

## **GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**

**Regd. Office: 324A, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085  
CIN:L65993DL1982PLC013956, Email Id: gulmoharlimited@gmail.com, Tel.:011-65260026**

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### **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that Extra-Ordinary General Meeting No. 01/2016-17, of the Members of **Gulmohar Investments and Holdings Limited** will be held on Thursday, February 16, 2017 at 03.00 p.m. at the registered office of the Company situated at 324A, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi – 110085, to transact the following business:-

#### **1. Increase in the Authorised Share Capital of the Company and consequent alteration of Clause V of the Memorandum of Association of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 61, read with section 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) read with the Companies (Share Capital & Debentures) Rules, 2014, including any statutory modification(s) thereof, and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board to increase the Authorised Share Capital of the Company from the existing Rs. 25,00,000 (Rupees Twenty Five Lakhs only) divided into 2,50,000 (Two Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 3,00,00,000 (Rupees Three Crore only) divided into 30,00,000 (Thirty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.

**RESOLVED FURTHER THAT** consequent to the increase in the Authorized Share Capital, Clause V of the Memorandum of Association of the company (“MOA”) is hereby altered to read as under:

**“V. The Share Capital of the company is Rs. 3,00,00,000 (Rupees Three Crore only) divided into 30,00,000 (Thirty Lakh) Equity shares of Rs. 10/- (Rupees Ten only) each, with the power to increase or reduce the Capital of the Company and divide the shares in the Capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to determine, vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or by the Articles of Association of the Company for the time being.’**

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the ‘Board’, which term shall include any Committee constituted by the Board for this purpose or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), be and are hereby authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc., as required with the regulatory/statutory authorities and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit to give effect to this Resolution.”

## **2. Issue of Equity Shares of the Company on preferential basis**

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 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) including Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (“SEBI (ICDR) Regulations”), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended (“SEBI (SAST) Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI (LODR) Regulations”) and subject to rules/regulations/guidelines, notifications, circulars and clarifications issued by the Reserve Bank of India (“RBI”) and subject to such other approvals, consents, permissions and sanctions as may be necessary or required from any regulatory or other appropriate authorities, including but not limited to SEBI, RBI, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (“the Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, upto 25,00,000 (Twenty Five Lakh) fully paid Equity Shares of Rs. 10/- (Rupees Ten only) each (“Equity Shares”) of the Company for cash at a price of Rs. 10 (Rupees Ten) per Equity Share to the following persons:

<b>S. No.</b>	<b>Name</b>	<b>Category</b>	<b>Number of Equity Shares</b>
1	Dipti Mangal	Non-Promoter	100000
2	Girdhari Lal Mangal HUF	Non-Promoter	100000
3	Pradeep Kumar Goel	Non-Promoter	100000
4	Ashish Goyal	Non-Promoter	100000
5	Ravi Kumar HUF	Non-Promoter	100000

6	Meena	Non-Promoter	100000
7	Mohd. Aslam Baqui	Non-Promoter	100000
8	Nikhat Aslam	Non-Promoter	100000
9	Himanshu Agrawal HUF	Non-Promoter	100000
10	Kriti Agrawal	Non-Promoter	100000
11	Anukriti Gupta	Non-Promoter	100000
12	Shivani Agarwal	Non-Promoter	100000
13	Suresh Kumar Gupta	Non-Promoter	100000
14	Kanta Bansal	Non-Promoter	100000
15	Satish Garg	Non-Promoter	100000
16	Satish Garg HUF	Non-Promoter	100000
17	Rakesh Kumar Agrawal	Non-Promoter	100000
18	Anibha Agrawal	Non-Promoter	100000
19	Rekha Garg	Non-Promoter	100000
20	Anshu Agrawal	Non-Promoter	200000
21	Sudhir Malik	Non-Promoter	200000
22	Pramod Maheswari	Non-Promoter	200000

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** in accordance with the provisions of SEBI (ICDR) Regulations, the “**Relevant Date**” for the purpose of the Preferential Allotment is January 17, 2017, being the date falling 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the issue including reduction of the size of the issue, as it may deem expedient.

**RESOLVED FURTHER THAT** for the purpose of giving effect to above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the shares and listing thereof with the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, utilization of issue proceeds, sign all such documents and undertakings as may be required and to do all such acts, deeds, matters, things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required with the regulatory/ statutory authorities and authorise the officials of the Company for the aforesaid purpose, as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any one or more Directors/Officials of the Company to give effect to this resolution.”

