

# GULMOHAR INVESTMENTS AND HOLDINGS LIMITED

**Regd Office:** 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110 085  
**Email Id:** gulmoharlimited@gmail.com, **Tel.:** 011-65260026, **Website:** www.gulmoharinvestments.com  
**CIN:** L65993DL1982PLC013956

**Date:** 06.10.2018

To,

<b>Metropolitan Stock Exchange of India Limited</b> (Formerly known as MCX Stock Exchange Limited) 4 <sup>th</sup> Floor, Vibgyor Towers, Bandra Kurla Complex, Bandra East, Mumbai – 400 098	<b>The Calcutta Stock Exchange Limited</b> 7, Lyons Range, Kolkata-700001
<b>Symbol:</b> GIHL	<b>Scrip Code:</b> 17433

Dear Sir/ Ma'am,

**Sub:** Submission of Annual Report of 36<sup>th</sup> Annual General Meeting held on Wednesday, 19<sup>th</sup> September, 2018 at 11:00 A.M for the financial year 2017-18

**Ref. :** Compliance of Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Report of the Company for the financial year 2017-2018 which has been duly approved & adopted by the shareholders in the Annual General Meeting held on Wednesday, September 19, 2018 at 11:00 A.M at the Registered office of the Company at 324A, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085.

The Same is also available on the website of the Company i.e [gulmoharlimited@gmail.com](mailto:gulmoharlimited@gmail.com).

Kindly acknowledge the receipt and oblige.

Thanking You,  
Yours Faithfully

For Gulmohar Investments and Holdings Limited

  
Kiran Mittal  
(Director)  
DIN: 00749457



Encl. : as sated above

# **GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**

## **ANNUAL REPORT FINANCIAL YEAR 2017-18**

## CORPORATE INFORMATION

### Corporate Identification Number

L65993DL1982PLC013956

### Board of Directors

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

### Key Managerial Personnel

Mr. Mohd. Aslam Baqui, CEO & CFO  
Mr. Leeladhar Jha, CS & Compliance Officer

### Statutory Auditor

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

### Secretarial Auditor

Akhilesh Kumar & Associates  
Company Secretaries,  
Maharaja Agrasen Plaza, RZ-B-12/1S, 2nd Floor,  
Back Side Kh No 82/4/1, Mahavir Enclave, Near  
Dashrath Puri Metro Station, Gate No-2, Palam,  
New Delhi-11004S

### Internal Auditor

S. K. Goel & Associates  
Chartered Accountants  
C-1/117, 3rd Floor, Janakpuri, New Delhi-110058

### Registered Office

324A, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector-14,  
Rohini, New Delhi-110085

### Board Committees

#### Audit Committee

Mr. Pankaj Kapoor, Chairman & Member  
Mr. Hitesh Rai Makhija, Member  
Mr. Jai Bhagwan Aggarwal, Member

#### Nomination & Remuneration Committee

Mr. Pankaj Kapoor, Chairman & Member  
Mr. Hitesh Rai Makhija, Member  
Mr. Jai Bhagwan Aggarwal, Member

#### Stakeholders Relationship Committee

Mr. Pankaj Kapoor, Chairman & Member  
Mr. Hitesh Rai Makhija, Member  
Mr. Jai Bhagwan Aggarwal, Member

#### Bankers

HDFC Bank  
FIU/42, F1U Blk, Pitampura, New Delhi, 110034

#### Registrar & Share Transfer Agent

Skyline Financial Services Private Limited  
D-153A, First Floor, Okhla Industrial Area, Phase-I  
New Delhi-110020

#### 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)

#### Investors Heldesk

Contact Person- Mr. Leeladhar Jha  
Company Secretary & Compliance Officer,  
E-mail id: gulmoharlimited@gmail.com  
Tel. 9810260127

#### Company's Website

www.gulmoharinvestments.com

**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, the undersigned, on behalf of the Board of Directors of Gulmohar Investments and Holdings Limited ("Company") (CIN: L65993DL1982PLC013956) having its registered office at 324A, III<sup>rd</sup> Floor, Aggarwal Plaza Sector-14, Rohini, New Delhi 110085 hereby confirms 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, 2018.

For **Gulmohar Investments and Holdings Limited**

sd/-

**Pawan Kumar Mittal**

**Director**

**DIN: 00749265**

Date: 28.05.2018

Place: New Delhi

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**GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**

Regd Office: 324A, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector- 14, Rohini New Delhi- 110 085

Email Id: gulmoharlimited@gmail.com, Tel. : 9810260127, Website: www.gulmoharinvestments.com

CIN: L65993DL1982PLC013956

**NOTICE**

Notice is hereby given that the 36<sup>th</sup> Annual General Meeting of the members of Gulmohar Investments and Holdings Limited will be held on Wednesday, September 19, 2018, 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:** To receive, consider and adopt the Audited standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon.

**Item No. 2:** To re- appoint Mrs. Kiran Mittal, Non Executive Non Independent Director, who is liable to retire by rotation and being eligible for re- appoint, as Director of the Company

**Item No. 3:** To re- appoint Mr. Munish Mahajan, Non Executive Non Independent Director, who is liable to retire by rotation and being eligible for re- appoint, as Director of the Company

**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)

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Annual Report Financial Year 2017-18

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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/-**

**Leeladhar Jha**

**Company Secretary & Compliance officer**

**M. No: A54179**

**Date:** 07.08.2018

**Place:** New Delhi

## NOTES

1. There is no proposed special business to be transact in the annual general meeting. Therefore, no requirement of Explanatory Statement pursuant to Section 102 of the companies Act, 2013 to annexed hereto.
2. **A member entitled to attend and vote at the thirty sixth 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.**
3. 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.
4. 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.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Details under Regulation 26 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the Notice. The Director has furnished the requisite declarations for re-appointment to the Company.
7. 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 12, 2018 to September 19, 2018 (both days inclusive) for the purpose of Annual General Meeting.
8. The ISIN of the Equity Shares of ₹ 10/- each is INE204V01016.



9. 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 couriered to them.
10. Members may also note that the Notice of the AGM and the Annual Report for FY 2017-18 will also be available on the Company's website **[www.gulmoharinvestments.com](http://www.gulmoharinvestments.com)**.
11. 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.

12. 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.
13. Members are requested to register their e-mail addresses for receiving communications including Annual Reports, Notices, and Circulars etc. by the Company electronically.
14. 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.
15. 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.

16. Members are requested to bring along their Attendance Slip in the meeting, as enclosed with the Notice.
17. 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.
18. Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
19. All documents referred to in accompanying Notice shall be open for inspection and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.
20. ***Members are requested to get their physical form securities in dematerialize form upto the date December 5, 2018 through their Depository Participants 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, thereafter the transfer of securities is only valid through the dematerialization process.***

## **VOTING THROUGH ELECTRONIC MEANS**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote at the 36<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the 36<sup>th</sup> Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or [www.gulmoharinvestments.com](http://www.gulmoharinvestments.com).

The facility for voting through Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

## **PROCEDURE TO LOGIN TO E-VOTING WEBSITE**

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

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

Step 1: Log in to NSDL’s e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL’s e-voting system.

### **Details on Step 1 is mentioned below**

How to log in to the NSDL e-voting website

1. Visit the e-voting website of NSDL by opening your web browser and typing the following URL either on a desktop computer / laptop or on a mobile or scan the QR code using your smart phone.
2. Once the homepage of the e-voting system is launched, click on the icon, ‘Login’, available under ‘Shareholders’.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services, i.e. IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS log-in details. Once you log in to NSDL e-services using your log-in credentials, click on ‘e-Voting’ and proceed to Step 2, i.e., cast your vote electronically.
4. Your User ID details are given below :

<b>Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical</b>	<b>User ID</b>
a) For members who hold shares in demat accounts with NSDL	8-character DP ID followed by 8-digit Client ID

	For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For members who hold shares in demat account with CDSL	16-digit Beneficiary ID  For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For members holding shares in physical form	EVEN, followed by Folio Number registered with the company  For example, if your EVEN is 101456, and Folio Number is 001*** then your User ID is 101456001***

5. Your password details are given below :

- a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
- b) If you are using the NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and change your password, as prompted by the system.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment (it will be a .pdf file). Open the file. The password to open the file is your 8-digit client ID for your NSDL account, or the last 8 digits of your CDSL client ID, or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you have not received the 'initial password', or are unable to retrieve it, or have forgotten your password:

- a) Click on the 'Forgot User Details / Password?' (for those holding shares in demat accounts with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) A 'Physical User Reset Password?' (for those holding shares in physical mode) option is also available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are unable to get your password following the aforesaid options, you can send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name, and your registered address.

