



NOTICE OF 2ND ANNUAL GENERAL MEETING

Notice is hereby given that **THE SECOND ANNUAL GENERAL MEETING** of the members of “**G. K. P. PRINTING AND PACKAGING LIMITED**” will be held at the registered office of the company situated at **GALA NO. 14, AMRUT INDUSTRIAL ESTATE, S.NO. 45, DHUMAL NAGAR, WALIV IP-12025, PALGHAR, THANE, MAHARASHTRA – 401208 ON TUESDAY 29TH SEPTEMBER 2020 AT 3 PM** to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2020 and the reports of Board of Directors (“the Board”) and Auditors thereon.

2. Appointment of Ms. Payal K. Goradia as Non-Executive Director liable to retire by Rotation:

To Appoint a Director in place of Ms. Payal K. Goradia (DIN: 08101269), who retires by Rotation and, being eligible, seeks herself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Pursuant to the Provisions of the Section 152(6) of the Companies Act, 2013 and the rules made thereunder, Ms. Payal K. Goradia (DIN: 08101269), who retires by Rotation and, being eligible, for re-appointment, be and is hereby re-appointed as the Directors of the Company, liable to retire by rotation.”

3. Ratification of Appointment of Statutory Auditors

To ratify the appointment of Statutory Auditors of the Company, fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, the appointment of M/s. Keyur Shah & Co, Chartered Accountants, Ahmedabad, with Firm registration number 141173W of ICAI as the Statutory Auditors of the Company, to hold office of Statutory Auditor till the conclusion of the next Annual General Meeting be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the Financial Year ending on March 31, 2021, as may be determined by the audit committee in consultation with the auditors.”

4. Approval of Related Party Transactions

To consider the approval of Related Party Transactions of the Company with its Subsidiaries,



Associates or Directors and their relatives and if thought fit, pass the following resolution as a Special Resolution, with or without modification(s):

“RESOLVED THAT pursuant to section 188 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any modification or amendments or clarifications thereon, if any, and pursuant to the SEBI LODR Regulations as applicable and subsequent modifications/amendments thereto as are made from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement (s)/ transaction(s) with related parties within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, up to a maximum amount of Rs. 100 Crores from the financial year 2020-2021 and onward provided, however that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

5. Alteration of Articles of Association of the Company

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

“RESOLVED THAT subject to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of the members at the General Meeting, the Articles of Association of the Company be and hereby amended by inclusion of the following clause on page no. 44 under Clause no. 152 (4) “Dividend and Reserves”

“Notwithstanding anything contained in the Articles of the Company, but subject to the provisions of the Companies Act, 2013 and all other applicable rules of the statutory authorities and the Rules framed by the Board of Directors of the Company in this behalf as amended from time to time by the Board, it shall be open for the Members of the Company who hold the equity shares in the Company to waive/forgo his/their right to receive the dividend (interim or final) by him/them for any financial year which may be declared or recommended respectively by the Board of Directors



of the Company. The waiver/forgoing by the Members, his/ their right to receive the dividend (interim or final) by him/them under this Article shall be irrevocable immediately after the record date/book closure date fixed for determining the names of Members entitled for dividend. The Company shall not be entitled to declare or pay and shall not declare or pay dividend on equity shares to such Members who have waived/forgone his/their right to receive the dividend (interim or final) by him/ them under this Article.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized severally to file necessary e-forms with the Registrar of Companies, Mumbai, in applicable e-Forms and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

6. Remuneration of Mr Keval Goradia & Ms Pooja Goradia

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

“**RESOLVED THAT** pursuant to the provision of Section 203, 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with schedule V of the Companies Act, 2013 and rule framed thereunder Companies (Appointment and Remuneration of Managing Personnel) Rules, 2014, consent of the members of the company be and is hereby given for fixing remuneration of Mr. Keval Goradia, Managing Director of the Company at Rs. 15,00,000/- Per Annum (Rupees Fifteen Lakhs only) .

“**RESOLVED THAT** pursuant to the provision of Section 203, 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with schedule V of the Companies Act, 2013 and rule framed thereunder Companies (Appointment and Remuneration of Managing Personnel) Rules, 2014, consent of the members of the company be and is hereby given for fixing remuneration of Ms. Pooja Goradia, Whole Time Director of the Company at Rs. 9,00,000/- Per Annum (Rupees Nine Lakhs only) .