### **3. Approval for Material Related Party Transactions:**

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

**“RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) (“**SEBI (LODR) Regulations**”), and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the approval of the Members of the Company be and is hereby accorded to the Material Related Party Transactions to be entered for Financial Year 2016-17 of a value of Rs.20,00,000 (Rupees Twenty Lakh Only) w.r.t proposed allotment of 2,00,000 Equity Shares of Rs. 10 each at par under the proposed preferential allotment, as per details set out under item no. 3 of the statement annexed to this Notice and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegate such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

By Order of the Board of Directors  
For **Gulmohar Investments and Holdings Limited**

Sd/-  
**(BHAWNA DANG)**  
Company Secretary  
M. No:A41285

**Date:** January 18, 2017

**Place:** New Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the businesses set out at Item Nos. 1 to 3 above, 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](http://www.gulmoharinvestments.com).
7. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during 9.00 a.m. to 1.00 p.m. on all working days (excluding Saturday, Sunday and other Public Holiday) up to the date of the EGM of the Company.
8. The route map to the EGM venue is given herein.

9. **Voting through Electronic means:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer to the Members, a facility to exercise their right to vote on the resolution proposed to be considered at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services (“**remote e-voting**”) provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through Polling Paper shall be made available at the meeting 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 Polling Paper.
- III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commence on Monday, February 13, 2017 (9:00 a.m. IST) and ends on Wednesday, February 15, 2017 (5:00 p.m. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, February 09, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The e- Voting facility is available at the link <https://www.evoting.nsdl.com>

VI. **INSTRUCTIONS FOR E-VOTING:**

- A. NSDL shall be sending the User ID and Password to those Members whose e-Mail addresses are registered with the Company/Depository Participants. For Members who have not registered their e-Mail Address, can use the details (User ID and Password) as provided in this document.
- B. Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com>
- C. Click on Shareholder – Login
- D. Put User ID and Password as provided in this document/received via email and click Login. If you are already registered with NSDL for e-Voting, then you can use your existing User ID and Password for the Login.
- E. If you are logging in for the first time, the Password change menu will appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- F. Once the home page of e-voting opens. Click on e-voting: **Active Voting Cycles**.
- G. Select “EVEN (Electronic Voting Event Number)” of **Gulmohar Investments and Holdings Limited**.
- H. Once you enter the **Cast Vote page** will open. Now you are ready for e-voting.
- I. Cast your Vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- J. Upon confirmation, the message “**Vote cast successfully**” will be displayed.
- K. Once you have voted on the resolution, you will not be allowed to modify your vote.
- L. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at amitkumar\_cs@hotmail.com with a copy marked to evoting@nsdl.co.in.

*It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that login to 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 “Forget Password” option available on the site to reset the same.*

- VII. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-Voting user manual for Shareholders available to the Downloads section of <https://www.evoting.nsdl.com>
- VIII. You can also update your mobile number and e-mail id in the profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, February 09, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, February 09, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the toll free no.: 1800-222-990.
- XI. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

- XII. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- XIII. 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 EGM through Polling Paper.
- XIV. The Company has appointed Mr. Amit Kumar, Practicing Company Secretary (Membership No.: FCS 5917, C.P. No.: 6184) as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- XV. The Scrutinizer shall immediately after the conclusion of voting at the EGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairperson of the EGM not later than forty eight hours from the conclusion of the EGM.
- XVI. The Results shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairperson 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.
- XVII. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at [www.gulmoharinvestments.com](http://www.gulmoharinvestments.com) and on the website of NSDL immediately after the declaration of the results by the Chairperson or by any person authorized by him in writing.



## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act")**

### **Item No. 1:**

The Authorised Share Capital of the Company as reflected in the Memorandum of Association of the Company as on date is Rs. 25,00,000 (Rupees Twenty Five Lakh only) divided into 2,50,000 (Two Lakh Fifty Thousand) Equity shares of Rs. 10/- (Rupees Ten) each. In terms of Reserve Bank of India ("RBI") Notification No. RBI/2014-15/299, DNBR (PD) CC. No. 002/03.10.001/2014-15 dated November 10, 2014, RBI has mandated that all NBFCs are required to attain a minimum Net Owned Funds ("NOF") of Rs. 200 lakh by the end of March 2017. Accordingly, the Board of Directors of the Company have been contemplating options so as to comply with the said circular within the time prescribed by the RBI. Accordingly, the Board of Directors of your Company have proposed to issue and allot upto 25,00,000 Equity Shares of Rs. 10/- (Rupees Ten) each on preferential allotment basis. However, the present Authorised Capital of the Company is not sufficient to accommodate issue of new shares. Accordingly, increase in Authorised Capital of the Company is warranted, in order to give effect to the preferential allotment.

