

GULMOHAR INVESTMENTS AND HOLDINGS LIMITED

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

Email Id: gulmoharlimited@gmail.com, Tel.: 011-27860681, Website: gulmoharinvestments.com

CIN: L65993DL1982PLC013956

NOTICE is hereby given that an Extraordinary General Meeting of the Members of GULMOHAR INVESTMENTS AND HOLDINGS LIMITED will be held on Thursday, the December 24, 2020 at 2 P.M. at the registered office of the Company at 324A, IIIrd Floor, Aggarwal Plaza Sector-14, Rohini New Delhi 110085 to transact the following Businesses:

ITEM NO. 01 - POWER OF BORROWINGS

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

RESOLVED THAT in partial modification of resolution passed by the members of the Company, in their Annual General Meeting held on September 30, 2020 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, or re-enactments thereof), the provisions of the Articles of Association of the Company, the consent of members of the Company be and is hereby accorded to the Board of Directors to borrow for and on behalf of the Company, from time to time, any sum or sums of monies, from any one or more of the Company's bankers and/or from any one or more other banks, persons, firms, companies/body corporates, financial institutions, institutional investor(s) and/or any other entity/entities or authority/authorities and whether by way of cash credit, advance, deposits, loans, long or short term loan(s), syndicated loans, as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties (whether movable or immovable, present or future) and all or any of the undertaking of the Company, stock-in-trade or debts, for the purpose of the Company's business, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed, at any time, the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, reserves which are not set apart for any specific purposes, provided that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed INR 100,00,00,000/- (Indian Rupees One Crore Only).

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any person authorized by the Board from time to time in this regard be and is hereby empowered and authorised to arrange repayment, securities or otherwise as they may think fit.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

ITEM NO. 02 -POWER TO MORTGAGE PROPERTY OF THE COMPANY

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

“RESOLVED THAT in partial modification of resolution passed by the members of the Company, in their Annual General Meeting held on September 30, 2020 and pursuant to Section 180(1)(a) and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (the “Act”) read with the rules made thereunder as amended, consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for creation by the Board of Directors on behalf of the Company, of such mortgages/ charges/ hypothecation and floating charges (in addition to the existing mortgages / charges /hypothecation created by the Company in favour of the lenders) in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any Indian Rupee or foreign currency loans, Debentures, advances and all other moneys payable by the Company to the lenders concerned, subject, however, to an overall limit of Rs. 100 Crores (Rupees One Hundred Crores) of loans or advances already obtained or to be obtained from, in any form including by way of subscription to debentures issued or to be issued by the Company to, any financial institution, bank, body corporate, company, insurer or to the general public.”

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board of Directors, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

ITEM NO. 03 - APPROVAL FOR AVAILING LOAN(S) CONVERTIBLE INTO EQUITY SHARES:

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

“RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and subject to all such approvals, permissions or sanctions as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approvals, permissions or sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board in respect of the financial assistance, including unsecured loans, to be availed from Financial Institutions/Banks/any Bodies Corporate/Directors (hereinafter collectively referred to as the “**Lenders**”) from time to time aggregating to a sum not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crore Only) (“**Facilities**”), such that in the event of request by the Company for restructuring the facilities under the lending arrangements as may be executed between the Lenders and the Company or upon exercise of an option provided/agreed under

the lending arrangements, Lenders, may be able to convert the outstanding facilities or part thereof, into equity shares in the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined at the time of such conversion.

RESOLVED FURTHER THAT either upon the acceptance of the option provided by the Company to the Lenders to convert Facilities into equity shares of the Company or on receipt of notice from the Lenders exercising the option of conversion of Facilities into equity shares in terms of the lending arrangements, for the conversion of Facilities (or part thereof), the Board be and is hereby authorised to do all such acts, deeds and things as the Board may think necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders.

RESOLVED FURTHER THAT the equity shares to be allotted and issued to such Lenders, either pursuant to the request forwarded by the Company for conversion of the existing Facilities (either in full or in part) or upon the right of conversion exercised by the Lenders, shall rank pari passu in all respects with the then existing equity shares in the Company and be listed on the stock exchange(s) where the existing shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, execute all such documents, instruments and writings and give such directions as may be deemed necessary or expedient, to give effect to this resolution.”

