

GULMOHAR INVESTMENTS AND HOLDINGS LIMITED

Regd Office: 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110 085
Email id:gulmoharlimited@gmail.com.Tel.:011-27860681.Website:gulmoharinvestments.com
CIN : L74110DL1982PLC013956

NOTICE

Notice is hereby given that an Extraordinary General Meeting("EGM") of the members of Gulmohar Investments and Holdings Limited (the "Company") will be held on Friday, April 15, 2022 at 02:00 p.m. at the registered office of the Company at 324A, IIIrd floor, Aggarwal Plaza, Sector- 14, Rohini, Delhi 110085 to transact the following businesses:

SPECIAL BUSINESS

1. CHANGE IN NAME 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 sections 4, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with rule 29 of the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), rule(s) or guideline(s), the provisions of the Memorandum of Association and the Articles of Association of the Company and regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and subject to the approval of the Registrar of Companies-NCT of Delhi and Haryana ("the ROC") and other regulatory authorities, as may be applicable, consent of the members of the Company be and is hereby accorded to change the name of the Company from " Gulmohar Investments and Holdings Limited " to " **Goalpost Industries Limited** ".

RESOLVED FURTHER THAT the Board of Directors ("the Board") be and is hereby authorized to delegate the powers to any officer of the Company to file all the necessary forms and / or returns and make an application in Form No. INC-24 and / or any other e-form to the ROC and / or to Central Government and / or Statutory Authorities and to do all such other acts, things and deeds as may be necessary and incidental thereto, to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate the powers to any officer of the Company to file the necessary forms and returns with the ROC and make an application to the stock exchanges, where the equity shares of the Company are listed and other statutory authorities to do all such acts, deeds, things and matters as may be necessary to give effect to the change in name of the Company."

2. ALTERATION IN THE MEMORANDUM OF ASSOCIATION AND THE ARTICLES OF ASSOCIATION 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 13(2), and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), rule(s) or guideline(s), upon receipt of a fresh certificate of incorporation from Registrar of Companies- NCT of Delhi & Haryana , the Name Clause I of the Memorandum of Association of the Company be substituted by the following clause and / or be altered by:

I. The name of the Company is **"Goalpost Industries Limited"** .

RESOLVED FURTHER THAT in terms of section 14 of the Act and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with **Goalpost Industries Limited** upon approval of the same by Registrar of Companies- NCT of Delhi & Haryana.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (“the Board”) be and is hereby authorized to delegate the powers to any officer of the Company to file all the necessary forms and / or returns and / or any other e-form to the Registrar of Companies and / or to Central Government and / or to Statutory Authorities for the approval as above and to do all such other acts, things, deeds and matters as may be necessary and incidental thereto, to give effect to this resolution.”

2. CHANGE OF MAIN OBJECT CLAUSE OF THE COMPANY.

“RESOLVED THAT pursuant to the provisions of Section 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), rule(s) or guideline(s), and subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana and other approvals as may be required, the consent of members be and is hereby accorded to substitute the main object clauses of the Company with the Following Clauses :

1. To carry on the business of trading includes buying, selling, reselling, importing, exporting, transporting, trading, dealing in any manner whatsoever in all types of goods, commodities and other related materials on retail as well as on wholesale basis in India or elsewhere.

2. To carry on the business to invest in and acquire / dispose and hold shares, stocks, debentures ,debentures stock , bonds for the purpose of above object.

3. To carry on business to deal and trade in iron & steels, Tin Plates, scraps and /or its peripherals, gold, silver, diamonds, precious stones , coal , lime stone, aluminium, titanium, chrome, copper ,gypsum, lead, nickel ,sulphur, tin, zinc, steel, bauxite, textile, cloths, tupperware, yarn, fabric or any other minerals and metal related materials.

4. To carry on the business as exhibitors and to undertake the necessary activities to promote trade of goods, commodities, material, metals, bullion manufactured/dealt with/ traded by the company.

5.To act as broker , trader, agent, C& F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockist, liasioner, job worker, export house of

goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.

