

GULMOHAR INVESTMENTS AND HOLDINGS LIMITED

ANNUAL REPORT FINANCIAL YEAR 2018-19

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. Leeladhar Jha, CS & Compliance Officer

Statutory Auditor

V.N. Purohit & Co., Chartered Accountants
214, New Delhi House, 2nd 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, IIIrd 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, 2015

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, IIIrd 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 31st March, 2019.

For Gulmohar Investments and Holdings Limited

sd/-

For Gulmohar Investments and Holdings limited

Mohd Aslam Baqui

(Chief Financial Officer and Chief Executive Officer)

PAN: AAQP3094B

Date: 24.05.2019

Place: New Delhi

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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. : 9810260127, Website: www.gulmoharinvestments.com

CIN: L65993DL1982PLC013956

N O T I C E

Notice is hereby given that the 37th Annual General Meeting of the members of Gulmohar Investments and Holdings Limited will be held on Saturday, 28th September, 2019, at 03:00 P.M. at 324A, IIIrd 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 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon.
- Item No. 2:** To re- appoint Mrs. Ritika 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. 3:** To re- appoint Mr. Amit Mahajan, Non Executive Non Independent Director, who is liable to retire by rotation and being eligible for re- appoint, as Director of the Company

**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: 26.08.2019

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 37th 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. Attendance slip, proxy form, Ballot Form and the route map of the venue of the meeting are annexed hereto.
5. 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.
6. 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.
7. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information's and instructions including details of user id and password relating to e voting are sent herewith. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.
8. A brief resume of each of the Directors proposed to be re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold

directorship and membership / chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated 3 under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in Annexure 1

9. The requirement to place the matter relating to appointment of auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7th May, 2018, by the Ministry of Corporate Affairs, New Delhi. Accordingly no resolution is proposed for ratification of appointment of auditors who were appointed in the Annual General Meeting held on 30th September, 2015.
10. 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 Saturday 21.09.2019 to Saturday 28.09.2019 (both days inclusive) for the purpose of Annual General Meeting.
11. The ISIN of the Equity Shares of Rs.10/- each is INE204V01016.
12. 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.
13. Members may also note that the Notice of the AGM and the Annual Report for FY 2018-19 will also be available on the Company's website **www.gulmoharinvestments.com**.
14. 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.

15. 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.
16. Members are requested to register their e-mail addresses for receiving communications including Annual Reports, Notices, and Circulars etc. by the Company electronically.
17. 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.
18. 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.
19. Members are requested to bring along their Attendance Slip in the meeting, as enclosed with the Notice.
20. 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.
21. 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.
22. 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.
23. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail

various benefits of decartelisation members are advised to dematerialise shares held by them in physical form.

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 37th 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 37th 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 or 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 :

| Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical | User ID |
|--|--|
| 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.
 - b) A 'Physical User Reset Password?' (for those holding shares in physical mode) option is also available on 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 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 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

OTHER INFORMATION

1. The e-voting period commences on 25th September, 2019 (9:00 a.m.) and ends on 27th September, 2019 (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. Saturday, 21st September, 2019 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. 21st September, 2019 may obtain his login ID and password by sending a request at 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 Saturday, 21st September, 2019
3. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
4. 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.
5. 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.
6. 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.
7. The Results declared along with the Scrutinizer's Report will be available on the website of the Company 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: 26.08.2019

Place: New Delhi

ANNEXURE-1**Details of Directors 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)**

| S. No. | Name of the Director | Mrs. Ritika Mahajn |
|--------|--|---|
| 1. | Date of Birth | 24.05.1973 |
| 2. | Date of Appointment | 03.04.1997 |
| 3. | Qualification | Graduate |
| 4. | Expertise | |
| 5. | Directorship in other Entities | 1. SUSANG MAC 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 | None |
| 9. | Whether related with other Directors / Key Managerial Personnel | Related with Mr. Amit Mahajan and Mrs. Munish Mahajan |

Gulmohar Investments And Holdings Limited

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| S. No. | Name of the Director | Mr. Amit Mahajan |
|---------------|--|---|
| 1. | Date of Birth | 16/09/1973 |
| 2. | Date of Appointment | 10/03/1998 |
| 3. | Qualification | Graduate in Commerce |
| 4. | Expertise | He has good knowledge and Experience of several years in Management. |
| 5. | Directorship in other Entities | 1. PRIDE PROPERTIES PRIVATE LTD 2. SUSANG MAC PRIVATE LIMITED 3. S R INDUSTRIES LTD 4. S R FLIP FLOP 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 | None |
| 9. | Whether related with other Directors / Key Managerial Personnel | Related with Mr. Munish Mahajan and Mrs. Ritika Mahajan |

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. : 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/We certify that I/We am/are 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 Saturday, 28th September, 2019 at 03:00 P.M., at the Registered Office of the Company situated at 324A, IIIrd 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, IIIrd 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, IIIrd Floor, Aggarwal Plaza, Sector- 14, Rohini, New Delhi- 110085

Date and Time: 28th September, 2019 at 03:00 P.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 Saturday, 28th September, 2019 at 03:00 P.M. at 324A, IIIrd 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 |
|--------------------------|--|-----------------------|-----|---------|
| Ordinary Business | | | | |
| 1. | To consider and adopt the Audited standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon. | | | |
| 2. | To re- appoint Mrs. Ritika Mahajan, Non Executive Non Independent Director, who is liable to retire by rotation and being eligible for re- appoint, as Director of the Company | | | |
| 3. | To re- appoint Mr. Amit Mahajan, Non Executive Non Independent Director, who is liable to retire by rotation and being eligible for re- appoint, as Director of the Company | | | |

Signature of shareholder Signature of Proxy holder(s)

Signed this Day of 2019

Affix
Revenue
Stamp

Note:

- a. This is optional to put a tick mark (✓) 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, IIIrd 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]

Name of the Company: GULMOHAR INVESTMENTS AND HOLDINGS LIMITED
Venue of the Meeting: 324A, IIIrd Floor, Aggarwal Plaza, Sector- 14, Rohini, New Delhi-
110085 Date and Time: 28th September, 2019 at 03:00 P.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:

