



Gayatrishakti Paper & Boards Limited

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of **Gayatrishakti Paper & Boards Limited** will be held on Thursday, 29th Day of September, 2016 at the Registered Office of the Company at Office No. 412, Raheja Plaza, 15B, Shah Industrial Estate, Veera Desai Road, Behind Yash Raj Studio, Andheri (West), Mumbai - 400053 at 4:00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, and adopt the Audited Accounts for the financial year ended 31st March, 2016 along with the Reports of the Directors and Auditors thereon.
2. To declare dividend on the preference shares of the Company.
3. To appoint a Director in place of Mrs. Meena Agarwal, having (DIN no. 00231687), -Director, who retires by rotation and being eligible offers herself for re-appointment.
4. To consider and if thought fit, to pass , the following resolution as ordinary resolution:

RESOLVED THAT pursuant to the provisions of section 139, 142 of the Companies Act, 2013 read with Audit and Auditors Rules, 2014, (the rules) , (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the recommendations of the Audit Committee of the Board of Directors, M/s. Ashok Bairagra & Associates, Chartered Accountants, Mumbai, (FRN 118677W), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Act, and rule 4 of the rules, be and are hereby re-appointed as Statutory Auditors of the company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Audit committee/ Board of Directors in consultation with the Auditors.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), as an **ORDINARY RESOLUTION** the following:

"RESOLVED THAT pursuant to the provisions of section 73 (2) of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules 2014 and all other applicable provisions, if any, the Company be and is hereby authorized to accept Unsecured deposits from its Member not exceeding 25% of the paid up share capital, free reserves and security



The mark of responsible forestry
Unit : Gayatrishakti
Certificate Registration Code : SW-COC-005470
Certificate Issue No.: IN-2011-1



CIN : U21010MH2005PLC153451

Regd. Office: 412, Raheja Plaza,
15B, Shah Indl. Est., Veera Desai Road,
Behind Yashraj Studio, Andheri (W), Mumbai-400 053, INDIA
Tel: +91 22 42380000 • Fax: +91 22 42380011 • Email: info@gspbl.com • www.gspbl.com
Factory Address: Plot No.: 799 / 1, GIDC, Vapi- 396195, Gujarat, INDIA. • Tel.: +91 260 2400451, 2401588

premium account of the Company as per the latest audited Balance Sheet of the Company as on 31.03.2016.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorized to sign and file the necessary forms/documents with all statutory authorities to give effect to the said resolution."

Registered Office:

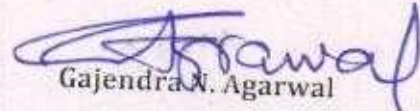
412, Raheja Plaza, 15B, Shah Industrial Estate,

Veera Desai Road, Behind Yash Raj Studio,

Andheri (West), Mumbai - 400053.

CIN: U21010MH2005PLC153451

For and on behalf of the Board


Gajendra N. Agarwal

Managing Director

DIN: 00231599



Date: September 14, 2016

Place: Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent 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 a proxy or any other person or shareholder.

2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before 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. The Register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2016 to 29th September, 2016(Both days inclusive)
4. Members/Proxies should bring duly filled attendance slips to attend the meeting.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto

6. Members whose shareholding is in electronic mode are requested to direct change of address notification to their respective Depository Participants.
7. The Register of Directors' Shareholding Register of Proxies and Statutory Auditors' would be available for inspection by the Members, at the Meeting. All documents referred to in the accompanying Notice and Explanatory Statement are also open for inspection by the Members at the Registered Office of the Company on any day between 10.00 a.m. to 12.00 p.m. except Saturday, Sunday and Public Holiday up to the date of Annual General Meeting
8. Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(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 2015-16 is being sent in the permitted mode.

ANNEXURE TO THE NOTICE:

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACTS, 2013.

The following Explanatory Statement sets out the material facts relating to the business under items of the accompanying Notice:

The Board of Directors at their meeting held on September 14, 2016, have in-principle approved and recommended the invitation and acceptance of Fixed Deposits from the members pursuant to Sections 73 (2) Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force to meet the ongoing fund requirements of the Company. The Fixed Deposit program would be credit rated on an annual basis and the Company may provide deposit insurance cover, if required, under the Act read with the said Rules. It is proposed to authorize the Board thereof to negotiate and finalize the terms of Fixed Deposit Scheme and to do such other acts and deeds as may be necessary or incidental thereto in compliance with the provisions of Sections 73 and 76 of the Act, read together with Rule 2(e) of the Companies (Acceptance of Deposits) Rules, 2014, approval of the Members by way of special resolution is being sought. The funds to be borrowed through the Fixed Deposits program would be within the overall borrowing powers approved by the members of the Company. The Board recommends the Ordinary Resolution as set out at Item No.5 of this Notice for approval of the members of the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the said resolution, except to the extent of any Fixed Deposits that may be placed with company by them, their relatives or by the companies/institutions in which they are directors.

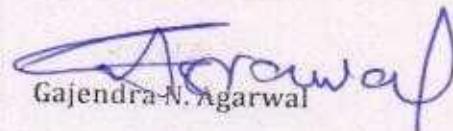
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CIN: U21010MH2005PLC153451

Date: September 14, 2016

Place: Mumbai

For and on behalf of the Board


Gajendra N. Agarwal

Managing Director

DIN: 00231599