7. After entering your password, agree to the terms and conditions by checking the box.
8. Next, click on the 'Login' button.
9. After you click on the 'Login' button, the homepage of e-voting will open.

**Details on Step 2 is given below**

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

1. After successfully logging in following Step 1, you will be able to see the e-voting homepage. Click on 'e-Voting'. Then, click on 'Active Voting Cycles'.
2. Upon clicking on 'Active Voting Cycles', you will be able to see the 'EVEN' of all the companies in which you hold shares and whose voting cycles are in 'active' status.
3. Select the 'EVEN' of the company for which you wish to cast your vote.
4. Now you are on the voting page and ready for e-voting.
5. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote, and click on 'Submit'. Also click on 'Confirm' when prompted.
6. Upon confirmation, the message, 'Vote cast successfully', will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Please remember that you are not allowed to modify your vote once you confirm your vote on a resolution.

**GENERAL GUIDELINES FOR SHAREHOLDERS**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to amitkumar\_cs@hotmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take

utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **OTHER INFORMATION**

1. The e-voting period commences on September 16, 2018 (9:00 a.m.) and ends on September 18, 2018 (5:00 p.m.). During this period, members of the Company holding shares either in physical or dematerialized form, as on the relevant date i.e. Tuesday, September 11, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which a vote has already been cast. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice convening the AGM and up to the cut-off date i.e. September 11, 2018, may obtain his login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Tuesday, September 11, 2018.
3. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
4. shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of Tuesday, September 11, 2018 may only cast their vote at the 36<sup>th</sup> Annual General Meeting.
5. Mr. Amit Kumar, Practicing Company Secretary (Membership No.: FCS 5917, C.P. No.: 6184) has been appointed as the Scrutinizer for the Purpose of Annual General Meeting.
6. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the voting cast at the meeting and make a 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.

# Gulmohar Investments And Holdings Limited

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7. The Results shall be declared forthwith after the submission of Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
8. The Results declared along with the Scrutinizer's Report will be available on the website of the Company [www.dirl.in](http://www.dirl.in) after the declaration of the results by the Chairman.

***MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.***

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

**Sd/-  
Leeladhar Jha  
Company Secretary & Compliance officer  
M. No: A54179**

**Date:** 07.08.2018

**Place:** New Delhi

**Details of Directors (as on March 31, 2018) seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)**

<b>S. No.</b>	<b>Name of the Director</b>	<b>Mrs. Kiran Mittal</b>
1.	Date of Birth	22/12/1972
2.	Date of Appointment	21/04/2014
3.	Qualification	Cost and Management Accountant, B. Com
4.	Expertise	She has experience of 20 years in the field of Cost and Management.
5.	Directorship in other Entities	1. Shree Worstex Limited 2. Delta Industrial Resources Limited 3. Rita Finance and Leasing Limited 4. Crazypricing Online Services Limited 5. Smart Capital Services Limited 6. Dolf Leasing Limited 7. Aawas Infratech Private Limited
6.	Number of Shares Held in Company	NIL
7.	Chairman / Member of Committee(s) of Board of Directors of the Company	None
8.	Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	Member of total Three (3) Committees of Board of Directors of other Companies
9.	Whether related with other Directors / Key Managerial Personnel	Spouse of Mr. Pawan Kumar Mittal, Director of the Company



**Details of Directors (as on March 31, 2018) seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)**

<b>S. No.</b>	<b>Name of the Director</b>	<b>Mr. Munish Mahajan</b>
1.	Date of Birth	22/11/1971
2.	Date of Appointment	10/03/1998
3.	Qualification	Graduate in Commerce
4.	Expertise	He has good knowledge and Experience of several years in Finance Sector.
5.	Directorship in other Entities	1. Susang Mac Private Limited 2. Pride Properties Private Ltd 3. Aala Technical Services Private Limited
6.	Number of Shares Held in Company	37,130
7.	Chairman / Member of Committee(s) of Board of Directors of the Company	NIL
8.	Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	NIL
9.	Whether related with other Directors / Key Managerial Personnel	Related with Mr. Amit Mahajan & Mrs. Ritika Mahajan

**GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**

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Email Id: gulmoharlimited@gmail.com, Tel. : 9810260127, Website: www.gulmoharinvestments.com  
CIN: L65993DL1982PLC013956

**ATTENDANCE SLIP**

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

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

I certify that I am a registered Shareholder/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the Annual General Meeting of the Company held on Wednesday, the 19<sup>th</sup> day of September, 2018 at 11:00 A.M., at the Registered Office of the Company situated 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)**

**GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**

Regd Office: 324A, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector- 14, Rohini New Delhi- 110 085  
Email Id: gulmoharlimited@gmail.com, Tel. : 9810260127, Website: www.gulmoharinvestments.com  
CIN: L65993DL1982PLC013956

**PROXY FORM**

**FORM NO. MGT-11**

**[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: 19<sup>th</sup> day of September, 2018 at 11:00 A.M.**

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

Name	
Address	
DP-ID/CLIENT-ID/ Regd. Folio No.	
No. of shares held	

I/We, being the member(s) of ..... shares of the above named company, hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, the 19<sup>th</sup> day of September, 2018 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	

# Gulmohar Investments And Holdings Limited

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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.	Adoption of Financial Statements for the year ended March 31, 2018 along with Auditor's and Director's Report thereon			
2.	Re- appointment of Mrs. Kiran Mittal, Non Executive Non Independent Director, who is liable to retire by rotation and being eligible for re- appoint, as Director of the Company			
3.	Re- appointment of Mr. Munish mahajan, Non Executive Non Independent Director, who is liable to retire by rotation and being eligible for re- appoint, as Director of the Company			
4.	Ratification of appointment of M/s V.N. Purohit & Co., Chartered Accountants (FRN: 304040E) as the Statutory Auditors of the Company			

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

Signed this ..... Day of ..... 2018

Affix  
Revenue  
Stamp

**Note:**

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

**GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**

Regd Office: 324A, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector- 14, Rohini New Delhi- 110 085  
Email Id: gulmoharlimited@gmail.com, Tel. : 9810260127, Website: www.gulmoharinvestments.com  
CIN: L65993DL1982PLC013956

**POLLING PAPER**

**FORM NO. MGT-12**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

CIN: L65993DL1982PLC013956

Name of the Company: GULMOHAR INVESTMENTS AND HOLDINGS LIMITED

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

Date and Time: 19<sup>th</sup> day of September, 2018 at 11:00 A.M.

**BALLOT PAPER**

S. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./*Client ID No.	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Resolution	Number of shares held	For	Against
<b>Ordinary Business</b>				
1.	Adoption of Financial Statements for the year ended March 31, 2018 along with Auditor's and Director's Report thereon			
2.	Re- appointment of Mrs. Kiran Mittal, Non Executive Non Independent Director, who is liable to retire by rotation and being eligible for re- appoint, as Director of the Company			

