

# GOALPOST INDUSTRIES LIMITED

(Formerly known as Gulmohar Investments and Holdings limited)

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

Email id:gulmoharlimited@gmail.com.Tel.:011-27860681.Website:goalpostltd.in

**CIN :L74110DL1982PLC013956**

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## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of Goalpost Industries Limited will be held on July 18, 2023 at 11.00 a.m. at the registered office of the Company at 324A, IIIrd FLOOR, Aggarwal Plaza Sector-14, Rohini, New Delhi 110085 , to transact the following business:-

### 1. Issuance Of Convertible Warrants on a 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 provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR Regulations”), the listing agreements entered into by the Company with the Metropolitan Stock Exchange of India Limited (“MSEI”) and the Calcutta Stock Exchange Limited (“CSE”) (MSEI and CSE collectively referred to as “Stock Exchanges”) on which the Equity Shares of the Company are listed, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”), to the extent applicable, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/ or any other competent authorities, from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred to it by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, issue, offer, allot in one or more tranches, at such time or times as the Board may in its absolute discretion deems fit, upto 1,00,00,000 (One Crore) Convertible Warrants (“Warrants”), for cash at an issue price of Rs. 26.60/- (Rupees Twenty Six & sixty Paise Only) (including a premium of Rs. 16.60 (Rupees Sixteen & Sixty Paise Only) per Warrant (“Warrant Issue Price”) each carrying a right to subscribe to one Equity Share of Rs. 10/- each of the Company (“Equity Share”) per Warrant, exercisable by the Warrant holder in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 26,60,00,000/- (Rupees Twenty Six Crores Sixty Lakhs only) to the following persons / entities for cash and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations, SEBI LODR Regulations and SEBI SAST Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

S. No.	Proposed Warrant Allottees	Category	Number of Warrants proposed to be issued
1.	M/s Alrick Constructions Private Limited	Non-Promoter	25,00,000
2.	M/s Dolf Leasing Limited	Non-Promoter	25,00,000
3.	M/s Prateek Securities Private Limited	Non-Promoter	25,00,000
4.	M/s Pine View Portfolio Consultants Private Limited	Non-Promoter	25,00,000
Total			1,00,00,000

(hereinafter referred to as the “Proposed Warrant Allottees”).

**RESOLVED FURTHER THAT** in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determining the issue price of the Warrants shall be June 19, 2023, being the date 30 (thirty) days prior to the date on which this resolution is deemed to have been passed, i.e., July 18, 2023 being the date of the Extraordinary General Meeting of the Company.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants and Equity Shares to be allotted on the exercise of Warrants, shall be subject to the following terms and conditions:

- (i) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- (ii) The Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.
- (iii) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- (iv) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (v) The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches at any time before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, issue and allot the corresponding number of Equity Shares in dematerialized form to the Warrant holders.
- (vi) The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.

- (vii) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- (viii) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form, shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- (ix) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchange in accordance with the SEBI LODR Regulations and all other applicable laws, rules and regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**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 or desirable, including without limitation, issuing clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) including making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed warrant allottees, and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

**2. Appointment of Mrs. Swati Jain ( DIN: 09436199) as a Non-Executive Independent director .**

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

**“RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152,161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013; rules thereof; the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules and regulations [including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force] and the Articles of Association of the Company

and based on the recommendation of the Nomination and Remuneration Committee and on the approval of the Board of Directors, the appointment of Mrs. Swati Jain (DIN : 09436199), who has given his consent to act as Director of the Company under form DIR-2 to the company, Certificate of Independence pursuant to Section 149 of The Companies Act, 2013 and who is not Disqualified under Section 164 of companies Act, 2013, be and is hereby appointed in the category of Non-executive Independent Director, to fill the causal vacancy arising due Resignation of Mr. Achal Kapoor , for the remaining term of Mr. Achal Kapoor (i.e. Till 29th June,2026) commencing w.e.f 19th Day of June, 2023.”

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors  
For **GOALPOST INDUSTRIES LIMITED**

(**KALIKA MISHRA**)

**Company Secretary**

**M. No:A68482**

**Date:**June 19, 2023

**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. 1,2above, 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.goalpostltd.in](http://www.goalpostltd.in).
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 Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, July 12, 2023 to Tuesday, July 18, 2023 (both days inclusive).
9. The route map to the EGM venue is given herein.
10. Appointment of Mr. Swati Jain ( DIN: 09436199) as non- Executive Independent director to fill the casual vacancy arising due to resignation of Mr. Achal Kapoor.

