.COM, cn=KARAN SHARMA
Date: 2026.08.11 12:26:07 +05'30'

Karan Baldevkrishan Sharma
Managing Director
DIN: 00117188

NOTICE

Notice is hereby given that the Forty Second (42nd) Annual General Meeting of Gratex Industries Limited will be held on Thursday, 10th September, 2026 at 01.00 p.m. via Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026 and the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mrs. Mona Pratap Menon (DIN: 00117025), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

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

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Rules framed thereunder (including any statutory modifications, amendments or re-enactments thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and / or permission(s) as may be required and on the basis of approval of the Audit Committee and recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Company to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Marshalls Enterprises India Private Limited ('MEIPL'), a Company having common Directors and Shareholders and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and MEIPL, during the financial year 2027-28, 2028-29 and 2029-30, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is / are carried out at an arm's length pricing basis and in the ordinary course of business.

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

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

By Order of the Board of Director

For Gratex Industries Limited

SD/-

Neha Arora

Place: Navi Mumbai **Company Secretary**

Date: 07th August, 2026 **ACS 57981**

Notes:

1. An Explanatory Statement setting out the material facts pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") and applicable Secretarial Standards, relating to special business to be transacted at the Annual General Meeting ("AGM"), is annexed to the Notice. The Board of Directors of the Company, at its meeting held on 07th August, 2026 considered the special business under Item Nos.: 03 is unavoidable and should be transacted at the 42nd AGM of the Company.

2. Pursuant to General Circular No. 03/2025 dated 22nd September, 2025 read with General Circular No. 20/2020 dated 5th May, 2020 and other relevant circulars issued by Ministry of Corporate Affairs, ("MCA Circulars"), and other applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, the 42nd Annual General Meeting ("AGM" or "Meeting") of the members of the Company is being conducted through Video Conferencing/Other Audio Visual Means ("VC/ OAVM") without physical presence of the Members at a common venue. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification issued by ICSI, the proceedings of the AGM shall deem to be conducted at the Registered Office of the Company which shall be the deemed Venue for the AGM.

3. All the Members will be provided with a facility to attend the AGM through VC/OAVM facility which is provided by National Securities Depository Limited ("NSDL"). Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting and Voting during the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. The video recording and transcript of the AGM shall be made available on the website of the Company.

4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her/ its behalf who may or may not be a Member of the Company. However, the AGM is being held in accordance with the MCA Circulars through VC/ OAVM and physical attendance of Members has been dispensed with. Hence in accordance with the MCA Circulars and Regulation 44(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the facility for appointment of proxies by the Members will not be available for the AGM and the Proxy Form and Attendance Slip are not annexed to this Notice. However, pursuant to Section 113 of the Act, Institutional /Corporate member (i.e., any Body Corporate) may appoint its representative to attend the AGM on its behalf and to vote electronically either during the remote e-voting period or during the AGM.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the

commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders(Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis..

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

7. Pursuant to Sections 101 and 136 of the Act read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014 (Meeting Rules) read with the MCA Circulars and Regulation 36 of the Listing Regulations, soft copies of the Notice calling the 42nd AGM inter-alia setting out the Ordinary and Special Businesses to be transacted at the AGM and the explanatory statement thereto (“Notice of AGM”) along-with the Annual Report for the Financial Year ended 31st March, 2026 (“the Annual Report”) is being sent by email to those Members whose e-mail addresses are registered with the RTA of the Company or any of the Depository(ies). Further, a letter providing the web-link, including the exact path, where complete details of the Annual Report is available is being sent to those shareholder(s) who have not so registered. Hard copy of the Annual Report and Notice of AGM shall be provided to those shareholders, who request for the same. Members who wish to obtain printed copies of above-mentioned documents can send a request on investor@gratex.in.

8. The Notice calling the AGM along with Annual Report has been uploaded on the website of the Company at www.gratex.in The same can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and from the website of NSDL (agency for providing the Remote e-Voting facility) i.e.www.evoting.nsdl.com. Since the AGM will be held through VC/ OAVM facility, the Route Map is not annexed in this Notice.

