

**GULMOHAR  
INVESTMENTS AND  
HOLDINGS LIMITED**

## CORPORATE INFORMATION

### KEY MANAGERIAL PERSONNEL

Mrs. Priyanka Jindal	:	Managing Director
Mr. Mohd. Aslam Baqui	:	CEO & CFO
Ms. Bhawna Dang	:	Company Secretary (CS) and Compliance Officer

### BOARD OF DIRECTORS

Mr. Amit Mahajan	:	Non-Executive Director
Mr. Pawan Kumar Mittal	:	Non-Executive Director
Ms. Kiran Mittal	:	Non-Executive Director
Mr. Munish Mahajan	:	Non-Executive Director
Ms. Ritika Mahajan	:	Non-Executive Director
Mr. Rohit Mittal	:	Non-Executive Director
Mr. Jai Bhagwan Aggarwal	:	Independent Director
Mr. Pankaj Kapoor	:	Independent Directors
Mr. Hitesh Rai Makhija	:	Independent Director

### STAUTORY AUDITORS

V.N. Purohit & Co.,  
Chartered Accountants  
214, New Delhi House, 2<sup>nd</sup> Floor  
27, Barakhamba Road,  
New Delhi-110001

**Contact Person: Mr. Gaurav Joshi**

Ph.: (011) 43596011

E-mail Id: vnpdelhi@vnpaudit.com

### SECRETARIAL AUDITOR

Akhilesh Kumar & Associates  
Company Secretaries,  
Flat-13, Block A-10, Sector-23B  
Dwarka, New Delhi-110077  
Ph.: 9718403891  
E-mail Id: csakhileshkumarjha@gmail.com

### INTERNAL AUDITOR

S.K. Goel & Associates  
Chartered Accountants  
C-1/117, 3rd Floor, Janakpuri, New Delhi-110058  
Ph.: (011) 25533400  
E-mail Id: info@skgoel.com

**BANKERS**

HDFC Bank

**REGISTRAR & SHARE TRANSFER AGENT**

Skyline Financial Services Private Limited  
D-153A, First Floor, Okhla Industrial Area,  
Phase-I New Delhi-110020  
Ph: (011)- 64732681-88  
E-mail Id: admin@skylinerta.com

**NAME OF THE STOCK EXCHANGE AT WHICH THE COMPANY'S SECURITIES ARE LISTED**

The Metropolitan Stock Exchange Of India (MSEI)  
The Calcutta Stock Exchange Limited (CSE)

**ANNUAL GENERAL MEETING**

Date: 25<sup>th</sup> September, 2017  
Time: 11:00 A.M.  
Day: Monday  
Venue: 324A, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector-14,  
Rohini, New Delhi-110085

**REGISTERED OFFICE**

324A, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector-14,  
Rohini, New Delhi-110085.  
Ph.: (011) 65260026  
Website: [www.gulmoharinvestments.com](http://www.gulmoharinvestments.com)  
E-mail -Id: [gulmoharlimited@gmail.com](mailto:gulmoharlimited@gmail.com)

**SUBJECT: DECLARATION ON AUDITED FINANCIAL RESULTS**

*(pursuant to the second proviso to Regulation 33(3)(d) of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements ) Regulations, 2016*

Pursuant to Regulation 33(3)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, by the SEBI (LODR) (Amendments) Regulations, 2016 vide notification No. SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 read with Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016, we, Mohd. Aslam Baqui, Chief Financial officer and Priyanka Jindal, Managing Director on behalf of the Board of Directors of Gulmohar Investments And Holdings Limited ("the Company") (CIN: L65993DL1982PLC013956) having its registered office at 324A, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085, hereby confirm that M/s. V.N. Purohit & Co., Chartered Accountants (FRN: 304040E), the Statutory Auditors of the Company have issued their Audit Report with unmodified opinion on Audited Standalone Financial Results of the Company for the quarter and year ended 31<sup>st</sup> March, 2017.

Kindly take the same on records.

**For** Gulmohar Investments And Holdings Limited    **For** Gulmohar Investments And Holdings Limited

Sd/-  
**Mohd. Aslam Baqui**  
Chief Financial Officer  
PAN: AAQPB3094B

Sd/-  
**Priyanka Jindal**  
Managing Director  
DIN: 07471560

**Date:** May 29, 2017  
**Place:** New Delhi

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**Notice of 35<sup>th</sup> Annual General Meeting**

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the members of **Gulmohar Investments and Holdings Limited** will be held on Monday, September 25, 2017, at 11:00 A.M. at 324A, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085 to transact the following business:

**ORDINARY BUSINESS:**

**ITEM NO. 1- CONSIDERATION OF FINANCIAL STATEMENTS AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITOR REPORT .**

To receive ,consider and adopt the Audited standalone Financial Statements and the report of Board of Directors and auditor report of the Company for the financial year ended March 31, 2017 and the Auditors thereon.

**ITEM NO. 2 – APPOINTMENT OF MR. PAWAN KUMAR MITTAL AS A DIRECTOR LIABLE TO RETIRE BY ROTATION.**

To appoint a Director in the place of Mr. Pawan Kumar Mittal (DIN:00749265), who retires by rotation and being eligible, offers himself for reappointment.

**ITEM NO. 3- APPOINTMENT OF MR. ROHIT MITTAL AS A DIRECTOR LIABLE TO RETIRE BY ROTATION**

To appoint a Director in the place of Mr. Rohit Mittal (DIN: 02527072), who retires by rotation and being eligible, offers himself for reappointment.

**ITEM NO. 4 – TO RATIFY THE APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the resolution passed by the members at the AGM held on September 30, 2015, the appointment of M/s V.N. Purohit & Co., Chartered Accountants, (FRN: 304040E) as the Statutory Auditors of the Company till the conclusion of 38<sup>th</sup> AGM, be and are hereby

ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2018, as may be determined by the Audit Committee in consultation with Statutory Auditors."

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

**Sd/-  
Bhawna Dang  
Company Secretary & Compliance officer  
M.No:A41285**

**Date:** 30/08/2017

**Place:** New Delhi

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE THIRTY FIFTH ANNUAL GENERAL MEETING ("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. A BLANK FORM OF PROXY IS ENCLOSED HERewith, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE COMMENCEMENT OF ANNUAL GENERAL MEETING.**
- 2. A PERSON CAN ACT AS A PROXY FOR ONLY 50 MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 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 MEMBER.**
- 3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 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.**

4. Pursuant to section 91 of the Companies Act, 2013 read with regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Register of Members and the Share Transfer Book of the Company will remain closed from September 16, 2017 to September 25, 2017 (both days inclusive) for the purpose of Annual General Meeting.
5. The ISIN of the Equity Shares of Rs.10/- each is INE204V01016.
6. Sections 101 and 136 of the Companies Act, 2013 read with the rules made thereunder, 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. 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 be couriered to them.
7. Members may also note that the Notice of the AGM and the Annual Report for FY 2016-17 will also be available on the Company's website <http://www.gulmoharinvestments.com/>.
8. 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:
  - a. 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.
  - b. 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.The aforesaid registers shall be kept open for inspection at the Annual General Meeting by any person attending the meeting.
9. 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.



10. Members are requested to register their e-mail addresses for receiving communications including Annual Reports, Notices, and Circulars etc. by the Company electronically.
11. Members/proxies/ Authorised Representatives are requested to bring to the Meeting necessary details of their Shareholding, attendance slip(s) and copies of their Annual Reports.
12. 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.
13. Members are requested to bring along their Attendance Slip in the meeting, as enclosed with the Notice.
14. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
15. 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 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchanges the Company is pleased to provide the Members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting.
16. Services provided by NSDL. Details and Instructions for e-Voting are enclosed along with the Notice.
17. 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 AGM.
18. **Members are requested to get their securities in dematerialize form at the earliest through their DP as Per the SEBI Circular no. SEBI/Cir /ISD/1/2010 dated September 2,2010 read with Circular No. SEBI/cir/ ISD/2/2010 dated october 26,2010 and SEBI Circular no. SEBI/cir/ ISD/1/2012 dated March 30,2012.**

## **Voting through Electronic Means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the Members, facility to exercise their right to vote at the 35<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The e- Voting facility is available at the link <https://www.evoting.nsdl.com>

The e- Voting facility will be available during the following voting period:

Commencement of e- Voting	22 <sup>nd</sup> September, 2017 at 9:00 A.M.
End of e- Voting	24 <sup>th</sup> September, 2017 at 5:00 P.M.

## **INSTRUCTIONS FOR E-VOTING**

1. The Notice of the 35<sup>th</sup> Annual General Meeting (AGM) of the Company inter-alia indicating the process and manner of e-Voting is being sent to all the Members.
2. NSDL shall be sending the User ID and Password to those Members whose shareholding is in the dematerialized format and whose e-Mail addresses are registered with the Company/Depository Participants. For Members who have not registered their e-Mail Address, can use the details as provided in this document.
3. Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com>
4. Click on Shareholder – Login
5. Put User ID and Password as provided in this document and click Login. If you are already registered with NSDL for e-Voting then you can use your existing User ID and Password for the Login.
6. If you are logging in for the first time, the Password change menu will appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

*It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that login to e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through “Forget Password” option available on the site to reset the same.*

#### **GENERAL INSTRUCTIONS:**

1. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-Voting user manual for Shareholders available to the Downloads section of <https://www.evoting.nsdl.com>
2. The member can also update his/her mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).
3. The e-voting period commences on Friday, 22<sup>nd</sup> September, 2017 (09:00 a.m. IST) and ends on Sunday, 24<sup>th</sup> September, 2017 (05:00 p.m. IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, 19<sup>th</sup> Day of September, 2017 may cast their vote

electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Tuesday, 19th Day of September, 2017.
5. 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 Tuesday, 19th Day of September, 2017.
6. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
7. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 19th Day of September, 2017 and not casting their vote electronically, may only cast their vote at the 35<sup>th</sup> Annual General Meeting.
8. Amit Kumar, Practicing Company Secretary (Membership No.: FCS 5917 C.P. No.: 6184) has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
9. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM not later than three working days from the conclusion of the AGM.
10. The Results shall be declared forthwith after the submission of Consolidated 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 AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company [www.gulmoharinvestments.com](http://www.gulmoharinvestments.com) and on the website of NSDL immediately after the declaration of the results by the Chairman.