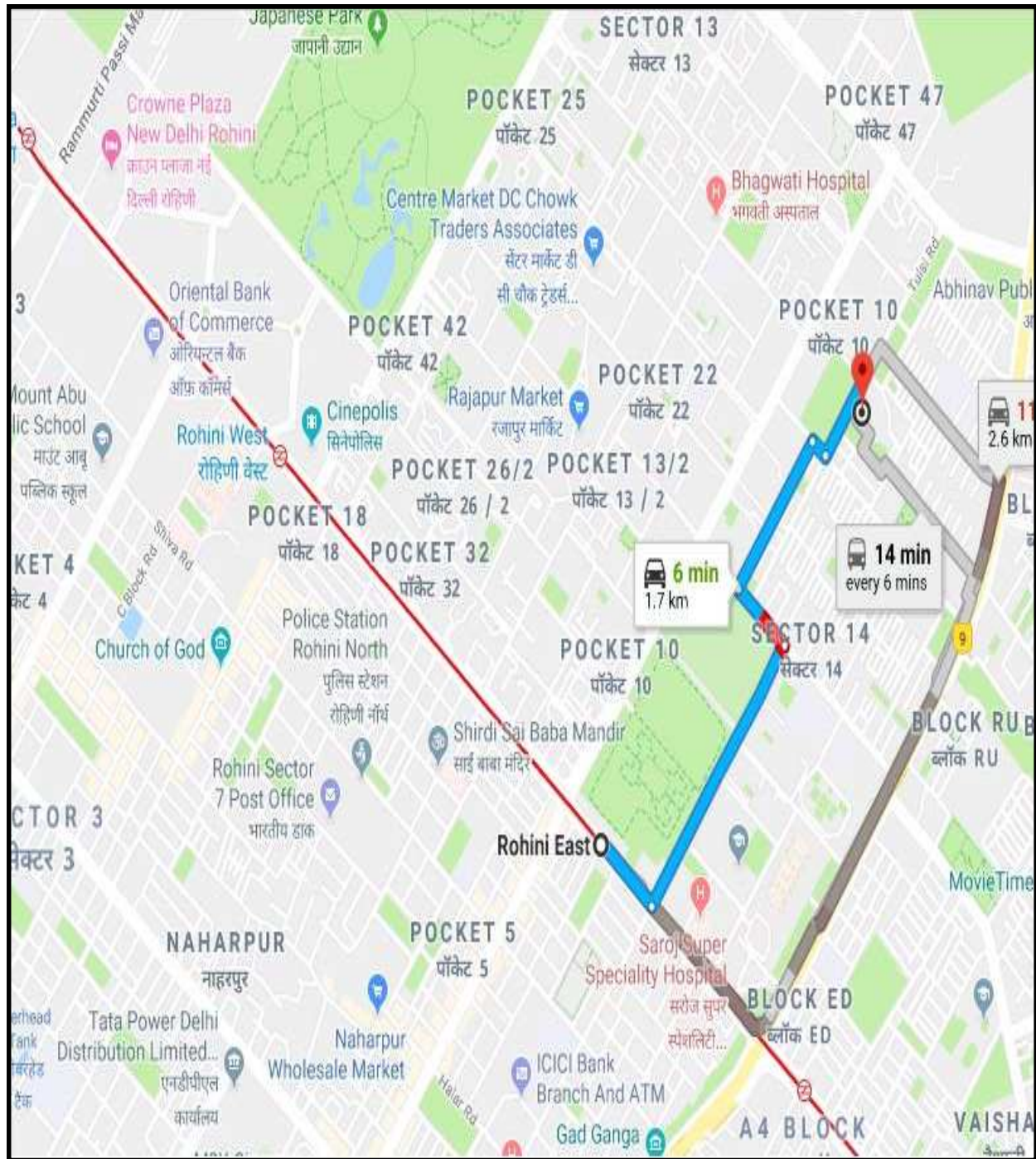
| S. No. | Resolution | Number of shares held | For | Against |
|--------------------------|--|-----------------------|-----|---------|
| Ordinary Business | | | | |
| 1. | To consider and adopt the Audited standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon. | | | |
| 2. | To re- appoint Mrs. Ritika Mahajan, Non Executive Non Independent Director, who is liable to retire by rotation and being eligible for re- appoint, as Director of the Company | | | |
| 3. | To re- appoint Mr. Amit Mahajan, Non Executive Non Independent Director, who is liable to retire by rotation and being eligible for re- appoint, as Director of the Company | | | |

Place:

Date:

(Signature of the shareholder)

ROUTE MAP



DIRECTOR REPORT

To the Shareholders,

Your Directors take pleasure in presenting the 37th Annual Report on the business and operations of your Company along with the audited standalone financial statements for the year ended 31st March, 2019.

COMPANY OVERVIEW

Gulmohar Investments and Holdings Limited ("the Company") was incorporated on 13th 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 06th 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:

| PARTICULAR | CURRENT YEAR 2018-19 | PREVIOUS YEAR 2017-18 |
|--|-----------------------------|------------------------------|
| Revenue from Operations | 16,83,884 | 1,68,43,761 |
| Total revenue (including other income) | 30,51,642 | 1,69,23,635 |
| Total Expenses: | 41,79,574 | 1,69,11,639 |
| Profit before tax | (11,27,932) | 11,997 |
| Tax Expenses: | | |
| Less: Current tax | - | (3,089) |
| Add: Deferred tax | - | - |
| Profit after tax | (11,27,932) | 8,907 |

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR

The total revenue from operations of Company for the year ended March 31, 2019 stood at ₹ 16,83,884/- as against ₹ 1,68,43,761/- for the year ended March 31, 2018. The Profit before tax reduced to ₹ (11,27,932)/- as compared to ₹ 11,997/- in the previous year. The Company had incurred net loss of ₹ (11,27,932)/- for the year ended March 31, 2019 as compared to profit of ₹ 8,907/- in the previous year ended March 31, 2018.

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

A your Company has incurred loss of ₹ (11,27,932)/- for the year ended March 31, 2019. Directors, therefore, do not recommend any dividend on Equity Shares for the financial year 2018-19.

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 31st March, 2019, 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 31st March, 2019, 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.

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 opinion of the Board, there has been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

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 has 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, 2019, 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, 2019, following members holds the position of Key Managerial Personnel are:

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

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, 2019, 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, 2019, 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 Five (5) times during the financial year 2018-19. The meetings of Board of Directors were held on 28th May, 2018, 7th August, 2018, 6th November, 2018, 31st January, 2019 and 27th March, 2019.

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.

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 | 5 | 5 | Yes |
| Mr. Amit Mahajan | Director | Non Executive-Non Independent | 5 | 3 | No |
| Mr. Munish Mahajan | Director | Non Executive-Non Independent | 5 | 3 | No |
| Mrs. Ritika Mahajan | Director | Non Executive-Non Independent | 5 | 3 | No |
| Mrs. Kiran Mittal | Director | Non Executive-Non Independent | 5 | 5 | Yes |
| Mr. Pawan Kumar Mittal | Director | Non Executive-Non Independent | 5 | 5 | Yes |
| Mr. Hitesh Rai Makhija | Director | Non Executive-Independent | 5 | 5 | Yes |
| Mr. Pankaj Kapoor | Director | Non Executive- | 5 | 5 | Yes |

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| | | | | | |
|-------------------------|----------|---------------------------|---|---|-----|
| | | Independent | | | |
| Mr. Jai Bhagwan Agarwal | Director | Non Executive-Independent | 5 | 5 | Yes |

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 27th March, 2019 during the year 2018-19.

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 2018-19. The meetings of Audit Committee were held on 28th May, 2019, 7th August, 2018, 6th November, 2018 and 31st January, 2019.

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.

The Nomination and Remuneration Committee met Two (2) times during the financial year 2018-19. The meetings of Nomination and Remuneration Committee were held on 7th August, 2018 and 31st January, 2019.

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 2018-19. The meetings of Stakeholders' Relationship Committee were held on 7th August, 2018 and 31st January, 2019

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.

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 rd 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 19, 2018.

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 2018-19.

▪ **Secretarial Auditors Reports**

The Secretarial Auditors have given Secretarial audit report in Form MR-3 for financial year 2018-19, 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 S.K. Goel & Associates, Chartered Accountants, as the Internal Auditors of the Company for the financial year 2018-19.

▪ **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 33rd 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 38th Annual General Meeting. 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 2018-19, are given in "**Annexure D**" of this report.

