

NOTICE OF 3RD ANNUAL GENERAL MEETING

NOTICE is hereby given that 3rd Annual General Meeting of Members of Gipskarton India Private Limited is scheduled to be held on **Saturday, 5th December, 2020 at 11:30 A.M.** at the Registered Office of the Company situated at **405, D- Mall, A1, Netaji Subhash Place, Pitam Pura, New Delhi-110034** in order to transact the following business (es):-

ORDINARY BUSINESS (ES):-

1. To Receive, Consider, Adopt and Approve the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 including Balance Sheet, Statement of Profit & Loss and Cash Flow Statement for the Financial Year ended on that date along with the Report of Statutory Auditors and Board of Directors thereon.
2. To Appoint M/s. Mahesh Nishant & Associates, Chartered Accountants (FRN: 508250C) as Statutory Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 139, Section 141 and Section 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of Members of the Company be and is hereby accorded to appoint **M/s Mahesh Nishant & Associates, Chartered Accountants (FRN: 508250C)** as the Statutory Auditors of the Company for a period of five (5) years to hold the office from the conclusion of 3rd Annual General Meeting of the Company up to the conclusion of 8th Annual General Meeting of the Company to be held for the Financial Year 2024 -2025 on such terms and conditions and remuneration plus reimbursement of out of pocket expenses, as may be mutually decided by the Board of Directors of the Company in consultation with **M/s Mahesh Nishant & Associates, Chartered Accountants (FRN: 508250C)**.

RESOLVED FURTHER THAT any of the Board of Directors of the Company be and is/are hereby severally/jointly authorized to do all such acts, deeds, matters and things as may be required including signing and executing necessary deeds, applications, documents, papers and writings on behalf of the Company along with filing of necessary e-forms with the Registrar of Companies in this regard and to take all such steps and actions as may be considered necessary, proper, expedient or incidental for giving effect to this resolution.

SPECIAL BUSINESS (ES):-

3. TO INCREASE THE BORROWING LIMITS OF THE COMPANY PURSUANT TO SECTION 180 (1) (C) OF COMPANIES ACT, 2013

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

"RESOLVED THAT in pursuance of the earlier resolution passed and pursuant to the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any Statutory modification (s), re-enactment (s) thereof or amendment (s) thereto for the time being in force) and subject to such other consent(s), permission(s), sanction(s), as may be required in this regard, the consent of Members be and is hereby accorded to the Board of Directors of the Company to borrow any sum (s) of money (ies), from time to time, in one or more tranches, from any Bank (s), Financial Institution (s), Lending Institution (s), any other Body Corporate (s) or any person (s), in such form and manner and upon such terms and conditions as to interest, re-payment, tenor, security or otherwise, as the Board may

in its absolute discretion determine and think fit, for the purpose of business of the Company, such that the money (ies) to be borrowed, together with the money (ies) already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of Paid-up Share Capital, Free Reserves and Securities Premium of the Company, however provided that the money (ies) already borrowed or to be borrowed by the Company shall not, at any time, exceed an amount of Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT Mr. Mohit Gupta (DIN: 02366798) and/or Mr. Siddharth Gupta (DIN: 01259135), Directors of the Company be and is/are hereby severally/jointly authorized to negotiate and finalize the terms and conditions of such borrowings, finalise and execute all such deeds, documents and writings as may be considered necessary, desirable or expedient, to do all such acts, deeds, matters and things including filing of necessary e-forms, if any, with the Registrar of Companies (ROC), and to take all such steps and actions, as may be considered or deemed necessary, proper or desirable in order to give effect to the above resolution."