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

**Date:** 30/08/2017  
**Place:** New Delhi

**Sd/-  
Bhawna Dang  
Company Secretary & Compliance officer  
M.No:A41285**

## Directors' Report

To the Shareholders,

Your Directors take pleasure in presenting the 35<sup>th</sup> Annual Report on the business and operations of your Company along with the audited standalone financial statements for the year ended March 31, 2017.

### **BACKGROUND**

The Gulmohar Investments and Holdings Limited ("the Company") was incorporated on 13<sup>th</sup> June, 1982 under the provisions of Companies Act, 1956. The Company is a Non Deposit Non Banking Financial Company ("NBFC"), holding "Certificate of Registration no.: B-14.1649 dated 06<sup>th</sup> March, 2000" from the Reserve Bank of India ("RBI"). The Equity Shares of the Company are listed on "The Metropolitan Stock Exchange of India Limited (MSEI) and The Calcutta Stock Exchange Limited (CSE)"

### **FINANCIAL SUMMARY/HIGH LIGHTS/PERFORMANCE OF THE COMPANY (STANDALONE)**

The Company's financial results are as under:

	(Amount in Rs.)	
Particular	Current Year 2016-17	Previous Year 2015-16
<b>Revenue from Operations</b>	29,778,656	12,872,430
<b>Total revenue (including other income)</b>	29,778,656	12,872,430
<b>Total Expenses:</b>	29,738,518	12,803,792
<b>Profit before tax</b>	40,138	68,638
<b>Tax Expenses:</b>		
<b>Less: Current tax</b>	12,403	21,200
<b>Add: Deferred tax</b>	-	-
<b>Profit after tax</b>	27,735	47,438

### **BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR**

The total revenue from operations of your Company for the year ended March 31, 2017 stood at Rs. 29,778,656 as against Rs. 12,872,430 for the year ended March 31, 2016. The Profit before tax stood at Rs. 40,138 as compared to Rs. 68,638 in the previous year. The Profit after tax for the year ended March 31, 2017 stood at Rs. 27,735 as compared to Rs. 47,438 in the previous year ended March 31, 2016.

There has been no change in the business of the Company during the year under review.

## **STATE OF COMPANY'S AFFAIRS**

With the expected positive momentum in the Indian economy, the Company is focused on growth and achieving profitability along with a renewed commitment to customer service. Innovations, investment and positive modifications are expected in the near future, boosting the Company's revenue. Together with forward looking strategy, the Company is also focusing extensively on expanding the business and operational improvements through various strategic projects for operational excellence.

## **RESERVES**

During the year under review, your company has transferred Rs. 5547 to Special Reserve (u/s 45IC of RBI Act, 1934). Your Company has not transferred any amount to general reserve out of the profits of the year.

## **DIVIDEND**

The Company needs further funds to enhance its business operations, to upgrade the efficiency and to meet out the deficiencies in working capital. The Directors, therefore, do not recommend any dividend on Equity Shares for the financial year 2016-17.

## **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

The Company has got listing Approval of 2,45,000 Equity Shares of Rs. 10/- each from Metropolitan Stock Exchange of India Limited (Formerly Known as MCX Stock Exchange Limited) vide Notice No. MSEI/LIST/4495/2016 dated September 07,2016.

The Company has made a revised application for listing of 2,45,000 Equity Shares of Rs. 10/- each in respect of Revocation of Suspension of the Company on 27th April, 2016 to "The Calcutta Stock Exchange Limited".

During the Year Under review, the Company has proposed the Preferential Allotment upto 25,00,000 fully Paid Equity Shares of Rs. 10/- (Rupees Ten Each) held In the opinion of the Board, there has been no other material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

## **SHARE CAPITAL**

During the year under review, the Company has increased its Authorised Share Capital of the Company from the existing Rs. 25,00,000 (Rupees Twenty Five Lakhs only) divided into 2,50,000 (Two

Lakh Fifty Thousand) Equity Shares of Rs. 10/-(Rupees Ten only) each to Rs. 3,00,00,000 (Rupees Three Crore only) divided into 30,00,000 (Thirty Lakh) Equity Shares of Rs. 10/-(Rupees Ten only) each.

## **RISK MANAGEMENT**

While the business risk associated with operating environment, ownership structure, Management, System & Policy, the financial risk lies in Asset Quality, Liquidity, Profitability and Capital Adequacy. The company recognizes these risks and makes best effort to mitigate them in time. Risk Management is also an integral part of the Company's business strategy.

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risk as also identify business opportunities.

## **INTERNAL CONTROL SYSTEMS**

The Company's Internal Control System is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficiency of the Company's internal controls, including its systems and processes and compliance with regulations and procedures.

## **VIGIL MECHANISM**

The Company believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. The Company is committed to develop a culture in which every employee feels free to raise concerns about any poor or unacceptable practice and misconduct. In order to maintain the standards has adopted lays down this Whistle Blower Policy to provide a framework to promote responsible and secure whistle blowing. The Board of Directors of your Company has adopted the Vigil Mechanism and Whistle Blower Policy in compliance of Companies Act, 2013.

## **HUMAN RESOURCES**

People remain the most valuable asset of your Company. Your Company follows a policy of building strong teams of talented professionals. Your Company continues to build on its capabilities in getting the right talent to support different products and geographies and is taking effective steps to retain the talent. It has built an open, transparent and meritocratic culture to nurture this asset.

The Company recognizes people as its most valuable asset and the Company has kept a sharp focus on Employee Engagement. The Company's Human Resources is commensurate with the size, nature and operations of the Company.



**COMPLIANCE**

The Company has complied and continues to comply with all the applicable regulations, circulars and guidelines issued by the Ministry of Corporate Affairs (MCA), Stock Exchange(s), Securities and Exchange Board of India Limited (SEBI), Reserve Bank of India (RBI) etc.

The Company has complied with all applicable provisions of Companies Act, 2013, Listing Agreement executed with the Stock Exchanges, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules/regulations/guidelines issued from time to time.

**DEPOSITS**

During the year under review, the Company has not accepted any deposits from the public under Section 73 of the Companies Act, 2013 and rules made there under. There is no unclaimed or unpaid deposit lying with the Company.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):****BOARD OF DIRECTORS**

**During the Year under review, the following changes take place in the Constitution of Board of Directors:**

1. Resignation of Ms. Koyal Saini (DIN: 02209266) from the directorship of the Company w.e.f April 11, 2016.
2. Resignation of Mr. Govind Ram Saini (DIN: 00605993) from the directorship of the Company w.e.f May 30, 2016.
3. Appointment of Mr. Pankaj Kapoor (DIN: 07501136) as an Additional (Independent) director of the Company w.e.f May 30, 2016 and regularize as a Independent Director in the AGM held on September 24, 2016
4. Appointment of Mr. Hitesh Rai Makhija (DIN: 07509495) as an Additional (Independent) director of the Company w.e.f May 30,2016 and regularize as a Independent director in the AGM held on September 24, 2016.
5. Appointment of Mr. Jai Bhagwan Aggarwal (DIN: 07498421) as an Additional (Independent) director of the Company w.e.f May 30,2016. and regularize as a Independent director in the AGM held on September 24, 2016.
6. Appointment of Ms. Kiran Mittal as a director liable to retire by rotation in the AGM held on September 24,2016.

## **Key Managerial Personnel (KMP)**

1. Ms. Bhawna Dang (M.No: ACS 41285) has been appointed as a Company Secretary & Compliance officer of the Company w.e.f April 11,2016.
2. Mr. Mohd. Aslam Baqui (PAN: AAQPB3094B) has been appointed as the Chief Financial Officer (CFO) of the Company w.e.f May 30 2016.
3. Appointment of Ms. Priyanka Mittal (Formerly Priyanka Jindal) (DIN: 07471560) as Additional (Managing Director) of the Company w.e.f August 12, 2016 and regularize as a Managing Director in the AGM held on September 24, 2016.

## **After the Period under Review,**

1. Ms. Priyanka Mittal (Formerly Priyanka Jindal) has resigned from the post of Managing Director and Key Managerial Personnel of the Company w.e.f August 30, 2017.
2. Mr. Mohd Aslam Baqui (PAN: AAQPB3094B) has been appointed as the CEO (Chief Executive Officer) of the Company w.e.f August 30, 2017.

## **BOARD EVALUATION**

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

## **PARTICULAR OF EMPLOYEES AND RELATED DISCLOSURES**

The information required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- i) **The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:**

Directors	Ratio to median remuneration#
<b>Priyanka Mittal (Formerly Priyanka Jindal)</b>	<b>1</b>
Amit Mahajan	N.A.
Pawan Kumar Mittal	N.A.
Kiran Mittal	N.A.
Munish Mahajan	N.A.
Ritika Mahajan	N.A.
Rohit Mittal	N.A.
Govind Ram Saini	N.A.
Koyal Saini	N.A.

*# Remuneration was only paid to Managing director of the company.*

**ii) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the Financial Year:**

Remuneration was only paid to Managing Directors, CFO and Company Secretary of the Company during the year under review and there is only increase in percentage of Company Secretary during the year by 10%

**iii) The percentage increase in the median remuneration of employees in the financial year:**

NIL

**iv) The number of Permanent employees on the rolls of the company :3**

**v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Nil**

**vi) the key parameters for any variable component of remuneration availed by the directors:**

NIL

**vii) Affirmation that the remuneration is as per the remuneration policy of the company:**

It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

**DISCLOSURE UNDER RULE 5 (2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OR MANAGERIAL PERSONNEL) RULES, 2014**

**A. Details of top ten employees in terms of remuneration drawn:**

Name & Designation	Age (in Years)	Remuneration Received	Nature of Employment (Contractual or otherwise)	Qualification & Experience	Date of commencement of Employment	Last Employment	% of Equity Share held	Whether related to Director or Manager
Aslam Baqui	50	6,50,000	CFO	B.com Graduate	30/05/2016	Dolf Leasing Limited	Nil	No
Priyanka Mittal (Formerly Priyanka Jindal)	27	3,03,225	Managing Director	MCA	12/08/2016	NA	Nil	Yes*
Bhawna Dang	25	2,33,537	Company Secretary	Member of ICSI	11/04/2016	NA	Nil	No

\*Ms. Priyanka Mittal (Formerly Priyanka Jindal) is related to Mr. Rohit Mittal, Mr. Pawan Kumar Mittal and Ms. Kiran Mittal

**B. Names of employees who are in receipt of aggregate remuneration of not less than rupees one crore and two lakh if employed throughout the financial year 2016-17:**

Name & Designation	Age (in Years)	Remuneration Received	Nature of Employment (Contractual or otherwise)	Qualification & Experience	Date of commencement of Employment	Last Employment	% of Equity Share held	Whether related to Director or Manager
NIL								

C. Name of employee whose remuneration in aggregate was not less than eight lakh and fifty thousand per month if employed for part of the financial year 2016-17:

Name & Designation	Age (in Years)	Remuneration Received	Nature of Employment (Contractual or otherwise)	Qualification & Experience	Date of commencement of Employment	Last Employment	%of Equity Share held	Whether related to Director or Manager
NIL								

**DIRECTOR’S APPOINTMENT AND REMUNERATION POLICY**

The Company’s policy on directors’ appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub section (3) of Section 178 of the Companies Act, 2013, as is adopted by the Board.

