

NOTICE OF 4th ANNUAL GENERAL MEETING

Notice is hereby given that **THE FOURTH ANNUAL GENERAL MEETING** of the members of “**G. K. P. PRINTING AND PACKAGING LIMITED**” is scheduled to be held on **MONDAY 05TH SEPTEMBER 2022 AT 03:00 PM** through **Video Conferencing (VC) / Other Audio Video Means (OAVM)** to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2022, the reports of the Board of Directors and auditors thereon; in this connection, if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution

“**RESOLVED THAT** the Audited Financial Statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. Appointment of Mrs. Payal Keval Goradia as Executive Director liable to retire by Rotation:

To Appoint a Director in place of Mrs. 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, Mrs. 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, 2023, as may be determined by the audit committee in consultation with the auditors.”

SPECIAL BUSINESS:

4. Increase Authorized Share Capital of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 and 64 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the consent of Members of the company be and is hereby accorded to increase Authorized Share Capital of the Company from existing Rs. 15,00,00,000/- (Rupee Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of

Rs. 10/- (Rupee Ten Only) each to Rs. 22,00,00,000/- (Rupee Twenty Two Crore Only) divided into 2,20,00,000 (Two Crore Twenty Lacs) Equity Shares of Rs. 10/- (Rupee Ten Only) each by addition of 70,00,000 (Seventy Lacs) Equity Shares of Rs.10/- (Rupee Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company.”

“**FURTHER RESOLVED THAT** Mr. Keval Goradia, Managing Director of the Company or Company Secretary of the company or Authorized Representative(s) of the Company be and are hereby authorized severally to sign/digitally sign all such necessary forms, documents, papers, and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company including affixing the stamp/common seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments, etc. without limitation to settle any questions, difficulties or doubts that may arise in and as they may in their absolute discretion deem fit to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

“**FURTHER RESOLVED THAT** all actions taken by the Directors of the Company in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

5. To Alter Capital Clause V of Memorandum of Association to Reflect Increase in the Authorised Share Capital

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) and the Articles of Association of the Company, the consent of Members of the company be and is hereby accorded for amending existing Clause V of the Memorandum of Association of the company by deleting the same and substituting in its place and stead the following new Clause V:

V. The Authorized Share Capital of the Company is Rs. 22,00,00,000/- (Rupees Twenty Two Crore Only) divided into 2,20,00,000 (Two Crore Twenty Lacs) Equity Shares of Rs. 10/- (Re. Ten Only) each.”

“FURTHER RESOLVED THAT Mr. Keval Goradia, Managing Director of the Company or Company Secretary of the company or Authorized Representative(s) of the Company be and are hereby authorized severally to sign/digitally sign all such necessary forms, documents, papers, and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company including affixing the stamp/common seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments, etc. without limitation to settle any questions, difficulties or doubts that may arise in and as they may in their absolute discretion deem fit to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

“FURTHER RESOLVED THAT all actions taken by the Directors of the Company in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

6. To Approve Issue of Bonus Equity Shares

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

“**RESOLVED THAT** in accordance with Section 63 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Foreign Exchange and Management Act, 1999, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and subject to any other regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and the terms and conditions, if any, as may be specified while according such approvals and subject to acceptance of such terms and conditions by the Board of Directors of the Company, the consent of Members of the company be and is hereby accorded to capitalize sum of Rs. 7,33,29,440/- (Rupees Seven Crore Thirty Three Lacs Twenty Nine Thousand Four Hundred Forty Only) out of sum of Rs. 7,80,10,209 /- (Seven Crore Eighty Lakh Ten Thousand Two Hundred Nine Only) outstanding to the credit of the Securities Premium Account as per the last Audited Financial Statements i.e. as on 31st March, 2022 by considering applicable accounting standard of the Company and transfer to the Share Capital Account towards issuance and allotment of Equity shares not exceeding 73,32,944 (Seventy Three Lacs Thirty Two Thousand Nine Hundred Forty Four) of Rs. 10/- (Rupee Ten Only) each for the purpose of issue of Bonus Equity Shares to be allotted as fully paid-up equity shares to the existing

equity shareholders of the Company, whose names appear on the Register of Members of the Company/list of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the 'Record Date' as to be determined by the Board, in the proportion of 1:2 i.e. 1 (One) New Equity Share of nominal value of Rs. 10/- (Rupee Ten Only) each, for every 2 (Two) Existing Fully paid-up Equity Share of Rs. 10/- (Rupees Ten Only) each and that the Bonus Equity Shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company."