4. TO CREATE CHARGE(S), MORTGAGE(S) OR HYPOTHECATION(S) ON ASSETS OR PROPERTIES OF THE COMPANY TO SECURE THE BORROWINGS

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

"**RESOLVED THAT** in ~~the pursuance~~ pursuance of the earlier resolution passed and pursuant to the provisions of Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any Statutory modification (s), re-enactment (s) thereof or amendment (s) thereto for the time being in force), the consent of Members be and is hereby accorded to the Board of Directors of the Company to Sell, Lease or otherwise dispose of the whole or substantially the whole of the undertakings of the Company and to create Charge (s), Mortgage (s) or Hypothecation (s) in addition to the existing Charge (s), Mortgage (s) or Hypothecation (s) already created by the Company on the asset (s) or property (ies) of the Company, whether movable or immovable, both present or future, on such terms and conditions and in such form and manner as the Board may determine or thinks fit, in favour of any Bank (s), Financial Institution (s), Lending Institution (s), any other Body Corporate (s) or any person (s) in order to secure the amount (s) borrowed or to be borrowed by the Company, provided that the total amount of borrowings together with interest thereon, costs, charges, expenses and all other money (ies) payable by the Company in respect of the said borrowings, shall not, at any time exceed an aggregate amount of Rs. 1,00,00,00,000/- (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT Mr. Mohit Gupta (DIN: 02366798) and/or Mr. Siddharth Gupta (DIN: 01259135), Directors of the Company be and is/are hereby severally/jointly authorized to finalize, sign and execute the deeds, documents and writing as may be required in this regard, to settle any question (s), doubt (s), difficulty (ies) that may arise, to do all such acts, deeds, matters and things including filing of necessary e-forms, if any, with the Registrar of Companies (ROC) and to take all such steps and actions, as may be considered or deemed necessary in order to give effect to the above resolution."

By the order of the Board of Directors
For Gipskarton India Private Limited


Mohit Gupta
Director
DIN: 02366798

Date: 24/10/2020
Place: New Delhi
Reg. Office: 405, D- Mall, A1,
Netaji Subhash Place,
Pitam Pura,
New Delhi-110034
Email ID: gipskartonindiapvtltd@gmail.com
CIN: U36999DL2017PTC315260
Website : www.gipskartonindia.com

NOTES:-

1. An Explanatory statement pursuant to the provisions of Section 102 of Companies Act, 2013, setting out the details relating to Special Business (es) set out at item no. 3 and 4 of the accompanying notice is annexed hereto.
2. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING SHALL BE ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. IN TERMS OF SECTION 105 OF THE COMPANIES ACT 2013 READ WITH RULE 19 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED, A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) IN NUMBER AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A BLANK PROXY (FORM MGT-11) IS ANNEXED TO THIS NOTICE.

4. The Members/Proxies are requested to bring to the Meeting attendance slip (enclosed herewith) duly completed and signed along with one valid Identity Proof in order to attend the 3rd Annual General Meeting of the Company.
5. The Company reserves its right to restrict any person from attending the 3rd Annual General Meeting of the Company.
6. As a consequence of ongoing coronavirus (COVID-19) pandemic and in accordance with the issued guidelines of Ministry of Health and Family Welfare, following precautionary measures have been taken by the company in order to conduct the 3rd Annual General Meeting of the Company safely at the meeting venue :-
 - (a) Every attendee is required to go through thermal screening at the entrance of AGM venue and anyone having cough or cold or a body temperature above normal shall not be allowed entry at the Meeting venue.
 - (b) The entry and exit points of the Meeting are equipped with hand sanitization apparatus and the attendees are requested to apply the same on frequent basis.
 - (c) The Company ensures cleaning of Meeting room before and after the conduct of AGM.
 - (d) The sitting arrangements will be done in accordance with the social distancing norms. The Attendees are required to strictly adhere to the same.
 - (e) Every attendee is required to wear face-mask, gloves at all times at the Meeting venue.
 - (f) No refreshments and beverages will be served at the Meeting venue.
7. The Members are requested to support Green initiative by registering/updating their e-mail addresses with the Company in order to receive all the communication from the Company electronically and effectively.
8. In order to prevent fraudulent transactions, Members are advised to exercise due-diligence and notify the Company of any change in address or demise of any Member as soon as possible.
9. The following Documents are kept open for inspection by the Members at the 3rd Annual General Meeting of the Company:-
 - (a) The Register of Directors and Key Managerial Personnel and their Shareholding pursuant to the provisions of Section 170 of the Companies Act, 2013
 - (b) The Register of Contracts or Arrangements in which Directors are interested pursuant to the provisions of Section 189 of the Companies Act, 2013
10. In accordance with the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **1st December, 2020** to **5th December, 2020** (both days inclusive).

