

# 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. :** 011-27860681, **Website :** gulmoharinvestments.com  
**CIN :** L65993DL1982PLC013956

June 13, 2020

To,

<b>Metropolitan Stock Exchange of India Limited (Formerly known as MCX Stock Exchange Limited)</b> 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: GIHL</b>	<b>Scrip Code: 17433</b>

**SYMBOL: GIHL**  
**ISIN: INE204V01016**

**Sub: Secretarial Compliance report as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD1/27/2019 dated 08.02.2019.**

In compliance to the regulation 24A of SEBI (LODR) Regulation, 2015 read with SEBI Circular CIR/CFD/CMD1/27/2019 dated 08.02.2019 the secretarial compliance report of the company for the year ended 31.03.2020 is enclosed .

You are requested to take the same on your record and oblige.

Thanking You,  
Yours truly

For Gulmohar Investments and Holdings Limited

  
Kiran Mittal  
Director  
DIN: 00749457



Encl: Annexure A



**SECRETARIAL COMPLIANCE REPORT OF  
M/s. GULMOHAR INVESTMENTS AND HOLDINGS LIMITED  
FOR THE YEAR ENDED MARCH 31, 2020**

We, G Aakash & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s. Gulmohar Investments And Holdings Limited** ("the Listed Entity") having its Registered Office at **324A, III<sup>rd</sup> Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085,**
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2020** ("Review period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder ; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Listed Entity during the Review Period);**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Listed Entity during the Review Period);**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Listed Entity during the Review Period);**





- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Listed Entity during the Review Period);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the Listed Entity during the Review Period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the review period:

- a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Listed Entity has not filed the Annual Secretarial Compliance Report with the Stock Exchange for the financial year ending 31 <sup>st</sup> March, 2019	As per Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Secretarial Compliance Report should be filed with the Stock Exchange within 60 Days from the end of financial year.  <i>In this regard, the Listed Entity has not filed the Annual Secretarial Compliance Report with the Stock Exchange for the financial year ending 31<sup>st</sup> March, 2019.</i>
2.	Regulation 31(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The 100% promoters' shareholding in the Listed Entity is not in Dematerialized Form.	As per Regulation 31(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the





			<p>same is maintained on a continuous basis in the manner as specified by the Board.</p> <p><i>In this regard, none of the promoter(s) or promoter group has their shareholding in dematerialized form in the Listed Entity.</i></p>
3.	Regulation 6 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Listed Entity does not have its compliance officer since 20 <sup>th</sup> January, 2020	<p>As per Regulation 6(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall appoint a qualified company secretary as the compliance officer.</p> <p><i>In this regard, after the resignation served by Mr. Leeladhar Jha w.e.f. 20<sup>th</sup> January, 2020, the listed entity does not appointed any qualified company secretary as the compliance officer till date.</i></p>

- b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

- d) The Listed Entity has taken the following actions to comply with the observations made in previous reports:





Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The 100% promoters' shareholding in the Listed Entity is not in Dematerialized Form.	Observation made in Secretarial Compliance Report for the year ended 31 <sup>st</sup> March, 2019	No Action has been taken by the Listed Entity for Dematerialization of securities of its promoter(s) and promoter group till date	<p>As per Regulation 31(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board.</p> <p>Since, none of the promoter(s) or promoter group has their shareholding in dematerialized form in the Listed Entity.</p> <p>It is hereby advised to the Listed Entity that it should take the necessary steps to get the securities dematerialized of its promoter(s) and promoter group in order to comply with the regulation at the earliest.</p>

For G Aakash & Associates  
Company Secretaries

*Aakash*



Aakash Goel  
(Prop.)

M. No.: A57213

CP No.: 21629

UDIN: A057213B000339781

Place: Haryana

Date: 13.06.2020