The Company has adopted a comprehensive policy on Nomination and Remuneration of Directors on the Board. As per such policy, candidates proposed to be appointed as Directors on the Board shall be first reviewed by the Nomination and Remuneration Committee in its duly convened Meeting. The Nomination and Remuneration Committee shall formulate the criteria for determining the qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the Remuneration for the Directors, Key Managerial Personnel and other employees. The Nomination and Remuneration Committee shall ensure that—

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) Remuneration to directors and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals. During the year under review, none of the Directors of the company receive any remuneration.

**STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTOR OF THE COMPANY**

All the Independent Directors are well appointed on the Board of Company in compliance with the Companies Act, 2013. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence under sub-section (6) of section 149 of the Act.

**SEPARATE MEETING OF INDEPENDENT DIRECTORS**

In due compliance with the provisions of the Companies Act, 2013 read with the rules made there under a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole was evaluated, taking into account the views of directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the Board, its committees and individual directors was discussed.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE U/S 186**

Gulmohar Investments and Holdings Limited is a registered NBFC and the main objects of the Company is to provide loans or advances, invest, buy, sell, transfers or deal in securities of any company, Government or local authority. Hence, the Company does not fall under the purview of the provisions of Section 186 of the Companies Act, 2013 and rules made there under.

**PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES U/S 188**

The particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 is prepared in Form No. AOC-2 pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 and is in Annexure-I to this Report.

**MEETINGS**

The agenda and Notice for the Meetings is prepared and circulated in advance to the Directors. The Board of Directors of the Company met Six (06) times during the financial year 2016-17 i.e. 11<sup>th</sup> April, 2016, 30<sup>th</sup> May, 2016, 12<sup>th</sup> August, 2016, 11<sup>th</sup> November, 2016, 18<sup>th</sup> January, 2017, and 30<sup>th</sup> January, 2017.

Details of attendance of board meetings by directors of the Company are as follows:

<b>Name of the Director</b>	<b>Nos. of meetings attended</b>
Kiran Mittal	6
Amit Mahajan	2
Munish Mahajan	2
Rohit Mittal	5
Ritika Mahajan	2
Govind Ram Saini	2
Pawan Kumar Mittaal	6
Pankaj Kapoor	2
Hitesh Rai Makhija	5
Priyanka Mittal	1

Jai Bhagwan Aggarwal	2
Koyal Saini	1

The necessary quorum was present in all the meetings. The intervening gap between any two meetings was not more than one hundred and twenty days as prescribed by the Companies Act, 2013.

**COMPOSITION/COMMITTEES OF THE BOARD:**

**AUDIT COMMITTEE:**

The Board has re-constituted an Audit Committee in accordance with the requirement of Companies Act, 2013 and other applicable provisions. All members of Audit Committee are financially literate and 2 Directors out of 3 members have financial management expertise. This Committee comprises of the following Directors as on date:

S. No.	Name of the Director	Category
1.	Mr. Pankaj Kapoor(DIN: 07501136)	Chairman
2.	Mr. Hitesh Rai Makhija (DIN: 07509495)	Member
3.	Mr. Jai Bhagwan Aggarwal (DIN: 07498421)	Member

The Audit Committee met Five (5) times during the financial year 2015-16 on May 28, 2016, August 12, 2016, November 04, 2016, January 10, 2017 and January 20, 2017. Details of attendance of meetings of Committee by members are as follows:

Name of the Member	Nos. of meetings attended
Govind Ram Saini	1
Koyal Saini	1
Kiran Mittal	1
Pankal Kapoor	4
Hitesh Rai Makhija	4
Jai Bhagwan Agarwal	4

\*Audit Committee was reconstituted effective from 30th May, 2016, Where Mr. Pankaj Kapoor, Mr. Hitesh Rai Makhija and Mr. Jai Bhagwan Aggarwal were inducted in place of Mr. Govind Saini, Ms. Koyal Saini and Ms. Kiran Mittal.

During the year under review, the Board accepted all the recommendations made by the Audit Committee of the Board.

**NOMINATION AND REMUNERATION COMMITTEE:**

The Company had re-constituted the Remuneration Committee (renamed as Nomination and Remuneration Committee) to decide and fix payment of remuneration and sitting fees to the

Directors of the Company as per provisions u/s 178 of the Companies Act, 2013. This committee will look after the functions as enumerated u/s 178 of the Companies Act, 2013. This Committee comprises of the following Directors as on date:

S. No.	Name of the Director	Category
1.	Mr. Pankaj Kapoor(DIN: 07501136 )	Chairman
2.	Mr. Hitesh Rai Makhija (DIN: 07509495)	Member
3.	Mr. Jai Bhagwan Aggarwal (DIN: 07498421)	Member

The Nomination and Remuneration Committee met One (1) times during the financial year 2016-17 on November 10, 2016. Details of attendance of meetings of Committee by members are as follows:

Name of the Member	Nos. of meetings attended
Govind Ram Saini*	1
Koyal Saini*	1
Kiran Mittal*	1

\* Nomination and Remuneration Committee was reconstituted effective from 30th May, 2016, Where Mr. Pankaj Kapoor, Mr. Hitesh Rai Makhija and Mr. Jai Bhagwan Aggarwal were inducted in place of Mr. Govind Saini, Ms. Koyal Saini and Ms. Kiran Mittal.

#### STAKEHOLDER RELATIONSHIP COMMITTEE:

The Stakeholder Relationship Committee looks into the redressal of the shareholders complaints in respect of any matter including transfer of shares, non receipt of annual report, non receipt of declared dividend etc. This Committee comprises of the following Directors as on date:

S. No.	Name of the Director	Category
1.	Mr. Pankaj Kapoor(DIN: 07501136 )	Chairman
2.	Mr. Hitesh Rai Makhija (DIN: 07509495)	Member
3.	Mr. Jai Bhagwan Aggarwal (DIN: 07498421)	Member

\*The Stakeholder Relationship Committee was reconstituted effective from 30th May, 2016, Where Mr. Pankaj Kapoor, Mr. Hitesh Rai Makhija and Mr. Jai Bhagwan Aggarwal were inducted in place of Mr. Govind Saini, Ms. Koyal Saini and Ms. Kiran Mittal

Stakeholder Relationship Committee has not met during the financial year 2016-17.



## **AUDITORS**

### **STATUTORY AUDITORS**

M/s V.N. Purohit & Co., Chartered Accountants (FRN: 304040E) was appointed as Statutory Auditors of the Company at the last AGM held on September 30, 2015 and shall hold office till the conclusion of 38<sup>th</sup> AGM (subject to ratification of their appointment at every AGM)..

In terms of provisions of Sections 139, 140 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, your Board has proposed the resolution to ratify the appointment of M/s V.N. Purohit & Co., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of ensuing Annual General Meeting till the conclusion of the next Annual General Meeting of the Company. The Company has received letter from M/s V.N. Purohit & Co., Chartered Accountants to the effect that their appointment, if made, shall be in accordance with the conditions as prescribed in the Rule 4 of the Companies (Audit and Auditors) Rules, 2014, and that they are not disqualified for appointment within the meaning of Section 139 and 141 of the Companies Act, 2013. The Board recommends their ratification as Statutory Auditor of the Company.

### **STATUTORY AUDITORS' REPORT**

The Auditors Report has been annexed with this report; Auditors' observations are self explanatory, which do not call for any further clarifications.

### **SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed M/s Akhilesh & Associates, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the Financial Year 2016-17.

### **SECRETARIAL AUDITORS' REPORT**

The Secretarial Auditors Report has been annexed with this report. The Qualification, reservation or adverse remarks made by the Secretarial Auditors are self explanatory, which do not call for any further clarifications

The Secretarial Audit Report is annexed herewith as **"Annexure A"**.

### **INTERNAL AUDITORS**

Pursuant to the provision of Section 138 of the Companies Act, 2013 has mandated the appointment of Internal Auditor in the Company. Accordingly, the Board had appointed M/s S.K. Goel & Associates, Chartered Accountants, as the Internal Auditors of the Company for the financial year 2016-17.

## **EXTRACT OF ANNUAL RETURN**

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return in Form MGT 9 is annexed herewith as “**Annexure B**”.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

In view of the nature of the activities carried out by the Company, Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 relating to conservation of energy and technology absorption, are not applicable to the Company. However, the Company makes all efforts towards conservation of energy, protection of environment and ensuring safety. During the year under review, the Company had no earnings and expenditure in foreign exchange.

## **DIRECTORS RESPONSIBILITY STATEMENT**

In terms of Section 134(5) of the Companies Act, 2013, your directors hereby confirm that:

- (a) in the preparation of the annual accounts for the financial year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts for the financial year ended March 31, 2017, on a going concern basis;
- (e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint Venture or Associate Company.

## **CORPORATE GOVERNANCE**

Since, the paid-up capital of the Company is less than Rs. 10 Crores and Net worth is less than Rs. 25 Crores, the provisions of the Corporate Governance as stipulated under Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company. However, your Company has made every effort to comply with the provisions of the Corporate Governance and to see that the interest of the Shareholders and the Company are properly served. It has always been the Company's endeavour to excel through better Corporate Governance and fair & transparent practices, many of which have already been in place even before they were mandated by the law of land.

