MASK INVESTMENTS LIMITED

CIN No. : L65993GJ1992PLC036653

~~Date: 11.05.2018~~

To,
Dear All Directors,
Mask Investments Limited
Surat.

Sub: NOTICE FOR 01/2018-19 MEETING OF THE BOARD OF DIRECTORS ON 19.05.2018

Notice is hereby given that 01st/2018-19 Meeting of the Board of Directors of the Company will be held on Saturday, 19th May, 2018 at 04:00 p.m. at the Registered Office of the Company situated at A-601/B, International Trade Centre, Majura Gate, Ring Road, Surat 395002, Gujarat to transact the following business:

1. To Appoint the Chairperson of the Meeting.
2. To Grant Leave of Absence, if Any
3. To record the Minutes of the previous Board Meeting.
4. To record the Minutes of the previous Committee Meetings.
5. To review the business operations carried out during the period.
6. To take note of disclosure of director's interest and shareholding.
7. To consider and approve the standalone Audited Financial Statements for the fourth quarter and financial year ended on 31st March, 2018 as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
8. To approve the Audited Standalone Financial Statements of the company for the year ended 31st March, 2018.
9. To approve the Auditors Report on the Financial Statements of Company for the financial year ended on 31st March, 2018.
10. To place before the Board and note the Quarterly Statement of Grievances Redressal Mechanism, Corporate Governance Report and Shareholding Pattern for the Quarter ended on 31st March, 2018 in Compliance of SEBI (LODR) Regulation, 2015.
11. To place before the Board Half yearly certificate for the half year ended on 31st March, 2018 and Reconciliation of share capital audit report for the Quarter ended on 31st March, 2018 in Compliance of SEBI (LODR) Regulation, 2015.
12. To give authority to e-sign form MGT-14.

Any other matter with the permission of the chair.

All Directors are requested to make it convenient to attend the meeting.
In case due to any unavoidable circumstance you are not able to attend the meeting kindly inform about the leave from meeting at least 24 hours in an advance.

NOTES OF AGENDA FOR THE MEETING ARE ENCLOSED.

MASK INVESTMENTS LIMITED SURAT

Yours Faithfully

Shiwani

Shiwani Churiwal
Company Secretary
Email: cs_shiwani@maskinvestments.com
Phone No.: 0261-2463261

NOTES TO AGENDA FOR 01st/2018-19 MEETING OF THE BOARD OF DIRECTORS OF MASK INVESTMENTS LIMITED SCHEDULED TO BE HELD ON SATURDAY, THE 19TH MAY, 2018 AT 04:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A-601/B, INTERNATIONAL TRADE CENTRE, MAJURA GATE, RING ROAD, SURAT 395002, GUJARAT

Item No. 1: To Appoint the Chairperson of the Meeting
Mrs. Madhu Narayan Saboo, Chairperson of the Company shall be the Chairperson of the Meeting, However, in absence of Mrs. Madhu Narayan Saboo, (Chairperson) in the meeting, the Directors may elect one of themselves to be the Chairperson of the Meeting.

Item No. 2: To Grant Leave of Absence, if Any
Leave of Absence shall be granted to Director, who shall express their inability to attend the meeting.

Item No. 3: To record the Minutes of the previous Board Meeting
The last meeting of Board of Directors of the Company was held on 16/03/2018 at the registered office of the Company, the draft minutes of the same were already circulated before the Board for its confirmation and approval.

Item No. 4: To record the Minutes of the previous Committee Meetings.
The minutes of previous Audit committee meeting held on 16/03/2018 and Nomination & Remuneration committee meeting held on 16/03/2018 will be read and noted.

Item No. 5: To review the business operations carried out during the period.
The detail report on the operation of the company for the financial year 2017-18 will be presented by the Chairperson at the venue of the meeting.

Item No. 6: To take note of disclosure of director's interest and shareholding.
Notices of interest under Section 184(1) of the Companies Act, 2013 as and when received from all the directors of the company before the meeting to be held will be tabled and the contents thereof will be read and noted by the Board.

Item No. 7: To consider and approve the standalone Audited Financial Statements for the fourth quarter and financial year ended on 31st March, 2018 as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
The Chairperson will place before the Board the Statement of Audited Standalone Financial Results for the quarter and year ended on 31st March, 2018 as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 to be submitted to the Stock Exchange. The approval of the Board is to be accorded and to pass the following resolution with or without modifications:

DRAFT RESOLUTION

"RESOLVED THAT pursuant to the Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Audited Standalone Financial Results for the quarter and year ended on 31st March, 2018 as placed before the meeting be and are hereby approved and taken on record.

RESOLVED FURTHER THAT Mrs. Madhu Saboo, Managing Director and Chairperson of the Company be and is hereby authorized to sign the same and furnish the same to the Stock

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Exchanges where the shares of the Company are listed and to publish the same in the newspapers as required under the listing regulations.

