

NOTICE OF 6TH ANNUAL GENERAL MEETING ("AGM")

NOTICE is hereby given that the **6th Annual General Meeting ("AGM")** of **Gipskarton India Private Limited** is scheduled to be held on **Saturday, 30th day of September, 2023** at **04:00P.M.** at the Registered Office of the Company situated at **406, D- Mall, A1, Netaji Subhash Place, Pitam Pura, New Delhi-110034** in order to transact the following business(es):-

ORDINARY BUSINESS:-

1. To receive, consider and approve, the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 including Balance Sheet, Statement of Profit and Loss and Cash Flow Statement as on that date and the Reports of the Statutory Auditors and the Board of Directors thereon.

SPECIAL BUSINESS(ES):

2. **To approve the borrowing limits of the Company in excess of the limits prescribed under Section 180(1)(c) of the Companies Act, 2013**

To consider the matter and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**.

"RESOLVED THAT in suppression of the earlier resolution passed by the shareholders of the Company and pursuant to the provisions of Section 180(1)(c), and all other applicable provisions of the Companies Act, 2013 read with such Rules as may be applicable, the consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company to borrow money from Banks, Financial Institutions, any Body Corporate as and when required, on such interest, repayment, security or otherwise for the business purposes of the Company notwithstanding that the money to be borrowed together with the monies already borrowed by the Company, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed at anytime, the aggregate of Paid-up Share Capital, Free Reserves and Securities Premium of the Company but shall not exceed **Rs.1,50,00,00,000/- (Rupees One Hundred Fifty Crores Only)**.

RESOLVED FURTHER THAT Mr. MOHIT GUPTA (DIN: 02366798), Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary including filing of necessary E-forms, if any, with the Registrar of Companies in this regard and to take such steps and actions as may be considered necessary and expedite in order to give effect to the aforesaid resolution".

3. **TO CREATE CHARGE, MORTGAGE OR HYPOTHECATION ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY IN ORDER TO SECURE THE BORROWINGS OF THE COMPANY PURSUANT TO SECTION 180(1)(A) OF THE 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 suppression of earlier resolution passed by the Shareholders of the Company and pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded to the Board of Directors of the Company to Sell, Lease or otherwise dispose of whole or substantially the whole of undertakings of the Company and to create any Charge(s)/Mortgage(s)/Hypothecation(s) in addition to the existing Charge(s)/Mortgage(s)/Hypothecation(s) already created by the Company, on movable and immovable properties of the Company, both present and future, in favour of any Bank(s), Financial Institution(s) or Lending Institution(s) to secure such borrowings of the Company provided that the total amount of Borrowings secured together with interest payable thereon shall not exceed an aggregate amount of **Rs.1,50,00,00,000/- (Rupees One Hundred Fifty Crores Only)**.

RESOLVED FURTHER THAT the Board of Directors of the Company be and be and is hereby authorized to modify and finalize requisite deeds, documents, papers and writings, to settle or resolve any questions, difficulties or doubts that may arise in this regard, to do all such acts, deeds, matters and things including filing of necessary e-forms, if any, with the Registrar of Companies and to take all such steps and actions as may be considered necessary in order to give effect to the aforesaid resolution.”

4. To increase the Limits of Granting of Loans, Giving Guarantees or providing securities in connection with Loan and making Investments in excess of the limits prescribed under Section 186(3) of the Companies Act,2013

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

“RESOLVED THAT pursuant to **Section 186** of the Companies Act, 2013 and other applicable provisions, if any, of the Act (including any modification, re-enactment or amendment thereof for the time being in force), consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to grant any Loan to any Person or other Body Corporate; to give any Guarantee or Provide any Security in connection with a Loan to any other Body Corporate or Person and to acquire by way of subscription, purchase or otherwise, the securities of any other Body Corporate, as they deem beneficial in the interest of the Company, notwithstanding that the aggregate of the Loans accorded to all Persons or Body Corporate along with the Additional Investments, Loans, Guarantees or Securities proposed to be made or given or provided by the Company, may exceed higher of 60% of the Paid-up Share Capital, Free Reserves and Securities Premium Account of the Company or 100% of Free Reserves and Securities Premium Account of the Company subject to maximum amount of **Rs.1,50,00,00,000/- (Rupees One Hundred Fifty Crores Only)**.

RESOLVED FURTHER THAT Mr. MOHIT GUPTA (DIN: 02366798), Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary including filing of necessary E-forms, if any, with the Registrar of Companies in this regard and to take such steps and actions as may be considered necessary and expedite in order to give effect to the aforesaid resolution”.

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



Mohit Gupta
Director
DIN: 02366798

Date: 04/09/2023
Place: New Delhi
Reg. office: 405, D-Mall, A1, Netaji Subhash Place,
Pitam Pura, New Delhi-110034
Email Id: gipskartonindiapvtltd@gmail.com
Phone: 011-46824477
CIN: U36999DL2017PTC315260

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 6TH ANNUAL GENERAL MEETING ('AGM') MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT REGISTERED OFFICE OF THE COMPANY OR BY EMAIL AT [GIPSKARTONINDIAPVTLTD@GMAIL.COM](mailto:gipskartonindiapvtltd@gmail.com) DULY COMPLETED AND SIGNED NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

FURTHER A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. PROVIDED THAT A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER SHAREHOLDER.

