

MASK INVESTMENTS LIMITED

CIN: L65993GJ1992PLC036653

Date: July 03, 2023

To,
National Stock Exchange of India Limited,
Exchange Plaza, C-1 Block G
Bandra- Kurla Complex, Bandra (East)
Mumbai- 400050

Symbol: - MASKINVEST

Subject: Notice of 31st Annual General Meeting ("AGM") of Mask Investments Limited for the Financial Year 2022-23

Dear Sir/Madam,

Pursuant to Regulation 30 & 34 of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation"), we hereby inform you that the **31st Annual General Meeting ("AGM")** of the Mask Investments Limited ("Company") is scheduled to be held on **Thursday, July 27, 2023 at 12:00 P.M.** at the registered Office of the Company to transact the businesses, as set out in the Notice of 31st AGM of the Company.

The Company has engaged National Securities Depository Limited ("NSDL") for providing the E-voting services. The details are as below:

Cut-off date for determining eligibility for the remote e-voting & e-voting at the AGM	Thursday, July 20, 2023
Book Closure Period	Friday, July 21, 2023 to Thursday, July 27, 2023 (Both days inclusive)
E-Voting start date and time	Monday, July 24, 2023, 09:00 A.M. IST
E-Voting end date and time	Wednesday, July 26, 2023, 05:00 P.M. IST

We hereby submit the Notice of the 31st Annual General Meeting of the Company for your record purpose. The Notice of AGM is also available on the website of the Company i.e. www.maskinvestments.com and the website of the NSDL at www.evoting.nsdl.com

In compliance with circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"), copies of the Annual Report for the FY 2022-23 and Notice of the 31st AGM of the Company (including E-voting instructions) has been sent through electronic mode to all the Members whose email addresses are registered with the Registrar and Share Transfer Agent viz. Adroit Corporate Services Private Limited or the Depository Participant(s).

You are requested to take the above information on record.

Thanking You,

FOR MASK INVESTMENTS LIMITED

Ritu Agarwal
Company Secretary & Compliance Officer
Membership No: A70605

Encl.: a/a

Regd. Office: Office No. 908, 9th Floor, Rajhans Montessa, Dumas Road, Magdalla, Surat-395007, Gujarat
Ph.: +91-261-2463262, 2463263

Email: contact@maskinvestments.com, maskinvestmentltd@gmail.com

Visit Us: www.maskinvestments.com

NOTICE OF 31st ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting of the members of **MASK INVESTMENTS LIMITED (CIN L65993GJ1992PLC036653)** will be held on **Thursday, July 27, 2023 at 12.00 p.m.** at the registered office of the Company situated at Office No. 908, 9th Floor, Rajhans Montessa, Dumas Road, Magdalla, Choryasi, Surat-395007, Gujarat to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Narayan Saboo (DIN 00223324), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To Appoint Mrs. Pragya Rahul Memani (DIN: 06846968) as an Independent Director of the company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and Section 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17(1C), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Mrs. Pragya Rahul Memani (DIN: 06846968), who was appointed as an Additional Independent Director by the Board of Directors at its meeting held on May 27, 2023 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who is eligible for appointment as an Independent Director and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing her candidature for office of Director of the Company, and who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for five consecutive years commencing from May 27, 2023 to May 26, 2028.”

“**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all things, deeds and acts as may be necessary and expedient to give effect to this resolution”.

4. **To Appoint Mr. Dishant Kaushikbhai Jariwala (DIN: 07482806) as an Independent Director of the company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and Section 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17(1C), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time Mr.

Dishant Kaushikbhai Jariwala (DIN: 07482806), who was appointed as an Additional Independent Director by the Board of Directors at its meeting held on April 29, 2023 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who is eligible for appointment as an Independent Director and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director of the Company, and who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for five consecutive years commencing from April 29, 2023 to April 29, 2028."

"RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all things, deeds and acts as may be necessary and expedient to give effect to this resolution".

5. To Appoint Mr. Naresh Sitaram Saboo (DIN: 00223350) as a Non-Executive, Non-Independent Director of the company:

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

"RESOLVED THAT pursuant to the provisions of Section 161(1), 149 and 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time and pursuant to Articles of Association of the Company, **Mr. Naresh Sitaram Saboo (DIN: 00223350)** who was appointed as an Additional Non-Executive, Non-Independent Director by the Board of Directors at its meeting held on May 27, 2023, who is eligible for appointment as an Non-Executive, Non-Independent Director and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee, and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Non-Executive, Non-Independent Director of the Company, approval of the members of the Company be and is hereby accorded for appointment as Non-Executive, Non-Independent Director of the Company liable to retire by rotation.

"RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all things, deeds and acts as may be necessary and expedient to give effect to this resolution".

**On behalf of the Board of Directors of
Mask Investments Limited**

**Sd/-
Narayan Sitaram Saboo
Chairman & Director
DIN: 00223324**

**Date: June 22, 2023
Place: Surat**

MASK INVESTMENTS LIMITED
Office No. 908, 9th Floor,
Rajhans Montessa, Dumas Road,
Magdalla, Choryasi,
Surat-395007, Gujarat.

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf. The proxy need not be a member of the company. A blank form of proxy is enclosed herewith and, if intended to be used, it should be returned duly completed at the registered office of the company not less than Forty Eight hours before the scheduled time of the commencement of Annual General Meeting. In case of joint holders attending the meeting, 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.
2. A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. However, a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out the material facts with respect to the Special Business set out in the Notice is annexed hereto. The relevant details as required pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of the person seeking appointment/re-appointment as Director under Item Nos. 3, 4 & 5 of the Notice, are also annexed.
4. Corporate members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board Resolution/authorization Letter authorizing their representative. The shareholder needs to furnish the printed attendance slip along with a valid identity proof such as the PAN card, passport, AADHAAR card or driving license. Members holding equity shares in electronic form and proxies thereof are requested to bring their DP Id and client id for identification.
5. Members/Proxies/Authorized Representatives are requested to bring to the AGM, the enclosed Attendance Slip sent along with the Annual Report duly completed and signed mentioning therein details of their DP ID and Client ID/Folio Number. Duplicate Attendance Slip and/or Copies of the Annual report shall not be issued/ available at the venue of the meeting.
6. The Register of Members and share Transfer Book shall remain closed from **Friday, July 21, 2023 to Thursday, July 27, 2022 (Both Days Inclusive)** for purpose of 31st AGM of the company.
7. Members can inspect the register of Director and Key Managerial Personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 during the course of the AGM at the venue.
8. As per the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members are advised to make nomination in respect of their shareholding in the Company. Members holding shares in physical form should file their nomination with M/s Adroit Corporate Services Private Limited, Company's Registrar and Share Transfer Agents, whilst those Members holding shares in dematerialized mode should file their nomination with their Depository Participant(s) in the prescribed Form SH-13.
9. Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details/e-mail address/mandates/nominations/power of attorney/contact numbers etc., to the Adroit Corporate Services Pvt. Ltd. at 19/20 Jaferbhoy Ind. Estate, 1st floor, Makwana Road, Marol, Andheri (E), Mumbai - 400059, Tel : +91- 22-28596060/ 28594060.

10. Members holding shares in electronic form are requested to intimate immediately any changes pertaining to their address/bank account details/ e-mail address/mandates, nominations/power of attorney/contact numbers etc., if any, directly to their Depository Participant(s) with whom they maintain their Demat accounts.

DISPATCH OF ANNUAL REPORT, PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF NOTICE AND ANNUAL REPORT:

11. In accordance with the provisions of the Companies Act, 2013 and SEBI Circulars, the Notice of AGM along with the Annual Report has been sent through email only to Members whose email IDs are registered with Adroit Corporate Services Private Limited (RTA) as on cut off date i.e. June 30, 2023 and the Depository Participant/Depository. Printed copy of the annual report (including the Notice) is not being sent to the Members.
12. The Notice of the AGM and the Annual Report are available on the website of the Company viz. www.maskinvestments.com and also on the National Stock Exchange of India Limited viz. www.nseindia.com.
13. Members who have still not registered their email IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register their email IDs by sending details to the Company at compliancesecretary@maskinvestments.com or Adroit Corporate Services Private Limited (RTA) at info@adroitcorporate.com, for receiving the Notice and Annual Report.
14. The Company and the RTA has been mandated by Securities and Exchange Board of India (SEBI) vide circular dated April 20, 2018 for submission of Permanent Account Number (PAN) by every participant in securities market to maintain copy of the Permanent Account Number (PAN) and the Bank Account details of all the Members. Members who has not yet submitted are, therefore, requested to submit their self-attested PAN and original cancelled Cheque leaf/attested bank passbook showing name of the Account Holder and Aadhar Card to the Company/RTA.
15. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary of the Company, ten days in advance of the Annual General Meeting so as to enable the Management to keep the information ready at the meeting.
16. A route map showing directions to the venue of the 31st AGM is given at the end of this Notice as per the requirement of the Secretarial Standard-2 on "General Meetings".