The Board of Directors of the Company, in their meeting held on Monday, January 18, 2017, have subject to approvals of Members of the Company and requisite regulatory approvals, approved increase in the Authorised Share Capital of the Company from the existing Rs. 25,00,000 (Rupees Twenty Five Lakhs only) divided into 2,50,000 (Two Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 3,00,00,000 (Rupees Three Crore only) divided into 30,00,000 (Thirty Lakh) Equity Shares of Rs. 10/-(Rupees Ten) each.

Consequent to the increase of Authorized Share Capital, the Authorised Share Capital Clause contained in Clause V of the Memorandum of Association of the Company are required to be altered as indicated in Item No. 1 in the Notice convening the Extraordinary General Meeting.

Mohd. Aslam Baqui, who is the Chief Financial Officer of the Company and one of the Key Management Personnel, and his wife Mrs. Nikhat Aslam, are amongst the proposed allottees to the preferential allotment and are therefore deemed to be interested in the said resolution. Except as mentioned, none of the directors, key managerial personnel or their relatives is, in any way, concerned or interested in this resolution except to the extent of their shareholding, if any, in the Company.

The Board of directors recommends the resolution set out at item. No 1 for the approval of the members of the company as an Ordinary Resolution.

### **Item No. 2**

The Board of Directors of the Company in their meeting held on Monday, January 18, 2017, have, subject to the approval of the Members of the Company and other regulatory approvals, as applicable, agreed to issue and allot, on preferential basis, 25,00,000 (Twenty Five Lakh) fully paid up

Equity Shares of Face Value of Rs. 10/-(Rupees Ten)each for cash at a price of at a price of Rs. 10 (Rupees Ten) per Equity Shareaggregating to Rs. 250 Lakhs to the following persons:-

S. No.	Name	Category	Number of Equity Shares
1	Dipti Mangal	Non-Promoter	100000
2	Girdhari Lal Mangal HUF	Non-Promoter	100000
3	Pradeep Kumar Goel	Non-Promoter	100000
4	Ashish Goyal	Non-Promoter	100000
5	Ravi Kumar HUF	Non-Promoter	100000
6	Meena	Non-Promoter	100000
7	Mohd. Aslam Baqui	Non-Promoter	100000
8	Nikhat Aslam	Non-Promoter	100000
9	Himanshu Agrawal HUF	Non-Promoter	100000
10	Kriti Agrawal	Non-Promoter	100000
11	Anukriti Gupta	Non-Promoter	100000
12	Shivani Agarwal	Non-Promoter	100000
13	Suresh Kumar Gupta	Non-Promoter	100000
14	Kanta Bansal	Non-Promoter	100000
15	Satish Garg	Non-Promoter	100000
16	Satish Garg HUF	Non-Promoter	100000
17	Rakesh Kumar Agrawal	Non-Promoter	100000
18	Anibha Agrawal	Non-Promoter	100000
19	Rekha Garg	Non-Promoter	100000
20	Anshu Agrawal	Non-Promoter	200000
21	Sudhir Malik	Non-Promoter	200000
22	Pramod Maheswari	Non-Promoter	200000

As per Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (“the Act”) and other applicable provisions, if any, and Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (“SEBI (ICDR) Regulations”), approval of Shareholders by way of special resolution is required for allotment of equity shares on preferential basis.

The relevant disclosures as required in terms of the Act and SEBI (ICDR) Regulations as amended from time to time are as under:

- a. **Objects of the preferential issue:** In terms of Reserve Bank of India (“RBI”) Notification No. RBI/2014-15/299, DNBR (PD) CC. No. 002/03.10.001/2014-15 dated November 10, 2014, RBI has mandated that all NBFCs are required to attain a minimum Net Owned Funds (“NOF”) of Rs. 200 lakh by the end of March 2017. Further, the funds raised through preferential allotment would be utilized to fund the long term funding needs of the company viz., to support the expansion of business and for general corporate purposes. It is therefore proposed to offer upto 25,00,000 (Twenty Five Lakh) fully paid equity shares of Rs. 10/-(Rupees Ten) each for cash at a price of Rs. 10 (Rupees Ten) per Equity Share on preferential basis.