ITEM NO. 04- RE-APPOINTMENT OF Mr. JAI BHAGWAN AGGARWAL (DIN: 07498421) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT, pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013(" the Act") and the Companies (Appointment and Qualification of Directors) Rule, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the basis of recommendation of Nomination and Remuneration committee approval of the members of the company be and is hereby granted to the re-appointment of Mr. Jai Bhagwan Aggarwal (DIN: 07498421) as an Independent Director, not liable to retire by rotation, for a further term of 5 consecutive years w.e.f. 30th May, 2021 to 29th May, 2026.

"RESOLVED FURTHER THAT, pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“regulations”) including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force and any other applicable provisions, the consent of the members of the Company be and is hereby accorded for continuation of Mr. Jai Bhagwan Aggarwal (DIN: 07498421), who attained the age of 75 years as a Non-Executive Independent Director of the Company."

ITEM NO. 05- RE-APPOINTMENT OF Mr. PANKAJ KAPOOR (DIN: 07501136) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT, pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013(" the Act") and the Companies (Appointment and Qualification of Directors) Rule, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the basis of recommendation of Nomination and Remuneration committee approval of the members of the company be and is hereby granted to the re-appointment of Mr. Pankaj Kapoor (DIN: 07501136) as a Non- Executive Independent Director, not liable to retire by rotation, for a further term of 5 consecutive years w.e.f. 30th May, 2021 to 29th May, 2026.

ITEM NO.06 RE-APPOINTMENT OF MR. HITESH RAI MAKHIJA (DIN: 07509495) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT, pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013(" the Act") and the Companies (Appointment and Qualification of Directors) Rule, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the basis of recommendation of Nomination and Remuneration committee approval of the members of the company be and is hereby granted to the re-appointment of Mr. Hitesh Rai Makhija (DIN: 07509495) as a Non- Executive Independent Director, not liable to retire by rotation, for a further term of 5 consecutive years w.e.f. 30th May, 2021 to 29th May, 2026.

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

**Sd/-
Kiran Mittal
Director
(DIN: 00749457)**

Date: 26.11.2020
Place: New Delhi

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxy on order to be effective , must be received by the company not less than 48 hours before the commencement of Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or shareholder.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the 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. The Explanatory Statement pursuant to Section 102(1) of the companies Act, 2013 relating to the Special Business, if any to be transacted at the meeting is annexed hereto.
3. Members/Proxies should bring attendance slips sent herewith duly filled in, for attending the Meeting.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information's and instructions including details of user id and password relating to e voting are sent herewith. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.

7. 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 Friday, 18th December, 2020 to Thursday, 24th December, 2020 (both days inclusive) for the purpose of General Meeting.
8. The ISIN of the Equity Shares of Rs.10/- each is INE204V01016
9. Sections 101 and 136 of the Companies Act, 2013 read with the rules made there under, permit the listed companies to send the notice of Annual General Meeting and the Annual Report, including financial statements, board's report, etc. by electronic mode & registered post/speed post/ courier . The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company or for the other whose e-mail id is not registered same shall couriered to them.
10. Members may also note that the Notice of the AGM and the Annual Report for F.Y. 2019-20 will also be available on the Company's website www.gulmoharinvestments.com.
11. Members/proxies/Authorized representatives are requested to bring to the meeting necessary details of their shareholdings, attendance slips.
12. The following Statutory Registers are open for inspection of members and others at the registered office of the Company as prescribed in the respective sections of the Companies Act, 2013 as specified below:
 - i. Register of contracts with related party and contracts and bodies etc. in which directors are interested under section 189 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.
 - ii. Register of directors and key managerial personnel and their shareholding under section 170 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.
13. The aforesaid registers shall be kept open for inspection at the General Meeting by any person attending the meeting.
14. Members are requested to notify change in address, if any, to the Share Transfer Agent and to the Company quoting their Folio Numbers, number of shares held etc.
15. Members are requested to register their e-mail addresses for receiving communications including Annual Reports, Notices, and Circulars etc. by the Company electronically.
16. Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company in order to comply with the SEBI guidelines

17. Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company in order to comply with the SEBI guidelines.
18. Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
19. All documents referred to in accompanying Notice shall be open for inspection and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of General Meeting.
20. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from 01st April, 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.

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 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 GM (“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 General Meeting of the Company inter alia indicating the process and manner of e-Voting process alongwith 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 General 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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 21st, December, 2020 at 09:00 A.M. and ends on 23rd, December, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 101456 then user ID is 101456001***

5. Your password details 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.
 - 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 amitkumar_cs@hotmail.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.: 1800-222-990 or send a request 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 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.

