

GIPSKARTON INDIA PRIVATE LIMITED

Regd. Off.: 405, D-Mall, A1, Netaji Subhash Place, Pitampura, New Delhi-110034

Phone: +91-11-45824477

E-mail: mohit.8005@hotmail.com

CIN: U36999DL2017PTC315260

NOTICE

Notice is hereby given that the **1st Annual General Meeting** of the Members of **Gipskarton India Private Limited** will be held at the Registered office of the Company situated at **405, D-Mall, A1, Netaji Subhash Place, Pitampura, New Delhi-110034** on **Saturday, 29th September, 2018** at **2:00 P.M.**, to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and approve the Audited Financial Statements as on 31st March, 2018 along with the Schedules thereon and the Reports of the Directors and Auditors thereon.
2. To Appoint the Statuary Auditors of the Company and to fix their remuneration

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), **M/s. Nishant & Associates, Chartered Accountants, New Delhi (Firm Registration No. : 027083N)**, be and are hereby appointed as Statuary Auditors of the Company for a term of 5 (five) years from the conclusion of this 1st Annual General Meeting till the conclusion of the 6th Annual General Meeting of the Company at such remuneration as may be mutually fixed by the Board of Directors of the Company and the Auditors, plus reimbursement out-of pocket expenses, travelling and other expenses incurred in connection with the Audit to be carried out by them”

SPECIAL BUSINESS:

3. To Appoint of **Mr. Mohit Aggarwal (DIN: 02907613)**, Additional Director, as a Director of the Company

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

“RESOLVED THAT pursuant to provisions of Sections 152, 160 of the Companies Act, 2013 read with Rules made there under and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Companies Act, 2013 and any other Act thereto, **Mr. Mohit Aggarwal (DIN: 02907613)**, who was appointed as an Additional Director of the Company in the 2/2017 Board Meeting of the Company held on April 26, 2017 in terms of Section 161 of the Companies Act, 2013 and who shall hold the office up to the date of this **1st Annual General Meeting** of the Company and in respect of whom a notice has been received from him in writing, under Section 160 of the Companies Act, 2013 proposing his candidature for the appointment of Director, be and is hereby appointed as a Director of the Company w.e.f. this **1st Annual General Meeting**, not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Mohit Gupta (DIN : 02366798), Director of the company, be and is hereby authorized to do all such acts, deeds, matters and things as may be required including filing of all necessary E – Forms, if any, to the Registrar of Companies (NCT of Delhi & Haryana) in this regard and to take all such steps which are deemed & considered necessary to give effect to the aforesaid resolution.”

4. To Appoint of **Ms. Seema Gupta (DIN: 00499841)**, Additional Director, as a Director of the Company

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

“RESOLVED THAT pursuant to provisions of Sections 152, 160 of the Companies Act, 2013 read with Rules made there under and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Companies Act, 2013 and any other Act thereto, **Ms. Seema Gupta (DIN: 00499841)**, who was appointed as an Additional Director of the Company in the 2/2018 Board Meeting of the Company held on March 13, 2018 in terms of Section 161 of the Companies Act, 2013 and who shall hold the office up to the date of this **1st Annual General Meeting** of the Company, and in respect of whom a notice has been received from her in writing, under Section 160 of the Companies Act, 2013 proposing her candidature for the appointment of Director, be and is hereby appointed as a Director of the Company w.e.f. this **1st Annual General Meeting**, not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Mohit Gupta (DIN : 02366798), Director of the company, be and is hereby authorized to do all such acts, deeds, matters and things as may be required including filing of all necessary E – Forms, if any, to the Registrar of Companies (NCT of Delhi & Haryana) in this regard and to take all such steps which are deemed & considered necessary to give effect to the aforesaid resolution.”

**BY ORDER OF THE BOARD
FOR GIPSKARTON INDIA PRIVATE LIMITED**



**MOHIT GUPTA
DIRECTOR
(DIN:02366798)**

**PLACE: NEW DELHI
DATE: 04/07/2018
REGD OFFICE: 405, D-Mall, A1,
Netaji Subhash Place,
Pitampura,
New Delhi-110034
E-MAIL: mohit_8005@hotmail.com
CIN: U36999DL2017PTC315260**

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
2. THE MEMBER ENTITLED TO ATTEND AND VOTE AT THE 1ST ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS THEIR PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY, IN ORDER TO BE EFFECTIVE, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE 1ST ANNUAL GENERAL MEETING.
3. PURSUANT TO THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT 2013 READ WITH RULE 19 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OF THE COMPANY.