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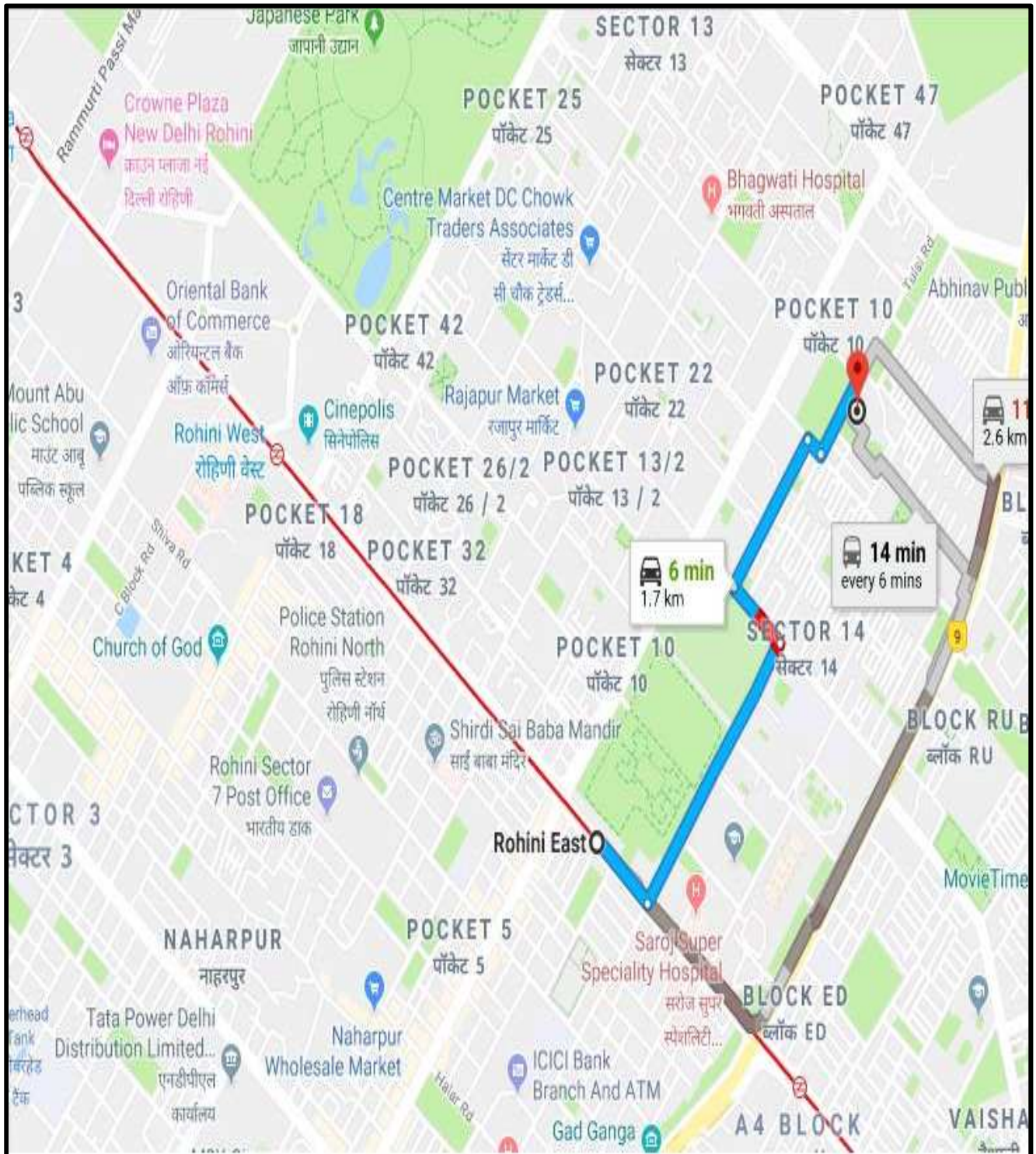
3.	Re- appointment of Mr. Munish Mahajan, Non Executive Non Independent Director, who is liable to retire by rotation and being eligible for re- appoint, as Director of the Company			
4.	Ratification of appointment of M/s V.N. Purohit & Co., Chartered Accountants (FRN: 304040E) as the Statutory Auditors of the Company			

**Place:**

**Date:**

**(Signature of the shareholder)**

ROUTE MAP



## **DIRECTOR'S REPORT**

To the Shareholders,

Your Directors take pleasure in presenting the 36<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, 2018.

### **COMPANY OVERVIEW**

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) only"

### **FINANCIAL PERFORMANCE OF THE COMPANY**

The Company's standalone financial results are as under:

<b>PARTICULAR</b>	<b>CURRENT YEAR 2017-18</b>	<b>PREVIOUS YEAR 2016-17</b>
Revenue from Operations	1,68,43,761	2,97,78,656
Total revenue (including other income)	1,69,23,635	2,97,78,656
Total Expenses:	1,69,11,639	29,738,518
Profit before tax	11,997	40,138
Tax Expenses:		
Less: Current tax	(3,089)	12,403
Add: Deferred tax	-	-
Profit after tax	8,907	27,735

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

The total revenue from operations of Company for the year ended March 31, 2018 stood at ₹ 1,68,43,761/- as against ₹ 2,97,78,656/- for the year ended March 31, 2017. The Profit before tax reduced to ₹ 11,997/- as compared to ₹ 40,138/- in the previous year. The Profit after tax for the year ended March 31, 2018 recorded of ₹ 8,907/- as compared to ₹ 27,735/- in the previous year ended March 31, 2017.

### **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.

#### **CHANGE IN NATURE OF BUSINESS**

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

#### **RESERVES**

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 2017-18.

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

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

#### **RBI GUIDELINES**

The Company continues to fulfil all the norms and standards laid down by the Reserve Bank of India for the Non Banking Financial Company.

#### **SHARE CAPITAL**

As on 31<sup>st</sup> March, 2018, company's authorised share capital is ₹ 3,00,00,000 (Rupees Three Crore only) divided into 30,00,000 (Thirty Lakh) Equity Shares of ₹ 10/- (Rupees Ten only) each.

As on 31<sup>st</sup> March, 2018, company's issued, subscribed and paid up share capital is ₹ 24,50,000 (Rupees Twenty Four Lakh Fifty Thousand only) divided into 2,45,000 (Two Lakh Forty Five Thousand) Equity Shares of ₹ 10/- (Rupees Ten only) each

There was no change in the share capital during the year but company proposed the preferential issue of 25,00,000 equity shares of ₹ 10/- (Rupees Ten only) each which was approved by the members of the company in the extra ordinary general meeting held on February 16, 2017 vide notice dated 18.01.2017 was subjected to prior approval of RBI. Company applied the application to RBI for approval is pending.

#### **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.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

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.

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

In the process of application made for listing of 2,45,000 Equity Shares of ₹ 10/- each in respect of Revocation of Suspension to "The Calcutta Stock Exchange Limited" (CSE) company further submitted documents on January 25, 2018 and status of company is now "ACTIVE" as per CSE Company Database of CSE Stock exchange website.

#### **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.

#### **CREDIT RATING**

The directors of the company are pleased to report that the company get its membership certificate from all four CICs i.e. Credit Information Bureau (India) Limited (CIBIL), Equifax Credit Information Services Private Limited (ECIS), Experian Credit Information Company of India Pvt Ltd, CRIF High Mark Credit Information Services Pvt Ltd.

#### **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.

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

Disclosures pertaining to remuneration and other details, as 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 in "Annexure A" of this Report.

#### **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, are given in "Annexure B" of this Report.

#### **CORPORATE GOVERNANCE**

Since, the paid-up capital of the Company is less than ₹ 10 Crores and Net worth is less than ₹ 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.

#### **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.

#### **HEALTH, SAFETY AND ENVIRONMENT PROTECTION**

The Company has complied with all the applicable environmental law and labour laws. The Company has been complying with the relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)**

##### **Board of Directors**

As on March 31, 2018, your Board comprised of 9 (Nine) Directors which includes six non executive directors (including two women director) and three independent directors. Your Directors on the Board possess experience, competency and are renowned in their respective fields. All Directors are liable to retire by rotation except Independent Directors whose term of 5 consecutive years was approved by the Shareholders of the Company in the Annual General Meeting.

##### **Key Managerial Personnel**

As on March 31, 2018, following members holds the position of Key Managerial Personnel are:

1. Mohd Aslam Baqui, Chief Executive Officer & Chief Financial Officer
2. Pooja Mittal, Company Secretary and Compliance Officer

During the year under review, following events took Place in the composition:

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 30.08 2017.
2. Mr. Mohd Aslam Baqui (PAN: AAQPB3094B) has been appointed as the CEO (Chief Executive Officer) of the Company w.e.f 30.08. 2017.
3. Ms. Bhawna Dang has resigned from the post of company secretary and compliance officer of the company w.e.f. 20.09.2017.
4. Ms. Pooja Mittal has been appointed as a company secretary and compliance officer of the company w.e.f. 08.03.2018.

After the year under Review, following events took Place in the composition:

1. Ms. Pooja Mittal has resigned from the post of company secretary and compliance officer of the company w.e.f. 02.05.2018.
2. Mr. Leeladhar Jha has been appointed as a company secretary and compliance officer of the company w.e.f. 03.05.2018.

##### **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..

#### **Declaration given by Independent Directors**

Pursuant to Section 149(7) of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Company has received declarations from all the Independent Directors of the Company confirming that they meet the 'criteria of Independence' as prescribed under Section 149(6) of the Companies Act, 2013 and have submitted their respective declarations as required under Section 149(7) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Familiarisation Programme**

The Company has put in place an induction and familiarisation programme for all its Directors including the Independent Directors.

#### **Directors' 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.

#### **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, 2018, 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, 2018, 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.