OTHER INFORMATION

1. The e-voting period commences on 21st December, 2020 (9:00 a.m.) and ends on 23rd December, 2020 (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. 17th December, 2020, 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 General Meeting and up to the cut-off date i.e. 17th December, 2020, 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, 17th December, 2020.
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 Thursday, 17th December, 2020, may only cast their vote at the General Meeting.
5. Mr. Amit Kumar, Practicing Company Secretary (Membership No.: FCS 5917, C.P. No.: 6184) has been appointed as the Scrutinizer for the Purpose of General Meeting.

6. The Scrutinizer shall immediately after the conclusion of voting at the General Meeting, first count the voting cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the company and make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the AGM or a person authorised by him in writing not later than 48 hours from the conclusion of the General Meeting. The results shall also be immediately forwarded to the stock exchanges.
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 date of General Meeting 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.gulmoharinvestments.com 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/-
Kiran Mittal
Director
(DIN: 00749457)**

Date: 26.11.2020

Place: New Delhi

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 01& 02: POWER OF BORROWINGS & POWER TO MORTGAGE PROPERTY OF THE COMPANY

The Members of the Company in their annual general meeting held on September 30, 2020, had accorded their approval, in terms of Section 180(1)(a) of the Companies Act, 2013, to the Board of Directors of the Company to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves but not exceeding Rs. 50 Crores. Further, the members had also accorded their approval in terms of Section 180(1)(c) of the Companies Act, 2013, to permit the Board of Directors of the Company to mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, subject to an overall limit of Rs. 50 Crores.

In line with the recent developments and slight change in the business plans of the Company, the Board of Directors of the Company wish to revise the limits as were approved by the members of the Company in their Annual General Meeting held on September 30, 2020.

Accordingly, approval of members of the Company is sought to increase the borrowing limits as provided under Section 180(1)(a) of the Companies Act, 2013, to Rs. 100 Crore. Owing to the revision in the borrowing limits, the Board of Directors of the Company would also need approval of the members for increasing the limits for creating mortgage or charge on all or any of the movable and/ or immovable properties of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013.

It is, therefore, necessary to pass a Special Resolution under Section 180(1)(c) read with Section 180 (1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 1 & 2 of the Notice.

The Board of Directors recommends the passing of the Special Resolutions as set out in the Item no. 1 & 2 of the Notice.

The nature of concern or interest, financial or otherwise, if any, in respect of power to borrow monies and/or mortgage properties (moveable/immovable):

- (i) Directors: None of the Directors of the Company is concerned or interested in the proposed resolution except to the extent of their shareholdings;
- (ii) Every other Key Managerial Personnel: NIL;
- (iii) Relatives: Only to the extent of their shareholdings.

ITEM NO. 03: APPROVAL FOR AVAILING LOAN(S):

To meet funding requirements towards proposed operational expenditures of the Company and for general corporate purposes, the Company is proposing to avail financial assistance to the tune of upto Rs. 100,00,00,000 (Rupees One Hundred Crores only) by way of Rupee Term Loans, unsecured loans, Corporate Loans etc. ("Facilities"), from time to time from various Lenders i.e. Bank(s) / Financial Institution(s)/ any Bodies Corporate/Directors. The Company is in initial discussions with Lenders for availing the Facilities upon such terms and conditions stipulated by them and approved by the Board and specifically set out under the lending arrangement to be executed by and between the Company and the Lenders.

As per the terms mentioned in the lending arrangements, the said facilities may be converted into Equity Shares of the Company upon happening of any of the following events:

- a. Request forwarded by the Company requesting the Lenders to convert their existing loan into the Equity Shares in the Company; or
- b. Upon exercise of an option to convert whole or part of the outstanding Facilities into fully paid up Equity Shares of the Company.

The Equity Shares to be allotted upon conversion of the Loan shall be done at a price to be determined at the time of such conversion.

In terms of the provisions of the Section 62(3) and other applicable provisions of the Companies Act, 2013, an increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the loan raised by the Company to convert such loans into shares in the company, can only be done, if the terms of issue of loan containing an option to convert such loans into shares in the company, have been approved before the raising of loan by a special resolution passed by the Company in general meeting. Accordingly, approval of the members of the Company is being sought under Section 62(3) of the Companies Act, 2013 to authorise the Lenders to convert their outstanding Facilities into equity shares in the Company.

