GIPSKARTON®

Gipskarton India Private Limited

NOTICE OF THE (01/2026-27) EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the **(01/2026-27) Extra-Ordinary General Meeting (EGM)** of the members of **Gipskarton India Private Limited** (CIN: U36999DL2017PTC315260) is scheduled to be held on **Tuesday, 26th May, 2026** at **11:00 A.M. (IST)** at the registered office of the Company situated at **Plot No. 29, 1st Floor, NWA, Punjabi Bagh West, Punjabi Bagh Sec - III, New Delhi – 110026** to transact the following business(es):

SPECIAL BUSINESS(ES):

1. **To consider and approve for giving authorization to board of directors to advance any loan, give any guarantee or to provide any security to all such person specified under Section 185 of the Companies Act, 2013 upto an aggregate limit of Rs. 120 Crore (Rupees One Hundred and Twenty Crore only)**

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

"**RESOLVED THAT** pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary/ Associate/Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not, at any time, exceed the aggregate limit of **Rs. 120 Crore (Rupees One Hundred Twenty Crore Only)**.

RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT keeping the best interest of the Company in view, any approval accorded by the Board of Directors and shareholders of the Company under Section 185 of the Companies Act, 2013 under this resolution shall be in force till the period any amendment to the said resolution will be made by the Board of Directors and Shareholders thereof.

RESOLVED FURTHER THAT Mr. Mohit Gupta (DIN: 02366798) and Mr. Mohit Aggarwal (DIN: 02907613), Directors of the Company be and are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution."

2. **To consider and approve for giving authorization to board of directors under Section 186 of the Companies Act, 2013 upto an aggregate limit of Rs. 120 Crore (Rupees One Hundred and Twenty Crore only)**

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

"**RESOLVED THAT** in supersession of the earlier resolution passed by the members at their meeting held on 30th September, 2024 and pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time (including any amendment thereto or re-enactment thereof for the time being in force), if any, the Memorandum of Association, Articles of Association, relevant provisions of such other Act as may be applicable, read with rules and regulations (to the extent applicable), 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:

a) give any loan to any person or other body corporate;
b) give any guarantee or provide any security in connection with a loan to any other body corporate or person; and
c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate whether Indian or Overseas (together referred to as "**Loans/Investments**");

as they may in their absolute discretion deem beneficial and in the interest of the Company, provided that the aggregate outstanding amount of all loans, guarantees, securities and investments made by the Company pursuant to this approval shall not exceed Rs. 120 Crore over and above the limits specified under Section 186(2) of the Companies Act, 2013.

RESOLVED FURTHER THAT keeping the best interest of the Company in view, any approval accorded by the Board of Directors and shareholders of the Company under Section 186 of the Companies Act, 2013 under this resolution shall be in force till the period any amendment to the said resolution will be made by the Board of Directors and Shareholders thereof.

RESOLVED FURTHER THAT Mr. Mohit Gupta (DIN: 02366798) and Mr. Mohit Aggarwal (DIN: 02907613), Directors of the Company be and are hereby severally/jointly authorised to take such steps as may be necessary and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution including filing of certified true copy of this resolution with the concerned Regulators and Authorities."

"Certified True Copy"
For **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: 04-04-2026
Place: Delhi

NOTES:-

1. An Explanatory Statement pursuant to Section 102 (1) 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.

2. ***A Member entitled to attend and vote at the Extra-Ordinary 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) should be deposited with the company at the registered office or may be sent by mail at ***gipskartonindiapvtltd@gmail.com*** 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 would be entitled to inspect the proxies lodged at any time during the working hours at the Registered Office of the Company, during the period beginning from 24 hours before the time fixed for the commencement of the Extra-Ordinary General Meeting, provided the member is required to give at least 3 days notice in writing in this regard to the Company.

5. Members/Proxies will be required to bring the duly filled Attendance slip (Attached as Annexure) along with one valid ID proof in order to attend the Extra-Ordinary General Meeting of the Company.

6. 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.***

7. A member desirous of getting any information on the accounts or operations of the Company is required to forward his/her queries to the Company at least seven days prior to the meeting so that the required information can be made available at the meeting.

8. Pursuant to Section 20(2) of the Companies Act, 2013 read with rule 35 of the Companies (Incorporation) Rules, 2014, as amended, Companies are permitted to send official documents to their shareholders electronically or by registered post or by any other means as may be prescribed.

9. 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 Extra Ordinary General Meeting.

10. 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 date of commencement of the Extra Ordinary General Meeting and ending with the conclusion of the meeting.

11. Unless a poll in accordance with Section 109 of the Companies Act, 2013 is demanded, the voting at the meeting shall be conducted by show of hands.

12. 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.***

13. 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 20th May, 2026 to 26th May, 2026 (both days inclusive) for the purpose of Extra Ordinary General Meeting of the Company.

