

MASK INVESTMENTS LIMITED

CIN No. : L65993GJ1992PLC036653

Date:21.08.2018

To,
Dear All Directors,
Mask Investments Limited
Surat.

Sub: SHORTER NOTICE FOR 03/ 2018-19 MEETING OF THE BOARD OF DIRECTORS ON 25.08.2018

Notice is hereby given that 03/ 2018 -19 Meeting of the Board of Directors of the Company will be held on the Saturday, 25th August, 2018 at 11.30 AM 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 Elect 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 Appoint Mr. Mohit Saboo, Chartered Accountant as the Internal Auditor of the company for the Financial Year 2018-19.
6. To appoint a Company Secretary as the Secretarial Auditor of the company for Financial Year 2018-19.
7. To consider the re-appointment of director liable to retire by rotation at the 26th AGM the company.
8. To approve Director's Report for the financial year ended 31st March, 2018.
9. To consider and note Secretarial audit report and Management Discussion and Analysis Report for the year ended 31st March, 2018.
10. To accept the resignation of Ms. Shiwani A. Churiwal as Company secretary & Compliance Officer of the Company.
11. To consider the appointment of Ms. Sanju patel as Company secretary & Compliance Officer of the Company.
12. To fix the date of 26th Annual General Meeting (AGM) and approve the notice of 26th AGM.
13. To fix the book closure date for AGM.
14. To provide e-voting facility to the members of the company and consequently appointing the Scrutinizer to the e-voting facility.
15. To give authority to e-sign various e-forms so as to effect to the above resolutions.
16. Any other matter with the permission of the chair,

Note:

Board meeting is going to be held at 4 days Shorter Notice Subject to the presence of at least one independent director. In Case of Absence of any of Independent Director from Board Meeting on 25/08/2018, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent director.

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.

**FOR AND BEHALF OF
MASK INVESTMENT LIMITED**

Naresh Saboo

**NARESH SABOO
DIRECTOR
(00223350)**



NOTES TO AGENDA FOR 03/ 2018-19 MEETING OF THE BOARD OF DIRECTORS OF MASK INVESTMENTS LIMITED SCHEDULE TO BE HELD ON SATURDAY , 25TH AUGUST, 2018 AT 11.30 A.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 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 Confirm & noting the Minutes of the previous Board Meeting.

The minutes of last meeting of Board of Directors of the Company held on 13/08/2018 will be read and noted.

Item No.4: To Confirm & noting the Minutes of the previous Committee Meetings.

The minutes of previous Audit committee meeting held on 13/08/2018, Nomination & Remuneration committee meeting held on 13/08/2018 and Stake holders Relationship Committee meeting held on 13/08/2018 will be read and noted.

Item No. 5: To Appoint Mr. Mohit Saboo, Chartered Accountant as the Internal Auditor of the company for the Financial Year 2018-19:

The company has received consent Letter from Mr. Mohit Saboo, Chartered Accountants, to act as Internal Auditor for the Financial Year Period from 01ST April, 2018 to 31ST March, 2019 and Audit Committee has also recommended the appointment of Mr. Mohit Saboo as Internal Auditor for the Financial Year Period from 1ST April, 2018 to 31ST March, 2019. The Board is requested to consider the same and to pass following resolutions with or without modifications:

DRAFT RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 138 (1) of the Companies Act 2013, read with Rule 13 (1) (a) of the Companies (Accounts) Rules, 2014, Mr. Mohit Saboo, Chartered Accountant be and is hereby appointed as internal auditor of the Company for the Financial Year Period from 01ST April, 2018 to 31ST March, 2019 at remuneration to be decided mutually between the Internal Auditor and the Managing Director of the Company.

RESOLVED FURTHER THAT Mrs. Madhu Saboo (Managing Director & Chairperson) or Mr. Narayan Saboo (Director) or Mr. Naresh Saboo (Director) of the company be and are hereby severally authorized to file E-form MGT-14 with the Registrar of Companies, with in such time and period as may be prescribed and to do all other acts, deeds and things as may be necessary to give effect to this resolution"

Item No. 6: To appoint a Company Secretary as the Secretarial Auditor of the Company for Financial Year 2018-19 to conduct the Secretarial Audit of the Company for the Financial Year Period from 01ST April, 2018 to 31ST March, 2019

Item No.7 To consider the re-appointment of director liable to retire by rotation at the 26th AGM the company.

In terms of section 152(6) the companies Act, 2013, and the board is requested to regularize and recommend the director who retires by rotation and being eligible, shall be eligible to offer himself for re-appointment to the shareholders of the company at 26th AGM of the company. The Board is requested to consider the same and to pass the necessary resolutions.

Item No. 8: To approve Director's Report for the financial year ended 31ST March, 2018

The Chairperson is requested to place before the Board the draft Directors Report of the Company for the Financial Year ending 31ST March 2018. The Board is requested to consider the same and to pass the following resolutions with or without modifications:



DRAFT RESOLUTION

"RESOLVED THAT the Directors' Report of the Company for the Financial year ending 31st March, 2018 be and is hereby approved and Mrs. Madhu Saboo, Managing Director & Chairperson of the company be and is hereby authorized in terms of Section 134(6) of the Companies Act, 2013 to sign the same on behalf of Board of Directors of the Company.