Accordingly, the Board recommends the resolution as set out in Item No. 03 above for approval of the members of the Company as a special resolution.

None of Directors, KMPs of the Company and their relatives are, in any way, concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

The nature of concern or interest, financial or otherwise, if any, in respect of power to borrow monies and/or mortgage properties (moveable/immovable):

- i. Directors: None of the Directors of the Company is concerned or interested in the proposed resolution except to the extent of their shareholdings;
- ii. Every other Key Managerial Personnel: NIL;
- iii. Relatives: Only to the extent of their shareholdings.

ITEM NO. 04: RE-APPOINTMENT OF Mr. JAI BHAGWAN AGGARWAL (DIN: 07498421) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

Mr. Jai Bhagwan Aggarwal (DIN: 07498421), was appointed as a Non-Executive Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 from 30th May, 2016 upto the conclusion of the Annual General Meeting of the company held in the calendar year 2016. The members may note that pursuant to section 149(10) of the Act, an independent director shall hold office for a term of upto five(5) consecutive years on the Board of the Company but shall be eligible for reappointment for a further term of five(5) consecutive years by passing a Special Resolution by the Company. The company has received a notice in writing under the provisions of section 160 of the act from a member proposing the candidature of Mr. Jai Bhagwan Aggarwal for appointment as a regular director. The Nomination and remuneration Committee(NRC) of the Board of the Company, at its meeting, unanimously recommended to the Board, the appointment of Mr. Jai Bhagwan Aggarwal as an Independent Director, who has attained the age of 75, for a period of Five years from 30th May, 2021 to 29th May, 2026. While recommending the appointment of Mr. Jai Bhagwan Aggarwal the NRC had considered various factors, viz., the number of board and general meeting attended by him, knowledge and experience, his contribution to the growth of the Company is active participation in the Board meetings, time spent by him for the Company. Etc The Board on the recommendation made by NRC as above, at its meeting unanimously decided to recommend to the shareholders to reappoint Mr. Jai Bhagwan Aggarwal as an Independent director not liable to retire by rotation at the general meeting. A brief profile of Mr. Jai Bhagwan Aggarwal along with the required particulars is given at the end of the statement. Further Mr. Jai Bhagwan Aggarwal has confirmed that he is not disqualified from being appointed as a director in terms of section 164 of the act and from being appointed as a Director. Jai Bhagwan Aggarwal has also confirmed that he is not debarred from holding the office of director by virtue of any SEBI Order or any such authority pursuant to circular dated 20th June, 2018 issued by BSE pertaining to enforcement of SEBI Orders regarding appointment of directors by the listed company. Jai Bhagwan Aggarwal has given his consent to be reappointed as an ID and also confirm that he is not disqualified to act as a director in terms of section 164 of the Act besides he is also confirmed that he meets the criteria of independence as prescribed, both, u/s 149(6) of the Act read with relevant rules and under regulation 16(1)(b) of the SEBI LODR. In the opinion of Board Jai Bhagwan Aggarwal fulfills the criteria/conditions specified in section 149,152 and other applicable provisions of the Act and rules made thereunder read with schedule 4 of the Act and Regulation 25 of the SEBI LODR. The company has received a notice in writing under the provisions of section 160 of the act from a member proposing the candidature of Jai Bhagwan Aggarwal for appointment as a regular director. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Jai Bhagwan Aggarwal as an Independent Directors to hold office for a second term of 5 (Five) consecutive years w.e.f. 30th May, 2021 to 29th May, 2026. Pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“regulations”) including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force and any other applicable provisions, the consent of the members of the Company be and is hereby accorded for continuation of Mr. Jai Bhagwan Aggarwal (DIN: 07498421), who has attained the age of more than 75 years i.e. 75 years, as a Non-Executive Independent Director of the Company .The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given him background and experience and contributions made by him during his tenure, the continued association of Mr. Jai Bhagwan Aggarwal would be beneficial to the Company. Mr. Jai Bhagwan Aggarwal himself, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this item. He is Bachelor of Arts. He is retired Banker who retired in the year 2002 from the UCO Bank as Branch Manager. He has been associated with Gulmohar Investment and Holdings Ltd as an Independent Director and has gained vast experience in corporate affairs as well. This statement may also be regarded as an appropriate disclosure under the Listing