"FURTHER RESOLVED THAT the Bonus Shares to be allotted shall be subject to the Memorandum and the Article of Association of the Company and shall rank pari-passu in all respects with the existing fully paid-up Equity Shares of the Company."

"FURTHER RESOLVED THAT no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members, held with their respective Depository Participants and in the case of Members who hold Equity Shares In physical form, the Share Certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities."

"FURTHER RESOLVED THAT the Issue and allotment of the Bonus Shares to Non-Resident Indians, Foreign Institutional Investors (FIIs) & other foreign investors, shall be subject to the approvals, if any, of the Reserve Bank of India and such other Regulatory authorities, as may be necessary under the Foreign Exchange Management Act, 1999."

"FURTHER RESOLVED THAT Board of Directors be and is hereby authorized to fix the 'Record Date' for the purpose and to allot the Bonus Shares and take necessary steps for listing of the Equity Shares so allotted at the Stock Exchanges where the

securities of the Company is listed as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable Laws, Rules and Regulations.”

“FURTHER RESOLVED THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expense in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements”

“FURTHER RESOLVED THAT Mr. Keval Goradia, Managing Director of the Company or Company Secretary of the company or Authorized Representative(s) of the Company be and are hereby authorized severally to sign/digitally sign all such necessary forms, documents, papers, and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company including affixing the stamp/common seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments, etc. without limitation to settle any questions, difficulties or doubts that may arise in and as they may in their absolute discretion deem fit to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

“**FURTHER RESOLVED THAT** all actions taken by the Directors of the Company in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

“**FURTHER RESOLVED THAT** all actions taken by the Directors of the Company in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect

7. Remuneration of Mr. Keval Goradia, Chairman & Managing Director of the Company

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, 197, 198 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, including any statutory modification(s) or re-enactment thereof for the time being in force and the applicable provisions contained in the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 consent of the members of the company be and is hereby given for fixing remuneration of Mr. Keval Goradia, Chairman & Managing Director of the Company at Rs. 24,00,000/- Per Annum (Rupees Twenty Four Lakhs only). The other terms and conditions of his appointment remaining the same and with the liberty to the board of directors to alter, vary and modify the terms and conditions of the said appointment and or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Keval Goradia within and in accordance with the Act or such other applicable provisions or any amendment thereto.”

“FURTHER RESOLVED THAT Mr. Keval Goradia, Managing Director of the Company or Company Secretary of the company or Authorized Representative(s) of the Company be and are hereby authorized severally to sign/digitally sign all such necessary forms, documents, papers, and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company including affixing the stamp/common seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments, etc. without limitation to settle any questions, difficulties or doubts that may arise in and as they may in their absolute discretion deem fit to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

“FURTHER RESOLVED THAT all actions taken by the Directors of the Company in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

8. Remuneration of Mrs Payal Goradia, Executive Director of the Company

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, 197, 198 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, including any statutory modification(s) or re-enactment thereof for the time being in force and the applicable provisions contained in the Securities and Exchange Board of India (

Listing Obligations and Disclosures Requirements) Regulations, 2015 consent of the members of the company be and is hereby given for fixing remuneration of Mrs. Payal Keval Goradia, Executive Director of the Company at Rs. 15,00,000/- Per Annum (Rupees Fifteen Lakhs only). The other terms and conditions of his appointment remaining the same and with the liberty to the board of directors to alter, vary and modify the terms and conditions of the said appointment and or remuneration, in such manner as may be agreed to between the Board of Directors and Mrs. Payal Keval Goradia within and in accordance with the Act or such other applicable provisions or any amendment thereto.”