- 2. To avoid any fraudulent transaction (s) or discrepancy, Members are advised to inform of any change in postal address immediately to the Company to receive the communications addressed to them timely.**
- 3. The Register of Members and Share Transfer Books will remain closed from 26/09/2023 to 30/09/2023 (both days inclusive) pursuant to Section 91 of the Companies Act, 2013.**
- 4. An Explanatory Statement under Section 102 of Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.**
- 5. The Register of Directors and Key Managerial Personnel and their shareholding as maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested as maintained under Section 189 of Companies Act, 2013 will be available for inspection by the Members during the 6th Annual General Meeting of the Company.**
- 6. As per Section 72 of the Companies Act, 2013, members can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in physical form can avail the nomination facility by filling Form No. SH-13 in duplicate with the Company.**
- 7. Members desiring any information/clarification on the Financial Statements or any other information related to the working of the Company are requested to write to the Company in advance at least seven (7) days before the date of Meeting at the Registered office of the Company or by e-mail at gipskartonindiapvtltd@gmail.com, so as to keep the information ready at the time of AGM. Even those members who are unable to attend the AGM may also send their queries to the Company.**
- 8. All the documents referred to in the accompanying notice will be available for inspection by the Members at the Registered Office of the Company during business hours of the Company between 10:00 A.M. and 06:00 P.M. on all working days (except Sundays and Public Holidays) up to the date of 6th Annual General Meeting of the Company and also during the continuation of the Meeting.**

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2: In view of expanding business activities of the Company in the near future, the fund requirement of the Company is expected to substantially grow. For this purpose the Company may from time to time need to borrow money(s) from Banks, Financial Institutions or any other lending institutions, Body Corporate or individuals, which, together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves, and securities premium of the Company.

Therefore, the Board of Directors at their meeting, had proposed to increase the borrowing limit of the Company in excess of the aggregate of the paid-up share capital, free reserves, and securities premium of the Company upto **Rs.1,50,00,00,000/- (Rupees One Hundred Fifty Crores Only)** for which approval of shareholders is required by way of Special Resolution.

Accordingly, the Board recommends the special resolution as set out in Item No.2 of the Notice of 6th Annual General Meeting for the approval of shareholders.

All documents referred in the Notice are available for inspection by the Members at the Registered Office of the Company between 10:00 A.M. to 06:00 P.M. on all working Days (except Sundays and public Holidays) up to the date of 6th Annual General Meeting of the Company and also during the continuance of the Meeting.

Item No. 3:

The Members are informed that pursuant to the proposed increase in borrowings of the Company in earlier resolution, the Company may require to create Charge(s), Mortgage(s) and Hypothecation(s) on movable and immovable properties of the Company in favour of Lenders to secure such borrowings of the Company.

Accordingly, the Board of Directors at their Board Meeting subject to the final approval of Members, passed a resolution for creation of Charge(s), Mortgage(s) and Hypothecation(s) on movable and immovable assets of the Company in favour of the Lender in order to secure the borrowings to be made by the Company subject to an aggregate amount of Rs. **Rs.1,50,00,00,000/- (Rupees One Hundred Fifty Crores Only)**.

Accordingly, the Board recommends the Resolution set out at Item No. 3 of the Notice of the 6th Annual General Meeting for the approval of Members of the Company.

All documents referred to in the accompanying Notice, Explanatory Statement including Copy of Board Resolution shall be open for inspection by the Members at the Registered office of the company during the business hours i.e, between 10:00 A.M. to 6:00 P.M. on all working days, (except Sundays and public Holidays) upto the date of commencement of the 6th Annual General Meeting and ending with the conclusion of the meeting.

None of the Directors, ~~Manager or Key Managerial Personnel~~ of the Company and their relative(s) as contemplated in the provisions of Section 102 of the Companies Act, 2013 is/are, in any way, financially or otherwise, concerned or interested in the proposed resolution except to the extent of their Shareholding in the Company, if any.

ItemNo.4:

For making optimum utilization of funds available with the Company, the Board of Directors have proposed before the Shareholders to increase the existing limit to grant loan, provide any guarantee or security in connection with loan to any person or body corporate and acquire securities of any other body corporate of the Company which may be over and above higher of 60% of its paid-up share capital, free reserves and securities premium account of the company or 100% of free reserve and securities premium account of the Company upto **Rs.1,50,00,00,000/- (Rupees One Hundred Fifty Crores Only)** for which approval of shareholders is required by way of Special Resolution.

Accordingly, the Board recommends the special resolution as set out in Item No.4 of the Notice of 6th Annual General Meeting for the approval of shareholders.

All documents referred in the Notice are available for inspection by the Members at the Registered Office of the Company between 10:00 A.M. to 06:00 P.M. on all working Days (except Sundays and public Holidays) up to the date of 6th Annual General Meeting of the Company and also during the continuance of the Meeting.

None of the Directors, ~~Manager and 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, financially or 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
For Gipskarton India Private Limited**



**Mohit Gupta
Director
DIN: 02366798**

**Date: 04/09/2023
Place: New Delhi
Reg. office: 405, D-Mall, A1, Netaji Subhash Place,
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