6. The company may engage in any lawful activity as may be permitted by the law of the land for the time being in force.

RESOLVED FURTHER THAT all the Director of the Company be & is hereby severally authorised on behalf of the Company, to prepare, sign, execute, file & submit the Form MGT-14, other necessary E-forms, applications, documents & returns with Registrar of Companies, Ministry of Corporate Affairs NCT of Delhi and Haryana, Stock Exchanges and to do all acts, deeds & things as may deem necessary, proper or desirable for the purpose of giving effect to above resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution. "

By order of Board

For **Gulmohar Investments and Holdings Limited**

sd/-

Pawan Kumar Mittal

(Director)

DIN-00749265

Date : 12.03.2022

Place : Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the special businesses mentioned in the Notice of this Extra Ordinary General Meeting (“EOGM”) (“Notice”) is annexed hereto..
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (“EGM”) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate, not more than ten percent of the total share capital of the Company, carrying voting rights. Provided that a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
3. The instrument appointing the Proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (Forty Eight) hours before the EGM. Proxies submitted on behalf of limited companies, trusts, etc. must be supported by appropriate resolution/authority, as applicable. A Proxy form for the EGM is enclosed along with this notice.
4. Members/Proxies should bring the enclosed Attendance Slip, duly filled in, for attending the EGM.
5. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s Share Registrars and Transfer Agents / their Depository Participants, in respect of shares held in physical / electronic mode, respectively.
6. The Notice of the EGM is being sent by electronic mode to all the Members, whose e-mail addresses are registered with the Depositories. For Members who have not registered their e-mail addresses with the Depositories, physical copies are being sent by the permitted modes. The Notice of the EGM is also posted on the website of the Company at www.gulmoharinvestments.com.
7. **Members who have not registered their e-mail address so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.**
The email addresses can be registered with the Depository Participant (“DP”) in case the shares are held in electronic form and with the Registrar and Transfer Agents of the Company (“RTA”) in case the shares are held in physical form.
Members are requested to take a note of the SEBI Circular dated November 3, 2021 and clarification issued by SEBI dated December 14, 2021 on ‘Common and simplified norms for processing investor’s service request by RTAs and norms for furnishing PAN, KYC details and Nomination’. As per the said SEBI Circular, all members holding shares in physical form are mandatorily required to update their PAN, KYC details and nomination with the Company / RTA. In case any of these details are not updated, the shares will be frozen. Said SEBI Circular and the prescribed forms for updating these details are uploaded on the website of the Company, the link of which is <https://www.gulmoharinvestments.com>.

Members may also note that the Notice will also be available on the Company's website, websites of the Stock Exchanges i.e. Metropolitan Stock Exchange of India Limited and National Stock Exchange of India Limited and Central Depository Services (India) Limited ("CDSL") at www.gulmoharinvestments.com, www.msei.in, www.nseindia.com and www.cdslindia.com / www.evotingindia.com respectively.

The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same free of cost. For any communication, the members may also send requests to the Company's email id gulmoharlimited@gmail.com.

8. Members desirous of obtaining any information concerning the proposed Resolutions are requested to write to the Company at least 10 days before the date of Extra-Ordinary General Meeting so as to enable the management to keep the information ready.
9. Pursuant to section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from Saturday, 09th April, 2022 to Friday, 15th April, 2022 (both days inclusive) for the purpose of Extra Ordinary General Meeting.
10. The ISIN of the Equity Shares of Rs.10/- each is INE204V01016.

VOTING THROUGH ELECTRONICS MEANS

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote at the Extra-Ordinary General Meeting (EGM) 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 EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

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 Notice of the Extra-ordinary General Meeting (EGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link www.evoting.nsdl.com or www.gulmoharinvestments.com.

The facility for voting through Poling Paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

PROCEDURE TO LOGIN TO E-VOTING WEBSITE

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 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">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.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.jsp3. 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.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;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p style="text-align: center;">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.
<p style="text-align: center;">Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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 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	16 Digit Beneficiary ID For example if your Beneficiary ID is

shares in demat account with CDSL.	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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 cs.goelaakash@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 at evoting@nsdl.co.in or contact Ms.Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email id - evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company's email address gulmoharlimited@gmail.com.

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 (gulmoharlimited@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 (gulmoharlimited@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 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.

OTHER INFORMATION

1. The e-voting period commences on 12th April, 2022 (9:00 a.m.) and ends on 14th April, 2022 (5:00 p.m.). During this period, members of the Company holding shares either in physical or dematerialized form, as on the cut-off date i.e. **Friday, 08th April, 2022**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which a vote has already been cast. Any person, who acquires shares of the Company and becomes a member of the Company after

dispatch of the Notice convening the AGM and up to the cut-off date i.e. 08th April, 2022, may obtain his login ID and password by sending a request at evoting@nsdl.co.in.

2. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Friday, 08th April, 2022.
3. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
4. Shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of Friday, 08th April, 2022, may only cast their vote at the Extra-Ordinary General Meeting.
5. Mr. Aakash Goel, Proprietor of **M/s G Aakash & Associates, Practicing Company Secretaries** has been appointed as the Scrutinizer for the Purpose of Extra-Ordinary General Meeting.
6. The Scrutinizer shall immediately after the conclusion of voting at the EGM, first count the voting cast at the meeting and make a Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the EGM not later than three working days from the conclusion of the EGM.
7. The Results shall be declared forthwith after the submission of Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
8. The Results declared along with the Scrutinizer's Report will be available on the website of the Company www.ritaholdings.in after the declaration of the results by the Chairman.

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

**By the order of Board of Directors of
Gulmohar Investments and Holdings Limited**

sd/-
Pawan Kumar Mittal
(Director)
(DIN: 00749265)

Date: 12.03.2022

Place: New Delhi

GULMOHAR INVESTMENTS AND HOLDINGS LIMITED

Regd Office: 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110 085
Email id: gulmoharlimited@gmail.com. Tel.: 011-27860681. Website: gulmoharinvestments.com
CIN : L74110DL1982PLC013956

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”):

The following statement sets out all material facts relating to the special businesses under Item Nos. 1 to 3 of the accompanying Notice dated March 12, 2022.

Item Nos. 1 and 2:

The members must be aware, while the name of the Company is Gulmohar Investments and Holdings Limited (the “Company”). The management thinks it prudent to include the word “**Goalpost**” in the name of the Company, to capitalize and enhance its global presence and reputation. Hence, the Company proposes to change the name of the Company from Gulmohar Investments and Holdings Limited to “**Goalpost Industries Limited**”.

The Board of Directors (“the Board”) of the Company at its meeting held on **March 12, 2022**, has, subject to the approval of the members of the Company by way of special resolutions and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the change in name of the Company from Gulmohar Investments and Holdings Limited to “**Goalpost Industries Limited**” and the consequent amendments to the Memorandum of Association and the Articles of Association of the Company.

Pursuant to the application made by the Company for reservation of name, the Central Registration Centre, Ministry of Corporate Affairs, New Delhi vide its approval letter dated **March 10, 2022** has confirmed that proposed name i.e. “**Goalpost Industries Limited**” is available for registration, which is valid for sixty days.

The proposed change in name would be subject to the necessary approvals in terms of sections 4 and 13 of the Act. As the aforesaid sections require approval of the members of the Company by way of passing Special Resolution, your Directors recommend the resolutions set out in item Nos. 1 and 2 for your approval.

The Company has complied with the requirements of regulation 45 of the Listing Regulations and has obtained a certificate for the same from a practicing Chartered Accountant, which is annexed to the Notice of EOGM as **Annexure-“A”**.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

The Board recommends the Special Resolutions at item Nos. 1 and 2 for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the above resolution, except to the extent of their shareholding, if any, in the Company.

All the documents and resolutions passed in this regard are available for inspection by the members of the Company, at the Registered Office of the Company on any working day (i.e. any day other than Saturday, Sunday and public holiday).

Item No. 3

In order to make the main object clause of the Memorandum of Association comprehensive and concise it is proposed to be altered according to the business activities to be carried on by the company.

The Board at its meeting held on 12th March, 2022 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. The aforesaid documents are also available for inspection at the EGM.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions.

The Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members.

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By the order of the Board
For **Gulmohar Investments and Holdings Limited**

sd/-
Pawan Kumar Mittal
Director
DIN: 00749265

Date: 12.03.2022
Place: New Delhi

ANNEXURE-A

Certificate of Chartered Accountant certifying compliance of regulation 45(1) of the Listing Regulations

To,
The Board of Directors,
Gulmohar Investments and Holdings Ltd
324A, IIIrd Floor, Aggarwal Plaza, Sector -14
Rohini, Delhi-110085

Certificate from the Chartered Accountant

1. This certificate is issued in accordance with the terms of our engagement.
2. Gulmohar Investments and Holding Limited (“the **Company**”) is required to submit Chartered Accountant’s certificate certifying the compliance with the conditions prescribed in sub-regulation (1) of Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of name of the Company from Gulmohar Investments and Holdings Limited to “ **Goalpost Industries Limited**”.

Management’s Responsibility

3. The management of the Company is responsible for ensuring the compliances with the applicable notifications, circulars and other rules and regulations of the applicable statutory and regulatory laws and rules framed thereunder and other relevant regulatory compliances, and also for the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the extracting of the required information for this certificate.