▪ **Statutory Auditors Observations**

The Notes on financial statement referred to in the Auditors' Report are self-explanatory. The Auditor's Report does not contain any qualifications, reservations, adverse remarks or disclaimer.

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 2018-19 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 2018-19:

- 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 2018-2019.

OTHER DISCLOSURES

Your Directors state that during the financial year 2018-19:

- 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: 12.08.2019

Place: New Delhi

Annexure A

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: **Two (2)**

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.

Annexure B

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. Inspite 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 2018-19 has to be viewed in the context of aforesaid economic and market environment.

OPERATING RESULTS OF THE COMPANY

The Financial Year 2018-19 closed with revenue of ₹ 16,83,884/- as compared to revenue of ₹ 1,68,43,761/- of the previous financial year 2017-18. The Company has incurred net loss of Rs.11,27,932 for the year 2018-19 as against profit of ₹ ₹ 11,997/- 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 2018- 19 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.

Annexure C

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2019

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

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

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

Based on our verification of the Company's books, papers, forms and returns filed and other records maintained and as provided 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, 2019 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, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 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) Goods and Service Tax Act, 2017;

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 not proper 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 subject to the record provided by the company. 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, and not proper agenda and detailed notes on agenda for the meeting 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 not proper 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 subject to the compliance of the provisions.

We further report that during the audit period the Company had no events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc

For AKHILESH &ASSOCIATES
(COMPANY SECRETARIES)

(Akhilesh Kumar Jha)
Proprietor
FCS: 9031,CP: 18250
Place: Delhi
Date: 12.08.2019

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

(Akhilesh Kumar Jha)
Proprietor
FCS: 9031,CP: 18250
Place: Delhi
Date: 12.08.2019

Independent Auditor's Report

To

The members of

GULMOHAR INVESTMENTS AND HOLDINGS LIMITED

Report on Financial Statements

Opinion

We have audited the accompanying financial statements of GULMOHAR INVESTMENTS AND HOLDINGS LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2019, the statement of profit and loss and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereby referred as 'the financial statement').

In our opinion and to the best of our information and explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting standard (AS) prescribed under section 133 the Companies Act, 2013 read with the Companies (Accounting Standard) Rules, 2006, as amended and the other accounting principles generally accepted in India: -

- i. In case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2019;
- ii. In case of Statement of Profit and Loss , of the loss 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.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described hereunder to be key audit matters to be communicated in our report.

| S.No. | Key audit matters | Auditor's response |
|-------|--|---|
| 1. | <p><u>Loans and advances:</u> -</p> <p>As primary business of Company is advancing of the loan and during the year significant loan advancing transactions taken place.</p> <p>We focused on the conditions of disbursement and appropriateness of sanctioning process.</p> | <p>Our audit procedure inter- alia include the following: -</p> <ol style="list-style-type: none"> 1. We evaluated the control environment including authorization, sanctioning and disbursement of significant loans advanced during the year. 2. We have obtained external confirmations from third parties in respect of transactions and closing balance for significant loans advanced by the company. 3. We tested all material entries recorded in connection with the loan advance and interest thereon to determine whether the accounting was appropriate. |
| 2. | <p><u>Compliance of RBI directions and circulars:</u></p> <p>The recent RBI regulations increased the responsibility of auditors of NBFCs.</p> <p>As Company is an NBFC, it is responsibility of Company to duly follow the directions and circulars.</p> <p>We focused on the requisite</p> | <p>Our audit procedure inter- alia include the following: -</p> <p>We have reviewed the conditions for prudential norms prescribed by the RBI including: -</p> <ol style="list-style-type: none"> a) Provision on standard assets. b) Transfer of 20% profit to reserve maintain under section 45-IC of |

| | | |
|--|---|---|
| | compliance and disclosure as per the requirements in the norms. | the RBI Act. c) Holding of at least 50% of the financial assets and 50% of the financial income respectively. d) Maintaining minimum Net Owned Fund of Rs. 200 Lakhs. |
|--|---|---|

Information other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our report thereon.

Our opinion on the financial statement does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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 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 AS and the other accounting principles generally accepted in India. 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 are operating

effectively for insuring 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 misstatements, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Financial Statements

Our objectives are to obtain a reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise due to fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- (i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- (ii) Obtain an understanding of the internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- (iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained upto the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- (v) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statement, individually or in aggregate, makes it probable that the economic decision of reasonable knowledgeable user of the financial statement may be influenced.

We consider quantitative materiality and qualitative factors in (i) Planning the scope of our audit work and in evaluating the results of our work; and, (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonable be thought to bear on our independence, and where applicable, relevant safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, or when in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonable be expected to outweigh the public interest benefits of such communication.

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 order, to the extent applicable.
2. The Company is a non- banking financial company not accepting public deposits 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 has passed 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 previously for bad and doubtful debts as applicable to it.
3. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - 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, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure-B. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g. 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, if any of pending litigations on its financial position, in its standalone financial statements.(Refer Note No.29)
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses. (Refer Note No.28)
 - iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund.

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

O.P. Pareek

Partner

Membership No. 014238

New Delhi, the 24th day of May 2019

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 for the year ended on 31st March 2019.

- (i) The Company does not have 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 explanation given to us, the terms and conditions of the of the grant of such loans are not prejudicial to the company's interest ; and
 - (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 stipulation 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;
- (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 to the extent applicable in respect of loans, advances, guarantees and securities so 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 there under 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 defaulted in repayment of loans and borrowings from any financial institution, bank, government or dues to debenture holders;
- (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. The Company has not taken any term loans from any bank or financial institution;
- (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 and explanations given to us, the Company has not paid any managerial remuneration during the year, hence the provision of sub- clause (xi) of clause 3 of the order, does not applicable;
- (xii) As per information, the Company is not a Nidhi Company, hence provisions of sub- clause (xii) of the Paragraph 3 of the Order are not applicable;
- (xiii) According to information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards;
- (xiv) According to information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year;
- (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 and 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

O.P. Pareek

Partner

Membership No. 014238

New Delhi, the 24th day of May 2019

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 as on 31st March 2019 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 authorizations 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 2019, based on “the internal financial controls over financial reporting criteria considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”.