17. E-VOTING FACILITY:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 31st Annual General Meeting by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company may order a poll on his own motion in terms of Section 109 of the Companies Act, 2013 for the businesses specified in the accompanying notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically.

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

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

The remote e- voting facility will be available during the following voting period:

Commencement of remote e- voting	End of remote e- voting
Monday, July 24, 2023 at 9:00 A.M	Wednesday, July 26, 2023 at 5:00 P.M

The remote e-voting module shall be disabled by NSDL thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, July 20, 2023, may cast their vote electronically. 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 cut-off date, being Thursday, July 20, 2023.

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.	<ol style="list-style-type: none"> 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 if you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is

	<p>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.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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.
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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 022 - 4886 7000 and 022 - 2499 7000.
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 toll free no. 1800 22 55 33.

B) Login Method for e-Voting 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 121725 then user ID is 121725001***

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.
3. 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.
4. Upon confirmation, the message "**Vote cast successfully**" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. 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 drd@drdcs.net with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "eVoting" tab in their login.
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: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Pallavi Mhatre, Senior manager) 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 compliancesecretary@maskinvestments.com/investor_relations@maskinvestments.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 compliancesecretary@maskinvestments.com/investor_relations@maskinvestments.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.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than Two Working days of the 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, who shall countersign the same and declare the result of the voting forthwith.

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
18. M/s. Dhirren R. Dave & Co., Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 19. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of poll for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 20. The results declared along with the report of the scrutinizer's shall be placed on the website of the Company www.maskinvestments.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited.

**On behalf of the Board of Directors of
Mask Investments Limited**

Sd/-
Narayan Sitaram Saboo
Chairman & Director
DIN: 00223324

Date: June 22, 2023

Place: Surat

MASK INVESTMENTS LIMITED

Office No. 908, 9th Floor,
Rajhans Montessa, Dumas Road,
Magdalla, Choryasi,
Surat-395007, Gujarat.

ANNEXURE TO THE NOTICE

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
IN RESPECT OF THE SPECIAL BUSINESS IN THE NOTICE:**

**ITEM NO. 3: APPOINTMENT OF MRS. PRAGYA RAHUL MEMANI (DIN: 06846968) AS AN
INDEPENDENT DIRECTOR OF THE COMPANY:**

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company had appointed Mrs. Pragya Rahul Memani (DIN: 06846968) as an Additional Independent Director, not liable to retire by rotation, for a term of five consecutive years i.e. from May 27, 2023 to May 26, 2028 (both days inclusive), subject to approval of the Members.

Mrs. Pragya Rahul Memani has given her declaration to the Board, inter alia, confirming that (i) she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as a Director.

Pursuant to Regulation 36(3) of the Listing Regulations and in terms of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, additional disclosures with respect to Mrs. Pragya Rahul Memani seeking appointment as Independent Director of the Company is mentioned below:

Name	Mrs. Pragya Rahul Memani
DIN	06846968
Designation	Independent Director
Date of Birth	05/11/1987
Date of Original Appointment	May 27, 2023
Expertise in Specific Functional Area	Mrs. Pragya Rahul Memani has completed her bachelor's degree in design from Apeejay University. She has great experience in Interior Designs.
Qualification	Bachelor's degree in designS
Terms and Conditions of Appointment	Appointment as Non-Executive Independent Director, not liable to retire by rotation for a Term of 5 years from 27.05.2023.
Remuneration paid	NIL
Disclosure of relationship of Directors with Manager and KMP of the Company	Not related to any of the Directors or Key Managerial Personnel of the Company
Names of listed entities in which person holds Directorship and the membership of the committees of the Board	Mohit Industries Limited • Nomination & Remuneration Committee (Member)
Listed entities from which the person has resigned in the past three years	NIL
No. of Shares held in the company on the date of appointment	NIL
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such Requirements	In the opinion of the Board, Mrs. Pragya Rahul Memani is a person of integrity, possesses relevant expertise/ experience and fulfills the conditions specified in the Statute and the SEBI Listing Regulations for appointment as an Independent Director. Considering her experience, the Board recommends that it is desirable and in the interest of the Company to have Mrs. Pragya Rahul Memani on the Board of the Company as her association would be of immense benefit and value to the Company.