- 11. All the Documents referred to in the accompanying notice and Explanatory Statement are open for inspection by the Members at the Company's Registered office at 405, D- Mall, A1, Netaji Subhash Place, Pitam Pura, New Delhi-110034 on all working days (except Saturdays, Sundays and Public Holidays) during the business hours between 10:00 A.M. to 06:00 P.M. up to the date of 3rd Annual General Meeting and also during the Meeting.**
- 12. Members having any query on the Financial Statements or any agenda item proposed in the Notice of 3rd Annual General Meeting are requested to send their queries at least seven (7) days prior to the date of the Meeting of the Company at its registered office or may write to the Company at gipskartonindiapvtltd@gmail.com so as to enable the company to keep the information ready at the Meeting.**

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 3 & 4

This is to inform that the Members of the Company at their 2/2020 Extra-Ordinary General Meeting (EGM) held on 30/01/2020 had approved, by way of Special Resolution, the borrowings limits of the Company, over and above the aggregate of the Paid-up Share Capital, Free Reserves and Securities Premium of the Company but up to a maximum amount of Rs. 90,00,00,000/- (Rupees Ninety Crores only) in accordance with the provisions of Section 180 (1) (c) of the Companies Act, 2013.

Further, with a view of the expansion plans of the Company and the consequent need for availing financial assistance and in order to meet the general Corporate needs of the Company, it is proposed by the Board of Directors to enhance the existing borrowing limits of the Company from Rs. 90,00,00,000/- (Rupees Ninety Crores only) to Rs. 1,00,00,00,000/- (Rupees One Hundred Crores only).

Further, Pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company are required to obtain approval of Members by way of Special Resolution in order to borrow money (ies) in excess of the aggregate of Paid-up Share Capital, Free Reserves and Securities Premium of the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business).

Accordingly, a fresh approval of the Members by way of Special Resolution is sought for enhancing the borrowing limits from Rs. 90,00,00,000/- (Rupees Ninety Crores only) to Rs. 1,00,00,00,000/- (Rupees One Hundred Crores only).

Furthermore, the Members of the Company at their 2/2020 Extra-Ordinary General Meeting (EGM) held on 30/01/2020 had approved creation of Charge (s), Mortgage (s) or Hypothecation (s)/ pledge on the Immovable and Movable Properties in order to secure the borrowings of the Company in excess of aggregate of the Paid-up Share Capital, Free Reserves and Securities Premium of the Company up to an amount of Rs. 90,00,00,000/- (Rupees Ninety Crores only).

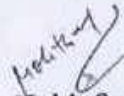
Therefore, as stated above, for creation of Charge(s), Mortgage(s) or Hypothecation(s)/pledge on the Immovable and Movable Properties in order to secure the borrowings of the Company in excess of aggregate of the Paid-up Share Capital, Free Reserves and Securities Premium of the Company up to an amount of Rs. 100,00,00,000/- (Rupees one Hundred Crores only) it is necessary for the Company to obtain approval of Members by way of Special Resolution as envisaged by the provisions of Section 180(1)(a) of Companies Act, 2013.

Accordingly, the Board of Directors recommends the Special Resolutions at set out in Item Nos. 3 and 4 of the accompanying Notice for the approval of the Members of the Company.

All the Documents referred to in the accompanying notice and Explanatory Statement are open for inspection by the Members at the Company's Registered office at 405, D- Mall, A1, Netaji Subhash Place, Pitam Pura, New Delhi-110034 on all working days (except Saturdays, Sundays and Public Holidays) during the business hours between 10:00 A.M. to 06:00 P.M. up to the date of 3rd Annual General Meeting and also during the Meeting.

None of the Directors, Manager, Key Managerial Personnel of the Company and their relatives, as contemplated by the provisions of Section 102 of the Companies Act, 2013, is/are in any way, whether financially and otherwise, concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company, if any.

By the order of the Board of Directors
For Gipskarton India Private Limited



Mohit Gupta
Director

DIN: 02366798

Date: 24/10/2020

Place: New Delhi

Reg. Office: 405, D- Mall, A1,

Netaji Subhash Place,

Pitam Pura,

New Delhi-110034

Email ID: gipskartonindiapvtltd@gmail.com

CIN: U36999DL2017PTC315260

Website : www.gipskartonindia.com