Date:- **04th September,2020**
Place:- Mumbai

Registered Office:

Gala No. 14, Amrut Industrial Estate,
S.NO. 45, Dhumal Nagar,
Waliv IP-12025, Palghar,
Thane, Maharashtra – 401208
CIN: L21012MH2018PLC307426
Email: gkpackaging@yahoo.com
Website: www.gkpl.in
Tel No.: +91 99200 37770

**By the Order of Board of Directors
For, G. K. P. Printing & Packaging Limited**

Keval Harshad Goradia
Chairman and Managing Director
DIN: 07295358



NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, and signed and stamped, not less than 48 hours before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members / proxies / authorized representatives are requested to bring to the meeting necessary details of their shareholding, duly filled Attendance Slip(s) and Copies of Annual Report. Copies of the Annual Report or Attendance Slip(s) will not be distributed at the meeting.
5. In case of joint holders attending the Meeting, only such joint holder, who is higher in the order of names, will be entitled to vote.
6. The Register of Director's Shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
7. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days between 11.00 a.m. to 1.00 p.m. prior to date of Annual General Meeting.
8. The Notice of 2nd Annual General Meeting and the Annual Report 2019-2020 of the Company, circulated to the members of the Company, will be made available on the Company's website at www.gkpl.in.
9. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized



form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

10. SEBI has mandated the submission of Permanent Account number (PAN) by every participant in the securities market. Members are therefore requested to submit their PAN details to their Depository Participants.
11. To Support the 'Green Initiative' members who have not registered their Email Addresses are requested to register the same with DP's / Linkin Time India Private Limited. Members are requested to provide their email address along with DP id/Client Id and ensure that the same is also updated with their respective DP for their demat account(s). The Registered Email Address will be used for sending future communications electronically.
12. Electronic copy of the Annual Report for 2019-2020 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019-2020 is being sent in the permitted mode. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants.
13. As per Rule 20(2) of Companies (Management and Administration) amendment rules, 2015 vide Notification Dated 19th March, 2015, A Company Listed under chapter XB (Companies listed on SME exchange) or chapter XC(Companies listed on institutional trading platform without IPO) of ICDR regulations, 2009 and having its equity Shares listed on a recognized stock exchange, is out of the ambit of E- voting in its General Meeting and G. K. P. PRINTINT AND PACKAGING LIMITED is a BSE SME Listed company and E-Voting is not applicable.
14. Members can request for a Ballot Form at G. K. P. PRINTINT AND PACKAGING LIMITED, Gala No. 14, Amrut Industrial Estate, S.No. 45, Dhupal Nagar, Waliv IP-12025, Palghar, Thane, Maharashtra – 401208, Email Id:- cs@gkpl.in, WebSite :- www.gkpl.in.
15. The Company has appointed M/s. M. R. Bhatia & Co, Company Secretaries to act as the Scrutinizer for conducting the voting process in a fair and transparent manner
16. The Scrutinizer shall, immediately after the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than two (2) days of conclusion of the meeting, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company, who shall counter-sign the same.

G.K.P. Printing & Packaging Limited
2ND Annual Report - 2019-20



**#Packaging is a theatre,
We create your stories.**

17. The results shall be declared at or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gkpl.in and will be communicated to BSE Limited.
18. Electronic copy of the Notice of the 2nd Annual General Meeting of the Company, inter alia, indicating the process of voting through ballot along as stated herein with Attendance Slip, Ballot Paper and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/DP(s) for communication purposes unless any member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 2nd Annual General Meeting of the Company, inter alia, indicating the process and manner of voting through ballot paper along with Attendance Slip, Ballot Paper and Proxy Form is being sent in the permitted mode.
19. The Register of Members and Transfer Books of the Company will remain closed from 23rd September, 2020 to 29th September, 2020 (Both days Inclusive) for the purpose of the Second Annual General Meeting or any adjournment thereof.
20. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days prior to the Annual General Meeting so that the requested information can be made available at the time of the meeting
21. The Route Map showing Directions to reach the Venue of the 2nd Annual General Meeting is annexed.

Date: **04.09.2020**

Place: **Mumbai**

Registered Office:

Gala No. 14, Amrut Industrial Estate,
S.NO. 45, Dhumal Nagar,
Waliv IP-12025, Palghar,
Thane, Maharashtra – 401208
CIN: L21012MH2018PLC307426
Email: gkpackaging@yahoo.com
Website: www.gkpl.in
Tel No.: +91 99200 37770

By the Order of Board of Directors

For, G. K. P. Printing & Packaging Limited

Keval Harshad Goradia

Chairman and Managing Director

DIN: 07295358



Statement Pursuant To Section 102 Of the Companies Act, 2013

Item 4: Approval of Related Party Transactions

The Company in its ordinary course of business and/or on arm's length basis sources material from different steel producers in India and outside India. The Company also purchases material and sales the materials to the Related Parties. The purchase of materials from these companies is dependent on the requirement of the Company for its products from time to time and the ability of supply of specified material by these companies. During the course of its business the Company also sells its products to these companies.