“**FURTHER RESOLVED THAT** Mr. Keval Goradia, Managing Director of the Company or Company Secretary of the company or Authorized Representative(s) of the Company be and are hereby authorized severally to sign/digitally sign all such necessary forms, documents, papers, and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company including affixing the stamp/common seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments, etc. without limitation to settle any questions, difficulties or doubts that may arise in and as they may in their absolute discretion deem fit to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

“**FURTHER RESOLVED THAT** all actions taken by the Directors of the Company in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

9. Remuneration of Ms Pooja Goradia, Whole Time Director of the Company

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, 197, 198 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, including any statutory modification(s) or re-enactment thereof for the time being in force and the applicable provisions contained in the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 consent of the members of the company be and is hereby given for fixing remuneration of Ms. Pooja Harshad Goradia, Whole Time Director of the Company at Rs. 12,00,000/- Per Annum (Rupees Twelve Lakhs only). The other terms and conditions of his appointment remaining the same and with the liberty to the board of directors to alter, vary and modify the terms and conditions of the said appointment and or remuneration, in such manner as may be agreed to between the Board of Directors and Mrs. Pooja Harshad Goradia within and in accordance with the Act or such other applicable provisions or any amendment thereto.”

“FURTHER RESOLVED THAT Mr. Keval Goradia, Managing Director of the Company or Company Secretary of the company or Authorized Representative(s) of the Company be and are hereby authorized severally to sign/digitally sign all such necessary forms, documents, papers, and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company including affixing the stamp/common seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments, etc. without limitation to settle any questions,

difficulties or doubts that may arise in and as they may in their absolute discretion deem fit to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

“**FURTHER RESOLVED THAT** all actions taken by the Directors of the Company in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

10. To make loans or investments and to give guarantees or to provide security in connection with a Loan made under Section 186 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force 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”) (i) to give any loans to any person or other body corporate, or (ii) give any guarantee or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of Company’s Paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is higher as the Board of Directors may think fit, provided that the total loans or investments made, guarantee given, securities provided and acquire any other security shall not any time exceed Rs. 20 Crores (Rupees Twenty Crores) .”

“FURTHER RESOLVED THAT Mr. Keval Goradia, Managing Director of the Company or Company Secretary of the company or Authorized Representative(s) of the Company be and are hereby authorized severally to sign/digitally sign all such necessary forms, documents, papers, and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company including affixing the stamp/common seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments, etc. without limitation to settle any questions, difficulties or doubts that may arise in and as they may in their absolute discretion deem fit to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

“FURTHER RESOLVED THAT all actions taken by the Directors of the Company in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

11. To re-appoint Mr Keval Harshad Goradia as a Chairman and Managing Director

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr Keval Harshad Goradia (DIN: 07295358) as a Chairman and Managing

Director, for a period of 5 (five) years from the expiry of his present term of office, i.e., with effect from April 25, 2023 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as the Board” which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said reappointment and / or remuneration as it may deem fit;

FURTHER RESOLVED THAT Mr. Keval Goradia, Managing Director of the Company or Company Secretary of the company or Authorized Representative(s) of the Company be and are hereby authorized severally to sign/digitally sign all such necessary forms, documents, papers, and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company including affixing the stamp/common seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments, etc. without limitation to settle any questions, difficulties or doubts that may arise in and as they may in their absolute discretion deem fit to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

“FURTHER RESOLVED THAT all actions taken by the Directors of the Company in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

12. To re-appoint Mrs Payal Keval Goradia as an Executive Director

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mrs Payal Keval Goradia (DIN: 08101269) as an Executive Director, for a period of 5 (five) years from the expiry of her present term of office, i.e., with effect from April 25, 2023 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as the Board” which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said reappointment and / or remuneration as it may deem fit;

FURTHER RESOLVED THAT Mr. Keval Goradia, Managing Director of the Company or Company Secretary of the company or Authorized Representative(s) of the Company be and are hereby authorized severally to sign/digitally sign all such necessary forms, documents, papers, and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company including affixing the stamp/common seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments, etc. without limitation to settle any questions,

difficulties or doubts that may arise in and as they may in their absolute discretion deem fit to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

“**FURTHER RESOLVED THAT** all actions taken by the Directors of the Company in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

