

# GULMOHAR INVESTMENTS AND HOLDINGS LIMITED

Regd Office : 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110 085  
Email Id : gulmoharlimited@gmail.com, Tel. : 011-27860681, Website : gulmoharinvestments.com  
CIN : L65993DL1982PLC013956

June 9, 2020

To,  
Mr. Amit Mahajan, Director  
Mr. Pawan Kumar Mittal, Director  
Ms. Kiran Mittal, Director  
Mr. Munish Mahajan, Director  
Ms. Ritika Mahajan, Director  
Mr. Rohit Mittal, Director  
Mr. Jai Bhagwan Aggarwal, Independent Director  
Mr. Pankaj Kapoor, Independent Director  
Mr. Hitesh Rai Makhija, Independent Director

## SUB: NOTICE OF 01/2020-2021 BOARD MEETING

Dear Sir/Madam,


Notice is hereby given that the 01/2020-2021 meeting of Board of Directors of Gulmohar Investments and Holdings Limited will be held as per the Schedule given below:

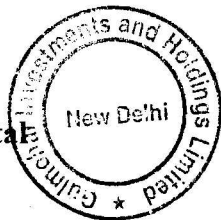
DAY	DATE	TIME	VENUE
Thursday	18 <sup>th</sup> June, 2020	01:00 P.M.	324A, III <sup>rd</sup> Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085

A copy of Agenda along with Explanatory Statement is enclosed herewith. Please make it convenient to attend the meeting.

Further, as per Company's Code of Conduct and SEBI (Prohibition of Insider Trading) Regulations, 2015, the trading window for dealing in securities of the Company, shall remain closed for the Designated Persons i.e Directors, Promoters, Designated Employees and Insiders/ Connected persons with effect from April 01, 2020 till 48 hours (both days inclusive) after the declaration of Audited Financial Results of the Company for the quarter ended 31st March, 2020.

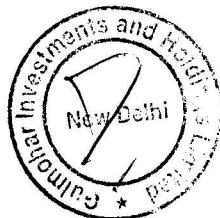
Yours faithfully,  
For **Gulmohar Investments and Holdings Limited**

  
**Pawan Kumar Mittal**  
Director  
DIN: 00749265



### AGENDA FOR BOARD MEETING

S. No.	ITEMS
1.	To grant Leave of Absence
2.	To Confirm the minutes of the previous Board meeting
3.	To Consider and take note the CEO/CFO/MD Certificate for authentication of Financial Results for the quarter and year ended March 31, 2020
4.	To Consider and Approve the Audited Financial Results for quarter and year ended March 31, 2020
5.	To Take note of Audit Report on the Audited Financial Results for quarter and year ended March 31, 2020
6.	To Consider and Approve the Audited Financial Statements for the financial year ended March 31, 2020
7.	To Take note of Audit Report on the Audited Financial Statement for the financial year ended March 31, 2020
8.	To considered and approved the Board/ Director's report for the financial year ended March 31, 2020
9.	To fix the Day, Date, Time & Venue of Annual General Meeting (AGM) to be held for the Financial Year ended March 31, 2020
10.	To fix the Date of Book Closure and E- voting process for the upcoming AGM.
11.	To authorize the appointment of Mr. Amit Kumar, Practising company Secretary as a Scrutinizer for voting process of upcoming AGM.
12.	To consider and approved the Notice of Annual General Meeting (AGM) and dispatch the same to Stock Exchange, Members, Auditors and all stakeholders of the Company.
13.	To Appoint Secretarial Auditor of the company for the Financial Year 2019-2020 and 2020-21.
14.	To Appoint Internal Auditor of the Company for the Financial Year 2020-21
15.	Any other item with the permission of the Chair, if any.



**EXPLANATORY NOTES TO THE AGENDA ITEMS OF THE BOARD MEETING OF GULMOHAR INVESTMENTS AND HOLDINGS LIMITED TO BE HELD ON THURSDAY, 18<sup>th</sup> JUNE, 2020 AT 324A, III<sup>RD</sup> FLOOR, AGGARWAL PLAZA, SECTOR-14, ROHINI, NEW DELHI – 110085 AT 01:00 P.M**

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**ITEM NO. 1**  
**TO GRANT LEAVE OF ABSENCE**

The Board may consider the matter to grant leave of absence to those members who may not be in a position to attend the Meeting.

It is submitted for the information of the Board that with effect from 1<sup>st</sup> April, 2014, if a director absents himself from all meetings of the Board of Directors held during a period of 12 months with or without seeking leave of absence of the Board, then such default shall create a ground for vacation of the office.