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

O.P. Pareek

Partner

Membership No. 014238

New Delhi, the 24th day of May 2019

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| GULMOHAR INVESTMENTS AND HOLDINGS LIMITED | | | | |
|--|--|--|--------------------------------------|--------------------------------------|
| CIN: L65993DL1982PLC013956 | | | | |
| BALANCE SHEET AS AT 31st MARCH 2019 | | | | |
| | | Notes | As at 31st March 2019 (Rupees) | As at 31st March 2018 (Rupees) |
| EQUITY AND LIABILITIES | | | | |
| Shareholders' Fund | | | | |
| Share capital | | 2 | 2,450,000 | 2,450,000 |
| Reserves and surplus | | 3 | (866,263) | 157,945 |
| Non- Current Liabilities | | | | |
| Long-term borrowings | | 4 | 14,657,555 | 58,708,396 |
| Long-term provisions | | 5 | 34,629 | 138,353 |
| Current Liabilities | | | | |
| Other current liabilities | | 6 | 320,929 | 732,676 |
| Total | | | 16,596,850 | 62,187,370 |
| ASSETS | | | | |
| Non- current assets | | | | |
| Long term Loans and advances | | 7 | 13,851,721 | 55,341,320 |
| Current Assets | | | | |
| Inventories | | 8 | 93,276 | 700,976 |
| Cash and cash equivalents | | 9 | 606,832 | 1,905,083 |
| Short term loans & advances | | 10 | 1,964,245 | 3,865,884 |
| Other current assets | | 11 | 80,776 | 374,107 |
| Total | | | 16,596,850 | 62,187,370 |
| Notes on the financial statements | | 1-31 | | |
| The accompanying notes are an integral part of the financial statements. | | | | |
| As per our report of even date | | | | |
| FOR V. N. Purohit & CO. | | For and on Behalf of the Board of the Director of | | |
| Chartered Accountants | | Gulmohar Investments and Holdings Limited | | |
| Firm Regn. No. 304040E | | | | |
| | | | Kiran Mittal | Pawan Kumar Mittal |
| O.P. Pareek | | | Director | Director |
| Partner | | | DIN:00749457 | DIN: 00749265 |
| Membership No. 014238 | | | | |
| | | | | |
| New Delhi, the 24th day of May, 2019 | | | Mohd Aslam Baqui | Leeladhar Jha |
| | | | CEO & CFO | Company Secretary |
| | | | PAN: AAQPB3094B | M. No. A54179 |

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| GULMOHAR INVESTMENTS AND HOLDINGS LIMITED | | | |
|--|-------|---|---|
| CIN: L65993DL1982PLC013956 | | | |
| STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st MARCH 2019 | | | |
| | Notes | For the year ended 31st March 2019 (Rupees) | For the year ended 31st March 2018 (Rupees) |
| Income | | | |
| Revenue from operations | 12 | 1,683,884 | 16,843,761 |
| Other income | 13 | 1,367,758 | 79,874 |
| Total Revenue (I) | | 3,051,642 | 16,923,635 |
| Expenses | | | |
| Changes in inventories | 14 | 607,700 | 520,752 |
| Employee benefits expense | 15 | 668,480 | 1,347,890 |
| Finance costs | 16 | 2,581,203 | 14,502,557 |
| Other expenses | 17 | 322,191 | 540,440 |
| Total (II) | | 4,179,574 | 16,911,639 |
| Profit Before Tax (III) | | (1,127,932) | 11,996 |
| Tax expense | | | |
| Current tax | | - | (3,089) |
| Profit/ (loss) for the year (IV) | | (1,127,932) | 8,907 |
| Earning per equity share (EPS) | | | |
| [nominal value of share Rs. 10] | | | |
| Basic | | (4.60) | 0.04 |
| Diluted | | (4.60) | 0.04 |
| Notes on the financial statements | 1-31 | | |
| The accompanying notes are an integral part of the financial statements. | | | |
| As per our report of even date | | | |
| FOR V. N. Purohit & CO. | | For and on behalf of the Board of Directors of Gulmohar Investments and Holdings Limited | |
| Chartered Accountants | | | |
| Firm Regn. No. 304040E | | Kiran Mittal | Pawan Kumar Mittal |
| O.P. Pareek | | Director | Director |
| Partner | | DIN:00749457 | DIN: 00749265 |
| Membership No. 014238 | | | |
| New Delhi, the 24th day of May, 2019 | | Mohd Aslam Baqui | Leeladhar Jha |
| | | CEO & CFO | Company Secretary |
| | | PAN: AAQPB3094B | M. No. A54179 |

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| GULMOHAR INVESTMENTS AND HOLDINGS LIMITED | | |
|--|---|---|
| CIN: L65993DL1982PLC013956 | | |
| CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st MARCH 2019 | | |
| | For the year ended 31st March 2019 (Rupees) | For the year ended 31st March 2018 (Rupees) |
| CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net profit before tax and after extra- ordinary items | (1,127,932) | 11,997 |
| <u>Adjustment for items:-</u> | | |
| Interest paid | 2,581,203 | 14,502,557 |
| Profit before working capital changes | 1,453,271 | 14,514,554 |
| <u>Working capital adjustments: -</u> | | |
| (Increase)/ decrease in loans and advances | 41,489,599 | 187,223,188 |
| (Increase)/ decrease in inventories | 607,700 | 520,752 |
| (Increase)/ decrease in other current assets | 293,331 | (111,727) |
| Increase/ (decrease) in other current liabilities | (411,747) | (1,250,055) |
| Cash generated from operations | 43,432,154 | 200,896,712 |
| Direct Taxes Paid | 1,901,639 | (520,200) |
| Net cash flow from operating activities (A) | 45,333,793 | 200,376,512 |
| CASH FLOW FROM INVESTING ACTIVITIES | | |
| Net cash flow from investing activities (B) | - | - |
| CASH FLOW FROM FINANCING ACTIVITIES | | |
| Net Proceeds from Long- term Borrowings | (44,050,841) | (201,763,529) |
| Interest paid | (2,581,203) | (14,502,557) |
| Net cash flow from financing activities (C) | (46,632,044) | (216,266,086) |
| Net cash flow during the year (A + B+C) | (1,298,251) | (15,889,574) |
| Add: Opening cash and cash equivalents | 1,905,083 | 17,794,657 |
| Closing cash and cash equivalents | 606,832 | 1,905,083 |
| Components of cash and cash equivalents | | |
| Cash on hand | 516,830 | 633,830 |
| Balance with banks in current accounts | 90,002 | 1,271,253 |
| Total cash and cash equivalents (Note 9) | 606,832 | 1,905,083 |
| Notes on the financial statements | 1-31 | |
| The accompanying notes are an integral part of the financial statements. As per our report of even date | | |
| FOR V. N. PUROHIT & CO. | For and on behalf of the Board of Directors of Gulmohar Investments and Holdings Limited | |
| Chartered Accountants | | |
| Firm Regn. No. 304040E | | |
| | Kiran Mittal | Pawan Kumar Mittal |
| O.P. Pareek | Director | Director |
| Partner | DIN:00749457 | DIN: 00749265 |
| Membership No. 014238 | | |
| | Mohd Aslam Baqui | Leeladhar Jha |
| | CEO & CFO | Company Secretary |

1. SIGNIFICANT ACCOUNTING POLICIES

a. Accounting Concept & Basis of preparation :

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. Use of estimates :

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

c. Revenue Recognition:

Revenue is recognised to the extent it is probable that the economic benefits will flow to the company & revenue is reliably measured.

(i) Interest on loans advances :

Interest income on loan transactions is accounted for over the period of the contract by applying the interest rate implicit in such contracts.

(ii) Income from sale of securities :

Income from sale of shares and securities is recognized on FIFO method.