#### **MEETINGS**

##### **Board Meetings**

The Board of Directors of the Company met Seven (7) times during the financial year 2017-18. The meetings of Board of Directors were held on 25<sup>th</sup> April, 2017, 29<sup>th</sup> May, 2017, 14<sup>th</sup> August, 2017, 30<sup>th</sup> August, 2017, 14<sup>th</sup> November, 2017, 12<sup>th</sup> February, 2018 and 8<sup>th</sup> March, 2018.

The Minutes of the Meetings of the Board of Directors are discussed and taken note by the board of directors.

The Statutory Auditor, Internal Auditor and Executive Directors/ Chief Financial Officer are invited to the meeting as and when required.

# Gulmohar Investments And Holdings Limited

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The composition of the Board of Directors, their attendance at Board Meetings and last Annual General Meeting is as under:

Name of the Director	Designation	Category	Number of Board Meetings during the year		Attendance of Last AGM
			Held	Attended	
Mr. Rohit Mittal	Director	Non Executive-Non Independent	7	7	Yes
Mr. Amit Mahajan	Director	Non Executive-Non Independent	7	0	No
Mr. Munish Mahajan	Director	Non Executive-Non Independent	7	0	No
Mrs. Ritika Mahajan	Director	Non Executive-Non Independent	7	0	No
Mrs. Priyanka Mittal*	Managing Director	Non Executive-Non Independent	7	3	Yes
Mrs. Kiran Mittal	Director	Non Executive-Non Independent	7	6	Yes
Mr. Pawan Kumar Mittal	Director	Non Executive-Non Independent	7	7	Yes
Mr. Hitesh Rai Makhija	Director	Non Executive-Independent	7	7	Yes
Mr. Pankaj Kapoor	Director	Non Executive-Independent	7	6	Yes
Mr. Jai Bhagwan Agarwal	Director	Non Executive-Independent	7	6	Yes

\*Mrs. Priyanka Mittal was ceased from the post of Managing Director w.e.f 30.08 2017.

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 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The agenda and Notice for all the Meetings was prepared and circulated in advance to the Directors.

### Information provided to the Board

The Board of the Company is presented with all information under the following heads, whenever applicable and materially significant. These are summarised either as part of the agenda will in advance of the Board Meetings or are tabled in the course of the Board Meetings. This, inter alia, includes:

- Annual operating plans of businesses, capital budgets, updates.
- Quarterly results of the Company and its operating divisions or business segments.

- Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Materially important litigations, show cause, demand, prosecution and penalty notices.
- Fatal or serious accidents.
- Any material default in financial obligations to and by the Company or substantial non-payment for services rendered by the Company.
- Any issue, which involves possible public liability claims of substantial nature, including any judgment or order, which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Transactions had involved substantial payments towards good-will, brand equity, or intellectual property.
- Significant development in the human resources front.
- Sale of material, nature of investments, assets which is not in the normal course of business.
- Quarterly update on the return from deployment of surplus funds.
- Non-compliance of any regulatory or statutory provisions or listing requirements as well as shareholder services as non-payment of dividend and delays in share transfer.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources /Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.

### **Independent Directors Meetings**

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.

One (1) meeting of Independent Directors was held on March 13, 2018 during the year 2017-18.

### **Committee Meetings**

#### **Audit Committee**

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting progress with a view to ensuring accurate timely and proper disclosures and transparency, integrity and quality of financial reporting. The



Committee oversees the work carried out by the management, internal auditors on the financial reporting process and the safeguards employed by them.

#### **Brief description of the terms of reference**

- Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position.
- Recommending the appointment, re-appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Reviewing the financial statements and draft audit report, including quarterly / half yearly financial information.
- Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
  - Any changes in accounting policies and practices;
  - Major accounting entries based on exercise of judgment by management;
  - Qualifications in draft audit report;
  - Significant adjustments arising out of audit;
  - Compliance with accounting standard;
  - Compliance with stock exchange and legal requirements concerning financial statements;
  - Any related party transactions as per Accounting Standard 18.
  - Reviewing the Company's financial and risk management policies.
  - Disclosure of contingent liabilities.
  - Reviewing with the management, external and internal auditors and the adequacy of internal control systems.
  - Discussion with internal auditors of any significant findings and follow up thereon.
  - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
  - Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
  - Reviewing compliances as regards the Company's Whistle Blower Policy.
- Mandatory review of following information
  - Management discussion and analysis of financial condition and results of operations;
  - Statement of significant related party transactions, submitted by management;
  - Management letters / letters of internal control weaknesses issued by Statutory Auditors and:
    - Appointment, removal and terms of remuneration of Internal Auditor.

The Board has re-constituted the Audit Committee in accordance with the requirement of Companies Act, 2013 and other applicable provisions. All members of Audit Committee are financially literate and have financial management expertise. The Audit Committee comprises

of three members including all as independent director out of which one is chairman of this committee.

The Audit Committee met Four (4) times during the financial year 2017-18. The meetings of Audit Committee were held on 29<sup>th</sup> May, 2017, 14<sup>th</sup> August 2017, 14<sup>th</sup> November, 2017 and 12<sup>th</sup> February, 2018.

The Minutes of the Meetings of the Audit Committee are discussed and taken note by the board of directors.

The Statutory Auditor, Internal Auditor and Executive Directors/ Chief Financial Officer are invited to the meeting as and when required.

The Composition of the Audit Committee and Their Attendance at the Meetings are as follows:

Name	Designation	No. of Meetings	
		Held	Attended
Mr. Pankaj Kapoor	Chairman & Member	4	4
Mr. Hitesh Rai Makhija	Member	4	4
Mr. Jai Bhagwan Aggarwal	Member	4	4

#### **Nomination and Remuneration Committee**

The policy formulated under Nomination and Remuneration Committee are in conformity with the requirements as per provisions of sub-Section (3) of Section 178 of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company had Constituted 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.

The terms of reference of the remuneration committee in brief pertain to inter-alia, determining the Companies policy on and approve specific remuneration packages for executive director (s)/Manager under the Companies Act, 2013 after taking in to account the financial position of the Company, trend in the industry, appointees qualification, experience, past performance, interest of the Company and members.

This Nomination & Remuneration committee will look after the functions as enumerated u/s 178 of the Companies Act, 2013. This Committee has comprises three members including all members as independent directors out of which one member is chairman of the committee.

# Gulmohar Investments And Holdings Limited

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The Nomination and Remuneration Committee met Two (2) times during the financial year 2017-18. The meetings of Nomination and Remuneration Committee were held on 30<sup>th</sup> August, 2017 and 08<sup>th</sup> March, 2018.

The Minutes of the Meetings of the Nomination and Remuneration Committee are discussed and taken note by the board of directors.

The Statutory Auditor, Internal Auditor and Executive Directors/ Chief Financial Officer are invited to the meeting as and when required.

The Composition of the Nomination and Remuneration Committee and Their Attendance at the Meetings are as follows:

Name	Designation	No. of Meetings	
		Held	Attended
Mr. Pankaj Kapoor	Chairman & Member	2	2
Mr. Hitesh Rai Makhija	Member	2	2
Mr. Jai Bhagwan Aggarwal	Member	2	2

## Stakeholder's Relationship Committee

The scope of the Stakeholders' Relationship Committee is to review and address the grievance of the shareholders in respect of share transfers, transmission, non-receipt of annual report, non-receipt of dividend etc, and other related activities. In addition, the Committee also looks into matters which can facilitate better investor's services and relations.

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has an independent Stakeholders' Relationship Committee to consider and resolve grievances of the Shareholders / Investors. This Committee has comprises three members including all members as independent directors out of which one member is chairman of the committee.

The Stakeholders' Relationship Committee met Two (2) times during the financial year 2017-18. The meetings of Stakeholders' Relationship Committee were held on 24<sup>th</sup> May, 2017 and 12<sup>th</sup> March, 2018.

The Minutes of the Meetings of the Stakeholders' Relationship Committee are discussed and taken note by the board of directors.

The Statutory Auditor, Internal Auditor and Executive Directors/ Chief Financial Officer are invited to the meeting as and when required.