- b. **Intention of promoters, directors and key management persons of the Company to subscribe to the equity shares:** Mohd. Aslam Baqui, who is the Chief Financial Officer of the Company and one of the Key Management Personnel, and his wife Mrs. Nikhat Aslam, are amongst the proposed allottees to the preferential allotment, the details of the Equity Shares proposed to be subscribed by them is provided below:

S. No.	Name	Category	Number of Equity Shares
1	Mohd. Aslam Baqui	Non-Promoter	100000
2	Mrs. Nikhat Aslam	Non-Promoter	100000

Except as provided above, none of the Promoter(s), Director(s) or Key Management Person(s) intends to subscribe to the Equity Shares proposed to be issued on preferential basis.

- c. **Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** No allotment on preferential basis has been made during the current financial year.

- d. **Shareholding pattern of the company before and after the issue:** The shareholding pattern before and after the offer would be as under:

S. No.	Category	Pre-issue holding*		Post-issue holding	
		No. of shares held	%	No. of shares held	%
A.	<b>Promoters' Holding</b>				
1	<b>Indian</b>				
	Individual	37,130	15.16%	37,130	1.35%
	Bodies Corporate	72,000	29.39%	72,000	2.62%
	<b>Total Indian Promoters</b>	<b>109,130</b>	<b>44.54%</b>	<b>109,130</b>	<b>3.98%</b>
2	Foreign Promoters	-	0.00%	-	0.00%
	<b>Sub-Total (A)</b>	<b>109,130</b>	<b>44.54%</b>	<b>109,130</b>	<b>3.98%</b>
B	<b>Non- Promoters' Holding</b>				
	Banks/Financial Institutions	-	0.00%	-	0.00%
	Mutual Funds and UTI	-	0.00%	-	0.00%
	Foreign Institutional Investors	-	0.00%	-	0.00%
	Bodies Corporate	-	0.00%	-	0.00%
	Directors and their relatives	-	0.00%	-	0.00%
	Foreign Nationals	-	0.00%	-	0.00%
	Foreign Bodies Corporate	-	0.00%	-	0.00%
	Non Resident Indians	-	0.00%	-	0.00%
	Trusts	-	0.00%	-	0.00%
	Clearing Members	-	0.00%	-	0.00%
	Foreign Portfolio Investors	-	0.00%	-	0.00%
	Indian Public (individuals/HUF)	<b>135,870</b>	<b>55.46%</b>	<b>2,635,870</b>	<b>96.02%</b>
	<b>Sub-Total (B)</b>	<b>135,870</b>	<b>55.46%</b>	<b>2,635,870</b>	<b>96.02%</b>
	<b>Grand Total (A+B)</b>	<b>245,000</b>	<b>100.00%</b>	<b>2,745,000</b>	<b>100.00%</b>

\*Above shareholding pattern is prepared based on Shareholding of the Company as on December 31, 2016.

- e. **Proposed time within which the allotment shall be completed:** Pursuant to Regulation 74(1) of the SEBI ICDR Regulations, the preferential issue of Equity Shares shall be completed, within a period of 15 days from the date of passing of the special resolution contained under this item of business provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.
- f. **the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

The proposed allotment is being made to individuals only, accordingly disclosure with respect to the ultimate beneficial owners of the proposed allottees is not required. The Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them is provided hereunder:

Name of proposed allottee	Category	Pre-issue shareholding		Allotment	Post issue shareholding	
		No. of shares	%		No. of shares	No. of shares
Dipti Mangal	Non-Promoter	Nil	Nil	100000	100000	3.64%
Girdhari Lal Mangal HUF	Non-Promoter	Nil	Nil	100000	100000	3.64%
Pradeep Kumar Goel	Non-Promoter	Nil	Nil	100000	100000	3.64%
Ashish Goyal	Non-Promoter	Nil	Nil	100000	100000	3.64%
Ravi Kumar HUF	Non-Promoter	Nil	Nil	100000	100000	3.64%
Meena	Non-Promoter	Nil	Nil	100000	100000	3.64%
Mohd. Aslam Baqui	Non-Promoter	Nil	Nil	100000	100000	3.64%
Nikhat Aslam	Non-Promoter	Nil	Nil	100000	100000	3.64%
Himanshu Agrawal HUF	Non-Promoter	Nil	Nil	100000	100000	3.64%
Kriti Agrawal	Non-Promoter	Nil	Nil	100000	100000	3.64%
Anukriti Gupta	Non-Promoter	Nil	Nil	100000	100000	3.64%
Shivani Agarwal	Non-Promoter	Nil	Nil	100000	100000	3.64%
Suresh Kumar Gupta	Non-Promoter	Nil	Nil	100000	100000	3.64%
Kanta Bansal	Non-Promoter	Nil	Nil	100000	100000	3.64%
Satish Garg	Non-Promoter	Nil	Nil	100000	100000	3.64%
Satish Garg HUF	Non-Promoter	Nil	Nil	100000	100000	3.64%
Rakesh Kumar Agrawal	Non-Promoter	Nil	Nil	100000	100000	3.64%

Anibha Agrawal	Non-Promoter	Nil	Nil	100000	100000	3.64%
Rekha Garg	Non-Promoter	Nil	Nil	100000	100000	3.64%
Anshu Agrawal	Non-Promoter	Nil	Nil	200000	200000	7.29%
Sudhir Malik	Non-Promoter	Nil	Nil	200000	200000	7.29%
Pramod Maheswari	Non-Promoter	Nil	Nil	200000	200000	7.29%

**Change in Control:**

The proposed preferential allotment will not result in change in control.

**g. Pricing of preferential issue:**

The Company's Equity Shares are not frequently traded in terms of Regulation 71A of the SEBI (ICDR) Regulations. Accordingly, the issue price has been determined in terms of Regulation 76A of the SEBI (ICDR) Regulations. The price as computed under Regulation 76A of the SEBI (ICDR) Regulations is Rs. 10per Equity Share based on valuation report obtained from Chartered Accountant ("Valuer") who has experience of more than 10 years. The proposed issue price is Rs. 10per Equity Share, being equal to Rs. 10 per Equity Share as computed under the Regulation 76A of the SEBI (ICDR) Regulations. The Company shall submit a valuation report obtained from Valuer with the Stock Exchanges where the Equity Shares of the Company are listed.

Further, as required under the SEBI (ICDR) Regulations, wherever it is required, the Company shall re-compute the issue price in accordance with the SEBI (ICDR) Regulations. If recomputed price is higher than the price paid on allotment, difference shall be collected from the proposed allottees. Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottees within the time stipulated under the SEBI (ICDR) Regulations, the Equity Shares allotted shall continue to be locked in till the time such amounts are paid by them.

**h. Relevant Date:**

The Relevant Date for the purpose of pricing of the Equity Shares shall be January 17, 2017, being the date which is 30 days prior to the date of the Extra-Ordinary General Meeting.

**i. Auditors' Certificate:**

A copy of the certificate from the Statutory Auditors of the Company certifying that the above issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations shall be placed before the shareholders at the EGM.

**j. Lock in Period:**

The Equity Shares proposed to be allotted shall be locked in for such period as may be specified under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Further, the entire pre-issue shareholding of the proposed allottees, if any, shall be locked-in from the relevant date upto a period of six months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

The Board recommends the Resolution set out under Item No. 2 of the accompanying Notice, for the approval of the Members of the Company as a Special Resolution.

Mohd. Aslam Baqui, who is the Chief Financial Officer of the Company and one of the Key Management Personnel, and his wife Mrs. Nikhat Aslam, are amongst the proposed allottees to the preferential allotment and are therefore deemed to be interested in the said resolution. Except as mentioned, none of the directors, key managerial personnel or their relatives is, in any way, concerned or interested in this resolution except to the extent of their shareholding, if any, in the Company.

**Item No. 3:**

Pursuant to Section 188 of the Companies Act, 2013 (“the Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules. The aforesaid provisions are not applicable in respect transactions entered into by the Company in the ordinary course of business on an arm’s length basis.