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. Cash Flow Statement :

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reported period.

e. Cash and cash equivalents :

Cash comprises cash on hand and demand deposit with banks. Cash equivalents are short term balances (with an original maturity of three months or less from the date of

acquisition), highly liquid investments that are readily convertible into loan amounts of cash and which are subject to insignificant risk of changes in values.

f. Valuation of 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 Net Realisable Value, whichever is lower.

g. Accounting for Taxes on Income :

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.

h. 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 FOR THE YEAR ENDED ON 31st MARCH 2019 | | | | |
| 2. Share Capital | | | | |
| | | As at 31st March 2019 | | As at 31st March 2018 |
| | | (Rupees) | | (Rupees) |
| Authorised Shares Capital | | | | |
| 30,00,000 | Equity shares of Rs. 10 each | 30,000,000 | | 30,000,000 |
| Issued, Subscribed and Paid up Share Capital | | | | |
| 2,45,000 | Equity shares of Rs.10 each fully paid up | 2,450,000 | | 2,450,000 |
| Total issued, subscribed and fully paid- up share capital | | 2,450,000 | | 2,450,000 |
| a. Reconciliation of Shares outstanding at the beginning and at the end of reporting period | | | | |
| | | As at 31st March 2019 | | As at 31st March 2018 |
| | | Nos. | (Rupees) | Nos. (Rupees) |
| | Equity shares at the beginning of the period | 245,000 | 2,450,000 | 245,000 2,450,000 |
| | Issued during the year | - | - | - |
| | Outstanding at the end of the period | 245,000 | 2,450,000 | 245,000 2,450,000 |
| b. Terms and rights attached to equity shares | | | | |
| <p>The company has issued only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.</p> <p>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.</p> | | | | |
| c. Details of shareholders holding more than 5% shares in the company | | | | |
| | | As at 31st March 2019 | | As at 31st March 2018 |
| | | 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 2019 | | As at 31st March 2018 |
| | | (Rupees) | | (Rupees) |
| Special Reserve (u/s 45IC of RBI Act, 1934) | | | | |
| | Balance as per Last Balance Sheet | 16,953 | | 15,172 |
| | Add: Transfer from Surplus | - | | 1,781 |
| | | 16,953 | | 16,953 |
| Surplus in statement of profit & loss | | | | |
| | Balance as per last financial statements | 140,991 | | (318,430) |
| | Profit/ (loss) for the year | (1,127,932) | | 8,907 |
| | Less: Transfer to Special Reserve u/s 45-IC of RBI Act | - | | (1,781) |
| | Add/(Less): Contingent provision for Standard Assets | 103,724 | | 452,296 |
| | Net surplus in statement of profit and loss | (883,217) | | 140,991 |
| | | (866,263) | | 157,945 |

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| GULMOHAR INVESTMENTS AND HOLDINGS LIMITED | | |
|--|------------------------------|------------------------------|
| CIN: L65993DL1982PLC013956 | | |
| NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019 | | |
| 4. Long term borrowings | As at 31st March 2019 | As at 31st March 2018 |
| | (Rupees) | (Rupees) |
| Loan from related parties (Unsecured) | 14,657,555 | 58,708,396 |
| | 14,657,555 | 58,708,396 |
| 5. Long Term Provisions | As at 31st March 2019 | As at 31st March 2018 |
| | (Rupees) | (Rupees) |
| Contingent provision against standard assets* | | |
| Opening balance | 138,353 | 590,649 |
| Add/(less): Addition/(written off) during the year | (103,724) | (452,296) |
| | 34,629 | 138,353 |
| *A contingent provision against standard assets has been created at 0.25% (0.25% till 31st March, 2018) of the outstanding standard assets in terms of the RBI circular Ref. No. DNBR (PD) CC.No. 002/03.10.001/2014-15 dated November 10, 2014. | | |
| 6. Other current liabilities | As at 31st March 2019 | As at 31st March 2018 |
| | (Rupees) | (Rupees) |
| Audit fees payable | 36,000 | 31,500 |
| TDS payable | 262,121 | 591,022 |
| Salary & wages payable | 10,000 | 98,450 |
| Other expenses payable | 12,808 | 11,704 |
| | 320,929 | 732,676 |
| 7. Long Term Loans & Advances | As at 31st March 2019 | As at 31st March 2018 |
| | (Rupees) | (Rupees) |
| Unsecured, considered good | | |
| (Includes interest receivable from such parties) | | |
| Loan to related parties* | 1,707,373 | 1,641,703 |
| Loan to body corporate* | 9,256,853 | 44,047,597 |
| Loan to others* | 2,887,495 | 9,652,020 |
| | 13,851,721 | 55,341,320 |
| *Standard Assets - as per the classification of loans under the RBI guidelines. | | |
| 8. Inventories | As at 31st March 2019 | As at 31st March 2018 |
| | (Rupees) | (Rupees) |
| <u>Stock in trade of equity shares, Quoted (at lower of cost or market value)</u> | | |
| 5,000 equity shares (31st March 2018: 5,000) of Rs. 10 each fully paid up in M/s Leading Leasing Finance & Investment Company Limited | 10,339 | 10,339 |
| Nil equity shares (31st March 2018: 1,10,000) of Rs. 10 each fully paid up in M/s Dhanuka Commercial Limited | - | 597,300 |
| 40,000 equity shares (31st March 2018: 40,000) of Rs. 10 each fully paid up in M/s Ace Edutrend Limited | 79,600 | 90,000 |
| 250 equity shares (31st March 2018: 250) of Rs. 10 each fully paid up in M/S Gaurav Mercantiles Limited | 3,337 | 3,337 |
| | 93,276 | 700,976 |

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| GULMOHAR INVESTMENTS AND HOLDINGS LIMITED | | | |
|---|--|------------------------------|------------------------------|
| CIN: L65993DL1982PLC013956 | | | |
| NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019 | | | |
| 9. Cash and Cash Equivalents | | As at 31st March 2019 | As at 31st March 2018 |
| | | (Rupees) | (Rupees) |
| Balances with banks in current accounts | | 90,002 | 1,271,253 |
| Cash on hand (as certified) | | 516,830 | 633,830 |
| | | 606,832 | 1,905,083 |
| 10. Short Term Loans & Advances | | As at 31st March 2019 | As at 31st March 2018 |
| | | (Rupees) | (Rupees) |
| <u>Unsecured, considered good</u> | | | |
| Advance income tax (net of provisions) | | 1,964,245 | 3,865,884 |
| | | 1,964,245 | 3,865,884 |
| 11 Other current assets | | As at 31st March 2019 | As at 31st March 2018 |
| | | (Rupees) | (Rupees) |
| Prepaid expenses | | 394 | 394 |
| Input tax credit GST | | 79,836 | 244,098 |
| Other receivables | | 546 | 129,615 |
| | | 80,776 | 374,107 |
| 12. Revenue from Operations | | For the year ended | For the year ended |
| | | 31st March 2019 | 31st March 2018 |
| | | (Rupees) | (Rupees) |
| Interest on loans advanced | | 1,089,259 | 16,404,829 |
| Trading of securities | | 594,625 | 438,932 |
| | | 1,683,884 | 16,843,761 |
| 13. Other Income | | For the year ended | For the year ended |
| | | 31st March 2019 | 31st March 2018 |
| | | (Rupees) | (Rupees) |
| Interest on IT refund | | 167,758 | 79,874 |
| Consultancy fees | | 1,200,000 | - |
| | | 1,367,758 | 79,874 |
| 14. Changes in Inventories | | For the year ended | For the year ended |
| | | 31st March 2019 | 31st March 2018 |
| | | (Rupees) | (Rupees) |
| Opening Balance of stock in trade | | 700,976 | 1,221,728 |
| Less: closing Balance of stock in trade | | (93,276) | (700,976) |
| | | 607,700 | 520,752 |