13. To re-appoint Ms Pooja Harshad Goardia as an Whole Time Director

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Ms Pooja Harshad Goradia (DIN: 08101270) as an Whole Time Director, for a period of 5 (five) years from the expiry of her present term of office, i.e., with effect from April 25, 2023 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as the Board” which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said reappointment and / or remuneration as it may deem fit;

FURTHER RESOLVED THAT Mr. Keval Goradia, Managing Director of the Company or Company Secretary of the company or Authorized Representative(s) of the Company be and are hereby authorized severally to sign/digitally sign all such necessary forms,

documents, papers, and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company including affixing the stamp/common seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments, etc. without limitation to settle any questions, difficulties or doubts that may arise in and as they may in their absolute discretion deem fit to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

“**FURTHER RESOLVED THAT** all actions taken by the Directors of the Company in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

Date: **05.08.2022**

Place: **Mumbai**

Registered Office:

Gala No. 1, Ground Floor,
Champion Compound, Opp Chachas Dhaba,
Vasai, Palghar - 401208

CIN: L21012MH2018PLC307426

Email: gkpackaging@yahoo.com

Website: www.gkpl.in

Tel No.: +91 93221 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. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The register of members and share transfer books of company shall remain closed from 29th Aug, 2022 to 05th Sept, 2022 (both days inclusive) for the purpose of 4th Annual General Meeting.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. As per the MCA General Circular No. 20/2020 dated 05th May, 2020, the Annual Report will be sent through electronic mode to only those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository participant
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send email to gkpcompliance@gmail.com for e-voting/ attending Annual General Meeting, a duly certified copy of the relevant Board Resolution together with their respective specimen

signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the AGM will be provided by National Securities Depository Limited (NSDL).
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.gkpl.in, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com.
11. Members of the Company holding shares either in physical form or in Dematerialized forms as on Benpos date i.e. 05th Aug, 2022 will receive Annual Report for the financial year 2021-22 through electronic mode.
12. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and

MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

13. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out facts concerning the business are annexed hereto.
14. Brief Profile of Directors seeking appointment and re-appointment at the Annual General Meeting is provided at Annexure to this Notice as prescribed under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.
15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
16. The relevant documents referred to in this notice requiring approval by the members at the meeting shall be available for inspection by the members at the meeting shall be available for inspection by the members at the registered office of the Company on all working days, except Saturday & Sunday, during business hours, up to the date of AGM.
17. Members desirous of obtaining any information concerning accounts or operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting through email on gkpcompliance@gmail.com so that the information required may be made available at the Meeting and the same will be replied by the Company suitably.
18. Members holding shares in Dematerialized mode are requested to intimate all the changes pertaining to their Bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, Nominates, Power of Attorney, change of address, contact number, email id, etc., to their Depository Participants (DP) only, and not to the Companies Registrar & Share Transfer Agent. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.
19. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company. The Nomination Form-SH 13 prescribed by the Government

can be obtained from the Share Transfer Agent or may be downloaded from the website of the Ministry of Company Affairs.

20. Non-Resident Indian Members are requested to inform National Securities Depository Limited (NSDL) via e-mail evoting@nsdl.co.in immediately of:

a) Change in their residential status on return to India for permanent settlement

b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of bank with pin code number, if not furnished earlier.

21. To support 'Green Initiative', the members who have not yet registered their e-mail addresses are requested to register the same with the Company's Registrar & Share Transfer Agent/ their respective Depository Participants. Members whose e-mail ids are already registered may update the changes therein, if any. This may be treated as an advanced opportunity in terms of proviso to rule 18(3) (i) of the Companies (Management & Administration) Rules, 2014.

22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts.

23. Instruction for e-voting and joining the AGM are as under:

E-Voting (Voting through electronic means):

1. In compliance with the provisions of section 108 of the Act read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, members are provided with the facility to cast their votes electronically. The Company has made necessary arrangement with Link intime India Pvt. Ltd. To facilitate the members to cast their votes electronically.

2. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 05th Aug, 2022 may cast their vote electronically. The e-voting period will commence from Friday, 02nd September, 2022 at 09:00 a.m. (IST) and will end at 05:00 p.m. (IST) on Sunday, 04th September, 2022. The e-voting module will be disabled on Friday, 02nd September, 2022, at 05:00 p.m. (IST). The voting right of shareholders shall be in proportion to their share in the Paid up equity share capital of the Company as on the cutoff date, being 05th Aug, 2022.
3. Any person who have acquired shares of the company and becomes member of the company after the dispatch of the Annual Report and holding shares as on the cut –off date may obtain the User Id and Password by referring e-voting instructions given in the Notice which is uploaded on our website at www.gkpl.in.
4. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
5. A member can opt for only one mode of voting i.e. either through remote e- voting or e-Voting on the day of the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail.
6. The Company has appointed M/s. M. R. Bhatia & Co, Company Secretaries to act as the Scrutinizer to scrutinize the voting during AGM and remote e-voting process in a fair and transparent manner

The Scrutinizer shall, immediately after the conclusion of the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote -e voting and make, not later than 48 hours of conclusion of the AGM. a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person Authorized by him in writing.

The Scrutinizer will submit his report to the Chairman. The result of the voting on the Resolutions shall be announced by the Chairman or any other person authorized by him Immediately after the results are declared.

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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider

- i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
 4. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	--

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is

	12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not**

registered.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mrhataics@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Pallavi Mhatre at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to gkpcpliance@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to gkpcpliance@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at gkpcompliance@gmail.com. The same will be replied by the company suitably.

Date: **05.08.2022**

Place: **Mumbai**

Registered Office:

Gala No. 1, Ground Floor,
Champion Compound, Opp Chachas Dhaba,
Vasai, Palghar - 401208

CIN: L21012MH2018PLC307426

Email: gkpackaging@yahoo.com

Website: www.gkpl.in

Tel No.: +91 93221 37770

By the Order of Board of Directors

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

Keval Harshad Goradia

Chairman and Managing Director

DIN: 07295358

ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies, Act 2013)

Item 2: Details of Mrs. Payal Goradia seeking Appointment / Re-Appointment

Name of Director	Payal Keval Goradia
DIN	08101269
Date of Birth	05/11/1980
Qualification	Bachelor of Commerce with Diploma in Interior Designing
Area of Expertise	Ms Payal 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 2022	59,63,074 Equity Shares

Item 4 & 5: Increase in Authorized Share Capital of The Company to Allow Issue of Bonus Shares & To Alter Clause V of Memorandum of Association to Reflect the Increase in The Authorized Share Capital Proposed Under Item No. 4

The Board in its meeting held on 01st August, 2022, approved and recommended subject to the consent of the members of the Company and approval of other regulatory authorities, issue of Bonus Equity Shares of Rs. 10/- (Rupees Ten only) each in the proportion of 1:2 i.e. 1 (One) new fully paid-up equity shares of Rs. 10/- (Rupees Ten only) each for every 2 (Two) existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each by capitalizing a sum of Rs. 7,33,29,440/- (Rupees Seven Crore Thirty Three Lacs Twenty Nine Thousand Four Hundred Forty Only) out of sum of Rs. 7,80,10,209 /- (Seven Crore Eighty Lakh Ten Thousand Two Hundred Nine Only) outstanding to the credit of the Securities Premium Account as per the last Audited Financial Statements i.e. as on 31st March, 2022 by considering applicable accounting standard of the Company.

The present Authorized share capital of the company is Rs. 15,00,00,000/- (Rupee Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupee Ten Only) each

In order to facilitate issue of bonus shares, it is proposed to increase the Authorized Share Capital to Rs. 22,00,00,000/- (Rupee Twenty Two Crore Only) divided into 2,20,00,000 (Two Crore Twenty Lacs) Equity Shares of Rs. 10/- (Rupee Ten Only) each by creation of additional 70,00,000 (Seventy Lacs) Equity Shares of Rs.10/- (Rupee Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13, 61 and 64 of the Companies Act, 2013.

Accordingly, Resolutions under Item no. 4 and 5 of this Notice seek Members' approval by way of Ordinary Resolution for increase in authorized share capital and consequential amendments to Memorandum of Association of the Company.