4. A Proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
5. During the period beginning 24 hours before the time fixed for the commencement of 1ST Annual General Meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided minimum 3 days written notice is given to the company.
6. Members who would like to receive notices, letters, documents and any other correspondence by electronic mode are requested to register their e-mail address(es) and changes therein from time to time with the company.
7. Members/Proxies are requested to bring the duly filled attendance slip enclosed here with to attend the meeting along with a valid identity proof such as pan card, passport or voter id to enter the Annual General Meeting venue.
8. The company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the Meeting.
9. The Register of Members and Share Transfer Books of the company shall remain closed from **25th September, 2018 to 29th September, 2018** for the purpose of 1st Annual General Meeting of the company.
10. The Register of Directors and their shareholding, maintained under section 170 of the Companies Act, 2013 and the Register of contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 shall be kept in the 1st Annual General Meeting and accessible during the 1st Annual General Meeting.
11. All documents referred to in the Notice and Explanatory statement shall be made available for inspection at the registered office of the company, on all working days, except Saturday, Sundays and gazetted Holidays upto the date of 1st Annual General Meeting i.e. 29th September, 2018.
12. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

ITEM NO.3:

Pursuant to section 161 of the Companies Act, 2013 and rules made there under, the Board of Directors at their 2/2017 Board Meeting held on April 26, 2017 have appointed **Mr. Mohit Aggarwal (DIN: 02907613)** as an Additional Director of the company with effect from April 26, 2017. Further as per the provisions of Companies Act, 2013, the tenure of **Mr. Mohit Aggarwal (DIN: 02907613)** shall be upto the date of 1st Annual General Meeting.

The Company has received a request in writing from him proposing his candidature for appointment as a Director of the Company at the ensuing 1st Annual General Meeting of the Company to be held on 29th September, 2018.

The Board also consider necessary that his association would be of immense benefit to the Company and it is desirable to avail his services as a Director.

Mr. Mohit Aggarwal(DIN: 02907613), has intimated to the company that he is not disqualified to act as a director of the Company. In this regard following documents were also received from him:

- (i) A Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (ii) Intimation in Form DIR- 8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014 and
- (iii) Notice in writing in Form No. MBP - 1 disclosing his concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals.

And Further, for this purpose, the approval of Shareholders are sought by way of Ordinary Resolution to be passed at the 1st Annual General Meeting of the Company.

Accordingly, the Board recommend the resolution set out in Item No. 3 of the accompanied notice in relation to appointment of **Mr. Mohit Aggarwal (DIN: 02907613)**, Additional Director, as a Director of the Company for the approval of the shareholders of the Company.

None of the Directors, except **Mr. Mohit Aggarwal (DIN: 02907613)**, to whom the Resolution relates, are in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their shareholding in the Company if, any.

ITEM NO.4:

Pursuant to section 161 of the Companies Act, 2013 and rules made there under, the Board of Directors at their 2/2018 Board Meeting held on March 13, 2018 have appointed **Ms. Seema Gupta (DIN: 00499841)**, as an Additional Director of the company with effect from March 13, 2018 respectively. Further as per the provision of Companies Act, 2013, the tenure of **Ms. Seema Gupta(DIN: 00499841)**, shall be upto the date of 1st Annual General Meeting.

The Company has received a request in writing from her proposing her candidature for appointment as a Director of the Company at the ensuing 1st Annual General Meeting of the Company to be held on 29th September, 2018.

The Board also consider necessary that her association would be of immense benefit to the Company and it is desirable to avail her services as a Director.

Ms. Seema Gupta(DIN: 00499841), has intimated to the company that she is not disqualified to act as a director of the Company. In this regard following documents were also received from **Ms. Seema Gupta (DIN: 00499841)**:

- (i) A Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (ii) Intimation in Form DIR- 8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014 and
- (iii) Notice in writing in Form No. MBP - 1 disclosing her concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals

And Further, for this purpose, the approval of Shareholders are sought by way of Ordinary Resolution to be passed at the 1st Annual General Meeting of the Company.

Accordingly, the Board recommend the resolution set out in Item No.4 of the accompanied notice in relation to appointment of **Ms. Seema Gupta (DIN: 00499841)**, Additional Director, as a Director of the Company for the approval of the shareholders of the Company.

None of the Directors, except **Ms. Seema Gupta (DIN: 00499841)**, to whom the Resolution relates, are in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their shareholding in the Company if, any.

**BY ORDER OF THE BOARD
FOR GIPSKARTON INDIA PRIVATE LIMITED**



**MOHIT GUPTA
DIRECTOR
(DIN:02366798)**

**PLACE: NEW DELHI
DATE: 04/07/2018
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