**11. 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 commences on July 15, 2023 (9:00 a.m. IST) and ends on July 17, 2023 (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 July 11, 2023, 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:**

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

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial



password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.

3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

4. Upon confirmation, the message “Vote cast successfully” will be displayed.

5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.goelaakash@gmail.com](mailto:cs.goelaakash@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories/  
company 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](mailto: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](mailto:gulmoharlimited@gmail.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”)

### Item No. 1

In order to meet its working capital requirements and for other general corporate purposes, the Board of Directors of the Company in its meeting held on June 19, 2023 accorded its approval for raising funds through issuance of upto 1,00,00,000 (One Crore) Convertible Warrants (“Warrants”) to the proposed warrant allottees, as set out below (“proposed warrant allottees”) on a preferential basis by way of private placement subject to approval of the members of the Company.

An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrant(s) to subscribe to Equity Share(s). The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

The terms and conditions of the Preferential Allotment of Warrants are as stated in the Resolution.

The relevant disclosures prescribed under the Companies Act, 2013 read with related rules thereto and the SEBI ICDR Regulations, as amended, are set out below:

**a) The objects of the preferential issue:**

In order to meet its working capital requirements and for other general corporate purposes.

**b) Type and number of securities to be issued**

It is proposed to issue and allot in aggregate and upto 1,00,00,000 (One Crore) Convertible Warrants for cash at an issue price of Rs. 26.60/- (Rupees Twenty Six & Sixty Paise Only) (including a premium of Rs. 16.60 (Rupees Sixteen & Sixty Paise Only) per Warrant (“Warrant Issue Price”) each carrying a right to subscribe to one Equity Share of Rs. 10/- each of the Company (“Equity Share”) per Warrant, exercisable by the Warrant holder in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 26,60,00,000/- (Rupees Twenty Six Crores Sixty Lakhs only).

**c) Proposal / Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:**

Except as stated below, none of the promoters, directors or key managerial personnel of the Company, intend to subscribe to the Offer. Following Directors of our Company are ultimate beneficial owners of M/s DOLF Leasing Limited, one of the entity to whom the Warrants are proposed to be issued under the Preferential Allotment:

1. Mr. Pawan Kumar Mittal, Director and
2. Mrs. Kiran Mittal, Director

**d) Shareholding Pattern of the Company before and after the Preferential Issue:**

The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of Equity Shares upon conversion of the Warrants as per resolution at Item No. 2 to this notice and assuming conversion of all the Warrants proposed to be allotted as per the resolution:

Sr. No.	Category	Pre-Preferential Issue*		Post exercise of Warrants into Equity Shares#	
		Shares	%	Shares	%

A	Promoters' Holding				
1	Indian				
	Individuals	37,130	15.16%	37,130	0.36%
	Body Corporates	72,000	29.39%	72,000	0.70%
2	Foreign	-	-	-	-
	Subtotal A	1,09,130	44.54%	1,09,130	1.07%
B	Non Promoters Holding				
	Banks/Financial Institutions	-	-	-	-
	Foreign Institutional Investors	-	-	-	-
	Bodies Corporate	-	-	1,00,00,000	97.61%
	Directors and their relatives	-	-	-	-
	Foreign Nationals	-	-	-	-
	Foreign Bodies Corporate	-	-	-	-
	Non Resident Indians	-	-	-	-
	Trusts	-	-	-	-
	Clearing Members	-	-	-	-
	Foreign Portfolio Investors	-	-	-	-
	Indian Public (individuals/HUF)	1,35,870	55.46%	1,35,870	1.33%
	Subtotal B	1,35,870	55.46%	1,01,35,870	98.93%
	Grand Total (A + B)	2,45,000	100.00%	1,02,45,000	100.00%

\*Pre issue shareholding pattern has been prepared based on shareholding pattern of the Company as on March 31, 2023.

# The shareholding post exercise of Warrants as shown above is calculated assuming full exercise of Warrants into the Equity Shares of the Company.

e) Proposed time frame within which the preferential issue of Warrants shall be completed

In terms of provisions contained under SEBI ICDR Regulations the Warrants shall be allotted within a period of 15 (fifteen) days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

Since the Equity Shares of the Company are listed on Metropolitan Stock Exchange of India Limited (“MSEI”) and The Calcutta Stock Exchange Limited (“CSE”, MSEI and CSE collectively referred to as the “Stock Exchanges”), the allotment is subject to receipt of in-principle approval from the Stock Exchanges. Accordingly, the allotment of Warrants pursuant to the preferential issue shall be completed within 15 (fifteen) days from the date of passing of special resolution or receipt of in-principle approval from the Stock Exchanges, whichever is later.