Our Responsibility

4. Pursuant to this requirement, our responsibility is to provide reasonable assurance in the form of an opinion based on our review of the relevant records produced by the company for certifying the change of name of the company.
5. We conducted our examination in accordance with the ‘Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)’ issued by the Institute of Chartered Accountants of India (“the Guidance Note”). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Based on our examination and according to the information and explanations provided to us, pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby confirm that:

S.No.	Particulars	Our opinion
1.	The time period of at least one year has elapsed from the last name change that was occurred in the year	The Company has not changed its name during last one year.

2.	At least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name	The company has earned more than 50 % of total revenue in the period from 01-03-2021 to 28-02-2022 from the changed/new business activity.
3.	The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity	N.A.

This certificate is issued at the request of the Company pursuant to the requirement of Regulation 45 (3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for onward submission to the Stock Exchanges, where the equity shares of the Company are listed.

FOR V.N.PUROHIT & CO.
Chartered Accountants
 Regn. No. 304040E

sd/-
O.P.Pareek
Partner
 Membership No.:014238
 UDIN: 22014238AESNSF3721

Place: New Delhi
Date: 12/03/2022

GULMOHAR INVESTMENTS AND HOLDINGS LIMITED

Regd Office: 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110 085
Email id:gulmoharlimited@gmail.com.Tel.:011-27860681.Website:gulmoharinvestments.com
CIN : L74110DL1982PLC013956

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP-ID/CLIENT-ID*	
Regd. Folio No.	
No. of shares held	
Whether the member is attending the meeting in person or by proxy or by authorized representative	
Name of the proxy (to be filed in if proxy attends instead of the member).	

I certify that I am a registered Shareholder/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the Extra Ordinary General Meeting of the Company held on Friday, the 15th day of April , 2022 at 02:00 P.M., at the Registered Office of the Company situated at 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085

Signature of the Member/Proxy
(To be signed at the time of handing over the slip)

Notes:

1. Notice of the Extra Ordinary General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose E-mail address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Extra Ordinary General Meeting can print copy of this Attendance Slip.
2. Physical copy Notice of Extra Ordinary General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose E-mail id is not registered or have requested for a hard copy.

GULMOHAR INVESTMENTS AND HOLDINGS LIMITED

Regd Office: 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110 085
Email id: gulmoharlimited@gmail.com. Tel.: 011-27860681. Website: gulmoharinvestments.com
CIN : L74110DL1982PLC013956

FORM NO. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L74110DL1982PLC013956
Name of the Company: GULMOHAR INVESTMENTS AND HOLDINGS LIMITED
Venue of the Meeting: 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085
Date and Time: 15 th day of April, 2022 at 02:00 P.M.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP-ID/CLIENT-ID/ Regd. Folio No.	
No. of shares held	

I/We, being the member(s) of shares of the above named company, hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Friday, the 15th day of April, 2022 at 02:00 P.M., at the Registered Office of the Company situated at 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085 and at any adjournment thereof) in respect of such resolutions as are indicated below:

1. Name: _____ Address: _____
E-mail ID: _____ Signature: _____
or failing him/her

2. Name: _____ Address: _____
E-mail ID: _____ Signature: _____
or failing him/her

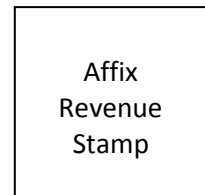
3. Name: _____ Address: _____
E-mail ID: _____ Signature: _____
or failing him/her

I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

S. No.	Resolution	Number of shares held	For	Against
Special Business				
1.	Change in the Name of the Company			
2.	Alteration in the Memorandum of Association and the Articles of Association of the Company:			
3.	Change of the main object of the Company.			

Signature of shareholder Signature of Proxy holder(s)

Signed this Day of 2022



Note:

- a. This is optional to put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.
- b. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- c. A Proxy need not be a member of the Company.
- d. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

GULMOHAR INVESTMENTS AND HOLDINGS LIMITED

Regd Office: 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110 085
Email id:gulmoharlimited@gmail.com.Tel.:011-27860681.Website:gulmoharinvestments.com
CIN : L74110DL1982PLC013956

FORM NO. MGT-12 POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

CIN: L74110DL1982PLC013956
Name of the Company: GULMOHAR INVESTMENTS AND HOLDINGS LIMITED
Venue of the Meeting: 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085
Date and Time: 15th day of April , 2022 at 02:00 P.M.

BALLOT PAPER

S. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./*Client ID No.	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Resolution	Number of shares held	I assent to the resolution	I dissent from the resolution
<i>Special Business</i>				
1.	Change in the Name of the Company			
2.	Alteration in the Memorandum of Association and the Articles of Association of the Company:			
3.	Change of the main object of the Company.			

Place:

Date:

(Signature of the shareholder)