# Gulmohar Investments And Holdings Limited

## Annual Report Financial Year 2017-18

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The Composition of the Stakeholders' Relationship Committee and Their Attendance at the Meetings are as follows:

Name	Designation	No. of Meetings	
		Held	Attended
Mr. Pankaj Kapoor	Chairman & Member	2	2
Mr. Hitesh Rai Makhija	Member	2	2
Mr. Jai Bhagwan Aggarwal	Member	2	2

### Compliance Officer

Name	Mr. Leeladhar Jha Company Secretary & compliance Officer
Contact Details	324A, III <sup>rd</sup> Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi 110085
E- mail Id	gulmoharlimited@gmail.com

### Shareholders Meetings

There was only one (1) annual general meeting of shareholders was held on September 25, 2017.

### AUDITORS

#### Secretarial Auditors

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 2017-18.

#### Secretarial Auditors Reports

The Secretarial Auditors have given Secretarial audit report in Form MR-3 for financial year 2017-18, are given in "Annexure C" of this report.

#### Secretarial Auditors Observations

Secretarial Auditors observations are self explanatory and do not need call for further clarifications. There has been no qualification, reservation or adverse remarks made by the Auditors in their report.

#### 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

# Gulmohar Investments And Holdings Limited

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S.K. Goel & Associates, Chartered Accountants, as the Internal Auditors of the Company for the financial year 2017-18.

- **Internal Auditors Reports**  
The Internal Auditors have placed their internal audit report to the company.
- **Internal Auditors Observations**  
Internal Audit Report was self explanatory and need no comments.

### **Statutory Auditors**

Pursuant to the provisions of Section 139 to 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. V.N. Purohit & Co., Chartered Accountants, were appointed in the 33<sup>rd</sup> Annual General Meeting as the Statutory Auditors of the Company for a period of five years to hold office up to the conclusion of the 38<sup>th</sup> Annual General Meeting. As required by the provisions of the Companies Act, 2013, their appointment should be ratified by the Members at every AGM. The Board has recommended the ratification of appointment of M/s. V.N. Purohit & Co., Chartered Accountants, as Statutory Auditors of the Company. Accordingly, requisite agenda item forms part of the notice convening AGM for ratification of appointment of Auditor. The Statutory Auditors have confirmed that they are not disqualified to act as Auditors and are eligible to hold office as Auditors of your Company.

- **Statutory Auditors' Report**  
The Statutory Auditors have given an audit report for financial year 2017-18, are given in "Annexure D" of this report.
- **Statutory Auditors Observations**  
The Notes on financial statement referred to in the Auditors' Report are not self-explanatory. The Auditor's Report contains observation that company did not maintain the minimum NOF criteria of ₹ 200 lakhs as per the RBI Guidelines.

The Management clarified that to achieve the minimum NOF criteria of ₹ 200 lakhs. company proposed the preferential issue of 25,00,000 equity shares of ₹ 10/- (Rupees Ten only) each which was pending from the RBI approval.

### **PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013**

The particulars of contracts or arrangements with related parties for the financial year 2017-18 along with the Financial Statements in Form No. AOC-2 are given in "Annexure E" of this report.

#### **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 are given in “Annexure F” of this Report”.

#### **ENHANCING SHAREHOLDER VALUE**

Our Company firmly believes that its success in the market place and a good reputation is among the primary determination of value to the shareholders.

#### **DEMATERIALISATION OF SHARES**

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN- INE204V01016 has been allotted for the Company. Therefore, the matter and/or investors may keep their shareholding in the electronic mode with their Depository Participates.

#### **VIGIL MECHANISM (WHISTLE BLOWER POLICY)**

In compliance with the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors of your Company has adopted the Vigil Mechanism and Whistle Blower Policy.

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.

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

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2017-18:

- No of complaints received : 0
- No of complaints disposed off : N.A.

#### **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.

#### **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.

#### **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 2017-2018.

#### **OTHER DISCLOSURES**

Your Directors state that during the financial year 2017-18:

- The Company did not issue any equity shares with differential rights as to dividend, voting or otherwise.
- The Company did not issue any Sweat Equity shares.
- The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.

#### **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.

#### **SECRETARIAL STANDARDS OF ICSI**

Pursuant to the approval by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India on April 10, 2015, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from July 01, 2015. Thereafter, Secretarial Standards were revised with effect from October 01, 2017. The Company is in compliance with the Secretarial Standards.

#### **CAUTIONARY STATEMENT**

Statements in the Board's Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to your Company's operations include global and Indian demand supply conditions, finished goods prices, feed stock availability and prices, cyclical demand and pricing in your Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which your Company conducts business and other factors such as litigation and labour negotiations. Your Company is not obliged to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent development, information or events or otherwise.

#### **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**

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

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

**Date:** 07.08.2018

**Place:** New Delhi



## PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

### INFORMATION 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

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

*No Remuneration was paid to any directors during the year under review except Sitting fees.*

- 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  
**NIL**

- 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  
**Zero**

- 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.**



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### 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 is in our policies. In anticipation of the election results the equity markets have created an all time high and currency markets are buoyant but investors (private and foreign) are waiting for stability of governance. They will see policy actions before committing long term capital to India. Basically, India is experiencing a difficult economic situation on the growth, asset quality, inflation and fiscal deficit fronts. Growth estimation graph shows bottomward trends but recovery is predicated upon clarity of policy matters and decision making by the Government. Both of the factors are out of the control of private enterprises.

The past year has been a challenging year for our Industry with lots of ups and downs. In spite of the above, the industry has been able to maintain its steady performance during the year under review.

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.

**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.

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

#### **OPERATING RESULTS OF THE COMPANY**

The Financial Year 2017-18 closed with revenue of ₹ 1,69,23,635/- as compared to revenue of ₹ 2,97,78,656/- of the previous financial year 2016-17. The net profit before tax and prior period adjustments for the year stood at ₹ 11,997/- as against profit of ₹ 40,138/- in the immediate preceding financial year.

#### **OPPORTUNITIES**

- i) There is a provision of more FDI and investment opportunities.
- ii) Withdrawal of quota restriction is contributing immensely in market development.
- iii) The global needs are being catered with product development.
- iv) An upsurge in the purchasing power and disposable income of Indian customers has opened room for new market development.

#### **THREATS**

- i) 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.
- ii) Inflation could trigger increase in consumer price inflation, which would dampen growth.
- iii) Striking a balance between demand and supply.
- iv) Unfavorable economic development.
- v) Market risk arising from changes in the value of financial instruments as a result of changes in market variables like interest rate and exchange rates.

#### **PROSPECT & OUTLOOK**

Gulmohar Investments and Holdings Limited expects to improve its performance in financial year 2017- 18 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.

#### **RISKS AND CONCERNS**

The Company has taken adequate preventive and precautionary measures to overcome all negative factors responsible for low trend to ensure steady growth. 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

#### **INTERNAL CONTROL SYSTEM 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.

#### **HUMAN RESOURCES**

Human Resources are highly valued assets at Gulmohar Investments and Holdings Limited. The company seeks to attract, retain and nurture technical & managerial talent across its operations and continues to create, sustain the environment that brings out the best in our people with emphasis on training, learning & development. It aims at career progression and fulfilling satisfactory needs. Performance is recognized and rewarded through up gradation & job enrichment, performance incentives.

#### **MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATION 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.

#### **CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations, predictions and assumptions may be "FORWARD LOOKING" within the meaning of applicable Laws and Regulations. Actual results may differ materially from those expressed herein, important factors that could influence the Company's operations include domestic economic Conditions affecting demand, supply, price conditions, and change in Government's regulations, tax regimes, other statutes and other factors such as industrial relations.

**Form MR-3**

**SECRETARIAL AUDIT REPORT**

**For the financial year ended March 31, 2018**

**[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, III<sup>rd</sup> 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 authorised 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, 2018 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, 2018 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;

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



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.

**For AKHILESH & ASSOCIATES**  
**(COMPANY SECRETARIES)**

**sd/-**  
**(Akhilesh Kumar Jha)**  
**Proprietor**  
**FCS: 9031, CP: 18250**

Place: New Delhi  
Date: 07.08.2018

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**  
**(COMPANY SECRETARIES)**

sd/-  
**(Akhilesh Kumar Jha)**  
**Proprietor**  
**FCS: 9031, CP: 18250**

Place: New Delhi  
Date: 07.08.2018

## 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, 2018, 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.

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 2018;
- 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 except to the fact that the Net Owned Fund of the company is less than minimum Net Owned Fund requirement of Rupees two crores by 31st march 2018 as prescribed under RBI notification no. DNBR(PD) CC No. 002/03.10001/2014-15 dated 10th November 2014.
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.
- 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, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 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 has disclosed the impact of the pending litigations in its financial statements;

- ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii) The Company is not required to transfer any amount to the Investor Education and Protection Fund.