*However, pursuance to proviso of sub section (2) of Section 173 read with rule 4 of the Companies (Meetings of Board and its Powers) Rules, 2014, the participation through Video conferencing for consideration of Accounts are not available. None of the Director shall participate through Video conferencing.*

**ITEM NO. 2**  
**TO CONFIRM THE MINUTES OF THE PREVIOUS BOARD MEETING**

Minutes of the previous meeting of Board of Directors shall placed before the board. The Board shall take note of the same.

**ITEM NO.3**  
**TO CONSIDER AND TAKE NOTE THE CEO/CFO/MD CERTIFICATE FOR AUTHENTICATION OF FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2020.**

Pursuant to Regulation 33 (2) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 before approving and submitting financial results for the quarter ended 31.03.2020 to the stock exchange(s) there is a need to certify the same by Mr. Kuldeep Pandey, Chief Executive Officer and Chief Financial Officer of the company to certify the Financial results that do not contain any false or mis-leading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading. The Board shall consider and take note of the same.

**ITEM NO.4**  
**TO CONSIDER AND APPROVE THE AUDITED FINANCIAL RESULTS FOR QUARTER AND YEAR ENDED MARCH 31, 2020.**

Audited Financial Results of the company for quarter and year ended March 31, 2020 shall be placed before the Board of Directors for their consideration and approval. The Board is requested to approve the same and may pass the following resolution:

**"RESOLVED THAT** the Financial Results as on 31<sup>st</sup> March, 2020, as approved by the Board sent to V. N. Purohit & Co., Chartered Accountants, the Statutory Auditor of the Company for their Audit Report thereon.



**RESOLVED FURTHER THAT** pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any Director of the Company, be and is hereby authorized to submit the quarterly financial results for the quarter and year ended on 31<sup>st</sup> March, 2020 to the Stock Exchanges where the securities of the company is Listed i.e. Metropolitan Stock Exchange of India Limited (MSEI) and Calcutta Stock Exchange Limited and publish the quarterly financial results in the newspapers in accordance with Regulation 47 of the Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015."

**ITEM NO. 5**

**TO TAKE NOTE OF AUDIT REPORT ON THE AUDITED FINANCIAL RESULTS FOR QUARTER AND YEAR ENDED MARCH 31, 2020**

The Audit Report on the Audited Standalone Financial Results for the quarter and year ended on 31<sup>st</sup> March, 2020 shall be submitted by the Statutory Auditors, V. N. Purohit & Co., Chartered Accountants. The Board shall consider and take note of the same.

**ITEM NO. 6**

**TO CONSIDER AND APPROVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020**

Audited Accounts of the company for the financial year 2019-2020 shall be placed before the Board of Directors for their consideration and approval. The Board is requested to approve the same and may pass the following resolution:

"**RESOLVED THAT** to the best of knowledge and belief of the Board, the Financial Statements includes Audited Balance Sheet as on 31<sup>st</sup> March, 2020, Statement of Profit and Loss, Cash Flow Statement for the year ended 31<sup>st</sup> March 2019, accounting policies and notes forming part of the accounts along with the Auditors' Report as placed before the board represents a true and fair view of the state of affairs of the company which is duly initialed by the Chairperson for the purpose of identification be and are hereby considered and approved.

**RESOLVED FURTHER THAT** the Financial Statements as on 31<sup>st</sup> March, 2020, as approved by the Board sent to V. N. Purohit & Co., Chartered Accountants, the Statutory Auditor of the Company for their Audit Report thereon.

**RESOLVED FURTHER THAT** any two Director, Chief Financial Officer and Company Secretary of the Company, be and are hereby authorized to sign the Financial Statements in terms of Section 134 of the Companies Act, 2013."

**ITEM NO. 7**

**TO TAKE NOTE OF AUDIT REPORT ON THE AUDITED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2020**

The Audit Report on the Audited Standalone Financial for the year ended on 31<sup>st</sup> March, 2020 shall be submitted by the Statutory Auditors, V. N. Purohit & Co., Chartered Accountants. The Board shall consider and take note of the same.

**ITEM NO. 8**

**TO CONSIDERED AND APPROVED THE DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH, 2020.**



The Director's Report of the company for the financial year 2019-2020 shall be placed before the Board of Directors for their consideration and approval. The Board is requested to approve the same and may pass the following resolution:

"RESOLVED THAT the draft of the Directors' Report for the financial year ended 31st March, 2020, as submitted before the Board, duly initialed by the Chairman of the Meeting for the purpose of identification, be and is hereby considered and approved by the Board for circulation to members along with the Audited Accounts and Auditor's report thereon .

RESOLVED FURTHER THAT Mr. Pawan Kumar Mittal and Mrs. Kiran Mittal, Directors of the Company be and are hereby authorized to sign the Directors' Report, for and on behalf of the Board of Directors of the Company.