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

RESOLVED FURTHER THAT Mrs. Madhu Saboo, Managing Director & Chairperson and Mr. Narayan Saboo, Director and Mr. Naresh Saboo, Director and Mrs. Ayushi Saboo, CFO of the company be and are hereby severally authorised to file E-form MGT-14 with the Registrar of Companies, with in such time and period as may be prescribed and to do all other acts, deeds and things as may be necessary to give effect to this resolution."

Item No. 09: To take note of Corporate Governance Report, Secretarial Audit Report and Management Discussion and Analysis Report (MDAR) for year ended 31st March, 2018.

The Chairperson is requested to place before the Board Management Discussion Analysis Report and Secretarial Audit Report for the financial Year ended on 31st March, 2018. The Board is requested to take note of the same and to pass the following resolutions with or without modifications:

DRAFT RESOLUTION

"RESOLVED THAT yearly Secretarial Audit Report and Management Discussion Analysis Report for the financial Year ended on 31st March, 2018, as placed before the meeting, be and are hereby noted and taken on record by the Board."

Item No. 10: To accept the resignation of Ms Shiwani Churiwal Company Secretary

The Board was informed that Ms Shiwani Churiwal Company secretary & Compliance officer has, owing to her personal reasons, tendered her resignation.

DRAFT RESOLUTION

"RESOLVED THAT the Board do hereby accept the resignation of Ms Shiwani A.Churiwal as Company secretary & Compliance officer of the Company with effect from 25/08/2018.

RESOLVED FURTHER THAT to record the appreciation of Board for the services rendered by Ms Shiwani A Churiwal during her tenure as Company Secretary & Compliance officer of the Company.

RESOLVED FURTHER THAT Mrs. Madhu Saboo, Managing Director/Chairperson and Mr. Narayan Saboo, Director of the company be and is hereby severally authorised to file the necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be found necessary to give effect to this resolution."

Item No. 11: To consider the appointment of Ms. Sanju patel as Company secretary & Compliance officer of the Company.

The Chairman informed to the Board about the Appointment of Ms. Sanju Patel as a Company Secretary under the category of Key Managerial Personnel of the Company as per the provisions of Companies Act, 2013. There upon it was:

"RESOLVED THAT pursuant to the provisions of Section 203 of the Companies Act, 2013, read with the rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016, and any amendments thereto, Ms. Sanju Patel an Associate Member of the Institute of Company Secretaries of India who possess the requisite Qualifications as prescribed under the Companies (Appointment and Qualifications of Secretary) Rules, 1988 and any amendments thereto, be and is hereby appointed, on such terms and conditions as may be decided by the



Management, as the company Secretary of the company, w.e.f. **25.08.2018**, to perform the duties of a Secretary as required under the Companies Act, 2013 and any other duties assigned by the Board of Directors from time to time."

"RESOLVED FURTHER THAT Ms. Sanju patel, Company Secretary, be and is hereby appointed as the Compliance Officer of the company as per Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to be entered into with Stock Exchange with effect from date 25/08/2018.

"RESOLVED FURTHER THAT Mr. Narayan Saboo or Mr. Naresh Saboo, Director of the company be and is hereby authorised to sign and submit e-forms DIR-12 and MGT-14 or any other requisite forms with the Registrar of Companies (ROC), with in such time and period as may be prescribed and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

Item No. 12: To decide date, Time and venue of 26th Annual General Meeting ("AGM") of the company and to approve the notice of the 26th AGM.

It is pleasure to inform that 26th Annual General Meeting of the Members of the Company is to be held on completion of another landmark financial year 2017-18. Therefore, the board is requested to decide date, Time and venue of 26th Annual General Meeting ("AGM") of the company and to pass necessary resolutions.

Further, it is a pleasure to inform the board that the draft text of the notice calling 26th Annual General Meeting of the Members of the Company shall be placed before the Board for its approval, along with explanatory statement thereon. The Board is requested to approve the draft Notice of 26th Annual General Meeting and to pass the following resolutions with or without modifications:

DRAFT RESOLUTION

"RESOLVED THAT the draft notice of 26th Annual General Meeting along with explanatory statements as placed on table and for the sake of identification signed by the Chairperson of the meeting be and is hereby approved and the same may be signed and sent to the members of the company under the hand of the any one director or secretary of the Company.

RESOLVED FURTHER THAT Mrs. Madhu Saboo (Managing Director/Chairperson), Mr. Narayan Saboo, (Director), Mr. Naresh saboo (Director) and Mrs. Ayushi Saboo (CFO) and Secretary of the company be and is hereby authorized to do all such act or thing incidental or ancillary to conduct 26th Annual General Meeting."

Item No. 13: To fix date of closure of Register of Member and Share Transfer Book.

Pursuant to the section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board is requested to fix date of closure of register of the embers and Share Transfer book for purpose of 26TH AGM of the company to pass the necessary resolutions.

Item No. 14: To provide e-voting facility to the members of the company and consequently appointing the Scrutinizer to the e-voting facility.

In order to facilitate remote e-voting facility from NSDL/CDSL to the shareholders at 26TH AGM of the company, the board has to decide cutoff date and e-voting period for 26th AGM and also to appoint the scrutinizer for the e-voting facility. The Board is requested to consider the same and to pass the necessary resolutions.

Item No. 15: To give authority to e-sign various e-forms so as to give effect to the above resolutions.

The board is requested to authorize directors or any other authorized person to obtain the necessary digital signature and sign/ e-file all the necessary annual e-forms, in relation to AGM, returns and documents under the Companies Act, 2013 with Ministry of Corporate Affairs/ or any other prescribed authority.

Item No.16: Any other business with the permission of the chair/ Board.