14. For convenience of the Members, route map is attached to this notice calling Extra Ordinary General Meeting.

(Annexure to the Notice)

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013 read with rules made thereunder]

Item No. 01: To consider and approve for giving authorization to board of directors to advance any loan, give any guarantee or to provide any security to all such person specified under Section 185 of the Companies Act, 2013 upto an aggregate limit of Rs. 120 Crore (Rupees One Hundred and Twenty Crore only)

The Company is expected to render support for the business requirements of other companies in the group in which directors of the Company are interested in accordance with the provisions of Section 185 of the Companies Act, 2013 read with the rules made thereunder.

Pursuant to Section 185 of the Companies Act, 2013 (the Act), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2) of the Act, after passing a special resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of book debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by any company(ies) which are group companies, associate companies, joint venture companies or subsidiary companies of the Company or any other person in whom any of the director of the Company is interested as specified in the explanation to Section 185(2) of the Act, from time to time, within the limits as mentioned in the Item no. 01 of this Notice to meet the business requirements.

The members may note that the Board of Directors of the Company would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals/financial assistance from any banks/financial institutions/body corporates and/or any other appropriate sources, from time to time, at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

All the Directors or Key Managerial Personnel or their relatives are in any way, concerned with or interested, financially or otherwise, in the resolution set out in Item No.01 of the Notice.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No.01 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said resolution for the approval of the shareholders of the Company as a Special Resolution.

Item No. 02: To consider and approve for giving authorization to board of directors under Section 186 of the Companies Act, 2013 upto an aggregate limit of Rs. 120 Crore (Rupees One Hundred and Twenty Crore only)

The members are required to note that the Company had already taken their approval under Section 186 of the Companies Act, 2013 by way of special resolution at the 7th Annual General Meeting held on 30th September, 2024 up to a limit of Rs. 100 Crore.

Now it is proposed to seek the approval of the shareholders to enhance the aggregate limit to Rs. 120 Crore keeping in view the Company's business requirement.

As per the provisions of Section 186 of the Companies Act, 2013 a company can, give or make Loans/Investments, directly or indirectly, for a sum exceeding 60% of the aggregate of paid-up share capital, free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account, whichever is higher, only upon obtaining approval of the members of the Company by a Special Resolution.

In order to make optimum utilization of funds available with the Company and to fulfil the strategic initiatives and business objectives of the Company and considering the benefits that may accrue on the Company as a result of expansion of business through acquisitions, the Board in its Meeting held on 04th April, 2026 has proposed to obtain approval of the shareholders of the Company to enable investments by the Company upto Rs. 120 Crore (Rupees One Hundred and Twenty Crore only).

None of the other Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise, in the resolution set out in Item No.02 of the Notice, except to the extent of their directorships and shareholding, if any in the Company.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No.02 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said resolution for the approval of the shareholders of the Company as a Special Resolution.

For and on behalf of
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: 04-04-2026
Place: Delhi

(Annexure to the Notice)

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	Plot No. 29, 1st Floor, NWA, Punjabi Bagh West, Punjabi Bagh Sec-III, New Delhi – 110026

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

I/ We, hereby record my presence at the (01/2026-27) Extra-Ordinary General Meeting of **Gipskarton India Private Limited** scheduled to be held on **Tuesday, 26th May, 2026** at **11:00 A.M. (IST)** at the registered office of the Company situated at **Plot No. 29, 1st Floor, NWA, Punjabi Bagh West, Punjabi Bagh Sec – III, New Delhi – 110026.**

(Member/Proxy Name)
(IN BLOCK LETTERS)

(Signatures of Member/Proxy)

Notes:

1. *Members are requested to produce the above attendance slip, duly signed in accordance with their specimen signatures registered with the Company, for admission to the Meeting.*
2. *Members are informed that no duplicate attendance slips will be issued at the hall.*

(Annexure to the Notice)

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]

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 (01/2026-27) Extra Ordinary General Meeting of the Company to be held on Tuesday, 26th May, 2026 at 11:00 A.M. (IST) at the Registered Office of the Company situated at Plot No. 29, 1st Floor, NWA, Punjabi Bagh West, Punjabi Bagh Sec – III, New Delhi – 110026 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution
Special Business(es) and Special Resolutions:	
1.	To consider and approve for giving authorization to board of directors to advance any loan, give any guarantee or to provide any security to all such person specified under Section 185 of the Companies Act, 2013 upto an aggregate limit of Rs. 120 Crore (Rupees One Hundred and Twenty Crore only)
2.	To consider and approve for giving authorization to board of directors under Section 186 of the Companies Act, 2013 upto an aggregate limit of Rs. 120 Crore (Rupees One Hundred and Twenty Crore only)

Signed this ________ day of ____________ 2026

Signature of the Member ____________________

Signature of the Proxy holder (s) ________________________

Affix Revenue Stamp not less than Re. 1

Note: 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 the (01/2026-27) Extra-ordinary General Meeting (EGM)

Plot No. 29, 1st Floor, NWA, Punjabi Bagh West, Punjabi Bagh Sec – III, New Delhi – 110026