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| GULMOHAR INVESTMENTS AND HOLDINGS LIMITED | | | |
|---|---|--------------------|--------------------|
| CIN: L65993DL1982PLC013956 | | | |
| NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019 | | | |
| | | For the year ended | For the year ended |
| | | 31st March 2019 | 31st March 2018 |
| | | (Rupees) | (Rupees) |
| 15. | Employee benefits expense | | |
| | Salaries and wages | 596,480 | 1,275,890 |
| | Director sitting fees | 72,000 | 72,000 |
| | | 668,480 | 1,347,890 |
| 16 | Finance Cost | | |
| | Interest paid on loan | 2,581,203 | 14,502,557 |
| | | 2,581,203 | 14,502,557 |
| 17 | Other expenses | | |
| | Advertisement expenses | 73,350 | 66,600 |
| | Bank charges | 236 | 472 |
| | Payment to statutory auditors (Note 24) | 48,000 | 43,500 |
| | Legal & professional charges | 118,265 | 306,200 |
| | Listing fees | 55,000 | 81,750 |
| | Membership fees | 19,000 | 15,750 |
| | Miscellaneous expenses | 188 | 7,418 |
| | Other expenses | 748 | 1,831 |
| | Interest on statutory dues | 254 | - |
| | Printing & stationery | - | 2,715 |
| | ROC filling fees | 4,200 | 7,200 |
| | Telephone expenses | - | 3,754 |
| | Website expenses | 2,950 | 3,250 |
| | | 322,191 | 540,440 |

18. There is no Micro, Small and Medium Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 to which Company owes dues which are outstanding for a period more than 45 days as on Balance Sheet Date.

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The above information regarding Micro, Small and Medium Enterprises has been determined on the basis of information availed with the Company and has duly relied by the auditors of the Company.

19. 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 | (i) Sh. Amit Mahajan (Director) (ii) Sh. Pawan Kumar Mittal (Director) (iii) Ms. Kiran Mittal (Director) (iv) Sh. Munish Mahajan (Director) (v) Ms. Ritika Mahajan (Director) (vi) Sh. Rohit Mittal (Director) (vii) Sh. Jai Bhagwan Aggarwal (Director) (viii) Sh. Pankaj Kapoor (Director) (ix) Sh. Mohd Aslam Baqui (CEO & CFO) (x) 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 | (i) Patback Business Limited (formerly known as Crazypricing Online Services Limited) (ii) Dolf Leasing Limited (iii) Smart Capital Services Limited (iv) Delta Industrial Resources Limited (v) Dhanvridhi Sales Pvt. Ltd. (vi) Long life Business Advisory Pvt. Ltd. (vii) Subhdata Commosale Pvt. Ltd. (viii) Trimline Agencies Pvt. Ltd. (ix) Leading leasing Finance & Investment Company Ltd. (x) Shree Worstex Limited |

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(b) Transaction with Related Parties: -

| | Transaction with | Nature of Transaction | Transactions during the year | | Balances as on | |
|-------|---|-----------------------|------------------------------|---------------------|---------------------|---------------------|
| | | | 31/03/2019 (Rs.) | 31/03/2018 (Rs.) | 31/03/2019 (Rs.) | 31/03/2018 (Rs.) |
| (i) | Key Management Personnel | | | | | |
| | Munish Mahajan | Advance Recovered | Nil | 2,10,000 | Nil | Nil |
| | Leeladhar Jha | Salary | 1,09,355 | Nil | 10,000 | Nil |
| | Mohd. Aslam Baqul | Salary | 3,50,000 | 8,40,000 | Nil | 66,250 |
| (ii) | Relatives of Key Management Personnel- None | | | | | |
| (iii) | Enterprises in which Key Management Personnel and Relatives are having significant influences | | | | | |
| | Dolf Leasing Limited | Loan Taken | 1,01,64,190 | 14,94,50,000 | Nil | 3,81,00,000 |
| | | Loan Repaid | 4,82,64,190 | 11,13,50,000 | Nil | Nil |
| | | Interest Payable | Nil | 48,59,034 | Nil | 48,59,034 |
| | | Interest Paid | 61,35,810 | Nil | Nil | Nil |
| | Patback Business Limited | Interest Received | Nil | 4,713 | Nil | Nil |
| | Smart Capital Services Limited | Loan Given | Nil | 30,00,000 | Nil | Nil |
| | | Loan Recovered | Nil | 39,00,000 | Nil | Nil |
| | | Interest Receivable | Nil | 60,424 | Nil | Nil |
| | | Interest Received | Nil | 77,467 | Nil | Nil |
| | Delta Industrial Resources | Loan Taken | Nil | 22,00,000 | 3,00,000 | 22,00,000 |
| | | Interest Payable | 1,45,971 | 65,886 | 1,45,971 | 65,886 |

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| | | | | | | |
|--|--|------------------|-----------|--------|-----------|-----------|
| | Limited | Loan Repaid | 19,00,000 | Nil | Nil | Nil |
| | | Interest paid | 65,886 | Nil | Nil | Nil |
| | Leading leasing Finance & Investment Ltd | Interest Payable | 65,670 | 60,000 | 17,07,373 | 16,41,703 |
| | Long life Business Advisory Pvt. Ltd. | Interest Payable | 3,20,589 | 10,800 | 62,57,461 | 59,36,872 |

| | | | | | | |
|--|------------------------------|------------------|------------|--------|-----------|-----------|
| | Subhdata Commosale Pvt. Ltd. | Interest Payable | 43,794 | 2,700 | 8,54,780 | 8,10,986 |
| | Trimline Agencies Pvt. Ltd . | Interest Payable | 2,79,684 | 10,800 | 54,58,985 | 51,79,301 |
| | Dhanvridhi Sales Pvt. Ltd. | Interest Payable | 84,041 | 79,735 | 16,40,358 | 15,56,317 |
| | Shree Worstex Limited | Loan Taken | 134,00,000 | Nil | Nil | Nil |
| | | Interest Paid | 1,72,227 | Nil | Nil | Nil |
| | | Loan Repaid | 134,00,000 | Nil | Nil | Nil |

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

| 21 Particulars | 31/03/2019 (Rs.) | 31/03/2018 (Rs.) |
|--|---------------------|---------------------|
| Earnings/ Remittances and/ or Expenditure in Foreign Currency | Nil | Nil |

22. 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.

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| | | | |
|-----|-------------------------------------|------------|------------|
| 23. | | 31/03/2019 | 31/03/2018 |
| | Particulars | (Rs.) | (Rs.) |
| | Contingent Liabilities provided for | Nil | Nil |

24. Break-up of Payments made to Statutory Auditors (excluding taxes) is disclosed as under: -

| | | | |
|--|-------------------------------|------------|------------|
| | Particulars | 31/03/2019 | 31/03/2018 |
| | | (Rs.) | (Rs.) |
| | In respect of statutory audit | 40,000 | 35,000 |
| | In respect of Certification | 8,000 | 8,500 |

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

26. The financial statements were approved for issue by the Board of Directors on 24th May, 2019.

27. Previous year's figures have been re-arranged or re-grouped wherever considered necessary.

28. The company did not have any long term contracts including derivative contracts which there were any material foreseeable losses.

29. The company did not have any pending litigations in its financial statements.

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

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

FOR V.N. PUROHIT & CO.