Regulations. The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members. The members are requested to consider and approve the above Special Resolution. Information about the appointees as per the requirement of SS-2 on General Meeting issued by The Institute of Company Secretary of India and regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing and Disclosure Obligations) Regulations, 2015

Name	Mr. Jai Bhagwan Aggarwal
Designation	Independent Director
Date of Birth	01/09/1943
Date of first appointment	30.05.2016
Qualification	Bachelor of Arts
Experience	50 years
Profile	Retired Banker
Directorship held in other Companies	Dolf Leasing Limited Kedarnath Iron And Steel Limited Adishakti Loha And Ispat Limited
Directorship held in Listed entities (other than Gulmohar Investments and Holdings Limited)	Patback Business Limited
Membership of Committees of the Board (only Listed Entities) in which Chairmanship, membership, is held (includes only Audit Committee and Stakeholder Relationship Committee)	Audit Committee (Member)- Gulmohar Investment and Holdings Ltd Stakeholders Relationship Committee (Member) - Gulmohar Investment and Holdings Ltd Stakeholders Relationship Committee Member - Patback Business Limited Audit Committee (Member)- Patback Business Limited
Numbers of shares held in the Company as on 31.03.2020	NIL
No. of Board Meeting attended during the year	All Board Meetings
Terms & Conditions of re-appointment	In compliance with the provisions of Sec. 149 read with Schedule IV of the Act, the re-appointment as an Independent Director to hold office for a second term of 5 (Five) consecutive years w.e.f. 30.05.2021 to 29.05.2026
Past Remuneration	Only sitting fees paid
Relationship with other Directors	None

. In opinion of the Board Mr. Jai Bhagwan Aggarwal fulfills all the condition as are required for her appointment as an Independent Director, as specified in act. Further, Mr. Mr. Jai Bhagwan Aggarwal has also given a declaration to the Board that she meet the criteria of independence as provided under section 149(6) of Companies Act 2013 read with schedule IV of the act. The above may be treated as a written memorandum setting out the terms of appointment of Mr. Jai Bhagwan Aggarwal under section 149 of the Companies Act, 2013. The Directors recommends the Shareholders to pass this resolution as Special resolution.

The nature of concern or interest, financial or otherwise, if any, in respect of power to borrow monies and/or mortgage properties (moveable/immovable):

- i. Directors: None of the Directors of the Company is concerned or interested in the proposed resolution except to the extent of their shareholdings;
- ii. Every other Key Managerial Personnel: NIL;
- iii. Relatives: Only to the extent of their shareholdings.

ITEM NO. 05: RE-APPOINTMENT OF Mr. PANKAJ KAPOOR (DIN: 07501136) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