The management of Company believes that it will further enhance the level of Corporate Governance in the Company

## **CORPORATE SOCIAL RESPONSIBILITY**

The Company is not required to spend any amount in respect of Corporate Social Responsibility as provisions relating to Corporate Social Responsibility under Section 135 of Companies Act, 2013 is not applicable to Company.

## **DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013 READ WITH RULES**

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules there under, the Company has not received any complaint of sexual harassment during the year under review.

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

There has been no significant and material order passed by any regulator, courts or tribunals impacting the going concern status and operations of the Company in future.

## **DISCLOSURE OF FRAUDS IN THE BOARD'S REPORT U/S 143 OF THE COMPANIES ACT, 2013**

During the year under review, your Directors do not observe any transactions which could result in a fraud. Your Directors hereby declares that the Company has not been encountered with any fraud or fraudulent activity during the Financial Year 2016-2017.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed Management Discussion and Analysis Report has been appended separately, which forms part of this report and the Annual Report.

## ACKNOWLEDGMENT

Your Directors wish to express their sincere appreciation for the support and cooperation, which the Company continues to receive from its clients, Banks, Government Authorities, Financial Institutions and associates and are grateful to the shareholders for their continued support to the Company. Your Directors place on record their appreciation for the contributions made and the efforts put in by the management team and employees of the Company at all levels.

**By the order of the Board of Directors of  
For Gulmohar Investments & Holdings Limited**

**Date:** 30/08/2017

**Place:** New Delhi

**Sd/-**  
**Priyanka Mittal**  
**(Formerly Priyanka Jindal)**  
**(Managing Director)**  
**DIN: 07471560**

**Sd/-**  
**Rohit Mittal**  
**(Director)**  
**DIN: 02527072**

**Annexure-I**

**Form No. AOC-2**

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

**Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

1. Details of contracts or arrangements or transactions not at arm's length basis: *Not Applicable*
2. Details of material contracts or arrangement or transactions at arm's length basis

S. No.	Name of the Related Party	Relationship	Amount (Rs.)	Nature of Contracts/arrangements/transaction	Duration of Contracts / arrangements/ transaction	Salient terms of the contract or arrangement or transaction including the value if any
1.	Mr. Mohd. Aslam Baqui	CFO & KMP of the Company	10,00,000	Proposed Allotment of 10,00,000 Equity Shares of RS.10/- each at par under the Proposed Preferential Allotment	N.A.	N.A.
2.	Mrs. Nikhat Aslam	Wife of Mr. Mohd. Aslam Baqui	10,00,000	Proposed Allotment of 10,00,000 Equity Shares of RS.10/- each at par under the Proposed Preferential Allotment	N.A.	N.A.

Appropriate approvals have been taken for related party transactions. No amount was paid as advance.

**By the order of the Board of Directors of  
For Gulmohar Investments & Holdings Limited**

**Date:** 30/08/2017  
**Place:** New Delhi

**Sd/-  
Priyanka Mittal  
(Formerly Priyanka Jindal)  
(Managing Director)  
DIN: 07471560**

**Sd/-  
Rohit Mittal  
(Director)  
DIN: 02527072**

Form MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2017

*[Pursuant to Section 204, 9(1) of the Companies Act, 2013 and Rule No. 09 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]*

To,

The Member,

GULMOHAR INVESTMENTS AND HOLDINGS LIMITED

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

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GULMOHAR INVESTMENTS AND HOLDINGS LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has , during the audit period covering the financial year ended on **March 31, 2017** complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2017** according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts ( Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment; **(Not Applicable)**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India , 1992 ( ' SEBI Act' );
  - (a) The Securities and Exchange Board of India( Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India ( Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India ( Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines , 1999;**(Not Applicable)**

- (e) The Securities and Exchange Board of India ( Issue and Listing of Debt Securities) Regulations, 2008;(Not Applicable)
- (f) The Securities and Exchange Board of India ( Registration to an Issue and Share Transfers Agents ) Regulations, 1993;
- (g) The Securities and Exchange Board of India ( Delisting of Equity Shares) Regulations, 2009;(Not Applicable)
- (h) The Securities and Exchange Board of India (Buyback of Securities ) Regulations, 1998;(Not Applicable)

6. **OTHER LAWS** applicable to the Company;

We have examined the framework, processes and procedures of compliance of laws applicable on the Company in detail. We have examined reports, compliances with respect to applicable laws on test basis

**Other Miscellaneous and state laws.**

- a) Reserve Bank of India Act, 1934
- b) Income Tax Act, 1961;
- c) Service Tax Act, 1994;
- d) The Indian Stamp Act 1899

(The Company has paid Stamp Duty on various instruments according to stamp rate prescribed by respective states)

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issue by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with **Metropolitan Stock Exchange of India Limited (MSEI) and #The Calcutta Stock Exchange Limited**
  - 1. *The Company has made application for listing of 2,45,000 Equity Shares of Rs. 10/- each to Metropolitan Stock Exchange of India (Formerly Known as MCX Stock Exchange) on 07th June, 2016 and listed on 9<sup>th</sup> September, 2016 vide letter no MSEI/LIST/4495/2016-dated 7-9-16.*
  - 2. *#The Company has made a revised application for listing of 2,45,000 Equity Shares of Rs. 10/- each in respect of Revocation of Suspension of the Company on 27th April, 2016 to "The Calcutta Stock Exchange Limited".*

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.



Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except where the shorter notice was applicable), and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc

- 1- *The Company has passed board resolution on 12<sup>th</sup> August, 2016 and taken approval from shareholders of the company in the Annual General Meeting held on 24<sup>th</sup> September, 2016 for borrowing up to Rs. 100 cr pursuance of Section 180(1)(c) of the Companies Act, 2013*
- 2- *The Company has passed board resolution on 18<sup>th</sup> January, 2017 and taken approval from shareholders of the company in the Extra Ordinary General Meeting held on 16<sup>th</sup> February, 2017 to increase Authorised Share Capital from 25,00,000 equity shares at Rs. 10 each to 30,00,000 equity shares at Rs. 10 each.*
- 3- *The Company has passed board resolution on 18<sup>th</sup> January, 2017 and taken approval from shareholders of the company in the Extra Ordinary General Meeting held on 16<sup>th</sup> February, 2017 to issue and allot 25, 00,000 fully paid equity shares of Rs. 10 each on preferential basis.*
- 4- *The Company has passed board resolution on 18<sup>th</sup> January, 2017 and taken approval from shareholders of the company in the Extra Ordinary General Meeting held on 16<sup>th</sup> February, 2017 for Material Related Party Transaction pursuance of Section 188 of the Companies Act, 2013*

For AKHILESH & ASSOCIATES

Sd/-  
(Akhilesh Kumar Jha)  
Proprietor  
FCS: 9031,CP: 18250  
Place: Delhi  
Date: 04/08/2017

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

“ANNEXURE A”

To,  
The Member,  
GULMOHAR INVESTMENTS AND HOLDINGS LIMITED  
324 A, IIIrd Floor, Aggarwal Plaza,  
Sector-14, Rohini, New Delhi- 110085

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **AKHILESH & ASSOCIATES**

Sd/-  
(Akhilesh Kumar Jha)  
Proprietor  
FCS: 9031,CP: 18250  
Place: Delhi  
Date: 04/08/2017

**Annexure-B**

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

**as on financial year ended on March 31, 2017**

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I REGISTRATION & OTHER DETAILS:**

I	CIN	L65993DL1982PLC013956
II	Registration Date	13/06/1982
III	Name of the Company	Gulmohar Investments and Holdings Limited
IV	Category/Sub-category of the Company	Company Limited by shares
V	Address of the Registered office and contact details	324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085
VI	Whether listed Company	Yes
VII	Name, Address and Contact details of Registrar and Transfer Agent, if any:-	<b>Skyline Financial Services Private Limited</b> <b>Address:</b> D-153 A, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 <b>Ph.:</b> 011-64732681

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

S. No	Name and Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1.	Earnings from Interest on Loans advanced	99711400	85.16
2.	Sale of Equity Shares	99711400	14.84

**III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
NOT APPLICABLE					

## IV SHAREHOLDING PATTERN (Equity Share capital Break up as percentage of Total Equity)

### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	-	37130	37130	15.16%	-	37130	37130	15.16%	0
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	72000	72000	29.39%	-	72000	72000	29.39%	0
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other									
<b>Sub Total (A) (1)</b>	-	<b>109130</b>	<b>109130</b>	<b>44.55%</b>	-	<b>109130</b>	<b>109130</b>	<b>44.55%</b>	<b>0.00%</b>
<b>(2) Foreign</b>									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (2)</b>	-	-	-	-	-	-	-	-	-

<b>TOTAL (A)</b>	-	109130	109130	44.55%	-	109130	109130	44.55%	0.00%
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									

i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	128670	128670	52.52%	-	128670	128670	52.52%	0%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others									
HUF	-	7200	7200	2.94%	-	7200	7200	2.94%	0%
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	-	<b>135870</b>	<b>135870</b>	<b>55.46%</b>	-	<b>135870</b>	<b>135870</b>	<b>55.46%</b>	<b>0.00%</b>
<b>Total Public (B)</b>	-	<b>135870</b>	<b>135870</b>	<b>55.46%</b>	-	<b>135870</b>	<b>135870</b>	<b>55.46%</b>	<b>0.00%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	-	<b>245000</b>	<b>245000</b>	<b>100%</b>	-	<b>245000</b>	<b>245000</b>	<b>100%</b>	<b>0.00%</b>

**(ii) SHARE HOLDING OF PROMOTERS**

S.No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year#
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company#	% of Shares Pledged/encumbered to total shares	
1	Munish Mahajan	37130	15.16%	0	37130	15.16%	0	0
2	Leading Leasing Finance & Investments Company	72000	29.39%	0	72000	29.39%	0	0
	<b>Total</b>	<b>109130</b>	<b>44.55%</b>	<b>0</b>	<b>109130</b>	<b>44.55%</b>	<b>0</b>	<b>0</b>

**(iii) CHANGE IN PROMOTERS' SHAREHOLDING (please specify if there is no change)**

During the year ended March 31, 2017, there is no change in shareholding of Promoters in terms of number of shares.