For and on behalf of Board of Directors of

Chartered Accountants

Gulmohar Investments and Holdings Limited

Firm Regn. 304040E

O.P. Pareek

Kiran Mittal

Pawan Kumar Mittal

Partner

Director

Director

New Delhi, the 24th day of May 2019

Mohd. Aslam Baqui

Mr. Leeladhar Jha

C.F.O

Company Secretary

AAQPB3094B

M. No. A54179

Annexure E

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 ₹)

| | Transaction with | Nature of Transaction | Transactions during the year | | Balances as on | |
|-------|---|-----------------------|------------------------------|---------------------|---------------------|---------------------|
| | | | 31/03/2019 (Rs.) | 31/03/2018 (Rs.) | 31/03/2019 (Rs.) | 31/03/2018 (Rs.) |
| (i) | Key Management Personnel | | | | | |
| | Munish Mahajan | Advance Recovered | Nil | 2,10,000 | Nil | Nil |
| | Leeladhar Jha | Salary | 1,09,355 | Nil | 10,000 | Nil |
| | Mohd. Aslam Baqul | Salary | 3,50,000 | 8,40,000 | Nil | 66,250 |
| (ii) | Relatives of Key Management Personnel- None | | | | | |
| (iii) | Enterprises in which Key Management Personnel and Relatives are having significant influences | | | | | |

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| | | | | | |
|--|---------------------|-------------|--------------|-----------|-------------|
| Dolf Leasing Limited | Loan Taken | 1,01,64,190 | 14,94,50,000 | Nil | 3,81,00,000 |
| | Loan Repaid | 4,82,64,190 | 11,13,50,000 | Nil | Nil |
| | Interest Payable | Nil | 48,59,034 | Nil | 48,59,034 |
| | Interest Paid | 61,35,810 | Nil | Nil | Nil |
| Patback Business Limited | Interest Received | Nil | 4,713 | Nil | Nil |
| Smart Capital Services Limited | Loan Given | Nil | 30,00,000 | Nil | Nil |
| | Loan Recovered | Nil | 39,00,000 | Nil | Nil |
| | Interest Receivable | Nil | 60,424 | Nil | Nil |
| | Interest Received | Nil | 77,467 | Nil | Nil |
| Delta Industrial Resources Limited | Loan Taken | Nil | 22,00,000 | 3,00,000 | 22,00,000 |
| | Interest Payable | 1,45,971 | 65,886 | 1,45,971 | 65,886 |
| | Loan Repaid | 19,00,000 | Nil | Nil | Nil |
| | Interest paid | 65,886 | Nil | Nil | Nil |
| Leading leasing Finance & Investment ltd | Interest Payable | 65,670 | 60,000 | 17,07,373 | 16,41,703 |
| Long life Business Advisory Pvt. Ltd. | Interest Payable | 3,20,589 | 10,800 | 62,57,461 | 59,36,872 |
| Subhdata Commosale Pvt. Ltd. | Interest Payable | 43,794 | 2,700 | 8,54,780 | 8,10,986 |
| Trimline Agencies Pvt. Ltd . | Interest Payable | 2,79,684 | 10,800 | 54,58,985 | 51,79,301 |
| Dhanvridhi | Interest | 84,041 | 79,735 | 16,40,358 | 15,56,317 |

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| | Sales Pvt. Ltd. | Payable | | | | |
|--|-----------------------|---------------|------------|-----|-----|-----|
| | Shree Worstex Limited | Loan Taken | 134,00,000 | Nil | Nil | Nil |
| | | Interest Paid | 1,72,227 | Nil | Nil | Nil |
| | | Loan Repaid | 134,00,000 | Nil | Nil | Nil |

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 24th day of May 2019

Annexure F

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

as on financial year ended on March 31, 2019
 [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:- | Skyline Financial Services Private Limited Address: D-153 A, 1 st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Ph.: 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 | | | | | |

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

i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 31-March-2019] | | | | No. of Shares held at the end of the year [As on 31-March-2018] | | | | % Change during the year |
|-------------------------------|--|-----------------|-----------------|-------------------|--|-----------------|-----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/HUF | 0 | 37,130 | 37,130 | 15.16% | - | 37,130 | 37,130 | 15.16 % | 0.00 % |
| b) Central Govt | | | | | - | - | - | - | - |
| c) State Govt(s) | | | | | - | - | - | - | - |
| d) Bodies Corp. | 0 | 72,000 | 72,000 | 29.39% | - | 72,000 | 72,000 | 29.39 % | 0.00 % |
| e) Banks / FI | | | | | - | - | - | - | - |
| f) Any other | | | | | | | | | |
| Sub Total (A) (1) | 0 | 1,09,130 | 1,09,130 | 40.55% | - | 1,09,130 | 1,09,130 | 44.55 % | 0.00 % |
| (2) Foreign | | | | | | | | | |
| a) NRI Individuals | | | | | - | - | - | - | - |
| b) Other Individuals | | | | | - | - | - | - | - |
| c) Bodies Corp. | | | | | - | - | - | - | - |
| d) Any other | | | | | - | - | - | - | - |
| Sub Total (A) (2) | | | | | - | - | - | - | - |
| TOTAL (A) | 0 | 1,09,130 | 1,09,130 | 40.55% | - | 109130 | 109130 | 44.55 % | 0.00 % |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | | | | | - | - | - | - | - |
| b) Banks / FI | | | | | - | - | - | - | - |
| c) Central Govt | | | | | - | - | - | - | - |
| d) State Govt(s) | | | | | - | - | - | - | - |

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| | | | | | | | | | |
|--|---|--------|--------|--------|---|----------|----------|---------|----------|
| e) Venture Capital Funds | | | | | - | - | - | - | - |
| f) Insurance Companies | | | | | - | - | - | - | - |
| g) FIs | | | | | - | - | - | - | - |
| h) Foreign Venture Capital Funds | | | | | - | - | - | - | - |
| i) Others (specify) | | | | | - | - | - | - | - |
| Sub-total (B)(1):- | | | | | - | - | - | - | - |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | | | | | - | - | - | - | - |
| ii) Overseas | | | | | - | - | - | - | - |
| b) Individuals | | | | | | | | | |
| i) Individual Shareholders holding Nominal Share Capital Up to 2 Lacs | 0 | 135520 | 135520 | 55.31% | - | 1,28,670 | 1,28,670 | 52.52 % | 2.79 % |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | | | | | - | - | - | - | - |
| c) Others | | | | | | | | | |
| HUF | 0 | 350 | 350 | 0.14% | - | 7,200 | 7,200 | 2.94 % | (2.79 %) |
| Non Resident Indians | | | | | - | - | - | - | - |
| Overseas Corporate Bodies | | | | | - | - | - | - | - |
| Foreign Nationals | | | | | - | - | - | - | - |
| Clearing Members | | | | | - | - | - | - | - |
| Trusts | | | | | - | - | - | - | - |
| Foreign Bodies - D R | | | | | - | - | - | - | - |

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| | | | | | | | | | |
|---|---|----------|----------|----------|---|----------|----------|----------|--------|
| Sub-total (B)(2):- | 0 | 1,15,870 | 1,35,870 | 55.46% | - | 1,35,870 | 1,35,870 | 55.46 % | 0.00 % |
| Total Public (B) | 0 | 1,15,870 | 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) | 0 | 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 % |
| | Total | 1,09,130 | 44.55 % | 0 | 1,09,130 | 44.55 % | 0 | 0.00 % |