The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches at any time before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, issue and allot the corresponding number of Equity Shares in dematerialized form to the Warrant holders, subject to due compliance with SEBI SAST Regulations, if applicable.

f) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed warrant 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 Allotment

The warrants are proposed to be allotted to persons other than promoters / promoter group of the Company. The details of the proposed warrant allottees are as per the following table. However, voting rights will change in accordance with the shareholding pattern. The pre and post issue holding of the proposedwarrant allottees are as under:

Sr. No	Proposed Warrant Allottees	Ultimate Beneficial Owners of the proposed allottees	Pre-Preferential issue		Issue of Warrants	Post exercise of Warrants into Equity Shares#	
			Shares	%		Shares	%
1.	M/s Alrick Constructions Private Limited	Mr. SachinGaur, Mr. Shanker and Mr. Virendra Kumar	0	0.00	25,00,000	25,00,000	24.40%
2.	Dolf Leasing Limited	Mr. Pawan Kumar Mittal and Mrs. Kiran Mittal	0	0.00	25,00,000	25,00,000	24.40%
3.	M/s Prateek Securities	Mr. Ramesh Chand and Ranjit	0	0.00	25,00,000	25,00,000	24.40%

	Private Limited	Singh					
4.	M/s Pine View Portfolio Consultants Private Limited	Mr. Ramesh ChanderBhardwaj and Mr. Bhaskar	0	0.00	25,00,000	25,00,000	24.40%

# The shareholding post exercise of Warrants as shown above is calculated assuming full exercise of Warrants into the Equity Shares of the Company.

#### **Change in control**

There shall be no change in management or control of the Company pursuant to the aforesaid issue of Warrants or consequent to issue of Equity Shares arising from exercise of Warrants, assuming that all the Warrants allotted pursuant to the resolution have been exercised into Equity Shares. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

**g)** the price at which the allotment is proposed and the basis on which the price has been arrived at:

The equity shares of Company are listed at Metropolitan Stock Exchange of India Limited and The Calcutta Stock Exchange Limited. However, in terms of Regulation 165 of the SEBI ICDR Regulations, the shares of the Company are infrequently traded on the said Stock Exchanges; therefore, the aforesaid Warrants will be allotted in accordance with the price determined in terms of Regulation 165 of the SEBI ICDR Regulations. As per the said Regulation, if the shares are infrequently traded, the price is needed to be determined by taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

A Certificate from Independent Valuer confirming the minimum price for the preferential issue as per provisions contained under Chapter V of SEBI ICDR Regulations along with the calculation thereof has been obtained by the Company and the same shall be made available for inspection at the Registered Office of the Company.

In accordance with the foregoing, the pricing of the Convertible Warrants to be allotted on preferential basis is Rs. 10/- per Warrant, carrying a right to subscribe to one Equity Share of Rs. 10/- each of the Company ("Equity Share") per Warrant, exercisable by the Warrant holder in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of the Warrants.

**h)** Relevant Date

In accordance with SEBI ICDR Regulations, the "Relevant Date" for the purpose of determining the issue price of the Warrants shall be **June 19, 2023**, being the date 30 (thirty) days prior to the date on which this resolution is deemed to have been passed, i.e., the date of the ensuing Extraordinary General Meeting of the Company, i.e., July 18, 2023.

**i)** Lock in

The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

Further, the entire pre-issue shareholding of the proposed warrant allottees, if any, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

**j)** Auditor's Certificate

The Certificate issued by M/s V.N Purohit & Co., Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be open for inspection at the registered office of the Company between 11:00 am to 1:00 pm on all working days except,

Saturday, Sunday and National Holiday until the date of the ensuing Extraordinary General Meeting of the Company i.e. July 18, 2023.

**k) Undertakings**

The Company hereby undertakes that:

(i) It would re-compute the price of the Warrants in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;

(ii) The amount payable, if any, on account of the re-computation of price is not paid within the time stipulated under the SEBI ICDR Regulations, the afore referred to Warrants shall continue to be locked-in till the time such amount is paid by the allottees.

(iii) Neither the Company nor its Directors or Promoters have been declared as wilful defaulters in terms of the SEBI ICDR Regulations.

(iv) Neither the Company nor its Directors or Promoters have been declared as fugitive economic offenders under Fugitive Economic Offender Act, 2018.