**(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS & ADRS)**

S.No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	<b>Oberoi Ashok</b>				
	At the beginning of the year	3800	1.55	3800	1.55
	Shares acquired/sold	-	-	3800	1.55
	At the end of the year	3800	1.55	3800	1.55
2	<b>Mahajan Vipen</b>				
	At the beginning of the year	3700	1.51	3700	1.51
	Shares acquired/sold	-	-	3700	1.51
	At the end of the year	3700	1.51	3700	1.51

<b>3</b>	<b>Mittal Kumar Ravinder</b>				
	At the beginning of the year	3700	1.51	3700	1.51
	Shares acquired/sold	-	-	3700	1.51
	At the end of the year	3700	1.51	3700	1.51
<b>4</b>	<b>Mahajan Dev Sukh</b>				
	At the beginning of the year	3500	1.43	3500	1.43
	Shares acquired/sold	-	-	3500	1.43
	At the end of the year	3500	1.43	3500	1.43
<b>5</b>	<b>Chaudhary Lal Manohar</b>				
	At the beginning of the year	3300	1.35	3300	1.35
	Shares acquired/sold	-	-	3300	1.35
	At the end of the year	3300	1.35	3300	1.35
<b>6</b>	<b>Agarwal Parkash Suraj</b>				
	At the beginning of the year	3100	1.26	3100	1.26
	Shares acquired/sold	-	-	3100	1.26
	At the end of the year	3100	1.26	3100	1.26
<b>7</b>	<b>Mrs. Mahajn Savita</b>				
	At the beginning of the year	3100	1.26	3100	1.26
	Shares acquired/sold	-	-	3100	1.26
	At the end of the year	3100	1.26	3100	1.26
<b>8</b>	<b>Khaitan Suresh</b>				
	At the beginning of the year	2900	1.18	2900	1.18
	Shares acquired/sold	-	-	2900	1.18
	At the end of the year	2900	1.18	2900	1.18
<b>9</b>	<b>Jhunjhunwala Sameer</b>				
	At the beginning of the year	2800	1.14	2800	1.14
	Shares acquired/sold	-	-	2800	1.14
	At the end of the year	2800	1.14	2800	1.14
<b>10</b>	<b>Jhunjhunwala Lalita</b>				
	At the beginning of the year	2800	1.14	2800	1.14
	Shares acquired/sold	-	-	2800	1.14
	At the end of the year	2800	1.14	2800	1.14



**(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

S.No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
<b>1</b>	<b>Munish Mahajan</b>				
	At the beginning of the year	37130	15.16%	37130	15.16%
	Shares acquired during the Year	-	-	37130	15.16%
	At the end of the year	37130	15.16%	37130	15.16%

Except the above, no other directors or KMPs are holding any shares in the Company.

**(vi) INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Rs. in lakh

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	2742.43	-	-
ii) Interest due but not paid	-	85.71	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	2828.14	-	-
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	3088	-	-
* Reduction	-	3480.33	-	-
<b>Net Change</b>	-	(392.33)	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	2417.05	-	-
ii) Interest due but not paid	-	187.67	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	2604.72	-	-

**(Vii) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**a. Remuneration to Managing Director, Whole time Director and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of the MD/WTD/Manager Priyanka Mittal (Formerly Priyanka Jindal)	Total Amount (Rs.)
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax 1961 (Rs.)	3,03,225.00	3,03,225.00
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 (Rs.)	-	-
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961(Rs.)	-	-
2	Stock option(Rs.)	-	-
	Sweat Equity	-	-
	Commission	-	-
	as % of profit	-	-
	others (specify)	-	-
	Others, please specify	-	-
	Total (A)	3,03,225.00	3,03,225.00
	Ceiling as per the Act	-	-

**b. Remuneration to Other Directors:**

Sl. No.	Particulars of Remuneration	Name of the Directors			Total Amount
		Pankaj Kapoor	Hitesh Rai Makhija	Jai Bhagwan Aggarwal	
1	<b>Independent Directors</b>				
	(a) Fee for attending board committee meetings	14,000	14,000	14,000	42,000
	(b) Commission	-	-		-
	(c ) Others, please specify	-	-		-
	Total (1)	14,000	14,000	14,000	42,000
2	<b>Other Non Executive Directors</b>				
	(a) Fee for attending board committee meetings	-	-		-
	(b) Commission	-	-		-

(c) Others, please specify.	-	-	-
Total (2)	-	-	-
Total (B)=(1+2)	-	-	-
Total Managerial Remuneration	-	-	-
Overall Ceiling as per the Act.	-	-	-

**c. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Ms. Bhawna Dang (Company Secretary)	CFO (Aslam Baqui)	
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	Rs. 2,33,537/-	Rs. 6,50,000/-	Rs. 883,537/-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-			-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-			-
2	Stock Option	-			-
3	Sweat Equity	-			-
4	Commission as % of profit others, specify	-			-
5	Others, please specify	-			-
	<b>Total</b>	-	Rs. 2,33,537/-	Rs. 6,50,000/-	Rs. 883,537/-

**Viii PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
<b>B. DIRECTORS</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment			N.A.	N.A.	N.A.

Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

**By the order of the Board of Director of  
For Gulmohar Investments & Holdings Limited**

**Date:** 30/08/2017  
**Place:** New Delhi

**Sd/-**  
**Priyanka Mittal**  
**(Formerly Priyanka Jindal)**  
**(Managing Director)**  
**DIN: 07471560**

**Sd/-**  
**Rohit Mittal**  
**(Director)**  
**DIN: 02527072**

## MANAGEMENT DISCUSSION & ANALYSIS REPO

### I. INDUSTRY STRUCTURE AND DEVELOPMENT:

The year witnessed a highly dynamic situation of our Country; India must be consistent in regaining its position as a leading emerging market investment destination. This can only be possible if consistency and clarity continues in our policies.

**Gulmohar Investments and Holdings Limited** is an NBFC and is engaged mainly in the business of providing loans and advances. The main objective of the Company is to provide loans or advances, invest, buy, sell, transfers or deal in securities of any company, Government or local authority and to carry out all such activities as may be ancillary to the achievement of main objectives of the Company. The industry structure relevant to the Company's operations is mainly concerned with the capital market.

Indian economy is going through a period of rapid 'financial liberalization'. The NBFC sector is undergoing a significant transformation at present and has come to be recognized as an important element of the financial system. Today, the 'intermediation' is being conducted by a wide range of financial institutions through a plethora of customer friendly financial products. RBI has been setting right its regulatory and supervising policies from time to time to keep pace with the changes in the economic environment. The segment consisting of NBFCs, such as equipment leasing/hire purchase finance, providing loans and investment to other companies, etc. have made great strides in recent years and are meeting the diverse financial needs of the economy. They are being recognized as complementary to the banking sector due to their customer-oriented services, simplified procedures, and attractive rates of return on deposits, flexibility and timeliness in meeting the credit needs of specified sector.

Your Company's performance for the year 2016- 17 has to be viewed in the context of aforesaid economic and market environment.

### II. OPPORTUNITIES AND THREATS:

The sector uses the loans for various business activities ranging from the business of hire Purchase Company and to acquire, to provide on all type hire purchase basis of industrial and official plant, equipment machinery, vehicles, Agriculture, Handicrafts, Trading, Services, Shops, Livestock, and Production to others. As banks are unable to appraise the credit requirements of the micro and small businesses they are unable to extend credit facilities with collateral security. The banking system will not be able to meet this demand and a wide gap

exists giving the Company an opportunity to grow in its financing of Small Business/ Industrial Loans. Major threat faced by Gulmohar Investments and Holdings Limited would be circumstances of not being able to raise funds for its future business operations.

### **III. SEGMENT-WISE PERFORMANCE:**

The Company is engaged in a single segment i.e. finance/lending. Details of performance have been provided in this report.

### **IV. OUTLOOK:**

Gulmohar Investments and Holdings Limited expects to improve its performance in financial year 2016- 17 and hopes to grow at rate faster than the growth of bank credit. The approach would be to continue with the growth momentum while balancing risk. The Company will continue to invest in strengthening risk management practices; and in maintaining its investment in human resources to consolidate its position as a potentially big NBFC in India.

### **V. RISK MANAGEMENT:**

Risk Management is an integral part of our Company's business strategy. A dedicated team is a part of the management processes governed by the senior management team. This team reviews compliance with risk policies, monitors risk tolerance limits, reviews and analyzes risk exposure related to specific issues and provides oversight of risk across the organization. The team nurtures a healthy and independent risk management function to avoid any kind of misappropriations in the Company. As part of the Risk Management framework, the management of Credit Risk, Market Risk, Operational Risk and Fraud Risk are placed under the Head – Risk. The Credit Risk management structure includes separate credit policies and procedures for various businesses. The risk policies define prudential limits, portfolio criteria, exceptional approval metrics, etc. and cover risk assessment for new product offerings. Concentration Risk is managed by analyzing counter-party, industry sector, geographical region, single borrower and borrower group. Retail Finance credit approval is based on product / programs and monitoring is primarily done at the portfolio level across products and programs. Casual analysis is carried out and corrective actions are implemented on key risk indicators. A Senior Management oversight committee meets periodically to review the operational risk profile of the organization. Fraud risks are mitigated through a fraud risk management team.

**VI. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficiency of the Company's internal controls, including its systems and processes and compliance with regulations and procedures. Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company. The Company's internal control system is commensurate with the size, nature and operations of the Company.

**VII. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.**

The financial performance of the Company during the year under reference was reasonably good. For detailed information, please refer to Directors' Report, which forms part of this Annual Report.

**VIII. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:**

We recognize people as our most valuable asset and we have built an open, transparent and meritocratic culture to nurture this asset. Talent Management is a key people planning tool that provides an integrated means of identifying, selecting, developing and retaining top talent within our Organization. Attrition has been managed well and has been below industry benchmarks. Gulmohar Investments and Holdings Limited has kept a sharp focus on Employee Engagement. We follow 360 degree feedback to ensure the satisfaction of our people. We have a strong system of grievance handling too. No concern of our people goes without addressing. We strive for excellence by thriving on Gulmohar Investments and Holdings Limited positivity.

**By the order of the Board of Director of  
Gulmohar Investments & Holdings Limited**

**Sd/-  
Priyanka Mittal  
(Formerly Priyanka Jindal)  
(Managing Director)  
DIN: 07471560**

**Sd/-  
Rohit Mittal  
(Director)  
DIN: 02527072**

**Date: 30/08/2017  
Place: New Delhi**

## INDEPENDENT AUDITOR'S REPORT

To  
The Shareholders of  
GULMOHAR INVESTMENTS AND HOLDINGS LIMITED

### Report on Financial Statements

We have audited the accompanying financial statements of **GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**, which comprise the Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place the adequate internal financial control system over financial reporting and the operating effectiveness of such controls.