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 | NAVEEN KUMAR | | | | |
| | At the beginning of the year | - | - | 7240 | 2.86 |
| | Shares acquired/sold | 7240 | 2.86 | - | - |
| | At the end of the year | 7240 | 2.86 | 7240 | 2.86 |

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| | | | | | |
|----|------------------------------|------|------|------|------|
| 2 | ANIL KUMAR | | | | |
| | At the beginning of the year | - | - | 7050 | 2.86 |
| | Shares acquired/sold | 7050 | 2.86 | - | - |
| | At the end of the year | 7050 | 2.86 | 7050 | 2.86 |
| 3 | AJAY KUMAR | | | | |
| | At the beginning of the year | - | - | 7000 | 2.86 |
| | Shares acquired/sold | 7000 | 2.86 | - | - |
| | At the end of the year | 7000 | 2.86 | 7000 | 2.86 |
| 4 | PUNEET SHARMA | | | | |
| | At the beginning of the year | - | - | 6400 | 2.61 |
| | Shares acquired/sold | 6400 | 2.61 | - | - |
| | At the end of the year | 6400 | 2.61 | 6400 | 2.61 |
| 5 | NEETU SHARMA | | | | |
| | At the beginning of the year | - | - | 6400 | 2.61 |
| | Shares acquired/sold | 6400 | 2.61 | - | - |
| | At the end of the year | 6400 | 2.61 | 6400 | 2.61 |
| 6 | MD HISHAMUDDIN | | | | |
| | At the beginning of the year | - | - | 5900 | 2.41 |
| | Shares acquired/sold | 5900 | 2.41 | - | - |
| | At the end of the year | 5900 | 2.41 | 5900 | 2.41 |
| 7 | KAVITA | | | | |
| | At the beginning of the year | - | - | 5600 | 2.29 |
| | Shares acquired/sold | 5600 | 2.29 | - | - |
| | At the end of the year | 5600 | 2.29 | 5600 | 2.29 |
| 8 | MANJU | | | | |
| | At the beginning of the year | - | - | 5400 | 2.20 |
| | Shares acquired/sold | 5400 | 2.20 | - | - |
| | At the end of the year | 5400 | 2.20 | 5400 | 2.20 |
| 9 | KRISHAN GOPAL | | | | |
| | At the beginning of the year | - | - | 5350 | 2.18 |
| | Shares acquired/sold | 5350 | 2.18 | - | - |
| | At the end of the year | 5350 | 2.18 | 5350 | 2.18 |
| 10 | BIRENDER KUMAR JHA | | | | |
| | At the beginning of the year | - | - | 5200 | 2.12 |
| | Shares acquired/sold | 5200 | 2.12 | - | - |
| | At the end of the year | 5200 | 2.12 | 5200 | 2.12 |

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 | Munish Mahajan | | | | |
| | 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 ₹)

| | Transaction with | Nature of transaction | Transactions during the year | | Balances as on | |
|--|------------------------------------|-----------------------|------------------------------|---------------------|---------------------|---------------------|
| | | | 31/03/2019 (Rs.) | 31/03/2018 (Rs.) | 31/03/2019 (Rs.) | 31/03/2018 (Rs.) |
| | Dolf Leasing Limited | Loan Taken | 1,01,64,190 | 14,94,50,000 | Nil | 3,81,00,000 |
| | | Loan Repaid | 4,82,64,190 | 11,13,50,000 | Nil | Nil |
| | | Interest Payable | Nil | 48,59,034 | Nil | 48,59,034 |
| | | Interest Paid | 61,35,810 | Nil | Nil | Nil |
| | Patback Business Limited | Interest Received | Nil | 4,713 | Nil | Nil |
| | Smart Capital Services Limited | Loan Given | Nil | 30,00,000 | Nil | Nil |
| | | Loan Recovered | Nil | 39,00,000 | Nil | Nil |
| | | Interest Receivable | Nil | 60,424 | Nil | Nil |
| | | Interest Received | Nil | 77,467 | Nil | Nil |
| | Delta Industrial Resources Limited | Loan Taken | Nil | 22,00,000 | 3,00,000 | 22,00,000 |
| | | Interest Payable | 1,45,971 | 65,886 | 1,45,971 | 65,886 |
| | | Loan Repaid | 19,00,000 | Nil | Nil | Nil |

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| | | | | | | |
|--|--|------------------|------------|--------|-----------|-----------|
| | | Interest paid | 65,886 | Nil | Nil | Nil |
| | Leading leasing Finance & Investment Ltd | Interest Payable | 65,670 | 60,000 | 17,07,373 | 16,41,703 |
| | Long life Business Advisory Pvt. Ltd. | Interest Payable | 3,20,589 | 10,800 | 62,57,461 | 59,36,872 |
| | Subhdata Commosale Pvt. Ltd. | Interest Payable | 43,794 | 2,700 | 8,54,780 | 8,10,986 |
| | Trimline Agencies Pvt. Ltd . | Interest Payable | 2,79,684 | 10,800 | 54,58,985 | 51,79,301 |
| | Dhanvridhi Sales Pvt. Ltd. | Interest Payable | 84,041 | 79,735 | 16,40,358 | 15,56,317 |
| | Shree Worstex Limited | Loan Taken | 134,00,000 | Nil | Nil | Nil |
| | | Interest Paid | 1,72,227 | Nil | Nil | Nil |
| | | Loan Repaid | 134,00,000 | Nil | Nil | Nil |

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 | Independent Directors | | | | |
| | (a) Fee for attending board committee meetings | 24,000/- p.a. | 24,000/- p.a. | 24,000/- p.a. | 72,000/- p.a. |
| | (b) Commission | - | - | | - |
| | (c) Others, please specify | - | - | | - |
| | Total (1) | 24,000/- p.a. | 24,000/- p.a. | 24,000/- p.a. | 72,000/- p.a. |
| 2 | Other Non Executive Directors | | | | |
| | (a) Fee for attending board committee meetings | - | - | | - |
| | (b) Commission | - | - | | - |
| | (c) Others, please specify. | - | - | | - |
| | Total (2) | - | - | | - |
| | Total (B)=(1+2) | - | - | | - |
| | Total Managerial Remuneration | - | - | | - |
| | Overall Ceiling as per the Act. | - | - | | - |

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

(in ₹)

| S. No. | Particulars of Remuneration | Key Managerial Personnel | | Total |
|--------|---|------------------------------------|-------------------------|-----------------|
| | | Company Secretary Leeladhar Jha | CFO/ CEO Aslam Baqui | |
| 1 | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 | 1,09,355 | 3,50,000 | 4,59,355 |
| | (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 | - | - | - |
| | | | | |
| | Total | 1,09,355 | 3,50,000 | 4,59,355 |

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) |
|---------------------|------------------------------|-------------------|--|-----------------------------|-----------------------------------|
| A. COMPANY | | | | | |
| 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. DIRECTORS | | | | | |
| Penalty | N.A. | N.A. | N.A. | N.A. | N.A. |
| Punishment | N.A. | N.A. | N.A. | N.A. | N.A. |

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| | | | | | |
|-------------------------------------|------|------|------|------|------|
| Compounding | N.A. | N.A. | N.A. | N.A. | N.A. |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| 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: 12.08.2019

Place: New Delhi

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Please return, if Undelivered

**Gulmohar Investments and Holdings Limited
324A, IIIrd Floor, Aggarwal Plaza, Sector- 14,
Rohini New Delhi- 110 085**