RESOLVED FURTHER THAT the report of Auditors on Audited Standalone Financial Results be submitted to the Stock Exchanges where the shares of the Company are listed pursuant to regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015."

<u>Item No. 8:</u> To approve the Audited Standalone Financial Statements of the company for the year ended 31st March, 2018.

The Chairperson of the meeting will be requested to place before the Board the draft Standalone Financial Statements for the financial year ended 31st March, 2018 along with Schedule and notes to account and the Statement giving the prescribed information in respect of the Subsidiary/Associates Companies. The approval of the Board is to be accorded and to pass the following resolution with or without modifications:

<u>DRAFT RESOLUTION</u>

"**RESOLVED THAT** the Standalone Audited Financial Statements of the company for the financial year 31st March, 2018 including the Balance Sheet as at 31st March 2018, the statement of Profit & Loss for the year ended 31st March 2018 and the Cash Flow Statement for the year ended 31st March, 2018 along with schedules, annexure and notes appended thereto as placed before the Board initialed by the Chairman for the purpose of identification be and is hereby considered, approved, take on record and thereafter be sent to the members for adoption in the forthcoming ensuing Annual General Meeting."

RESOLVED FURTHER THAT Mrs. Madhu Saboo (Chairperson & Managing Director), Mr. Narayan Saboo (Director) Mr. Naresh Saboo (Director), Mrs. Ayushi Saboo (CFO), Miss Shiwani Churiwal (Company Secretary) of Company be and are hereby severally authorized to sign the said Standalone Audited Financial Statements of the company for the financial year 31st March, 2018 on behalf of the Board of Directors and also authorized to take such steps as may be necessary in relation to the above and file such documents with the Registrar of Companies, Ahmedabad."

<u>Item No. 9:</u> To adopt the Independent Auditors Report on the Standalone Financial Statements for the financial year ended on 31st March, 2018.

The Chairperson will be requested to place before the Board a copy of the Report received from the Statutory Auditors, M/s. Rajendra Sharma & Associates, Chartered Accountant, on the Standalone Financial Statements of the Company for the year ended 31st March, 2018, for the consideration of the Board. The approval of the Board is to be accorded and to pass the following resolution with or without modifications:

<u>DRAFT RESOLUTION</u>

"**RESOLVED THAT** the Independent Auditors Report on the Standalone Financial Statements of the Company for the year ended 31st March, 2018 including the balance sheet as at 31st March 2018 and the Statement of Profit & Loss for the year ended 31st March 2018 and the Cash Flow Statement for the year ended 31st March, 2018 along with schedules, annexure and notes appended thereto as placed before the Board and initialed by the Chairman for the purpose of identification be and is hereby considered, approved, taken on record and thereafter be sent to the members for adoption in the forthcoming ensuing Annual General Meeting.

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RESOLVED FURTHER THAT Mrs. Madhu Saboo (Chairperson & Managing Director), Mr. Narayan Saboo (Director) Mr. Naresh Saboo (Director), Mrs. Ayushi Saboo (CFO), of Company be and are hereby authorized severally to take such steps as may be necessary in relation to the above and file such documents with the Registrar of Companies, Ahmedabad."

Item No. 10: To place before the Board and note the Quarterly Statement of Grievances Redressal Mechanism, Corporate Governance Report and Shareholding Pattern for the Quarter ended on 31st March, 2018 in Compliance of SEBI (LODR) Regulation, 2015.

Statement of Grievances Redressal Mechanism, Corporate Governance Report and Shareholding Pattern for the Quarter ended on 31st March, 2018 in Compliance of SEBI (LODR) Regulation, 2015 which were already submitted with the stock exchange shall be put before the Board for their referral and will take note of the same.

Item No. 11: To place before the Board Half yearly certificate for the half year ended on 31st March, 2018 and Reconciliation of share capital audit report for the Quarter ended on 31st March, 2018 in Compliance of SEBI (LODR) Regulation, 2015.

Half yearly certificate for the half year ended on 31st March, 2018 and Reconciliation of share capital audit report for the Quarter ended on 31st March, 2018 in Compliance of SEBI (LODR) Regulation, 2015 as given by Mr. Dhiren R. Dave, Practising Company Secretary which were already submitted with the Stock Exchange shall be put before the Board by the Chairperson of the meeting for taking note of the same.

Item No. 12: To give authority to e-sign form MGT-14.

The Chairperson of the meeting with the approval of the Board would give authority for signing and filing various forms to ROC with respect to passing of above resolutions and approval of the Board is to be accorded and to pass the following resolution with or without modifications:

DRAFT RESOLUTION

"**RESOLVED THAT** any one of the Director of the Company be and is hereby Authorized to file the Form No. MGT-14 with the Register of Companies and to do all such acts and deeds as may be required to give effect to the above resolution."

RESOLVED FURTHER THAT any one of the Director of the Company be and is here by Authorized to file such other required e-forms with the Register of Companies and to do all such acts and deeds as may be required to give effect to the above resolution."

Item No.13: Any other business with the permission of the chair/ Board.

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