(Cont...2)



-:2:-

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

## Opinion

In our opinion and to the best of our information and the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India:

- i. In case of the Balance Sheet, of the **state of affairs** of the company as at 31<sup>st</sup> March 2017;
- ii. In case of Statement of Profit and Loss, of the **profit** for the year ended on that date; and
- iii. In case of Cash Flow Statement, of the **cash flows** for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2016 (the Order), as amended, issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure- A**, a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. The Company is a Non- Banking Financial Company not accepting public deposit and holding certificate of registration no. B-14.1649 dated 06/03/2000 from Reserve Bank of India has been issued to the Company.
  - a. The Board of Directors of the company has passed a resolution for the non-acceptance of any public deposits.
  - b. The company has not accepted any public deposits during the relevant year.
  - c. The company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as applicable to it.
3. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(Cont...3)

-:3:-

- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. The observation of financial transactions does not reveal any matter which has any adverse effect on the functioning of the Company.
- g. With respect to adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure- B**.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i) The Company does not have any pending litigations in its financial statements;
  - ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses. However, company doesnot enter into any long-term contracts including derivative during the specified period;
  - iii) The Company is not required to transfer any amount to theInvestor Education and Protection Fund.
  - iv) The company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company.

Signed for the purpose of identification

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

Sd/-

**Gaurav Joshi**  
Partner  
Membership No. 516027

New Delhi, the 29<sup>th</sup> day of May 2017

## ANNEXURE- A TO THE AUDITOR'S REPORT

The Annexure referred to in Paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report of even date to the members of **Gulmohar Investments and Holdings Limited** (the Company) for the year ended on 31<sup>st</sup> March 2017.

- (i) The Company does not have any fixed assets and therefore, provisions of sub clause (i) of the Paragraph 3 of the order are not applicable on Company;
- (ii) As per information and explanation given to us, verification of inventory has been conducted once in a year by the management and no material discrepancies were noticed during the course of verification.
- (iii) According to information and explanations given to us, the Company has granted unsecured loans to parties covered in register maintained under section 189 of the Companies Act, 2013:
  - (a) According to information and explanations given to us, the terms and conditions of the grant of such loans are not prejudicial to the company's interest;
  - (b) According to information and explanation given to us, the schedule of repayment of principal and payment of interest has been stipulated and the receipts are regular as per stipulations; the receipt of principal and interest on above are regular as per stipulations between the parties; and
  - (c) According to information and explanation given to us, there were no overdue amount exceeding ninety days considering stipulations with parties, hence the question for recovery of same does not arise; and;
- (iv) According to information and explanations given to us, the Company has complied with the provisions of Section 185 and section 186 of the Companies Act, 2013
- (v) According to information and explanations given to us, the Company has not accepted public deposits and the provision of section 73 to 76 or other relevant provisions of the Companies Act, 2013 and rules framed thereunder are not applicable to the Company;
- (vi) According to information and explanations given to us, the Company is not liable to maintain cost records as prescribed under section 148(1) of the Companies Act, 2013;
- (vii) (a) According to information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including income-tax and any other applicable statutory dues to the appropriate authorities and there are no outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable;  
  
(b) According to information and explanations given to us, there are no outstanding statutory dues on the part of Company which is not deposited on account of dispute.
- (viii) According to information and explanations given to us, the company has not obtained any loans and borrowings from any financial institution, bank, government or dues to debenture holders, and hence question of default of repayment does not arise;

- (ix) According to information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer. However, term loans were applied for the purpose for which they are obtained;
- (x) According to information and explanations given to us, there is no noticed or unreported fraud on or by the Company during the year under audit;
- (xi) According to information, the Company has not paid any managerial remuneration, hence provisions of sub- clause (xi) of the Paragraph 3 of the Order are not applicable;
- (xii) As per information, the Company is not a Nidhi Company, hence provisions of sub- clause (xii) of the Paragraph 3 of the Order are not applicable;
- (xiii) According to information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards;
- (xiv) According to information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) According to information and explanations given to us, the Company has not entered into non- cash transactions with directors or persons connected with him;
- (xvi) According to information and explanations given to us, the Company is a Non- Banking Financial Company duly registered under Section 45-IA of the Reserve Bank of India Act, 1934;

Signed for the purpose of identification

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

Sd/-

**Gaurav Joshi**  
Partner  
Membership No. 516027

New Delhi, the 29<sup>th</sup> day of May 2017

**ANNEXURE- B TO THE AUDITOR'S REPORT**

**Report on the Internal Financial Controls under Clause (i) of Sub- section (3) of Section 143 of the Companies Act, 2013**

We have audited the internal financial controls over financial reporting of GULMOHAR INVESTMENTS AND HOLDINGS LIMITED (the Company) as on 31<sup>st</sup> March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for the Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the Guidance Note) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidences we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that: -

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipt and expenditures of the Company are being only in accordance with authorisations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and could not be detected. Also, projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2017, based on "the internal financial controls over financial reporting criteria considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India".

**FOR V.N. PUROHIT & CO.**

**Chartered Accountants**

Firm Regn. No. 304040E

Sd/-

**Gaurav Joshi**

Partner

Membership No. 516027

New Delhi, the 29<sup>th</sup> day of May 2017

# Gulmohar Investments And Holdings Limited

2016-  
2017

**GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**

**CIN: L65993DL1982PLC013956**

BALANCE SHEET AS AT 31ST MARCH 2017

	Notes	31st March 2017 (Rupees)	31st March 2016 (Rupees)
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>Shareholders' Fund</b>			
Share capital	2	2,450,000	2,450,000
Reserves and surplus	3	(303,258)	(563,388)
<b>Non- Current Liabilities</b>			
Long-Term borrowings	4	260,471,925	282,814,245
Long-Term Provisions	5	590,649	821,584
<b>Current Liabilities</b>			
Other Current Liabilities	6	1,982,731	896,262
<b>Total</b>		<b>265,192,047</b>	<b>286,418,703</b>
<b><u>ASSETS</u></b>			
<b>Non- current assets</b>			
Long Term Loans and Advances	7	239,608,482	273,861,454
<b>Current Assets</b>			
Inventories	8	1,221,728	4,970,038
Cash and Cash Equivalents	9	17,794,657	6,491,095
Short Term Loans & Advances	10	6,548,898	1,096,116
Other current assets	11	18,282	-
<b>Total</b>		<b>265,192,047</b>	<b>286,418,703</b>
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

**FOR V. N. Purohit & CO. & Co.**  
Chartered Accountants

Firm Regn. No. 304040E

Sd/-  
**Gaurav Joshi**  
Partner  
Membership No. 516027

New Delhi, the 29th May, 2017

**For and on Behalf of the Board of the Director of  
Gulmohar Investments and Holdings Limited**

Sd/-  
**Priyanka Jindal**  
Managing Director  
DIN:07471560

Sd/-  
**Mohd Aslam Baqui**  
CFO  
PAN: AAQPB3094B

Sd/-  
**Pawan Kumar Mittal**  
Director  
DIN: 00749265

Sd/-  
**Bhawna Dang**  
Company Secretary  
PAN: BEMPD6153C

**GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**

**CIN: L65993DL1982PLC013956**

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2017

	Notes	31st March 2017 (Rupees)	31st March 2016 (Rupees)
<b>Income</b>			
Revenue from Operations	12	29,778,656	12,872,430
<b>Total Revenue (I)</b>		<b>29,778,656</b>	<b>12,872,430</b>
<b>Expenses</b>			
Purchases of Stock in Trade	13	1,398,206	4,839,118
Changes in Inventories	14	3,748,310	(4,837,118.00)
Employee benefit expenses	15	1,316,762	-
Finance Cost	16	18,767,484	8,572,043
Other Administrative Expenses	17	4,507,756	4,229,749
<b>Total (II)</b>		<b>29,738,518</b>	<b>12,803,792</b>
<b>Profit Before Tax</b>		40,138	68,638
Tax Expense			
Current Tax		12,403	21,200
<b>Profit/ (loss) for the year</b>		<b>27,735</b>	<b>47,438</b>
<b>Earning per equity share (EPS)</b>			
[nominal value of share Rs. 10]			
Basic		0.11	0.19
Diluted		0.11	0.19

Summary of significant accounting policies 1

The accompanying notes are an integral part of the financial statements.

As per our report of even date

**FOR V. N. Purohit & CO.**  
Chartered Accountants

**For and on behalf of the Board of Directors of**  
**Gulmohar Investments and Holdings Limited**

Firm Regn. No. 304040E

Sd/-  
**Gaurav Joshi**  
Partner  
Membership No. 516027

Sd/-  
**Priyanka Jindal**  
Managing Director  
DIN:07471560

Sd/-  
**Pawan Kumar Mittal**  
Director  
DIN: 00749265

New Delhi, the 29th May, 2017

Sd/-  
**Aslam Baqui**  
CFO  
PAN: AAQPB3094B

Sd/-  
**Bhawna Dang**  
Company Secretary  
PAN: BEMP6153C





**GULMOHAR INVESTMENTS AND HOLDINGS LIMITED****CIN: L65993DL1982PLC013956**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

**1. SIGNIFICANT ACCOUNTING POLICIES****a. Basis of preparation of Financial Statements**

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles (Indian GAAP), including Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies not specifically referred, are consistently applied from the past accounting periods.

**b. Fixed Assets & Depreciation**

Fixed assets are shown at cost less accumulated depreciation thereon. All costs including borrowing costs relating to the acquisition and installation of fixed assets are capitalized. Depreciation is provided under the 'WDV Method' as per the rates specified in Schedule II to the Companies Act, 2013.

**c. Inventories**

Inventories include investments in shares and securities of other companies which are stated at cost.

**d. Revenue Recognition**

Having regard to the size, nature and level of operation of the business, the company is applying accrual basis of accounting for recognition of income earned and expenses incurred in the normal course of business.

**e. Income Taxes**

Tax expense comprises of current tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates.