**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 28<sup>th</sup> day of May 2018

**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 2018**

- (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 so far as applicable, in respect of providing loans, investments, guarantees and securities given.
  - (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 provisions of sub clause (viii) are not applicable;
- (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 paid managerial remuneration, as per requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act;
- (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 28<sup>th</sup> day of May 2018

**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 31st March 2018 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 31st March 2018, based on "the internal financial controls over financial reporting criteria considering the essential components of internal

# Gulmohar Investments And Holdings Limited

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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 28<sup>th</sup> day of May 2018

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### **GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**

CIN: L65993DL1982PLC013956

BALANCE SHEET AS AT

	Notes	31st March 2018 (in ₹)	31st March 2017 (in ₹)
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>Shareholders' Fund</b>			
Share capital	2	2,450,000	2,450,000
Reserves and surplus	3	157,945	(303,258)
<b>Non- Current Liabilities</b>			
Long-term borrowings	4	58,708,396	260,471,925
Long-term provisions	5	138,353	590,649
<b>Current Liabilities</b>			
Other current liabilities	6	732,676	1,982,731
<b>Total</b>		<b>62,187,370</b>	<b>265,192,047</b>
<b><u>ASSETS</u></b>			
<b>Non- current assets</b>			
Long term Loans and advances	7	55,341,320	239,608,482
<b>Current Assets</b>			
Inventories	8	700,976	1,221,728
Cash and cash equivalents	9	1,905,083	17,794,657
Short term loans & advances	10	4,109,982	6,548,898
Other current assets	11	130,009	18,282
<b>Total</b>		<b>62,187,370</b>	<b>265,192,047</b>

Notes on the financial statements 1-32

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**

Firm Regn. No. 304040E

sd/-

**Gaurav Joshi**

Partner

Membership No. 516027

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

sd/-

**Kiran Mittal**

Director

DIN:00749457

sd/-

**Pawan Kumar Mittal**

Director

DIN: 00749265

sd/-

**Mohd Aslam Baqui**

CEO & CFO

PAN: AAQPB3094B

sd/-

**Leeladhar Jha**

Company Secretary

M. No. A54179

New Delhi, the 28th day of May, 2018

# Gulmohar Investments And Holdings Limited

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### **GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**

CIN: L65993DL1982PLC013956

#### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON

	Notes	31st March 2018 (in ₹)	31st March 2017 (in ₹)
<b>Income</b>			
Revenue from operations	12	16,843,761	29,778,656
Other income	13	79,874	-
<b>Total Revenue (I)</b>		<b>16,923,635</b>	<b>29,778,656</b>
<b>Expenses</b>			
Purchases of stock in trade	14	-	1,398,206
Changes in inventories	15	520,752	3,748,310
Employee benefit expenses	16	1,347,890	1,358,762
Finance cost	17	14,503,029	18,767,484
Other expenses	18	539,968	4,465,756
<b>Total (II)</b>		<b>16,911,639</b>	<b>29,738,518</b>
<b>Profit Before Tax</b>		11,997	40,138
Tax Expense			
Current Tax		(3,089)	12,403
<b>Profit/ (loss) for the year</b>		<b>8,907</b>	<b>27,735</b>
<b>Earning per equity share (EPS)</b>			
[nominal value of share Rs. 10]			
Basic		0.04	0.11
Diluted		0.04	0.11

Notes on the financial statements **1-32**

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

Firm Regn. No. 304040E

sd/-

**Gaurav Joshi**

Partner

Membership No. 516027

New Delhi, the 28th day of May, 2018

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

sd/-

**Kiran Mittal**

Director

DIN:00749457

sd/-

**Mohd Aslam Baqui**

CEO & CFO

PAN: AAQPB3094B

sd/-

**Pawan Kumar Mittal**

Director

DIN: 00749265

sd/-

**Leeladhar Jha**

Company Secretary

M. No. A54179

# Gulmohar Investments And Holdings Limited

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<b>GULMOHAR INVESTMENTS AND HOLDINGS LIMITED</b>		
CIN: L65993DL1982PLC013956		
CASH FLOW STATEMENT FOR THE YEAR ENDED ON		
	For the year ended 31st March 2018 (in ₹)	For the year ended 31st March 2017 (in ₹)
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax and after extra- ordinary items	11,997	41,598
<u>Adjustment for items:-</u>		
Interest paid	14,502,557	-
Profit before working capital changes	14,514,554	41,598
<u>Working capital adjustments:-</u>		
(Increase)/ decrease in loans and advances	187,223,188	31,053,652
(Increase)/ decrease in inventories	520,752	3,748,310
Increase/ (decrease) in other current liabilities	(1,250,055)	1,086,469
Increase/ (decrease) in other current assets	(111,727)	(18,282)
Cash generated from operations	<b>200,896,711</b>	<b>35,911,747</b>
Direct Taxes Paid	(520,199)	(2,265,865)
<b>Net cash flow from operating activities (A)</b>	<b>200,376,512</b>	<b>33,645,882</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Net Proceeds from Long- term Borrowings	(201,763,529)	(22,342,320)
Interest paid	(14,502,557)	-
<b>Net cash flow from financing activities (B)</b>	<b>(216,266,086)</b>	<b>(22,342,320)</b>
<b>Net cash flow during the year (A + B)</b>	(15,889,574)	11,303,562
Add: Opening cash and cash equivalents	17,794,657	6,491,095
<b>Closing cash and cash equivalents</b>	<b>1,905,083</b>	<b>17,794,657</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	633,830	551,830
Deposit with banks in current accounts	1,271,253	16,739,074
Cheque in hand	-	503,753
<b>Total cash and cash equivalents (Note 9)</b>	<b>1,905,083</b>	<b>17,794,657</b>
Notes on the financial statements	1-32	
The accompanying notes are an integral part of the financial statements.		
As per our report of even date		
<b>FOR V. N. PUROHIT &amp; CO.</b> Chartered Accountants Firm Regn. No. 304040E	<b>For and on behalf of the Board of Directors of Gulmohar Investments and Holdings Limited</b>	
sd/- <b>Gaurav Joshi</b> Partner Membership No. 516027	sd/- <b>Kiran Mittal</b> Director DIN:00749457	sd/- <b>Pawan Kumar Mittal</b> Director DIN: 00749265
New Delhi, the 28th day of May, 2018	sd/- <b>Mohd Aslam Baqui</b> CEO & CFO PAN: AAQPB3094B	sd/- <b>Leeladhar Jha</b> Company Secretary M. No. A54179

**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. Inventories**

Inventories include investments in shares and securities of other companies held for sale in the ordinary course of the business which are stated at cost or market value, whichever is lower.

**c. 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.

**d. Tax Expenses**

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.

**e. 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.



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### **GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**

CIN: L65993DL1982PLC013956

#### NOTES ON THE FINANCIAL STATEMENTS

#### 2. Share Capital

	As at 31st March 2018 (in ₹)	As at 31st March 2017 (in ₹)
<b>Authorised Shares Capital</b>		
30,00,000 Equity shares of ₹ 10 each	30,000,000	30,000,000
<b>Issued, Subscribed and Paid up Share Capital</b>		
2,45,000 Equity shares of ₹ 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>

#### a. Reconciliation of Shares outstanding at the beginning and at the end of reporting period

	As at 31st March 2018		As at 31st March 2017	
	No.	(in ₹)	No.	(in ₹)
Equity shares at the beginning of the period	245,000	2,450,000	245,000	2,450,000
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>2,450,000</b>

#### b. Terms and rights attached to equity shares

The company has issued only one class of equity share having a par value of ₹ 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.

