

NOTICE OF THE 8TH (EIGHTH) ANNUAL GENERAL MEETING ("AGM")

Notice is hereby given that the 8th (Eighth) Annual General Meeting (AGM) of the members of Gipskarton India Private Limited (CIN: U36999DL2017PTC315260) is scheduled to be held on **Tuesday, September 30, 2025** at the registered office of the Company situated at **405, D- Mall, A1, Netaji Subhash Place, Pitam Pura, New Delhi-110034** at **11.00 A.M.** to transact the following business(es):

ORDINARY BUSINESS(ES):

ITEM NO. 1: APPROVAL OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

To consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with Report of Statutory Auditors and Directors Report thereon.

ITEM NO. 2: RE-APPOINTMENT OF M/S. MAHESH NISHANT & ASSOCIATES CHARTERED ACCOUNTANTS (FRN: 508250C) AS STATUTORY AUDITORS OF THE COMPANY

"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, as amended from time to time (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to **re-appoint M/s. Mahesh Nishant & Associates, Chartered Accountants** (Firm Registration No. 508250C) as the **Statutory Auditors** of the Company, to hold office from the conclusion of this **8th Annual General Meeting (AGM)** until the conclusion of the **13th Annual General Meeting (AGM)** of the Company, on such remuneration as may be mutually decided and fixed by the **Board of Directors** of the Company in consultation with the said Statutory Auditors.

RESOLVED FURTHER THAT any of the Director of the Company, be and is hereby authorized to do all such acts, matters and things including executing/signing the documents, deeds as may be required, and filling all necessary forms, i.e. e-Form ADT-1, with the Registrar of Companies and to take all such steps and actions as considered appropriate and necessary in order to give effect to the aforesaid resolution."

SPECIAL BUSINESS(ES):

ITEM NO. 3: APPROVAL OF RELATED PARTY TRANSACTIONS TO BE ENTERED WITH USS GLOBAL LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any amendment, modification, variation or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") to enter into contracts/ arrangement(s)/ transaction(s) (whether individually or series of transactions taken together or otherwise) in the ordinary course of business and at arm's length price with **USS Global Limited**, a Related Party, within the meaning of Section 2(76) of the Companies Act, 2013 on such terms as may be mutually agreed upon between the Company and **USS Global Limited** during the Financial Year 2025-26 and as set out in the Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including any material modifications, finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, and to take all such actions herein conferred to, without being required to seek further consent or approval of the

members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

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

ITEM NO. 4: APPROVAL OF RELATED PARTY TRANSACTIONS TO BE ENTERED WITH SAKARNI PLASTER (INDIA) PRIVATE LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013

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


"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any amendment, modification, variation or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") to enter into contracts/ arrangement(s)/ transaction(s) (whether individually or series of transactions taken together or otherwise) in the ordinary course of business and at arm's length price with **Sakarni Plaster (India) Private Limited**, a Related Party, within the meaning of Section 2(76) of the Companies Act, 2013 on such terms as may be mutually agreed upon between the Company and **Sakarni Plaster (India) Private Limited** during the Financial Year 2025-26 and as set out in the Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including any material modifications, finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, and to take all such actions herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

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

By the order of the Board
Gipskarton India Private Limited

 **Director**

**Mohit Gupta
(Director)**

DIN: 02366798

**Address: 2/3 Shanti Niketan,
Algerian Embassy, R.K. Puram, South
Moti Bagh, Delhi- 110021**

**Date: 01st September, 2025
Place: New Delhi**

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), with respect to the Special Business(es) as set out in the Notice is annexed hereto and forms part of this Notice as **Annexure-I**.
2. ***A Member entitled to attend and vote at the 8th Annual General Meeting of the company shall be entitled to appoint another person as proxy to attend and vote at the meeting on his/her behalf and such proxy need not be a member of the company.*** The instrument appointing a proxy in form MGT-11 attached as **Annexure - III** should be deposited with the company at the registered office or may be sent by mail not less than 48 hours before the commencement of the meeting.
3. A person shall act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Members 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 member.
4. Members/Proxies will be required to bring the duly filled in Attendance slip (Attached with the notice as **Annexure-II**) along with one valid ID proof in order to attend the 8th Annual General Meeting of the Company.
5. Members who have not registered their e-mail address and residential address are requested to register the same with the Company and if there is any change in the details originally provided then to intimate the changes by writing it to the Company at ***gipskartonindiapvtltd@gmail.com***.
6. The Register of Directors and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection at the 8th Annual General Meeting.
7. All documents referred to in the accompanying Notice 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 02:00 P.M. on all working days, (except, Sundays and Gazetted Holidays) upto the conclusion of the 8th Annual General Meeting.
8. The voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Companies Act, 2013 is demanded by any member.
9. For any query or assistance or for any further information Members may contact the Company by sending query over E-mail on ***gipskartonindiapvtltd@gmail.com***.
10. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from 24th September, 2025 to 30th September, 2025 (both days inclusive) for the purpose of 8th Annual General Meeting of the Company.
11. For convenience of the Members, route map is attached to this notice calling 8th Annual General Meeting.