The Board recommends the resolutions under Item no. 4 and 5 for approval of the Members by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions under Item no. No. 4 and 5 of this Notice except to the extent of shares held by them or any concern or company controlled by them in the Company.

Item 6: To Approve Issue of Bonus Equity Shares

The equity shares of your Company are listed on the Bombay Stock Exchange of India Limited (BSE). The Board of Directors of the company were of the view to capitalize the Securities

Premium account by issuing Bonus Equity Shares for the benefit of the members of the company. Hence, the Board in its meeting held on 01st August, 2022, approved and recommended subject to the consent of the members of the Company and approval of other regulatory authorities, issue of Bonus Equity Shares of Rs. 10/- (Rupees Ten only) each in the proportion of 1:2 i.e. 1 (One) new fully paid up equity share of Rs. 10/- (Rupees Ten only) each for every 2 (Two) existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each held by the Members on the “Record Date” to be determined by the Board by capitalizing a sum of Rs. 7,33,29,440/- (Rupees Seven Crore Thirty Three Lacs Twenty Nine Thousand Four Hundred Forty Only) out of sum of Rs. 7,80,10,209 /- (Seven Crore Eighty Lakh Ten Thousand Two Hundred Nine Only) outstanding to the credit of the Securities Premium Account as per the last Audited Financial Statements i.e. as on 31st March, 2022 by considering applicable accounting standard of the Company The bonus issue would also help in increasing the liquidity of the equity shares and likely serve to encourage further participation of small investors and expand the retail shareholder base.

Fractional shares, if any, arising out of the issue and allotment of the bonus equity shares may be ignored or the Board may otherwise make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements

Pursuant to the provisions of Sections 63 and other applicable provisions of the Companies Act, 2013 and subject to other applicable statutory and regulatory approvals, issue of bonus shares require approval of the Members by way of Ordinary Resolution.

Accordingly, Resolution under Item no. 6 of this Notice seek Members' approval by way of Ordinary Resolution for issue of bonus shares.

The Board recommends the resolution under Item no. 6 for approval of the Members by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution under Item no. No. 6 of this Notice except to the extent of shares held by them or any concern or company controlled by them in the Company.

Item 7: Remuneration of Mr. Keval Goradia, Chairman & Managing Director of the Company

The members are apprised that Mr. Keval Goradia, Chairman & Managing Director of the Company having DIN 07295358 was initially appointed as the Managing Director of the Company for a period of five years effective from 25th April, 2018.

Since his appointment, the Company has made significant progress under the leadership of Mr. Keval Goradia. The Company's operations have grown multi fold during this period, and has also achieved profitability.

The Nomination & Remuneration Committee and Board of Directors in its respective meetings held on 05th August 2022, has considered the matter of revision in the remuneration of Mr. Keval Goradia for the services rendered by him as Chairman & Managing Director of the company, and keeping in view his achievements and contributions recommended to the members increase in his remuneration to Rs. 24,00,000/- (Rupees Twenty Four Lakhs only) per annum.

Further, the revision in the remuneration of Mr. Keval Goradia requires the approval of shareholders by way of Special Resolution as per provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013. Based on the same, the matter is recommended to Shareholders for their approval.

None of the Directors and/or Key Managerial personnel of the company and their relatives, except Mr. Keval Goradia and their relatives, are in any way concerned or interested in the proposed increment in the Remuneration of Mr. Keval Goradia, Chairman & Managing Director of the company.

The Directors recommend the aforesaid resolution under Item no. 7 for the approval by the members as **Special Resolution**.

Item 8: Remuneration of Mrs. Payal Keval Goradia, Executive Director of the Company

The members are apprised that Mrs. Payal Keval Goradia, Executive Director of the Company having DIN 08101269 was initially appointed as Non-Executive Director of the Company w.e.f 19th January 2019 and with her willingness to act as Executive Director of the Company she was re-appointed by the members of the Company to act as Executive Director from 17th September 2021.