Mr. Pankaj Kapoor (DIN: 07501136), was appointed as a Non-Executive Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 from 30th May, 2016 upto the conclusion of the Annual General Meeting of the company held in the calendar year 2016. The members may note that pursuant to section 149(10) of the Act, an independent director shall hold office for a term of upto five(5) consecutive years on the Board of the Company but shall be eligible for reappointment for a further term of five(5) consecutive years by passing a Special Resolution by the Company. The company has received a notice in writing under the provisions of section 160 of the act from a member proposing the candidature of Mr. Pankaj Kapoor (DIN: 07501136), for appointment as a regular director. The Nomination and remuneration Committee(NRC) of the Board of the Company, at its meeting, unanimously recommended to the Board, the appointment of Mr. Pankaj Kapoor (DIN: 07501136), for a period of Five years from 30th May, 2021 to 29th May, 2026. While recommending the appointment of Mr. Pankaj Kapoor (DIN: 07501136), the NRC had considered various factors, viz., the number of board and general meeting attended by him, knowledge and experience, his contribution to the growth of the Company is active participation in the Board meetings, time spent by him for the Company. Etc The Board on the recommendation made by NRC as above, at its meeting unanimously decided to recommend to the shareholders to reappoint Mr. Pankaj Kapoor (DIN: 07501136), as an Independent director not liable to retire by rotation at the general meeting. A brief profile of Mr. Pankaj Kapoor (DIN: 07501136), along with the required particulars is given at the end of the statement. Further Mr. Pankaj Kapoor (DIN: 07501136), has confirmed that he is not disqualified from being appointed as a director in terms of section 164 of the act and from being appointed as a Director. Mr. Pankaj Kapoor (DIN: 07501136), has also confirmed that he is not debarred from holding the office of director by virtue of any SEBI Order or any such authority pursuant to circular dated 20th June, 2018 issued by BSE pertaining to enforcement of SEBI Orders regarding appointment of directors by the listed company. Mr. Pankaj Kapoor (DIN: 07501136), has given his consent to be reappointed as an ID and also confirm that he is not disqualified to act as a director in terms of section 164 of the Act besides he is also confirmed that he meets the criteria of independence as prescribed, both, u/s 149(6) of the Act read with relevant rules and under regulation 16(1)(b) of the SEBI LODR. In the opinion of Board Mr. Pankaj Kapoor (DIN: 07501136), fulfills the criteria/conditions specified in section 149,152 and other applicable provisions of the Act and rules made thereunder read with schedule 4 of the Act and Regulation 25 of the SEBI LODR. The company has received a notice in writing under the provisions of section 160 of the act from a member proposing the candidature of Mr. Pankaj Kapoor (DIN: 07501136), for appointment as a regular director. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Pankaj Kapoor (DIN: 07501136), as an Independent Directors to hold office for a second term of 5 (Five) consecutive years w.e.f. 30th May, 2021 to 29th May, 2026. Pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“regulations”) including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force and any other applicable provisions, the consent of the members of the Company be and is hereby accorded for continuation of Mr. Pankaj Kapoor (DIN: 07501136), as a Non-Executive Independent Director of the Company .The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given him background and experience and contributions made by him during his tenure, the continued association of Mr. Pankaj Kapoor (DIN: 07501136), would be beneficial to the Company. Mr. Pankaj Kapoor (DIN: 07501136), himself, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this item. He is an MBAHe has been associated with Gulmohar Investment and Holdings Ltd as an Independent Director and has gained

vast experience in corporate affairs as well. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members. The members are requested to consider and approve the above Special Resolution. Information about the appointees as per the requirement of SS-2 on General Meeting issued by The Institute of Company Secretary of India and regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing and Disclosure Obligations) Regulations, 2015

Name	Mr. Pankaj Kapoor
Designation	Independent Director
Date of Birth	30.12.1969
Date of first appointment	30.05.2016
Qualification	MBA (Customer Relationship Management Retail Management) ICWA (Executive) passed
Experience	25 years
Profile	Banker's in The Khattri Cooperative Urban Bank Ltd
Directorship held in other Companies	Dolf Leasing Limited Kedarnath Iron And Steel Limited Adishakti Loha And Ispat Limited
Directorship held in Listed entities (other than Gulmohar Investments and Holdings Limited)	SHREE WORSTEX LIMITED
Membership of Committees of the Board (only Listed Entities) in which Chairmanship, membership, is held (includes only Audit Committee and Stakeholder Relationship Committee)	Audit Committee (Chairman)- Gulmohar Investment and Holdings Ltd Stakeholders Relationship Committee (Chairman) - Gulmohar Investment and Holdings Ltd Audit Committee (Member)- Shree Worstex Ltd Stakeholders Relationship Committee (Member)- Shree Worstex Ltd
Numbers of shares held in the Company as on 31.03.2020	NIL
No. of Board Meeting attended during the year	All Board Meetings
Terms & Conditions of re-appointment	In compliance with the provisions of Sec. 149 read with Schedule IV of the Act, the re-appointment as an Independent Director to hold office for a second term of 5 (Five) consecutive years w.e.f. 30.05.2021 to 29.05.2026
Past Remuneration	Only sitting fees paid
Relationship with other Directors	None

In opinion of the Board Pankaj Kapoor (DIN: 07501136), fulfills all the condition as are required for her appointment as an Independent Director, as specified in act. Further, Pankaj Kapoor (DIN: 07501136) has also given a declaration to the Board that she meet the criteria of independence as provided under section 149(6) of Companies Act 2013 read with schedule IV of the act. The above may be treated as a written memorandum setting out the terms of appointment of Pankaj Kapoor (DIN: 07501136) under section 149 of the Companies Act, 2013. The Directors recommends the Shareholders to pass this resolution as Special resolution.

The nature of concern or interest, financial or otherwise, if any, in respect of power to borrow monies and/or mortgage properties (moveable/immovable):

- i. Directors: None of the Directors of the Company is concerned or interested in the proposed resolution except to the extent of their shareholdings;
- ii. Every other Key Managerial Personnel: NIL;

iii. Relatives: Only to the extent of their shareholdings.