9. Members who have not registered or updated their email addresses or Members holding shares in physical form are requested to register or update their email addresses as the case may be either with the Company by sending email at investor@gratex.in or with the RTA of the Company M/s. Adroit Corporate Services Private Limited sending an e-mail at info@adroitcorporate.com with quoting their folio number and name or with the Depositories, as the case may be, for receiving all communication, including Annual Report, Notices and Documents through E-mail.

10. SEBI through its various circulars mandated furnishing of PAN, KYC details (i.e., postal address with pin code, email id, mobile number, bank account details) and nomination details by shareholders holding securities in physical form, and the folio shall be treated as incomplete if such information not there in the record. We would request such concerned shareholder/s to update/furnish the above information to the RTA at the earliest. Please know that any service requests or complaints received from such shareholders will not be processed till the aforesaid details/ documents are provided.

    Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan2026/1767611333081.pdf

    Investor may visit the Company/RTA website for registering/ changing/updating all or any of the above details by furnishing required documents along with the duly filled appropriate form/s viz. ISR-1 (for KYC), ISR-2 (for signature verifications), ISR-3 (for opting out from nomination) and Nomination forms SH-13/14, as the case may be. Members holding physical shares are advised to get their shares dematerialized immediately.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/

mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to Adroit Corporate Services Private Limited, in case the shares are held in physical form.

12. Regulation 40 SEBI Listing Regulations provides that the transfer and transmission can be processed in demat mode only. However, SEBI vide its Circular No. HO/38/13/11(2)2026MIRSD-POD/ I/3750/2026 issued on 30th January, 2026, provided a special window of one year from 05th February, 2026 to 04th February, 2027 for re-lodgment of physical share transfer deeds that were originally lodged prior to 1st April, 2019 and subsequently rejected or returned due to documentation deficiencies.

13. Pursuant to Schedule V and VI to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Registrar & Share Transfer agent on behalf of Company has sent three reminders to all shareholders whose shares remain unclaimed with the Company. The Company has transferred the same to an Unclaimed Suspense Account and dematerialized the same.

14. Pursuant to section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 4th September, 2026 to Thursday, 10th September, 2026 (both days inclusive) for the purpose of 42nd AGM.

15. The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013 Members who wish to inspect can send an email to investor@gratex.in. All the documents referred in the accompanying notice will be available for inspection at registered office on all working days till the date of this Annual General Meeting.

16. Speaker facility not provided during the AGM. Shareholders / Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number / folio number, email id, mobile number at investor@gratex.in. The same will be replied by the Company suitably.

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

A. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING

1. Voting through electronic means:

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

2. The Company is providing facility of remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on Thursday, 03rd September 2026 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

3. **The remote e-voting period begins on Monday, 07th September 2026 at 09:00 A.M IST and ends on Wednesday, 09th September, 2026 at 05:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 03rd September 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 03rd September 2026.**

4. Any person, who acquires shares of the company and becomes a member of the company after dispatch of the notice of AGM and holds shares as on the cut-off date i.e. Thursday, 03rd September 2026, may obtain user ID and password by sending a request at evoting@nsdl.co.in

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

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

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

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

   Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	3. If you are 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 4. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user 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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https:// www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

5. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.

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

6. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

7. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   (i) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   (ii) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   (iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.

   (iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box

9. Now, you will have to click on "Login" button

10. After you click on the "Login" button, Home page of e-Voting will open

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting"

3. Now you are ready for e-Voting as the Voting page opens

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted

5. Upon confirmation, the message "Vote cast successfully" will be displayed

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jessyindia25@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to NSDL at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **investor@gratex.in** or to the Registrars And Transfer Agents of the Company at info@adroitcorporate.com for Registration

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **investor@gratex.in** or to the Registrars And Transfer Agents of the

Company at info@adroitcorporate.com for Registration. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e.Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.infor procuring user id and password for e-voting by providing above mentioned documents

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/ OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the UserID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. M/s JC & Asscociates, Practicing Company Secretary (CP No. 12162) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

6. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the

meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

7. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.gratex.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE.