Since her appointment, the Company has considered her vast experience in the field of Interior Designing and knowledge of the Industry since almost decade progress and since availing her services on regular basis The Company's operations have shown immense grown during this period, and has also achieved profitability.

The Nomination & Remuneration Committee and Board of Directors in its respective meetings held on 05th August 2022, has considered the matter of revision in the remuneration of Mrs. Payal Keval Goradia for the services rendered by her as Executive Director of the company, and keeping in view his achievements and contributions recommended to the members increase in her remuneration to Rs. 15,00,000/- (Rupees Fifteen Lakhs only) per annum.

Further, the revision in the remuneration of Mrs. Payal Keval Goradia requires the approval of shareholders by way of Special Resolution as per provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013. Based on the same, the matter is recommended to Shareholders for their approval.

None of the Directors and/or Key Managerial personnel of the company and their relatives, except Mrs. Payal Keval Goradia and their relatives, are in any way concerned or interested in the proposed increment in the Remuneration of Mrs. Payal Keval Goradia, Executive Director of the company.

The Directors recommend the aforesaid resolution under Item no. 8 for the approval by the members as **Special Resolution**.

Item 9: Remuneration of Ms. Pooja Harshad Goradia, Whole Time Director of the Company

Ms. Pooja Harshad Goradia was appointed as Whole Time Director and Chief Financial Officer of the Company for the period of 5 years effective from 25.04.2018 at a remuneration of Rs. 9,00,000/- (Rupees Nine Lakh) per annum

Since her appointment, the Company has considered her vast experience in the field of Finance and Human Resource and handling the Financial Matters and Day to day activities of the Company.

The Nomination & Remuneration Committee and Board of Directors in its respective meetings held on 05th August 2022, has considered the matter of revision in the remuneration of Ms. Pooja Harshad Goradia for the services rendered by her as Executive Director of the company, and keeping in view his achievements and contributions recommended to the members increase in her remuneration to Rs. 12,00,000/- (Rupees Twelve Lakhs only) per annum.

Further, the revision in the remuneration of Ms. Pooja Harshad Goradia requires the approval of shareholders by way of Special Resolution as per provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013. Based on the same, the matter is recommended to Shareholders for their approval.

None of the Directors and/or Key Managerial personnel of the company and their relatives, except Ms. Pooja Harshad Goradia and their relatives, are in any way concerned or interested

in the proposed increment in the Remuneration of Ms. Pooja Harshad Goradia, Whole Time Director of the company.

The Directors recommend the aforesaid resolution under Item no. 9 for the approval by the members as **Special Resolution**.

Item 10: To make loans or investments and to give guarantees or to provide security in connection with a Loan made under Section 186 of the Companies Act, 2013

The Company intends to make investment in and to give to the Group Company and other companies as and when needed. The Company also intends to provide Corporate Guarantee to the banks/financial institutions for the financial assistance provided by them.

The requirements of the loans to be given / investment to be made / guarantee to be provided by the Company to meet the financial requirements, it is required to increase the limit up to 20 Crores. The consent and approval of the Shareholders is therefore, sought in accordance with the provisions of Section 186 of the Companies Act, 2013 for the said limits.

As per the provisions of Section 186 of the Companies Act, 2013, No company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide 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 exceeding Sixty percent of its Paid-up Capital, Free reserves and Securities Premium or Hundred Percent of its Free Reserves and Securities Premium account, whichever is more.

Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified, under Section 186 of the Companies Act, 2013 prior approval by means of a Special Resolution passed at a General Meeting.

The Directors recommend the aforesaid resolution under Item no. 10 for the approval by the members as **Special Resolution**.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution under Item no. No. 10 of this Notice except to the extent of shares held by them or any concern or company controlled by them in the Company.

Item 11: To re-appoint Mr Keval Harshad Goradia as a Chairman and Managing Director

Director, Mr. Keval Goradia (DIN: 07295358), retires by rotation and being eligible, seeks re-appointment. The Board recommends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the members. The remuneration proposed to be paid to Mr. Keval Goradia, Managing Director has also been recommended by the Nomination and Remuneration Committee. The remuneration proposed will be within the limits permissible under Schedule V to the Act. Brief profile of Mr. Pritesh Y. Shah is annexed to the notice.