**ITEM NO. 9**

**TO FIX THE DAY, DATE, TIME & VENUE OF ANNUAL GENERAL MEETING (AGM) TO BE HELD FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020**

The Board shall consider to fix the Day, Date, Time & Venue of Annual General Meeting (AGM) to be held for the financial year ended March 31, 2020 which seems suitably.

**ITEM NO. 10**

**TO FIX THE DATE OF BOOK CLOSURE AND E- VOTING PROCESS FOR THE UPCOMING AGM**

As per the provisions of the Companies Act, 2013 and SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Board shall consider to fix the Date of Book Closure to close the mandate Register of Members and Register of Share Transfers and to fix the date to conduct the E- voting system to facilitate the members to vote electronically and to fix Cutoff date for determining the eligible members to vote on the resolutions of the proposed AGM.

**ITEM NO. 11**

**TO AUTHORIZE THE APPOINTMENT OF MR. AMIT KUMAR, PRACTISING COMPANY SECRETARY AS A SCRUTINIZER FOR VOTING PROCESS OF UPCOMING AGM**

Pursuant to the applicable provisions of the Section 108 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, company require to appoint Mr. Amit Kumar, Practising Company Secretary as a Scrutinizer of upcoming AGM to conduct e-voting and ballot voting of the resolutions in a fair and transparent manner.

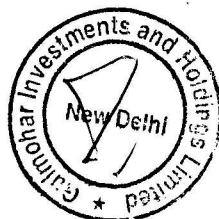
**ITEM NO. 12**

**TO APPROVED THE NOTICE OF ANNUAL GENERAL MEETING (AGM) AND DISPATCH THE SAME TO STOCK EXCHANGE, MEMBERS, AUDITORS AND ALL STAKEHOLDERS OF THE COMPANY**

After fix the particulars of upcoming AGM for the financial year ended March 31, 2020, the Board approved the notice of AGM and shall dispatch the Notice to Stock Exchange, Members, Auditors and all Stakeholders of the Company as per the applicable provisions of Companies Act, 2013 and SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015.

**ITEM NO. 13**

**TO APPOINT SECRETARIAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2019-2020 AND 2020-2021.**



Pursuant to the provisions of Companies Act 2013, the Company is required to appoint a Secretarial Auditor to conduct Secretarial Audit for every financial year. In this regard, the Proposal received from G Aakash & Associates, Practicing Company Secretary, regarding appointment as Secretarial Auditor shall be placed before the Board for their perusal. The Board is requested to consider the same and accordingly may pass the following resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 204(1) of the Companies Act 2013 read with rule 9 of the Companies (Appointment and Remuneration personnel) Rules 2014 and other applicable provisions if any of the Companies Act 2013, Consent of the Board is be and is hereby given for appointment of G Aakash & Associates, Company Secretaries as Secretarial Auditors of the Company for the financial year 2019-2020 and 2020-2021 and Directors of the Company be and is hereby authorized to fix the audit fees from time to time in consultation with Audit Committee".

**RESOLVED FURTHER THAT** the engagement letter has been placed before the Board and the same has been signed by the Chairman of the Board for the purpose of identification of appointment of G Aakash & Associates, Company Secretaries as Secretarial Auditors of the Company.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution."

**ITEM NO. 14**

**TO APPOINT INTERNAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2020-2021**

Pursuant to the provisions of Section 138(1) of the Companies Act 2013 the Company is required to appoint Internal Auditor of the Company to conduct internal audit of the functions and activities of the company. In this regard, The Company Proposed the name of M/S S K Goel & Associates, Practicing Chartered Accountant, regarding appointment as an Internal Auditor shall be placed before the Board for their perusal. The Board is requested to consider the same and accordingly may pass the following resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 138(1) of the Companies Act 2013 and other applicable provisions if any of the Companies Act 2013, Consent of the Board is be and is hereby given for appointment of M/S S K Goel & Associates, Chartered Accountants as an Internal Auditors of the Company for F.Y. 2020-2021 and Directors of the Company be and is hereby authorized to fix the remuneration from time to time in consultation with Audit Committee.

**RESOLVED FURTHER THAT** the engagement letter has been placed before the Board and the same has been signed by the Chairman of the Board for the purpose of identification of appointment of M/S S K Goel & Associates, Chartered Accountants as an Internal Auditors of the Company for the financial year 2020-21.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution."

**ITEM NO. 15**

**ANY OTHER ITEM WITH THE PERMISSION OF THE CHAIR, IF ANY**

Any other matter may be taken up for consideration with the permission of the Chair.