ITEM NO. 06: RE-APPOINTMENT OF MR. HITESH RAI MAKHIJA (DIN: 07509495) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

Mr. Hitesh Rai Makhija (DIN: 07509495), was appointed as a Non-Executive Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 from 30th May, 2016 upto the conclusion of the Annual General Meeting of the company held in the calendar year 2016. The members may note that pursuant to section 149(10) of the Act, an independent director shall hold office for a term of upto five(5) consecutive years on the Board of the Company but shall be eligible for reappointment for a further term of five(5) consecutive years by passing a Special Resolution by the Company. The company has received a notice in writing under the provisions of section 160 of the act from a member proposing the candidature of Mr. Hitesh Rai Makhija (DIN: 07509495), for appointment as a regular director. The Nomination and remuneration Committee(NRC) of the Board of the Company, at its meeting, unanimously recommended to the Board, the appointment of Mr. Hitesh Rai Makhija (DIN: 07509495), for a period of Five years from 30th May, 2021 to 29th May, 2026. While recommending the appointment of Mr. Hitesh Rai Makhija (DIN: 07509495), the NRC had considered various factors, viz., the number of board and general meeting attended by him, knowledge and experience, his contribution to the growth of the Company is active participation in the Board meetings, time spent by him for the Company. Etc The Board on the recommendation made by NRC as above, at its meeting unanimously decided to recommend to the shareholders to reappoint Mr. Hitesh Rai Makhija (DIN: 07509495), as an Independent director not liable to retire by rotation at the general meeting. A brief profile of Mr. Hitesh Rai Makhija (DIN: 07509495), along with the required particulars is given at the end of the statement. Further Mr. Hitesh Rai Makhija (DIN: 07509495), has confirmed that he is not disqualified from being appointed as a director in terms of section 164 of the act and from being appointed as a Director. Mr. Hitesh Rai Makhija (DIN: 07509495), has also confirmed that he is not debarred from holding the office of director by virtue of any SEBI Order or any such authority pursuant to circular dated 20th June, 2018 issued by BSE pertaining to enforcement of SEBI Orders regarding appointment of directors by the listed company. Mr. Hitesh Rai Makhija (DIN: 07509495), has given his consent to be reappointed as an ID and also confirm that he is not disqualified to act as a director in terms of section 164 of the Act besides he is also confirmed that he meets the criteria of independence as prescribed, both, u/s 149(6) of the Act read with relevant rules and under regulation 16(1)(b) of the SEBI LODR. In the opinion of Board Mr. Hitesh Rai Makhija (DIN: 07509495), fulfills the criteria/conditions specified in section 149,152 and other applicable provisions of the Act and rules made thereunder read with schedule 4 of the Act and Regulation 25 of the SEBI LODR. The company has received a notice in writing under the provisions of section 160 of the act from a member proposing the candidature of Mr. Hitesh Rai Makhija (DIN: 07509495), for appointment as a regular director. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Hitesh Rai Makhija (DIN: 07509495), as an Independent Directors to hold office for a second term of 5 (Five) consecutive years w.e.f. 30th May, 2021 to 29th May, 2026. Pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“regulations”) including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force and any other applicable provisions, the consent of the members of the Company be and is hereby accorded for continuation Mr. Hitesh Rai Makhija (DIN: 07509495), as a Non-Executive Independent Director of the Company .The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given him background and experience and contributions made by him during his tenure, the continued association of Mr. Hitesh Rai Makhija (DIN: 07509495), would be beneficial to the Company. Mr. Hitesh Rai Makhija (DIN: 07509495), himself, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or

interested, financially or otherwise, in this item. He is an MBA. He is a Businessman. He has been associated with Gulmohar Investment and Holdings Ltd as an Independent Director and has gained vast experience in corporate affairs as well. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members. The members are requested to consider and approve the above Special Resolution. Information about the appointees as per the requirement of SS-2 on General Meeting issued by The Institute of Company Secretary of India and regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing and Disclosure Obligations) Regulations, 2015