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

ITEM NO. 3: APPROVAL OF RELATED PARTY TRANSACTIONS ENTERED WITH USS GLOBAL LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013

Pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), all material related party transactions exceeding the limits prescribed under the relevant rule, would require prior approval of Members by means of an Ordinary Resolution.

Accordingly, the Board of Directors of the Company has approved the limits for related party transactions to be entered into and carried out in the ordinary course of business and at arm's length basis with **USS Global Limited**, a related party under Section 2(76) of Companies Act, 2013, for an aggregate value not exceeding **Rs. 10,00,00,000/- (Rupees Ten Crores only)** in the Financial Year 2025-26 subject to the approval of members of the Company by way of Ordinary Resolution.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 particulars of transactions entered into with related party are as follows:

1. **Name of the Related Party:** USS Global Limited
2. **Name of the Director or Key Managerial Personnel who is related, if any:** Mr. Mohit Gupta, Director of the Company.
3. **Nature of Relationship:** Mr. Mohit Gupta, Director and Member of the Company is also the Managing Director, Member and Promoter of USS Global Limited.
4. **Nature, material terms, monetary value and particulars of the contract or arrangement:** The Company has decided to enter into related party transactions in ordinary course of business and at arm's length price with USS Global Limited during the Financial Year 2025-26, for a proposed value upto Rs. 10,00,00,000/- (Rupees Ten Crores) only.
5. **Any other information relevant or important for the members to take a decision on the proposed resolution:** All relevant/important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Accordingly, the Board of Directors recommends the resolution as set out in Item No. 03 of the accompanying Notice for approval by the members of the Company as an Ordinary Resolution.

None of the Related Parties shall vote in the resolution.

Except Mr. Mohit Gupta; Director of the Company (Related Party) and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be, in any way concerned or interested, financial or otherwise, in the resolution set out at Item No. 03 of the accompanying Notice, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 4: APPROVAL OF RELATED PARTY TRANSACTIONS TO BE ENTERED WITH SAKARNI PLASTER (INDIA) PRIVATE LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013

Pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") (including any statutory modification(s) or re-enactments thereof for the time being in force), all material related party transactions

exceeding the limits prescribed under the relevant rule, would require prior approval of Members by means of an Ordinary Resolution.

Accordingly, the Board of Directors of the Company has approved the limits for related party transactions to be entered into and carried out in the ordinary course of business and at arm's length basis with **Sakarni Plaster (India) Private Limited**, a related party under Section 2(76) of Companies Act, 2013, for an aggregate value not exceeding **Rs. 10,00,00,000/- (Rupees Ten Crores only)** in the Financial Year 2025-26, subject to the approval of members of the Company by way of Ordinary Resolution.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 particulars of transactions entered into with related party are as follows:

1. **Name of the Related Party:** Sakarni Plaster (India) Private Limited
2. **Name of the Director or Key Managerial Personnel who is related, if any:** Mr. Mohit Aggarwal, Director of the Company.
3. **Nature of Relationship:** Mr. Mohit Aggarwal, Director of the Company, is relative (Son) of the Director of the related party and Ms. Sarita Gupta, Member of the Company is the Director and Member of the related party.
4. **Nature, material terms, monetary value and particulars of the contract or arrangement:** The Company has decided to enter into related party transactions in ordinary course of business and at arm's length price with Sakarni Plaster (India) Private Limited during the Financial Year 2025-26 for a proposed value upto Rs. 10,00,00,000/- (Rupees Ten Crores) only.
5. **Any other information relevant or important for the members to take a decision on the proposed resolution:** All relevant/important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Accordingly, the Board of Directors considered the same and recommends passing of the resolution as set out in Item No. 04 of the accompanying Notice for approval by the members of the Company as an Ordinary Resolution.