(v) The Company has obtained a valuation report from Shri Anil Rustgi, registered valuer, as per the provisions of Rule 13 Rule of the Companies (Share Capital and Debentures) Rules, 2014 for determining the issue price of the Warrants to be allotted pursuant to the proposed Preferential Allotment.

(vi) The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the SEBI ICDR Regulations.

(vii) The proposed warrant allottees have not sold or transferred any Equity Shares during 90 trading days preceding the relevant date.

(viii) During the period from April 1, 2020 till the date of this notice, the Company has not made any preferential allotment

(ix) The issue of warrants and resultant Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

The Board of Directors of the Company recommends passing of the resolution as set out at Item 1 as a special resolution.

None of the other directors or any key managerial personnel or any relative of any of the other directors / key managerial personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

**Item No.2:**

Pursuant to provisions of Section 161 (4) of the Companies Act, 2013, rules thereof and the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee; the Board of Directors at its meeting held on 19th June, 2023 has approved the appointment of Mrs. Swati Jain ( DIN: 09436199) in the category of Independent Director , to fill the causal vacancy arising due Resignation of Mr. Achal Kapoor , for the remaining term of Mr. Achal Kapoor (i.e. Till June 29th , 2026 ) commencing w.e.f 19th June, 2023.

Pursuant to following provisions of the SEBI ( LODR) Regulations, 2015 to be effective from 1st January 2022;

(i): The listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

(ii). The appointment, re -appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

On the recommendation and necessary certificate provided by the Nomination and remuneration Committee , the board considered said appointment subject to approval of Shareholder in ensuing General Meeting.

She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. Further, the Company has received declarations from her stating that he meets the criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he has not been debarred or disqualified from holding the office as a Director by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs or any such statutory /regulatory authority.

In the opinion of the Board of Directors; She possesses integrity, expertise and experience and fulfils the conditions for the appointment as an Independent Director as specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and She is independent of the management of the Company. She holds valid registration certificate with the Databank of Independent Directors.

A copy of the draft letter for the appointment of Mrs. Swati Jain as Independent Director setting out the terms & conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company website [www.goalpostltd.in](http://www.goalpostltd.in) . The other details of Mrs. Swati Jain, whose appointment is proposed at item no.2 of the accompanying Notice, have been given in the attached annexure.

Except, Mrs. Swati Jain , none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at Item No. 2 of the Notice.

The information or details required as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to him are given below:

S. No.	Name of the Director	Mrs. Swati Jain
1.	DIN	09436199
1.	Date of Birth	24/02/1992
2.	Date of Appointment	19/06/2023
3.	Qualification	Institute of Company Secretaries of India ( ICSI)
4.	Experience &Expertise	Mrs. Swati Jain holds a qualified Company Secretary degree from the Institute of Company Secretaries of India ( ICSI) and having 5 years of post qualification experience in the field of Corporate Secretarial services and has qualified the Online Proficiency Self Assessment test of Independent director director .
5.	Directorship in other Public Listed Entities	1. Adishakti Loha and Ispat Limited 2. Valecha Engineering Limited
6.	Number of Shares Held in Company	NIL
8.	Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	1. Adishakti Loha and Ispat Limited- (3) 2. Valecha Engineering Limited- (0)
9.	Name of listed entities in which person resigned in past three years	1. Krishna Ventures Limited
10.	Whether related with other Directors / Key Managerial Personnel	NIL



By Order of the Board of Directors  
For **GOALPOST INDUSTRIES LIMITED**

**Date: June 19, 2023**

**Place: New Delhi**

**(KALIKA MISHRA)**

**Company Secretary**

**M. No: A68482**

**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 July 18, 2023 at 11.00 a.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:** L74110DL1982PLC013956

**Name of the Company:** Goalpost Industries Limited

**Registered Office:** 324A, III<sup>rd</sup> 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 July 18. 2023. at the registered office of the Company at 324A, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector14, Rohini New Delhi – 110085and at any adjournment thereof in respect of such resolutions as are indicated below:

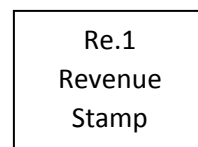
Resolutio n No.	Resolutions	Optional	
		For	Against
1	Issue of Convertible Warrants of the Company on preferential basis		
2.	Appointment of Mrs. Swati Jain ( DIN: 09436199) as a Non-Executive Independent director.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

Signature of Shareholders(s)

Signature of Proxy holders(s)

Affix Revenue Stamp



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(✓) 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