**f. Earnings Per Share**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

For and on behalf of Board of Directors of  
Gulmohar Investments and Holdings Limited

Sd/-  
Pawan Kumar Mittal  
Director  
DIN: 00749265

Sd/-  
Kiran Mittal  
Director  
DIN: 00749457

Sd/-  
Aslam Baqui  
CFO  
PAN: AAQPB3094B

Sd/-  
Bhawna Dang  
CS  
PAN: BEMPD6153C

New Delhi, the 30<sup>th</sup> day of May 2016

<b>GULMOHAR INVESTMENTS AND HOLDINGS LIMITED</b>				
<b>CIN: L65993DL1982PLC013956</b>				
<b>NOTES TO THE FINANCIAL STATEMENTS</b>				
<b>2. Share Capital</b>				
		<b>As at 31st March 2017</b>	<b>As at 31st March 2016</b>	
		<b>(Rupees)</b>	<b>(Rupees)</b>	
<b>Authorised Shares Capital</b>				
2,50,000	Equity shares of Rs. 10 each	2,500,000	2,500,000	
<b>Issued, Subscribed and Paid up Share Capital</b>				
2,45,000	Equity shares of Rs.10 each fully paid up	2,450,000	2,450,000	
<b>Total issued, subscribed and fully paid- up share capital</b>		<b>2,450,000</b>	<b>2,450,000</b>	
<b>a. Reconciliation of Shares outstanding at the beginning and at the end of reporting period</b>				
		<b>As at 31st March 2017</b>		<b>As at 31st March 2016</b>
		<b>No.</b>	<b>(Rupees)</b>	<b>No.</b>
				<b>(Rupees)</b>
Equity shares at the beginning of the period		245,000	2,450,000	245,000
Issued during the year		-	-	-
<b>Outstanding at the end of the period</b>		<b>245,000</b>	<b>2,450,000</b>	<b>245,000</b>
<b>b. Terms and rights attached to equity shares</b>				
The company has issued only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.				
In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all the preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder.				
<b>c. Details of shareholders holding more than 5% shares in the company</b>				
		<b>As at 31st March 2017</b>		<b>As at 31st March 2016</b>
		<b>Nos.</b>	<b>% holding</b>	<b>Nos.</b>
				<b>% holding</b>
Leading Leasing Finance & Investment Co. Ltd		72,000	29.39%	72,000
Munish Mahajan		37,130	15.16%	37,130
As per records, registers and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.				
<b>3. Reserves and Surplus</b>				
		<b>As at 31st March 2017</b>		<b>As at 31st March 2016</b>
		<b>(Rupees)</b>		<b>(Rupees)</b>
<b>Special Reserve (u/s 45IC of RBI Act, 1934)</b>				
Balance as per Last Balance Sheet		9,625		137
Add: Transfer from Surplus		5,547		9,488
		15,172		9,625
<b>Surplus in statement of profit &amp; loss</b>				
Balance as per last financial statements		(573,013)		205,815
Profit/ (loss) for the year		27,735		47,438
Less: Transfer to Special Reserve u/s 45-IC of RB		(5,547)		(9,488)
Add: Income tax adjustment for earlier years		1,460		-
Less: Contingent Provision for Standard Assest		230,935		(816,778)
<b>Net surplus in statement of profit and loss</b>		<b>(318,430)</b>		<b>(573,013)</b>
		<b>(303,258)</b>		<b>(563,388)</b>
<b>For and on behalf of the Board of Directors of Gulmohar Investments and Holdings Limited</b>				
		Sd/-		Sd/-
		<b>Priyanka Jindal</b>		<b>Pawan Kumar Mittal</b>
		Managing Director		Director
		DIN:07471560		DIN: 00749265
		Sd/-		Sd/-
		<b>Mohd Aslam Baqui</b>		<b>Bhawna Dang</b>
		CFO		Company Secretary
		PAN: AAQPB3094B		PAN: BEMPD6153C

<b>GULMOHAR INVESTMENTS AND HOLDINGS LIMITED</b>			
<b>CIN: L65993DL1982PLC013956</b>			
<b>NOTES TO THE FINANCIAL STATEMENTS</b>			
<b>4. Long term borrowings</b>	<b>As at 31st March 2017</b>	<b>As at 31st March 2016</b>	
	<b>(Rupees)</b>	<b>(Rupees)</b>	
From Body Corporates	260,471,925	282,814,245	
	<b>260,471,925</b>	<b>282,814,245</b>	
<b>5. Long Term Provisions</b>	<b>As at 31st March 2017</b>	<b>As at 31st March 2016</b>	
	<b>(Rupees)</b>	<b>(Rupees)</b>	
<b>Contingent provision against standard assets*</b>			
Opening Balance	821,584	4,806	
Add: Addition (written off) during the year	(230,935)	816,778	
	<b>590,649</b>	<b>821,584</b>	
<i>*A contingent provision against standard assets has been created at 0.25% (0.30% till 31st March, 2016) of the outstanding standard assets in terms of the RBI circular Ref. No. DNBR (PD) CC.No. 002/03.10.001/2014-15 dated November 10, 2014.</i>			
<b>6. Other Current Liabilities</b>	<b>As at 31st March 2017</b>	<b>As at 31st March 2016</b>	
	<b>(Rupees)</b>	<b>(Rupees)</b>	
Audit Fees Payable	31,500	35,260	
TDS Payable	1,820,358	857,139	
Salary & wages payable	119,785	-	
Other Expenses Payable	11,088	3,863	
	<b>1,982,731</b>	<b>896,262</b>	
<b>7. Long Term Loans &amp; Advances</b>	<b>As at 31st March 2017</b>	<b>As at 31st March 2016</b>	
	<b>(Rupees)</b>	<b>(Rupees)</b>	
<b>Unsecured, consiered good</b>			
Loan to related parties*	2,713,459	1,794,438	
(Includes interest receivable from such parties)			
Loan to Body Corporate*	201,947,275	189,192,983	
Loan to others*	34,947,748	82,874,033	
	<b>239,608,482</b>	<b>273,861,454</b>	
<i>*Standard Assets - as per the classification of loans under the RBI guidelines.</i>			
<b>8. Inventories</b>	<b>As at 31st March 2017</b>	<b>As at 31st March 2016</b>	
	<b>(Rupees)</b>	<b>(Rupees)</b>	
<b>Equity Shares, Quoted (At Lower of cost or market value)</b>			
Nil Equity shares (31 March 2016: 100) of Rs. 10 each fully paid up in M/s Ganoes Fertilizers & Chemicals Limited	-	1,000	
Nil Equity shares (31 March 2016: 1,000) of Rs. 10 each fully paid up in M/s Enkav Texofoods Industries Limited	-	28,550	
Nil Equity shares (31 March 2016: 1,000) of Rs. 10 each fully paid up in M/s Miven Machine Tools Limited	-	39,150	
10,000 Equity shares (31 March 2016: 10,000) of Rs. 10 each fully paid up in M/s SR Industries Limited	59,000	25,000	
5,000 Equity shares (31 March 2016: 18,000) of Rs. 10 each fully paid up in M/s Leading Leasing Finance & Investment Company Limited	10,338	37,220	
1,30,000 Equity shares (31 March 2016: 1,10,000) of Rs. 10 each fully paid up in M/s Dhanuka Commercial Ltd	1,066,000	1,923,588	
40,000 Equity shares (31 March 2016: 40,000) of Rs. 10 each fully paid up in M/s Ace Edutrend Ltd	83,600	106,512	
Nil Equity shares (31 March 2016: 6,000) of Rs. 10 each fully paid up in M/s Bhartiya International Ltd	-	2,809,018	
250 Equity shares (31 March 2016: Nil) of Rs. 10 each fully paid up in M/S Gaurav Mercantiles Limited	2,790	-	
	<b>1,221,728</b>	<b>4,970,038</b>	
<b>For and on behalf of the Board of Directors of Gulmohar Investments and Holdings Limited</b>			
	Sd/- <b>Priyanka Jindal</b> Managing Director DIN:07471560	Sd/- <b>Pawan Kumar Mittal</b> Director DIN: 00749265	
	Sd/- <b>Mohd Aslam Baqui</b> CFO PAN: AAQPB3094B	Sd/- <b>Bhawna Dang</b> Company Secretary PAN: BEMPD6153C	

<b>GULMOHAR INVESTMENTS AND HOLDINGS LIMITED</b>		
<b>CIN: L65993DL1982PLC013956</b>		
<b>NOTES TO THE FINANCIAL STATEMENTS</b>		
<b>9. Cash and Cash Equivalents</b>	<b>As at 31st March 2017</b>	<b>As at 31st March 2016</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
Balances with banks in current accounts	16,739,074	5,385,968
Cheque in hand	503,753	-
Cash on hand (as certified)	551,830	1,105,127
	<b>17,794,657</b>	<b>6,491,095</b>
<b>10. Short Term Loans &amp; Advances</b>	<b>As at 31st March 2017</b>	<b>As at 31st March 2016</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
<u>Unsecured, considered good</u>		
Advance service tax	199,953	-
Advance Income Tax (Net of Provisions)	3,348,774	1,095,312
Other Advances	3,000,171	804
	<b>6,548,898</b>	<b>1,096,116</b>
<b>11 Other current assets</b>	<b>As at 31st March 2017</b>	<b>As at 31st March 2016</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
Prepaid expenses	18,282	-
	<b>18,282</b>	<b>-</b>
<b>12. Revenue from Operations</b>	<b>For the year ended</b>	<b>For the year ended</b>
	<b>31st March 2017</b>	<b>31st March 2016</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
Interest on Loans	25,359,017	12,872,430
Sale of Equity shares	4,419,639	-
	<b>29,778,656</b>	<b>12,872,430</b>
<b>13. Purchases of Stock in Trade</b>	<b>For the year ended</b>	<b>For the year ended</b>
	<b>31st March 2017</b>	<b>31st March 2016</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
Purchases of Equity Shares	1,398,206	4,839,118
	<b>1,398,206</b>	<b>4,839,118</b>
<b>14. Changes in Inventories</b>	<b>For the year ended</b>	<b>For the year ended</b>
	<b>31st March 2017</b>	<b>31st March 2016</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
Opening Stock of Shares and Securities	4,970,038	132,920
Closing Stock of Shares and Securities	(1,221,728)	(4,970,038)
Net changes in Inventories	<b>3,748,310</b>	<b>(4,837,118)</b>
<b>15. Employee benefit expenses</b>	<b>For the year ended</b>	<b>For the year ended</b>
	<b>31st March 2017</b>	<b>31st March 2016</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
Salaries and wages	1,316,762	-
	<b>1,316,762</b>	<b>-</b>
<b>For and on behalf of the Board of Directors of</b>		
<b>Gulmohar Investments and Holdings Limited</b>		
	Sd/-	Sd/-
	<b>Priyanka Jindal</b>	<b>Pawan Kumar Mittal</b>
	Managing Director	Director
	DIN:07471560	DIN: 00749265
	Sd/-	Sd/-
	<b>Mohd Aslam Baqui</b>	<b>Bhawna Dang</b>
	CFO	Company Secretary
	PAN: AAQPB3094B	PAN: BEMPD6153C