Save and except Mr. Keval Goradia and his relatives, none of the other Directors/Key Managerial Personnel of the Company/their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

The Directors recommend the aforesaid resolution under Item no. 11 for the approval by the members as **Ordinary Resolution**.

Item 12: To re-appoint Mrs Payal Keval Goradia as a Executive Director

Director, Mrs. Payal Keval Goradia (DIN: 08101269), retires by rotation and being eligible, seeks re-appointment. The Board recommends the Ordinary Resolution set out at Item No. 12 of the Notice for approval by the members. The remuneration proposed to be paid to Mrs. Payal Keval Goradia, Executive Director has also been recommended by the Nomination and Remuneration Committee. The remuneration proposed will be within the limits permissible under Schedule V to the Act. Brief profile of Mrs. Payal Keval Goradia is annexed to the notice.

Save and except Mrs. Payal Keval Goradia and her relatives, none of the other Directors/Key Managerial Personnel of the Company/their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 12 of the Notice.

The Directors recommend the aforesaid resolution under Item no. 12 for the approval by the members as **Ordinary Resolution**.

Item 13: To re-appoint Ms Pooja Harshad Goradia as a Whole Time Director

Director, Ms. Pooja Harshad Goradia (DIN: 08101270), retires by rotation and being eligible, seeks re-appointment. The Board recommends the Ordinary Resolution set out at Item No. 13 of the Notice for approval by the members. The remuneration proposed to be paid to Ms. Pooja Harshad Goradia, Whole Time Director has also been recommended by the Nomination and Remuneration Committee. The remuneration proposed will be within the limits permissible under Schedule V to the Act. Brief profile of Ms. Pooja Harshad Goradia is annexed to the notice.

Save and except Ms. Pooja Harshad Goradia and her relatives, none of the other Directors/Key Managerial Personnel of the Company/their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 13 of the Notice.

The Directors recommend the aforesaid resolution under Item no. 12 for the approval by the members as **Ordinary Resolution**.

BRIEF RESUME OF DIRECTOR(S) APPOINTMENT/RE-APPOINTMENT AT THE 4TH ANNUAL GENERAL MEETING OF THE COMPANY

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Keval Goradia	Payal Goradia	Pooja Goradia
DIN	07295358	08101269	08101270
Date of Birth	07/08/1980	05/11/1980	25/04/1985
Age (In Years)	42 Years	41 Years	37 Years
Nationality	Indian	Indian	Indian
Date of Appointment (DD/MM/YYYY)	25/04/2018	25/04/2018	25/04/2018
Educational Qualification	B.Com	B.Com with Diploma in Interior Designing	MBA (Human Resource)
Nature of Expertise in Specific Functional Areas	Manufacturing & Marketing	Designing & Admin	Finance and Human Resource
Number of Equity Shares held in the Company	77,65,088	59,63,074	200
Number of Board Meetings attended during the Financial Year 2021-22	15	15	15
Directorships held in Other Companies & LLP's (excluding Foreign Companies and Section 8 Companies)	1	0	0
Chairmanships of Committees in other companies	0	0	0

Memberships of Committees in other companies	0	0	0
Relationships between directors inter-se	Mrs Payal Goradia is Wife of Mr Keval Goradia & Ms Pooja Goradia is Sister of Mr Keval Goradia	Mr Keval Goradia is Husband of Mrs Payal Goradia & Ms Pooja Goradia is Sister in Law of Mrs Payal Goradia	Mr Keval Goradia is Brother of Ms Pooja Goradia & Mrs Payal Goradia is Sister in Law of Ms Pooja Goradia

Date: **05.08.2022**

Place: **Mumbai**

Registered Office:

Gala No. 1, Ground Floor,
Champion Compound, Opp Chachas Dhaba,
Vasai, Palghar - 401208

CIN: L21012MH2018PLC307426

Email: gkpackaging@yahoo.com

Website: www.gkpl.in

Tel No.: +91 93221 37770

By the Order of Board of Directors

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

Keval Harshad Goradia

Chairman and Managing Director

DIN: 07295358