None of the Related Parties shall vote in the resolution.

Except Mr. Mohit Aggarwal; Director of the Company (Relative (Son) of Director of the Related Party) and his relatives and Ms. Sarita Gupta; Member of the Company (Director and Member of the Related Party) and her relatives, none of the Directors, Key Managerial Personnel and/or Member of the Company and/or their relatives is deemed to be, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 04 of the accompanying Notice, except to the extent of their shareholding, if any, in the Company.

By the order of the Board
Gipskarton India Private Limited
For Gipskarton India Pvt. Ltd.


Director
Mohit Gupta
(Director)

DIN: 02366798

Address: 2/3 Shanti Niketan,
Algerian Embassy, R.K. Puram, South
Moti Bagh, Delhi- 110021

Date: 01st September, 2025
Place: New Delhi

ATTENDANCE SLIP

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting room.

CIN	U36999DL2017PTC315260
NAME OF THE COMPANY	GIPSKARTON INDIA PRIVATE LIMITED
REGISTERED OFFICE	405, D- MALL, A1, NETAJI SUBHASH PLACE, PITAM PURA, NEW DELHI - 110034

Name & Address of Shareholder (IN BLOCK LETTERS)	
Address	
Reg. Folio No.	
DP ID	
No. of Shares held	
Name of Joint holders, if any	

I / We, hereby record my/our presence at the 8th Annual General Meeting of the Members of **GIPSKARTON INDIA PRIVATE LIMITED** scheduled to be held on **Tuesday, the 30th day of September, 2025 at 11:00 A.M.** at the Registered Office of the Company situated at **405, D- Mall, A1, Netaji Subhash Place, Pitam Pura, New Delhi - 110034.**

(Member/Proxy Name)
(IN BLOCK LETTERS)

(Signatures of Member/Proxy)

1. **Notes:** - A Member/ Proxy wishing to attend the meeting must bring the attendance Slip duly filled & signed to the meeting and handover it at the entrance of the venue.
2. Members are informed that no duplicate attendance slips will be issued at the hall.

FORM NO. MGT-11**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN	U36999DL2017PTC315260
NAME OF THE COMPANY	GIPSKARTON INDIA PRIVATE LIMITED
REGISTERED OFFICE	405, D- MALL, A1, NETAJI SUBHASH PLACE, PITAM PURA, NEW DELHI - 110034

Name of the Member (s)	
Registered Address	
E-mail ID	
Folio No.	
DP ID	

I/We, being the Member (s) holding _____ shares of the above mentioned Company, hereby appoint:

1. Name:
Address:
E-mail ID:

Signature: _____ or failing him/her

2. Name:
Address:
E-mail ID:

Signature: _____ or failing him/her

3. Name:
Address:
E-mail ID:

Signature: _____ or failing him/her

As my/ our proxy to attend and vote for me/us and on my/our behalf at the **8th Annual General Meeting** of the Company to be held on **Tuesday, 30th September, 2025** at **11:00 A.M.** at the Registered Office of the Company situated at **405, D- Mall, A1, Netaji Subhash Place, Pitam Pura, New Delhi- 110034** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business(es):	
1.	Approval of Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2025
2.	Re-appointment of M/s. Mahesh Nishant & Associates (FRN: 508250C) Chartered Accountants, as Statutory Auditors of the Company
Special Business(es):	
3.	Approval of Related Party Transactions to be entered with USS Global Limited under Section 188 of the Companies Act, 2013
4.	Approval of Related Party Transactions to be entered with Sakarni Plaster (India) Private Limited under Section 188 of the Companies Act, 2013

Signed this _____ day of _____ 2025

Signature of the Member _____

Signature of the Proxy holder (s) _____

Affix Revenue Stamp of Rs.1/-
--

Notes:

*This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company or e-mail at gipskartonindiapvtltd@gmail.com not less than 48 hours before the commencement of the Meeting.

ROUTE MAP

TO THE VENUE OF 8TH ANNUAL GENERAL MEETING (AGM)

405, D- Mall, A1, Netaji Subhash Place, Pitam Pura, New Delhi- 110034