Accordingly the approval of the Members is sought for the appointment of Mrs. Pragya Rahul Memani as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e. from May 27, 2023 to May 26, 2028 (both days inclusive).

Except Mrs. Pragya Rahul Memani, none of the Directors, Key Managerial Personnel and their relatives is concerned / interested in passing of the above resolution.

Your Board of Directors recommend passing of the resolution set out in Item No. 3 of the accompanying Notice as Special Resolution.

ITEM NO. 4: APPOINTMENT OF MR. DISHANT KAUSHIKBHAI JARIWALA (DIN: 07482806) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company had appointed Mr. Dishant Kaushikbhai Jariwala (DIN: 07482806) as an Additional Independent Director, not liable to retire by rotation, for a term of five years i.e. from April 29, 2023 to April 29, 2028 (both days inclusive), subject to approval of the Members.

Mr. Dishant Kaushikbhai Jariwala has given his declaration to the Board, inter alia, confirming that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

Pursuant to Regulation 36(3) of the Listing Regulations and in terms of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, additional disclosures with respect to Mr. Dishant Kaushikbhai Jariwala seeking appointment as Independent Director of the Company is mentioned below:

Name	Mr. Dishant Kaushikbhai Jariwala
DIN	07482806
Designation	Independent Director
Date of Birth	05/07/1988
Date of Original Appointment	April 29, 2023
Expertise in Specific Functional Area	Mr. Dishant Kaushikbhai Jariwala has great expertise of Business Strategy and marketing strategy. He is also having the experience of Moulding Industry for more than 10 years.
Qualification	Masters in Engineering
Terms and Conditions of Appointment	Appointment as Non-Executive Independent Director, not liable to retire by rotation for a Term of 5 years from 29.04.2023.
Remuneration paid	NIL
Disclosure of relationship of Directors with Manager and KMP of the Company	Not related to any of the Directors or Key Managerial Personnel of the Company
Names of listed entities in which person holds Directorship and the membership of the committees of the Board	Bigbloc Construction Limited <ul style="list-style-type: none"> • Audit Committee - Chairman & Member • Nomination & Remuneration Committee - Member • Stakeholders Relationship Committee - Chairman & Member
Listed entities from which the person has resigned in the past three years	NIL
No. of Shares held in the company on the date of appointment	NIL
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such Requirements	In the opinion of the Board, Mr. Dishant Kaushikbhai Jariwala is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director. Considering his experience, the Board recommends that it desirable and in the interest of the Company to have Mr. Dishant Kaushikbhai Jariwala on the Board of the Company and accordingly, the Board recommends the appointment of Mr. Dishant Kaushikbhai Jariwala as an Independent Director.

Accordingly the approval of the Members is sought for the appointment of Mr. Dishant Kaushikbhai Jariwala as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e. from April 29, 2023 to April 29, 2028 (both days inclusive).

Except Mr. Dishant Kaushikbhai Jariwala, none of the Directors, Key Managerial Personnel and their relatives is concerned / interested in passing of the above resolution.

Your Board of Directors recommend passing of the resolution set out in Item No. 4 of the accompanying Notice as Special Resolution.

ITEM NO. 5: APPOINTMENT OF MR. NARESH SITARAM SABOO (DIN: 00223350) AS A NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR OF THE COMPANY:

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company had appointed Mr. Naresh Sitaram Saboo (DIN: 00223350) as an Additional Non-Executive, Non-Independent Director subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and Article 132 of the Articles of Association of the Company, Mr. Naresh Sitaram Saboo shall hold office up to the date of this AGM and is eligible to be appointed as a Non-Executive, Non-Independent Director.

Mr. Naresh Sitaram Saboo has given his declaration to the Board, inter alia, confirming that (ii) he is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

Pursuant to Regulation 36(3) of the Listing Regulations and in terms of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, additional disclosures with respect to Mr. Naresh Sitaram Saboo seeking appointment as Non-Executive & Non-Independent Director of the Company is mentioned below:

Particulars	Mr. Naresh Sitaram Saboo
DIN	00223350
Designation	Non-Executive, Non-Independent Director
Date of Birth	14/11/1973
Date of Original Appointment	May 27, 2023
Expertise in Specific Functional Area	<ul style="list-style-type: none"> • More than 24 years of rich experience in Textile Business • 9 years of experience in export of Textile products. • Vast experience in providing strategic direction in selection of technology and machineries in setting up new manufacturing facilities, improvement of production processes and new ventures. • International exposure and awareness regarding the latest trends in the industry and wide experience in dealing with International companies and agencies.
Qualification	Under Graduate
Terms and conditions of appointment/reappointment	Appointed as a Non-Executive, Non-Independent Director
Remuneration paid	NIL
Disclosure of relationship of Directors with Manager and KMP of the Company	Mr. Naresh Sitaram Saboo is the brother of Mr. Narayan Sitaram Saboo who is Chairman and Director of the Company.
Names of listed entities in which person holds Directorship and the membership of the committees of the Board	<ol style="list-style-type: none"> 1. Mohit Industries Limited 2. Bigbloc Construction Limited <ul style="list-style-type: none"> • Audit Committee (Member) • Corporate Social Responsibility Committee (Member) • Stakeholders Relationship Committee (Member)
Listed entities from which the person has resigned in the past three years	1.Mask Investments Limited
No. of Shares held in the company on the date of appointment	434300

Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such Requirements	<p>In the opinion of the Board, Mr. Naresh Sitaram Saboo is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as a Non-Executive, Non-Independent Director. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Naresh Sitaram Saboo on the Board of the Company and accordingly the Board recommends the appointment of Mr. Naresh Sitaram Saboo as Non-Executive, Non-Independent Director.</p>
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Accordingly the approval of the Members is sought for the appointment of Mr. Naresh Sitaram Saboo a Non-Executive, Non-Independent Director to hold office w.e.f. May 27, 2023

Except Mr. Narayan Sitaram Saboo (Chairman) and Mrs. Ayushi Manish Saboo (Managing Director & Chief Financial Officer), none of the Directors, Key Managerial Personnel and their relatives is concerned / interested in passing of the above resolution.

Your Board of Directors recommend passing of the resolution set out in Item No. 4 of the accompanying Notice as Special Resolution.

ANEXURE TO THE NOTICEDISCLOSURE PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, RELATING TO DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT AT THE AGM:NARAYAN SITARAM SABOO

Particulars	Mr. Narayan Sitaram Saboo
DIN	00223324
Designation	Chairman & Director
Date of Birth	12/12/1961
Date of Original Appointment	January 16, 2006
Expertise in Specific Functional Area	He is having rich experience in the field of Business development and general management and vast experience in financial services field.
Qualification	B.COM AND LLB
Terms and conditions of appointment/reappointment	Re-appointment on a retirement by rotation as a Chairman and Director
Number of Board Meetings attended during the F.Y. 2022-23	6 (Six)
Disclosure of relationship of Directors with Manager and KMP of the Company	Mr. Narayan Sitaram Saboo is the elder brother of Mr. Naresh Sitaram Saboo - Director of the company & Father-in-law of Mrs. Ayushi Naresh Saboo - Managing Director & CFO of the Company.
Names of listed entities in which person holds Directorship and the membership of the committees of the Board	1.Mohit Industries Limited <ul style="list-style-type: none"> • Audit Committee (Member) • Stake holder Relationship Committee (Member) 2.Bigbloc Construction Limited <ul style="list-style-type: none"> • Risk Management Committee (Member) 3.Mohit Overseas Limited,
No. of Shares held in the company on the date of appointment	4.Mask Investments limited 1350462

MASK INVESTMENTS LIMITED

CIN: L65993GJ1992PLC036653

Regd. office: Office No. 908, 9th Floor, Rajhans Montessa, Dumas Road,
Magdalla, Choryasi, Surat-395007, Gujarat

Phone: +91-261-2463262, 2463263

Email: contact@maskinvestments.comWebsite: www.maskinvestments.com**ATTENDANCE SLIP**

Folio No./DP ID/ Client ID	
No. of Equity Shares Held	

I hereby record my presence at the 31st Annual General Meeting of the Company being held at registered office of the Company at Office No. 908, 9th Floor, Rajhans Montessa, Dumas Road, Magdalla, Choryasi, Surat-395007, Gujarat on Thursday, July 27, 2023 at 12.00 P.M

Name of Shareholder (In Block letter)	
Name of proxy/ Authorized Representatives attending* (In Block letter)	

*Applicable for Shareholders holding Shares in Dematerialized Form.

Signature of the attending Shareholder/
Proxy/ Authorized Representative*

Note: Please Fill Attendance Slip and hand it over at the entrance of the Meeting Hall. Joint shareholders may obtain additional Slip at the venue of the meeting.