8. Shareholder/s holding physical shares are requested to approach any of the Depository Participants (DP) for dematerialization of their shares in the Company for ease and convenience.

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

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

By Order of the Board of Director

For Gratex Industries Limited

SD/-

Neha Arora

Company Secretary

ACS 57981

Place: Navi Mumbai

Date: 07th August, 2026

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

Item No.: 03:

Material related party transactions are defined under Section 188 transaction category wise while Regulation 23 of SEBI Listing Regulations define a common threshold for materiality of the transaction i.e., A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ten per cent (10%) of the annual consolidated turnover of the Company in the case of a listed entity having an annual consolidated turnover of up to Rs. 20,000 crore as per the last audited consolidated financial statements of the Company. And the material RPT requires prior approval of members by means of an Ordinary Resolution.

SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2025/93 dated June 26, 2025 ('Circular'), has mandated listed companies to follow Industry Standards on 'Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions' ('RPTs') ('ISF Note') to ensure compliance with Part A and Part B of Section III-B of the Master Circular read with Regulation 23(2), (3) and (4) of LODR Regulations.

Pursuant to the provisions of Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the corporate governance provisions as specified in regulations 17, [17A,] 18, 19, 20, 21,22, 23, 24, [24A,] 25, 26, [26A,] 27 and clauses (b) to (i) [and (t)] of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V shall not apply, in respect of a listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year.

In previous financial year Company's paid up share capital does not exceed Rs. 10 Crores, and Net worth does not exceeds Rs. 25 Crores. Since, the Regulation 23 and related SEBI Circular to follow Industry Standards on 'Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions is not applicable to the Company.

Still Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business

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

In view of the aforementioned regulatory changes the Resolution No.: 03 is placed for approval by the Members.

Details of the proposed Related Party Transactions between the Company and Marshalls Enterprises India Private Limited ('MEIPL'), including the information required to be disclosed in the Explanatory Statement pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014, as amended, are as follows:

Sr. No.	Description	Details of proposed RPTs between the Company and MEIPL
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	MEIPL is a Company having common Directors and Shareholders. Details of the Business of MEIPL: Established in 1975 and headquartered in Mumbai, MEIPL stands as India's

		premier wallcoverings company, holding the esteemed position of being the foremost entity in its industry. Renowned for its exceptional quality and unparalleled expertise, MEIPL has consistently set the standard for excellence within the realm of wallcoverings. As the largest distributor and retailer of wallcoverings in the nation, MEIPL boasts a network comprising over 12 showrooms strategically located across India, alongside an extensive presence encompassing more than 600 dealers. With a steadfast commitment to innovation, craftsmanship, and customer satisfaction, MEIPL continues to adorn homes and spaces nationwide with its exquisite range of wallcoverings, thereby enriching environments and inspiring creativity since its inception. MEIPL is a Related Party of the Company, as on the date of this Notice.
b.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Baldevkrishan Ramrattan Sharma (DIN: 00117161), the Director-Promoter of Gratex Industries Limited is the Director and Shareholder in MEIPL. Mr. Karan Baldev Sharma (DIN: 00117188), the Managing Director-Promoter of Gratex Industries Limited is the Managing Director and Shareholder in MEIPL. Ms. Mona Pratap Menon (DIN: 00117025), the Director-Promoter and Chief Financial Officer of Gratex Industries Limited is the Director and Shareholder in MEIPL. Ms. Promila Baldev Sharma (DIN: 00118086) Promoter of Gratex Industries Limited and wife of Mr. Baldevkrishan Ramrattan Sharma (DIN: 00117161) the Director of Gratex Industries Limited is the Director and Shareholder in MEIPL.
c.	Type, material terms and particulars of the proposed RPTs.	The Company and MEIPL propose to enter into the following Related Party Transactions during the financial year **2027-28, 2028-29 and 2029-30** for an aggregate value as mentioned in point no.: e. o Sale of Goods o Purchase of Goods o Warehousing Charges Received o Franchises Commission Received o Packing & Forwarding Charges Received o Service charges paid o Reimbursement of Expenses Received o Reimbursement of Expenses Paid The above arrangements are continuing business transactions. Transaction to be entered into will be carried out at an arm’s length pricing basis and in the ordinary course of business.