Name	Mr. Hitesh Rai Makhija
Designation	Independent Director
Date of Birth	27/09/1983
Date of first appointment	30.05.2016
Qualification	MBA (International Business)
Experience	7 years
Profile	Businessman
Directorship held in other Companies	NIL
Directorship held in Listed entities (other than Gulmohar Investments and Holdings Limited)	Quasar India Limited Patback Business Limited Skybox Industries Limited
Membership of Committees of the Board (only Listed Entities) in which Chairmanship, membership, is held (includes only Audit Committee and Stakeholder Relationship Committee)	Audit Committee (Member)- Gulmohar Investment and Holdings Ltd Audit Committee (Member)- Patback Business Limited Stakeholders Relationship Committee (Chairman) - Patback Business Limited Audit Committee (Member)- Quasar India Limited Audit Committee (Chairman)- Skybox Industries Limited Stakeholders Relationship Committee (Chairman) - Skybox Industries Limited
Numbers of shares held in the Company as on 31.03.2020	NIL
No. of Board Meeting attended during the year	All Board Meetings
Terms & Conditions of re-appointment	In compliance with the provisions of Sec. 149 read with Schedule IV of the Act, the re-appointment as an Independent Director to hold office for a second term of 5 (Five) consecutive years w.e.f. 30.05.2021 to 29.05.2026
Past Remuneration	Only sitting fees paid
Relationship with other Directors	None

In opinion of the Board Mr. Hitesh Rai Makhija (DIN: 07509495), fulfills all the condition as are required for her appointment as an Independent Director, as specified in act. Further, Mr. Hitesh Rai Makhija (DIN: 07509495) has also given a declaration to the Board that she meet the criteria of independence as provided under section 149(6) of Companies Act 2013 read with schedule IV of the act. The above may be treated as a written memorandum setting out the terms of appointment Mr. Hitesh Rai Makhija (DIN: 07509495) under section 149 of the Companies Act, 2013. The Directors recommends the Shareholders to pass this resolution as Special resolution.

The nature of concern or interest, financial or otherwise, if any, in respect of power to borrow monies and/or mortgage properties (moveable/immovable):

- i. Directors: None of the Directors of the Company is concerned or interested in the proposed resolution except to the extent of their shareholdings;
- ii. Every other Key Managerial Personnel: NIL;
- iii. Relatives: Only to the extent of their shareholdings.

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. : 9810260127, Website:
www.gulmoharinvestments.com
CIN: L65993DL1982PLC013956

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/We certify that I/We am/are registered Shareholder/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the Annual General Meeting of the Company held on Thursday, 24th December, 2020 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)

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. : 9810260127, Website:
www.gulmoharinvestments.com
CIN: L65993DL1982PLC013956

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
Date and Time: 24th December, 2020 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

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	

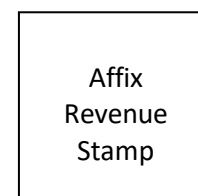
as my/our Proxy to attend vote (for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Thursday, 24th December, 2020 at 02:00 P.M. at 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085 and at any adjournment thereof) in respect of such resolutions as are indicated below:

S. No.	Resolution	Number of shares held	For	Against
Special Business				
1.	Power of borrowings			
2.	Power to Mortgage Property of the Company			
3.	Approval for availing loan(s)convertible into equity shares			
4.	Re-appointment of Mr. Jai Bhagwan Aggarwal (DIN: 07498421) as a non-executive independent director			
5.	Re-appointment of Mr. Pankaj Kapoor (DIN: 07501136) as a non-executive independent director			
6.	Re-appointment of Mr. Hitesh Rai Makhija (DIN: 07509495) as a non-executive independent director			

Signed this Day of 2020

Signature of shareholder

Signature of Proxy holder(s)



Note:

- 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.
- 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.
- A Proxy need not be a member of the Company.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

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: L65993DL1982PLC013956
Name of the Company: GULMOHAR INVESTMENTS AND HOLDINGS LIMITED
Registered Office : 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085
Date and Time: 24th December, 2020 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	For	Against
Special Business				
1.	Power of borrowings			
2.	Power to Mortgage Property of the Company			
3.	Power to Loan And Investment by a Company			
4	Re-appointment of Mr. Jai Bhagwan Aggarwal (DIN: 07498421) as a non-executive independent director			
5	Re-appointment of Mr. Pankaj Kapoor (DIN: 07501136) as a non-executive independent director			
6	Re-appointment of Mr. Hitesh Rai Makhija (DIN: 07509495) as a non-executive independent director			

Place:

Date:

(Signature of the shareholder)

Route Map