MASK INVESTMENTS LIMITED

CIN: L65993GJ1992PLC036653

Regd. office: Office No. 908, 9th Floor, Rajhans Montessa, Dumas Road, Magdalla, Choryasi, Surat-395007, Gujarat

Phone: +91-261-2463262, 2463263

Email: contact@maskinvestments.com

Website: www.maskinvestments.com

Form No. MGT-11
(PROXY FORM)

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We _____ being member(s) of above named company, hereby appoint

- Name: _____ Address: _____ Email Id: _____ Signature _____, or failing him;
- Name: _____ Address: _____ Email Id: _____ Signature _____, or failing him;
- Name: _____ Address: _____ Email Id: _____ Signature _____, or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General meeting of the company, to be held on Thursday, July 27, 2023 at 12:00 P.M. at the registered office of the Company situated at Office No. 908, 9th Floor, Rajhans Montessa, Dumas Road, Magdalla, Choryasi, Surat-395007, Gujarat and at any adjournment thereof in respect of the following resolutions:

Particulars	For	Against
ORDINARY BUSINESS		
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.	
2	To appoint a director in place of Mr. Narayan Saboo (DIN No. 00223324), who retires by rotation and being eligible, offers himself for reappointment.	
SPECIAL BUSINESS		
3	To Appoint Mrs. Pragya Rahul Memani (DIN: 06846968) as an Independent Director of the company.	
4	To Appoint Mr. Dishant Kaushikbhai Jariwala (DIN: 07482806) as an Independent Director of the company.	
5	To Appoint Mr. Naresh Sitaram Saboo (DIN: 00223350) as a Non-Executive, Non-Independent Director of the company.	

Signed this _____ day of _____ July, 2023

Signature of Shareholder:

Signature of Proxy holder(s):

Affix Revenue Stamp

Notes: -

- This form should be signed across the stamp as per specimen signature registered with the Company.
- The Proxy, to be effective, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- Those members who have multiple folios with different joint holders may use copies of this attendance slip/proxy.

*Applicable for Investors holding shares in Demat form.

MASK INVESTMENTS LIMITED

CIN: L65993GJ1992PLC036653

Regd. office: Office No. 908, 9th Floor, Rajhans Montessa, Dumas Road, Magdalla, Choryasi, Surat-395007, Gujarat

Phone: +91-261-2463262, 2463263

Email: contact@maskinvestments.comWebsite: www.maskinvestments.com**Form No. MGT- 12****POLLING PAPER / BALLOT PAPER***[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]*

For 31st AGM of the Company on Thursday, July 27, 2023 at 12:00 P.M. at the registered office of the Company situated at Office No. 908, 9th Floor, Rajhans Montessa, Dumas Road, Magdalla, Choryasi, Surat-395007, Gujarat

SR No.	Particulars	Details
1.	Name of First Named Shareholder(s) (including joint holders, if any) in block Letters	
2.	Registered Address of Sole & First named Shareholders beneficial owner	
3.	Registered Folio No. / *DP ID No. Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares of Rs. 10 each

I/We hereby exercise my/our vote in respect of the following Resolution(s) as set out in the Notice of 31st Annual General Meeting of the Company on Thursday, July 27, 2023 at 12:00 P.M. by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below.

Item No.	Description	No. of Equity Shares held	I/We assent to the Resolution	I/We dissent to the Resolution
ORDINARY BUSINESS				
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.			
2.	To appoint a Director in place of Mr. Narayan Saboo (DIN 00223324), who retires by rotation and being eligible, offers himself for reappointment.			
SPECIAL BUSINESS				
3.	To Appoint Mrs. Pragya Rahul Memani (DIN: 06846968) as an Independent Director of the company.			
4.	To Appoint Mr. Dishant Kaushikbhai Jariwala (DIN: 07482806) as an Independent Director of the company.			
5.	To Appoint Mr. Naresh Sitaram Saboo (DIN: 00223350) as a Non-Executive, Non-Independent Director of the company.			

Place: Surat

Date:

Signature of the equity shareholder/ proxy holder(s)

ROUTE MAP to the Venue of the 31st Annual General Meeting of Mask Investment Limited to be held on Thursday, July 27, 2023 at the registered office of the Company situated at Office No. 908, 9th Floor, Rajhans Montessa, Dumas Road, Magdalla, Choryasi, Surat-395007, Gujarat