#### c. Details of shareholders holding more than 5% shares in the company

	As at 31st March 2018		As at 31st March 2017	
	Nos.	% holding	Nos.	% holding
Leading Leasing Finance & Investment Co. Ltd.	72,000	29.39%	72,000	29.39%
Munish Mahajan	37,130	15.16%	37,130	15.16%

As per records, registers and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

#### 3. Reserves and Surplus

	As at 31st March 2018 (in ₹)	As at 31st March 2017 (in ₹)
<b>Special Reserve (u/s 45IC of RBI Act, 1934)</b>		
Balance as per Last Balance Sheet	15,172	9,625
Add: Transfer from Surplus	1,781	5,547
	16,953	15,172
<b>Surplus in statement of profit &amp; loss</b>		
Balance as per last financial statements	(318,430)	(573,013)
Profit/ (loss) for the year	8,907	27,735
Less: Transfer to Special Reserve u/s 45-IC of RBI Act	(1,781)	(5,547)
Add: Income tax adjustment for earlier years	-	1,460
Add/(Less): Contingent provision for Standard Assets	452,296	230,935
<b>Net surplus in statement of profit and loss</b>	<b>140,992</b>	<b>(318,430)</b>
	<b>157,945</b>	<b>(303,258)</b>

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### **GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**

CIN: L65993DL1982PLC013956

#### **NOTES ON THE FINANCIAL STATEMENTS**

4. Long term borrowings	As at 31st March 2018	As at 31st March 2017
	(in ₹)	(in ₹)
Loan from body corporates (Unsecured)		
From related parties	45,224,920	-
From others	13,483,476	260,471,925
	<b>58,708,396</b>	<b>260,471,925</b>
<b>5. Long Term Provisions</b>	<b>As at 31st March 2018</b>	<b>As at 31st March 2017</b>
	(in ₹)	(in ₹)
<b>Contingent provision against standard assets*</b>		
Opening Balance	590,649	821,584
Add/(Less): Addition(written off) during the year	(452,296)	(230,935)
	<b>138,353</b>	<b>590,649</b>
<b>6. Other current liabilities</b>	<b>As at 31st March 2018</b>	<b>As at 31st March 2017</b>
	(in ₹)	(in ₹)
Audit Fees Payable	31,500	31,500
TDS Payable	591,022	1,820,358
Salary & wages payable	98,450	119,785
Other Expenses Payable	11,704	11,088
	<b>732,676</b>	<b>1,982,731</b>
<b>7. Long Term Loans &amp; Advances</b>	<b>As at 31st March 2018</b>	<b>As at 31st March 2017</b>
	(in ₹)	(in ₹)
<b>Unsecured, consiered good</b>		
(Includes interest receivable from such parties)		
Loan to related parties*	1,641,703	2,713,459
Loan to body corporate*	44,047,597	201,947,275
Loan to others*	9,652,020	34,947,748
	<b>55,341,320</b>	<b>239,608,482</b>
*Standard Assets - as per the classification of loans under the RBI guidelines.		
<b>8. Inventories</b>	<b>As at 31st March 2018</b>	<b>As at 31st March 2017</b>
	(in ₹)	(in ₹)
<b>Equity Shares, Quoted (At Lower of cost or market value)</b>		
10,000 Equity shares (31 March 2017: 10,000) of ₹ 10 each fully paid up in M/s SR Industries Limited	-	59,000
5,000 Equity shares (31 March 2017: 5,000) of ₹ 10 each fully paid up in M/s Leading Leasing Finance & Investment Company Limited	10,339	10,338
1,10,000 Equity shares (31 March 2017: 1,10,000) of ₹ 10 each fully paid up in M/s Dhanuka Commercial Ltd	597,300	1,066,000
40,000 Equity shares (31 March 2017: 40,000) of ₹ 10 each fully paid up in M/s Ace Edutrend ltd	90,000	83,600
250 Equity shares (31 March 2017: 250) of ₹ 10 each fully paid up in M/S Gaurav Mercantiles Limited	3,337	2,790
	<b>700,976</b>	<b>1,221,728</b>

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<b>GULMOHAR INVESTMENTS AND HOLDINGS LIMITED</b>		
CIN: L65993DL1982PLC013956		
NOTES ON THE FINANCIAL STATEMENTS		
<b>9. Cash and Cash Equivalents</b>	<b>As at 31st March 2018</b>	<b>As at 31st March 2017</b>
	(in ₹)	(in ₹)
Balances with banks in current accounts	1,271,253	16,739,074
Cheque in hand	-	503,753
Cash on hand (as certified)	633,830	551,830
	<b>1,905,083</b>	<b>17,794,657</b>
<b>10. Short Term Loans &amp; Advances</b>	<b>As at 31st March 2018</b>	<b>As at 31st March 2017</b>
	(in ₹)	(in ₹)
<u>Unsecured, considered good</u>		
Input tax credit GST	244,098	199,953
Advance Income Tax (Net of Provisions)	3,865,884	3,348,774
Other advances	-	3,000,171
	<b>4,109,982</b>	<b>6,548,898</b>
<b>11 Other current assets</b>	<b>As at 31st March 2018</b>	<b>As at 31st March 2017</b>
	(in ₹)	(in ₹)
Prepaid expenses	394	18,282
Other receivables	129,615	-
	<b>130,009</b>	<b>18,282</b>
<b>12. Revenue from Operations</b>	<b>For the year ended</b>	<b>For the year ended</b>
	<b>31st March 2018</b>	<b>31st March 2017</b>
	(in ₹)	(in ₹)
Interest on Loans	16,404,829	25,359,017
Revenue from Equity shares	438,932	4,419,639
	<b>16,843,761</b>	<b>29,778,656</b>
<b>13. Other Income</b>	<b>For the year ended</b>	<b>For the year ended</b>
	<b>31st March 2018</b>	<b>31st March 2017</b>
	(in ₹)	(in ₹)
Interest on IT Refund	79,874	-
	<b>79,874</b>	<b>-</b>
<b>14 Purchases of Stock in Trade</b>	<b>For the year ended</b>	<b>For the year ended</b>
	<b>31st March 2018</b>	<b>31st March 2017</b>
	(in ₹)	(in ₹)
Purchases of Equity Shares	-	1,398,206
	<b>-</b>	<b>1,398,206</b>
<b>15 Changes in Inventories</b>	<b>For the year ended</b>	<b>For the year ended</b>
	<b>31st March 2018</b>	<b>31st March 2017</b>
	(in ₹)	(in ₹)
Equity Shares :-		
Opening Stock	1,221,728	4,970,038
Less: Closing Stock	(700,976)	(1,221,728)
Net changes in Inventories	<b>520,752</b>	<b>3,748,310</b>

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### **GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**

CIN: L65993DL1982PLC013956

#### **NOTES ON THE FINANCIAL STATEMENTS**

<b>16 Employee benefit expenses</b>	<b>For the year ended 31st March 2018 (in ₹)</b>	<b>For the year ended 31st March 2017 (in ₹)</b>
Salaries and wages	1,275,890	1,316,762
Director Sitting fees	72,000	42,000
	<b>1,347,890</b>	<b>1,358,762</b>
<b>17 Finance Cost</b>	<b>For the year ended 31st March 2018 (in ₹)</b>	<b>For the year ended 31st March 2017 (in ₹)</b>
Interest Paid on Loan	14,502,557	18,767,024
Bank Charges	472	460
	<b>14,503,029</b>	<b>18,767,484</b>
<b>18 Other expenses</b>	<b>For the year ended 31st March 2018 (in ₹)</b>	<b>For the year ended 31st March 2017 (in ₹)</b>
Advertisement expenses	66,600	115,787
Payment to Auditors		
For Statutory Audit	35,000	35,000
For Certification	6,000	6,000
Commission Paid	-	1,538,500
Courier & Postage Expenses	-	3,690
Legal & Professional Charges	308,700	1,287,024
Listing fees	81,750	1,012,911
Membership fees	15,750	55,075
Miscellaneous expenses	7,418	12,113
Other expenses	1,831	10,415
Printing & Stationery	2,715	4,400
ROC Filling Fees	7,200	373,550
Telephone Expenses	3,754	5,305
Website expenses	3,250	5,986
	<b>539,968</b>	<b>4,465,756</b>

19. 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.

20. 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.

