

GULMOHAR INVESTMENTS AND HOLDINGS LIMITED

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

To

Head- Listing & Compliance
Metropolitan Stock Exchange of India
Limited (MSEI)
4th Floor, Vibgyor Tower,
Bandra Kurla Complex,
Bandra East,
Mumbai - 400 098

The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata-700 001

Dear Sir,

Subject: Undertaking for Non-applicability of Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended December 31, 2016

With reference to the above, we are submitting herewith the clarification letter along with the Certificate from Company secretary to impart Non-applicability of **Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** to submit Corporate Governance report for the quarter ended December 31, 2016.

Kindly take the same on your records.

Thanking You

Yours truly
For Gulmohar Investments and Holdings Limited


Kiran Mittal
(Director)
DIN: 00749457



Date: January 14, 2017

Place: New Delhi

GULMOHAR INVESTMENTS AND HOLDINGS LIMITED

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7, Lyons Range,
Kolkata-700 001

Subject: Undertaking for Non-Applicability of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

This is to inform you that the Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is not applicable to the Company as the paid up share capital and net worth were less than Ten Crore and Twenty Five Crore, respectively as on 31st March, 2016.

Gulmohar Investments and Holdings Limited ("the Company") having Paid up Equity Share Capital of Rs. 24,50,000/- (Rupees Twenty Four Lakh Fifty Thousand Only) and Net worth of Rs. 18,86,612/- (Rupees Eighteen Lakh Eighty Six Thousand Six Hundred Twelve only) respectively as on the last day of the Financial year i.e. 31st March, 2016. The paid up share capital and net worth is not increased to cross the limit prescribed under Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Therefore, the Company is not under obligation to file or submit Corporate Governance Report under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended on December 31, 2016 to the Exchange, whenever this regulation becomes applicable to the our company at a later date, we will comply with the requirements of the above regulations within six months from the date on which the provision becomes applicable to our company.

This is for your information and records.

Thanking You

Yours truly

For Gulmohar Investments and Holdings Limited


Kiran Mittal

(Director)

DIN: 00749457



Encl.: Certificate from Company Secretary/ Compliance Officer

GULMOHAR INVESTMENTS AND HOLDINGS LIMITED

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CERTIFICATE FROM COMPANY SECRETARY/COMPLIANCE OFFICER

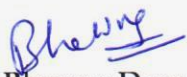
**NON- APPLICABILITY/ NON-SUBMISSION OF CORPORATE GOVERNANCE-REPORT
FOR THE QUARTER ENDED DECEMBER 31, 2016**

TO WHOM SO EVER IT MAY CONCERN

This is to certify that in order to comply with the provision of **Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, read with **Regulation 15(2) of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, the paid up share capital of M/s Gulmohar Investments and Holdings Limited ("Company") having its registered office at 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085, is less than Ten Crore i.e. Rs. 24,50,000/- (Rupees Twenty Four Lakh Fifty Thousand Only) and the Net worth is less than Twenty Five Crore i.e. Rs. 18,86,612/- (Rupees Eighteen Lakh Eighty Six Thousand Six Hundred Twelve only) as on the last day of the financial year i.e. 31st March, 2016.

Therefore, it is not required to submit Corporate Governance Report for the quarter ended on December 31, 2016.

For and on behalf of
Gulmohar Investments and Holdings Limited


Bhawna Dang
(Company Secretary and Compliance Officer)
Membership No.: A41285
R/o: 380, Indira Vihar,
Near Mukherjee Nagar, Delhi-110009



Date: 14/01/2017
Place: New Delhi