However, pursuant to regulation 23(4) of SEBI (LODR) Regulations, approval of the shareholders through Ordinary Resolution is required for all ‘material’ related party transactions (RPT) even if they are entered into in the ordinary course of business on an arm’s length basis. For this purpose, a RPT will be considered ‘material’ if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The following transactions to be entered into by the Company with related parties Mohd. Aslam Baqui, the Chief Financial Officer of the Company and one of the Key Management Personnel and his wife Mrs. Nikhat Aslam, during the current financial year, even though are in the ordinary course of business and on an arm’s length basis, are estimated to exceed 10% of the annual consolidated turnover of the Company as per the audited financial statements of the Company for the year ended March 31, 2016:-

S. No.	Nature of Transaction	Estimated Value of transaction[in Rs.]
1.	Issue of Equity Shares	20,00,000

The other particulars of above transactions are as under:-

Name of the related party	Name of the Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement	Any other information relevant or important for the members to take a decision on the Proposed resolution:

Mohd. Aslam Baqui	Mohd. Aslam Baqui [CFO(KMP)]	Chief Financial Officer of the Company and one of the Key Management Personnel of the Company	Issue of 100000 Equity Shares of Rs. 10 (Rupees Ten) each at a price of Rs. 10 (Rupees Ten) per Equity Share on preferential basis	Nil
Mrs. Nikhat Aslam	Mohd. Aslam Baqui [CFO(KMP)]	Wife of Mohd. Aslam Baqui, Chief Financial Officer of the Company and one of the Key Management Personnel of the Company	Issue of 100000 Equity Shares of Rs. 10 (Rupees Ten) each at a price of Rs. 10 (Rupees Ten) per Equity Share on preferential basis	Nil

The above transactions are approved by the Audit Committee as per the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations

The Board recommends the Resolution set out under Item No. 3 of the accompanying Notice, for the approval of the Members of the Company as an Ordinary Resolution.

Mohd. Aslam Baqui, who is the Chief Financial Officer of the Company and one of the Key Management Personnel, and his wife Mrs. Nikhat Aslam, are amongst the proposed allottees to the preferential allotment and are therefore deemed to be interested in the said resolution. Except as mentioned, none of the directors, key managerial personnel or their relatives is, in any way, concerned or interested in this resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors  
For **Gulmohar Investments and Holdings Limited**

Sd/-  
**(BHAWNA DANG)**  
Company Secretary  
M. No: A41285

**Date:** January 18, 2017  
**Place:** New Delhi

**ATTENDANCE SLIP**

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

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

*\*Applicable for investors holding shares in Electronic form.*

*# Applicable for investors holding shares in Electronic form.*

I certify that I am a registered Shareholders/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 Thursday, February 16, 2017 at 3:00 p.m, at the Registered Office of the Company 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)**



**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:** L65993DL1982PLC013956

**Name of the Company:** GULMOHAR INVESTMENTS AND HOLDINGS LIMITED

**Registered Office:** 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini New Delhi – 110085

Name of the Member(s)		
Registered Address:		
E-mail Id:		
*DP Id. / Client Id.		Regd. Folio No.

(\* Applicable for members holding share(s) in electronic form)

I / We, being the member(s) of ..... shares of the above named company, hereby appoint:

1. Name : \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail ID : \_\_\_\_\_  
 Signatiure : \_\_\_\_\_, or failing him \_\_\_\_\_

2. Name : \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail ID : \_\_\_\_\_  
 Signatiure : \_\_\_\_\_, or failing him \_\_\_\_\_

3. Name : \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail ID : \_\_\_\_\_  
 Signatiure : \_\_\_\_\_

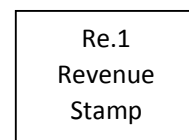
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at theExtra-Ordinary General Meetingof the Company, to be held on Thursday, February 16, 2017 at 3:00 p.mat the registered office of the Company at 324A, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector-14, Rohini New Delhi – 110085and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional	
		For	Against
1.	Increase in the Authorised Share Capital of the Company and consequent alteration of Clause V of the Memorandum of Association of the Company		
2.	Issue of Equity Shares of the Company on preferential basis		
3.	Approval for Material Related Party Transactions		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Signature of Shareholders(s)

Affix Revenue Stamp



Signature of Proxy holders(s)

Note:

1. 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.
2. For the resolution and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.
3. It is optional to put a(V ) in the appropriate column against the Resolution indicated in the Box. If, you leave the ' For' and 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she think appropriate.

Route Map for EGM Venue: 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085