# Gulmohar Investments And Holdings Limited

## Annual Report Financial Year 2017-18

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21. Provisions of Accounting Standard (AS) – 17 on ‘Segment Reporting’ are not been applicable to the Company.
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 Baqui (Director) Sh. Jai Bhagwan Aggarwal (Director) Sh. Pankaj Kapoor (Director) Sh. Hitesh Rai Makhija Sh. Leeladhar Jha (CS)
(ii)	Relatives of Key Management Personnel	None
(iii)	Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives	Crazypricing Online Services Limited Dolf Leasing Limited Smart Capital Services Limited Delta Industrial Resources Limited

(b) Transaction with Related Parties: -

(in ₹)

	Transaction with	Nature of Transaction	31/03/2018	31/03/2017
(a)	Key Management Personnel			
	Munish Mahajan	Advance Given	NIL	4,20,000
		Advance Recovered	2,10,000	2,10,000
	Rohit Mittal	Advance Given	NIL	3,05,250
		Advance Recovered	NIL	3,05,250
	Mohd. Aslam Baqul	Salary	8,40,000	7,80,000
	Jai Bhagwan Aggarwal	Sitting Fees	24,000	14,000
	Hitesh Rai Makhija	Sitting Fees	24,000	14,000
	Pankaj Kapoor	Sitting Fees	24,000	14,000
(b)	Relatives of Key Management Personnel- None			
(c)	Enterprises in which Key Management Personnel and Relatives are having significant influences			

# Gulmohar Investments And Holdings Limited

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Dolf Leasing Limited	Loan Taken	14,94,50,000	Nil
	Loan Paid	11,13,50,000	Nil
	Interest Payable	48,59,034	Nil
	Interest Paid	Nil	23,570
Crazypricing Online Services Ltd	Loan Given	Nil	35,00,000
	Loan Recovered	Nil	35,00,000
	Interest Receivable	Nil	4,713
	Interest Received	4,713	Nil
Smart Capital Services Limited	Loan Given	30,00,000	39,00,000
	Loan Recovered	39,00,000	30,00,000
	Interest Receivable	60,424	17,043
	Interest Received	77,467	Nil
Delta Industrial Resources Limited	Loan Taken	22,00,000	Nil
	Interest Payable	65,886	Nil

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

24.

(in ₹)

PARTICULARS	31/03/2018	31/03/2017
Earnings/ Remittances and/ or Expenditure in Foreign Currency	NIL	NIL

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.

26.

(in ₹)

PARTICULARS	31/03/2018	31/03/2017
Contingent Liability provided for	NIL	NIL

27. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

28. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

29. The financial statements were approved for issue by the Board of Directors on 28th May, 2018.

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**Annual Report Financial Year 2017-18**  
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30. Previous Year's Figures have been re- arranged or re- grouped wherever considered necessary.
31. Figures have been rounded off to the nearest rupees.
32. Figures in brackets indicate negative (-) figures.

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

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

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

**sd/-**  
**Kiran Mittal**  
**Director**  
**DIN: 00749457**

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

**New Delhi, the 28th day of May 2018**

**sd/-**  
**Mohd. Aslam Baqui**  
**CEO & CFO**  
**AAQPB3094B**

**sd/-**  
**Mr. Leeladhar Jha**  
**Company Secretary**  
**M. No. A54179**

**FORM 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 ARM'S LENGTH TRANSACTIONS UNDER THIRD PROVISIO THERETO**

1. Details of contracts or arrangements or transactions not at arm's length basis
  - (a) Name(s) of the related party and nature of relationship: NIL
  - (b) Nature of contracts/arrangements/transactions: NIL
  - (c) Duration of the contracts / arrangements/transactions: NIL
  - (d) Salient terms of the contracts or arrangements or transactions including the value: NIL
  - (e) Justification for entering into such contracts or arrangements or transactions: NIL
  - (f) Date of approval by the Board: NIL
  - (g) Amount paid as advances: NIL
  - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: NIL
  
2. Details of material contracts or arrangement or transactions at arm's length basis

(in ₹)

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value	Date(s) of approval by the Board	Amount paid as advances, if any
Munish Mahajan	Advance Recovered	One Year 7 months 28 days	2,10,000	30.05.2016	-
Mohd. Aslam Baqul	Salary	12 months	8,40,000	30.05.2016	-
Jai Bhagwan Aggarwal	Sitting Fees	4 times in a year	24,000	30.05.2016	-
Hitesh Rai Makhija	Sitting Fees	4 times in a year	24,000	30.05.2016	-
Pankaj Kapoor	Sitting Fees	4 times in a year	24,000	30.05.2016	-



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Dolf Leasing Limited	Loan Taken	7 months 7 days	14,94,50,000	14.08.2017	-
Dolf Leasing Limited	Loan Paid	7 months 7 days	11,13,50,000	14.08.2017	-
Dolf Leasing Limited	Interest Payable	221 days	48,59,034	08.03.2018	-
Crazypricing Online Services Ltd	Interest Received	8 days	4,713	30.01.2017	-
Smart Capital Services Limited	Loan Given	13 days	30,00,000	30.08.2017	-
Smart Capital Services Limited	Loan Recovered	13 days	39,00,000	30.08.2017	-
Smart Capital Services Limited	Interest Receivable	13 days	60,424	30.08.2017	-
Smart Capital Services Limited	Interest Received	1 month 23 days	77,467	11.11.2016	-
Delta Industrial Resources Limited	Loan Taken	5 months 28 days	22,00,000	30.08.2017	-
Delta Industrial Resources Limited	Interest Payable	5 months 28 days	65,886	30.08.2017	-

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

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

sd/-  
Gaurav Joshi  
Partner  
Membership No. 516027

sd/-  
Kiran Mittal  
Director  
DIN: 00749457

sd/-  
Pawan Kumar Mittal  
Director  
DIN: 00749265

New Delhi, the 28<sup>th</sup> day of May 2018

### 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	99711400	97.40 %
2.	Earnings from Equity Shares	99711400	2.60 %

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

S. No	Name & Address of the Company	CIN/ GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
NIL					





# Gulmohar Investments And Holdings Limited

## Annual Report Financial Year 2017-18

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Sub-total (B)(2):-	-	1,35,870	1,35,870	55.46 %	-	1,35,870	1,35,870	55.46 %	0.00 %
Total Public (B)	-	1,35,870	1,35,870	55.46 %	-	1,35,870	1,35,870	55.46 %	0.00 %
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	-	2,45,000	2,45,000	100.00 %	-	2,45,000	2,45,000	100.00 %	0.00 %

### 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	37,130	15.16 %	0	37,130	15.16%	0	0.00 %
2	Leading Leasing Finance & Investments Company Limited	72,000	29.39 %	0	72,000	29.39%	0	0.00 %
	<b>Total</b>	<b>1,09,130</b>	<b>44.55 %</b>	<b>0</b>	<b>1,09,130</b>	<b>44.55 %</b>	<b>0</b>	<b>0.00 %</b>

### iii) Change in promoters' shareholding (please specify if there is no change)

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>Ashok Oberoi</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

# Gulmohar Investments And Holdings Limited

## Annual Report Financial Year 2017-18

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2	<b>Vipen Mahajan</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
3	<b>Ravinder Kumar Mittal</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
4	<b>Sukh Dev Mahajan</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
5	<b>Manohar Lal Chaudhary</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
6	<b>Suraj Parkash Agarwal</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
7	<b>Savita Mahajn</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
8	<b>Suresh Khaitan</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
9	<b>Sameer Jhunjunwala</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
10	<b>Lalita Jhunjunwala</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

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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
1	<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%

### V INDEBTEDNESS

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

(in ₹)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	4,50,000	-	-
ii) Interest due but not paid	-	129,29,441	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	1,33,79,441	-	-
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	15,66,78,955	-	-
* Reduction	-	11,13,50,000	-	-
Net Change	-	4,53,28,955	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	4,50,000	-	-
ii) Interest due but not paid	-	5,82,58,396	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	58,708,396	-	-

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### VI 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	Total Amount (Rs.)
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax 1961 (Rs.)	-	-
	(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)	-	-
	Ceiling as per the Act	-	-

b. Remuneration to other directors:

(in ₹)

S. 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	24,000/- p.a.	24,000/- p.a.	24,000/- p.a.	<b>72,000/- p.a.</b>
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	Total (1)	24,000/- p.a.	24,000/- p.a.	24,000/- p.a.	<b>72,000/- p.a.</b>
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.	-	-	-	-



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

(in ₹)

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Company Secretary (Bhawna Dang)	Company Secretary (Pooja Mittal)	CFO/ CEO (Aslam Baqui)	
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	1,35,690/- p.a.	23,200/- p.a.	8,40,000/- p.a.	9,98,890/- p.a.
	(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>	<b>1,35,690/- p.a.</b>	<b>23,200/- p.a.</b>	<b>8,40,000/- p.a.</b>	<b>9,98,890/- p.a.</b>

**VII 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.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

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<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 Directors of  
For Gulmohar Investments & Holdings Limited**

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

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

**Date:** 07.08.2018

**Place:** New Delhi

# Gulmohar Investments And Holdings Limited

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Please return, if Undelivered

**Gulmohar Investments and Holdings Limited  
324A, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector- 14,  
Rohini New Delhi- 110 085**