d.	Tenure of the proposed transaction (particular tenure shall be specified);	Approval of the Shareholders is being sought for transactions during the Three financial years i.e., Financial Year **2027-28, 2028-29 and 2029-30**.
e.	Value of the proposed transactions	(see table below)

Particulars	Value (Amount in Rs.)		
	FY **2027-28**	FY **2028-29**	FY **2029-30**
Sale of Goods	12,00,00,000	14,00,00,000	16,00,00,000
Purchase of Goods	4,00,00,000	5,00,00,000	6,00,00,000
Warehousing Charges Received	2,20,00,000	2,50,00,000	3,00,00,000
Franchises Commission Received	60,00,000	75,00,000	1,00,00,000
Packing & Forwarding Charges Received	1,10,00,000	1,20,00,000	1,40,00,000
Service charges paid	1,10,00,000	1,21,00,000	1,33,10,000
Reimbursement of Expenses Received	1,02,86,000	1,16,39,600	1,31,68,560
Reimbursement of Expenses Paid	20,00,000	22,00,000	24,20,000

f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
g.	Justification as to why the RPT is in the interest of the listed entity	Gratex benefits significantly from its partnership with Marshalls, leveraging the latter's extensive network and strong brand reputation across India. With Marshalls' widespread presence, Gratex can promote its products with minimal effort and expenditure on marketing and sales infrastructure. This collaboration enhances Gratex's market reach and competitiveness, facilitating mutual growth and success.
h.	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
i.	Percentage of the company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPT	Approx. 425%
j.	Any other information that may be relevant.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

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

Based on the approval of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.: 03 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No.: 03 of the Notice, whether the entity is a Related Party to the particular transaction or not.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED

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

Name of the Director	Mrs. Mona Pratap Menon (DIN: 00117025)
Date of Birth	26th April, 1975
Age	49 Years
Nationality	Indian
Date of Appointment	01st October, 1995
Educational Qualification	B.Com, Interior Designer
Brief resume of the Director	Marketing and Corporate Management.
Nature of Expertise in specific functional areas	Marketing and Corporate Management.
Terms and condition of appointment / re-appointment	N.A.
last drawn remuneration	Sitting Fees – Rs. 50,000/- during the financial year 2025-26.
Remuneration proposed to be paid	Non-Executive Directors are paid Sitting Fees as per the criteria set by the Board from time to time in accordance with the provisions of the Companies Act, 2013. The detailed criteria are available in the Nomination and Remuneration Policy of the Company. The Policy can be accessed at the Registered Office of the Company.
Directorships held in other Public Companies (excluding foreign companies)	Nil
No. of Board meeting attended during the year	06 Board Meetings were held and she has attended all the 06 Board Meetings.
Memberships / Chairmanships of committees of the Company	Nil
Memberships / Chairmanships of committees of other public Companies (Includes only Audit and Shareholders / Investors Grievance Committee)	Nil
Names of entities in which the person also holds the Directorship and the Membership of Committees of the Board along with listed entities from which the person has resigned in the past three years	Nil

Details of relationship with other Directors, Manager and Key Managerial Personnel of the Company	Daughter of Mr. Baldevkrishan Ramrattan Sharma and Sister of Mr. Karan Baldevkrishan Sharma
Shareholding of Non-Executive Directors in the entity, including shareholding as a beneficial owner	1,37,900
Key terms and conditions of appointment	Retire by rotation.
Particulars of experience, attributes or skills that qualify which for Board Membership	Marketing and Corporate Management.
Skills and capabilities required for the role and the manner in which he / she meets such requirements	Not Applicable
Other Information	CFO of Company

By Order of the Board of Director

For Gratex Industries Limited

SD/-

Neha Arora

Company Secretary

ACS 57981

Place: Navi Mumbai

Date: 07th August, 2026