<b>GULMOHAR INVESTMENTS AND HOLDINGS LIMITED</b>		
<b>CIN: L65993DL1982PLC013956</b>		
<b>NOTES TO THE FINANCIAL STATEMENTS</b>		
<b>16. Finance Cost</b>	<b>For the year ended</b>	<b>For the year ended</b>
	<b>31st March 2017</b>	<b>31st March 2016</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
Interest Paid on Loan	18,767,024	8,571,385
Bank Charges	460	658
	<b>18,767,484</b>	<b>8,572,043</b>
<b>17. Other administrative expenses</b>	<b>For the year ended</b>	<b>For the year ended</b>
	<b>31st March 2017</b>	<b>31st March 2016</b>
	<b>(Rupees)</b>	<b>(Rupees)</b>
Legal & Professional Charges	1,293,024	34,976
Audit Fees	35,000	22,900
Advertisement expenses	115,787	-
Director Sitting fees	42,000	-
Commission Paid	1,538,500	4,157,650
Courier & Postage Expenses	3,690	295
DP Charges	1,326	250
ROC Filling Fees	373,550	7,000
STT Paid	5,768	4,828
Interest on delay payments	3,320	-
Listing fees	1,012,911	-
Membership fees	55,075	-
Miscellaneous expenses	12,113	-
Printing & Stationery	4,400	-
Website expenses	5,986	-
Telephone Expenses	5,305	1,850
	<b>4,507,756</b>	<b>4,229,749</b>
<b>For and on behalf of the Board of Directors of Gulmohar Investments and Holdings Limited</b>		
	Sd/-	Sd/-
	<b>Priyanka Jindal</b>	<b>Pawan Kumar Mittal</b>
	Managing Director	Director
	DIN:07471560	DIN: 00749265
	Sd/-	Sd/-
	<b>Mohd Aslam Baqui</b>	<b>Bhawna Dang</b>
	CFO	Company Secretary
	PAN: AAQPB3094B	PAN: BEMP6153C

**GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**

**CIN: L65993DL1982PLC013956**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

18. There is no Micro, Small and Medium Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 to which Company owes dues which are outstanding for a period more than 45 days as on Balance Sheet Date.
19. The above information regarding Micro, Small and Medium Enterprises has been determined on the basis of information availed with the Company and has been duly relied by the auditors of the Company.
20. Provisions of Accounting Standard (AS) – 17 on ‘Segment Reporting’ are not been applicable to the Company.
21. **Disclosure of Specified Bank Notes**

Particulars	Specified Bank Notes	Other Denomination Notes	Total
<b>Closing Cash in Hand as on 08/11/2016</b>	<b>11,00,000</b>	<b>2,50,000</b>	<b>13,50,000</b>
<b>Add:</b> Permitted Receipts	-	87,000	87,000
<b>Less:</b> Permitted Payments	-	350	350
<b>Less:</b> Amount Deposited in Banks	11,00,000	-	11,00,000
<b>Closing Cash in Hand as on 31/12/2016</b>	<b>Nil</b>	<b>3,36,650</b>	<b>3,36,650</b>

22. Necessary disclosures as per requirements of Accounting Standard (AS)- 18 on ‘Related Party Disclosure’ are made as under: -

(a) Related Parties Covered: -

(i)	Key Management Personnel	Sh. Amit Mahajan (Director) Sh. Pawan Kumar Mittal (Director) Ms. Kiran Mittal (Director) Sh. Munish Mahajan (Director) Ms. Ritika Mahajan (Director) Sh. Rohit Mittal (Director) Sh. Mohd Aslam Baqut (Director) Ms. Priyanka Jindal (Director) Ms. Bhawna Dang (CS)
(ii)	Relatives of Key Management Personnel	None
(iii)	Enterprises owned or significantly	Leading Leasing Finance & Investment

	influenced by the Key Management Personnel or their Relatives	Company Limited Crazypricing Online Services Limited SR Industries Limited Dolf Leasing Limited PRM Hospitality Private Limited Smart Capital Services Limited
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**For and on behalf of the Board of Directors of  
Gulmohar Investments and Holdings Limited**

**Sd/-**

**Sd/-**

**Priyanka Jindal**

**Pawan Kumar Mitta**

Managing Director

Director

DIN:07471560

DIN: 00749265

**Sd/-**

**Sd/-**

**Mohd Aslam Baqui**

**Bhawna Dang**

CFO

Company Secretary

PAN: AAQPB3094B

PAN:BEMPD6153C



**GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**

**CIN: L65993DL1982PLC013956**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

(b) Transaction with Related Parties: -

	Transaction with	Nature of Transaction	31/03/2017 (Rs.)	31/03/2016 (Rs.)
(a)	Key Management Personnel			
	Munish Mahajan	Advance Given	4,20,000	Nil
		Advance Recovered	4,20,000	2,10,000
	Rohit Mittal	Advance Given	3,05,250	Nil
		Advance Recovered	3,05,250	Nil
	Priyanka Jindal	Salary	3,20,000	Nil
(b)	Relatives of Key Management Personnel- NONE			
(c)	Enterprises in which Key Management Personnel and Relatives are having significant influences			
	Leading Leasing Finance & Investment Company Limited	Loan Recovered	15,20,868	Nil
		Interest Earned	60,835	58,495
	Dolf Leasing Limited	Loan Given	Nil	45,00,000
		Loan Recovered	Nil	45,00,000
		Interest Earned	23,570	26,189
	PRM Hospitality Pvt. Ltd	Advance Given	2,10,280	4,00,000
		Advance Recovered	2,10,280	4,00,000
	Crazypricing Online Services Ltd	Loan Given	35,00,000	Nil
		Loan Recovered	35,00,000	Nil
		Interest Earned	4,713	Nil
	Smart Capital Services Limitde	Loan Given	30,01,894	Nil
		Loan Recovered	30,01,894	Nil

		Interest Earned	9,17,043	Nil
	S R Insustries Limited	Loan Given	Nil	2,50,000
		Loan Recovered	2,50,000	Nil

For and on behalf of the Board of Directors of  
Gulmohar Investments and Holdings Limited

**Priyanka Jindal**  
Managing Director  
DIN:07471560

**Pawan Kumar Mittal**  
Director  
DIN: 00749265

**Mohd Aslam Baqui**  
CFO  
PAN: AAQPB3094B

**Bhawna Dang**  
Company Secretary  
PAN: BEMPD6153C

**GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**

**CIN: L65993DL1982PLC013956**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

23. Balance shown under head Sundry Debtors, Creditors and Advances are subject to confirmation.

	31/03/2017	31/03/2016
	(Rs.)	(Rs.)

Earnings/ Remittances and/ or Expenditure in Foreign Currency	Nil	Nil
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25. In the opinion of Board of Directors and to the best of their knowledge and belief, the realisable value of Current Assets, Loans and Advances would not be less than the amount at which they are stated in the Balance Sheet.

	31/03/2017	31/03/2016
	(Rs.)	(Rs.)

Contingent Liability provided for	Nil	Nil
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27. Previous Year's Figures have been re- arranged or re- grouped wherever considered necessary.

28. Figures have been rounded off to the nearest rupees.

29. Figures in brackets indicate negative (-) figures.

Signed for the purpose of Identification

**FOR V. N. PUROHIT & CO**  
Chartered Accountants  
Firm Regn. 304040

**For and on behalf of the Board of Directors of  
Gulmohar Investments and Holdings Limited**

Sd/-  
**Gaurav Joshi**  
Partner  
Membership No. 516027

Sd/-  
**Priyanka Jindal**  
Managing Director  
DIN:07471560

Sd/-  
**Pawan Kumar Mittal**  
Director  
DIN: 00749265

Sd/-  
**Mohd Aslam Baqui**  
CFO  
PAN: AAQPB3094B

Sd/-  
**Bhawna Dang**  
Company Secretary  
PAN: BEMPD6153C

New Delhi, the 29th day of May 2017

**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.*

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 Annual General Meeting of the Company held on Monday, September 25, 2017, at 11:00 A.M. at registered office of the Company at 324A, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085

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

**Form No. MGT-11**

**Proxy Form**

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

CIN: **L65993DL1982PLC013956**

Name of the Company: **Gulmohar Investments and Holdings Limited**

Venue of the Meeting: **324A, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085**

Date and Time: **25<sup>th</sup> September, 2017 at 11:00 A.M.**

**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>	

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

I/We, being the member(s) of ..... shares of the above named company, hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the 35<sup>th</sup> Annual General Meeting of the Company to be held on Monday, September 25, 2017, at 11:00 A.M. at 324A, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085 and at any adjournment thereof) in respect of such resolutions as are indicated below:

1. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing him/her

2. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing him/her

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

Signature: \_\_\_\_\_, or failing him/her

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

S. No.	Resolution	Number of shares held	For	Against
<b>ORDINARY BUSINESS:</b>				
1	<b>Consideration Of Financial Statements And The Reports Of The Board Of Directors And Auditor Report</b>			
2	<b>Appointment Of Mr. Pawan Kumar Mittal as a director liable to retire by rotation.</b>			
3	<b>Appointment Of Mr. Rohit Mittal as a director liable To Retire by rotation</b>			
4.	<b>To ratify the appointment of statutory auditors of the company</b>			

\*\* This is optional. Please put a tick mark (v) 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.

Signature of shareholder .....

Signature of Proxy holder(s) .....

Signed this ..... Day of ..... 2017

Affix One  
Rupee  
Revenue  
Stamp

**Note:**

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

Route Map to the AGM Venue

