GULMOHAR INVESTMENTS AND HOLDINGS LIMITED

Regd office: 324 A, Illrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Dellhi-110085 Website: www.gulmoharinvestments.com, Email ld:gulmoharlimited@gmail.com, Tel.: 011-65260026,CIN: L65993DL1982PLC013956

To

Metropolitan Stock Exchange of India Limited	The Calcutta Stock Exchange Limited
(Formerly known as MCX Stock Exchange Limited)	7, Lyons Range,
4th Floor, Vibgyor Tower,	Kolkata-700 001
Bandra Kurla Complex,	
Bandra East,	
Mumbai - 400 098	
Symbol: GIHL	Script Code: 17433

Dear Sir,

Subject: Undertaking for Non-applicability of Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended June 30, 2017

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 and year ended June 30, 2017.

Kindly take the same on your records.

Thanking You

Yours truly

For Gulmohar Investments and Holdings Limited

New Delhi

Kiran Mittal (Director)

DIN:00749457

Date: 12/07/2017 Place: New Delhi

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Date:12/07/2017

To

Metropolitan Stock Exchange of India Limited	The Calcutta Stock Exchange Limited
(Formerly known as MCX Stock Exchange Limited)	7, Lyons Range,
4th Floor, Vibgyor Tower,	Kolkata-700 001
Bandra Kurla Complex,	*
Bandra East,	4
Mumbai – 400 098	
	Script Code: 17433
Symbol: GIHL	Script Code. 17455

Dear Sir/Ma'am,

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

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, 2017.

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. 21,46,742/- (Rupees Twenty One Lakh Forty Six Thousand Seven Hundred And Forty Two Only) respectively as on the last day of the Financial year i.e. 31st March, 2017. 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 June 30, 2017 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

New Delhi

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 JUNE 30, 2017

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 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. 21,46,742/- (Rupees Twenty One Lakh Forty Six Thousand Seven Hundred And Forty Two only) as on the last day of the financial year i.e. 31st March, 2017.

Therefore, it is not required to submit Corporate Governance Report for the quarter ended June 30, 2017.

For and on behalf of

Gulmohar Investments and Holdings Limited

Bhawna Dang

(Company Secretary and Compliance Officer)

New Delhi

Membership No.: A41285 R/o: 380, Indira Vihar,

Near Mukherjee Nagar, Delhi-110009

Date: 12/07/2017 Place: New Delhi