The Company envisages that the transaction(s) entered into with Subsidiaries, Associate Concerns or directors or their relatives whether individually and/or in aggregate would exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited and financial statements of the Company during a financial year of the Company. The Company therefore requires approval of the shareholders through a special resolution for entering into contract(s)/ arrangement (s)/ transaction(s) up to a maximum amount as mentioned in the respective resolutions from the financial year 2020-2021 and onward.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act, 2013 and the rules framed thereunder for the specified transactions with these companies, the same is being sought as an abundant precautionary measure.

All related parties shall abstain from voting on these resolutions.

Item 5: Alteration of Articles of Association of the Company

Your Directors propose to alter the Articles of Association (AOA) of the Company to enable the Members of the Company including Promoters & Promoters Group, who hold the equity shares in the Company to waive/forgo his/her/their right to receive the dividend, interim or final, by him/her/them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company or Members of the Company.

Now, Pursuant to provision of section 14 of the Companies Act, 2013, for the Alteration of Articles of Association of the Company, Members approval is required by way of passing of Special Resolution.

Hence, The Resolution as at Item No. 5 of the Notice is therefore set out as a Special Resolution



for approval of the Members. None of the Directors and/or Key Managerial Personnel [KMP] of the Company and their relatives are concerned or interested in the resolution set out at Item no. 5 except to the extent of Shareholding in the Company

Item 6: Remuneration of Mr Keval Goradia & Ms Pooja Goradia

Your Directors propose to fix the remuneration of Mr. Keval Goradia, Managing Director and Ms Pooja Goradia, Whole time Director as per the amount set out in the Resolution for the Financial Year 2019-20 by passing special resolution and approval of the members of the Company as per the provisions of Section 203, 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with schedule V of the Companies Act, 2013 and rule framed thereunder Companies (Appointment and Remuneration of Managing Personnel) Rules, 2014

Details of Director seeking Re-Appointment at the Forthcoming Annual General Meeting:

Name of Director	Payal Keval Goradia
DIN	08101269
Date of Birth	05/11/1980
Qualification	Bachelor of Commerce & Diploma in Interior Designing
Area of Expertise	Ms Pooja Goradia has been actively engaged in Manufacturing Process & Designing since incorporation of Company.
Directorship Held in Other Companies	NIL
Committee Positions Held in Other Companies	NIL
No of Shares held in the Company as on 31 st March 2020	29,81,537 Shares



PROXY FORM MGT-11

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

Annual General Meeting held on 28th September, 2020

CIN : L21012MH2018PLC307426

Name of the Company : G. K. P. Printing & Packaging Limited
Registered Office : Gala No. 14, Amrut Industrial Estate, S.NO. 45, Dhumal Nagar, Waliv IP-12025, Palghar, Thane, Maharashtra – 401208
Website : www.gkpl.in

Name of the Member(s)

Registered Address

Email ID

Folio No / Client ID

DP ID

I / We, being the member(s) of _____ Equity Shares of G. K. P. Printing & Packaging Limited, hereby appoint

1. Name :
Address :
E-mail Id :
Signature : , or failing him
2. Name :
Address :
E-mail Id :
Signature : , or failing him
3. Name :
Address :
E- mail Id :
Signature :

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on the 29th day of



September 2020 at 3.00 P.M. at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions set out in the AGM Notice convening the meeting, as are indicated below:

Resolution No.

1. Adoption of Financial Statements
2. Appointment of Ms. Pooja H. Goradia as Whole Time Director liable to retire by Rotation
3. Appointment of Statutory Auditors

Signed this _____ day of _____ 2020

Signature of the Shareholder

Signature of the Proxyholder(s)

Affix
Re.1/-
Revenue
Stamp

Note: The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Commencement of the meeting.



ATTENDANCE SLIP

(To be handed over at the Registration Counter)

Annual General Meeting held on 29th September 2020

Folio No./DP ID - Client ID No.:	
No. of Shares	

I/We hereby record my/our presence at the Annual General Meeting of the Company being held on 29th September 2020 at **3:00 PM at Gala No. 14, Amrut Industrial Estate, S.No. 45, Dhumal Nagar, Waliv Ip-12025, Palghar, Thane, Maharashtra – 401208.**

1. Name(s) of the Member : 1.Mr./Ms.....
 And Joint Holder(s) : 2. Mr./Ms.....
 (In block letters) : 3.Mr./Ms.....

2. Address:

.....

3. Father's/Husband's

Name (of the Member): Mr.

4. Name of Proxy: Mr. /Ms.

1.....

2.....

3.....

Signature of the Proxy

Signature(s) of Member and Joint Holder(s)

Note: Please complete the Attendance slip and hand it over at the Registration Counter at the venue



#Packaging is a theatre,
We create your stories.

GOOGLE MAPS ROUTE MAP FROM VASAI STATION TO VENUE OF ANNUAL GENERAL MEETING OF G.K.P. PRINTING & PACKAGING LIMITED

