

AMIT KUMAR
COMPANY SECRETARIES
Unit No. 805, 8th Floor,
Krishna Apra Business Square,
Netaji Subhash Place,
Pitampura,
New Delhi-110034
Tel: 011-42811270, 9313340776
Email: amitkumar_cs@hotmail.com

To,
Ms. Kiran Mittal
Chairperson

35th Annual General Meeting of the
Equity Shareholders of **GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**
held on Monday, September 25, 2017 at 11:00 A.M.
at 324A, IIIrd Floor, Aggarwal Plaza
Sector-14, Rohini, New Delhi-110085

Sub.: Consolidated Report of Scrutinizer on voting through remote e-voting and voting at
AGM held on Monday, September 25, 2017 at 11:00 A.M. at 324A, IIIrd Floor, Aggarwal
Plaza, Sector-14, Rohini, New Delhi-110085

Dear Ma'am,

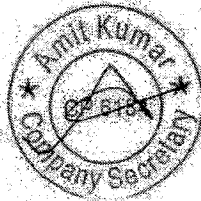
In relation to the 35th Annual General Meeting of the Company, please find enclosed
Consolidated Scrutinizers' Report on voting through remote E-voting and the voting
conducted at the Annual General Meeting of the shareholders of the company.

Kindly acknowledge and take the same on records.

Thanking You,
Yours Faithfully

For **AMIT KUMAR**
Company Secretaries

Amit Kumar
Proprietor
FCS: 5917
CP: 6184



Date: 27/09/2017
Place: Delhi



AMIT KUMAR
COMPANY SECRETARIES
Unit No. 805, 8th Floor,
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Email: amitkumar_cs@hotmail.com

**CONSOLIDATED SCRUTINIZER'S REPORT ON VOTING THROUGH REMOTE E-
VOTING AND VOTING AT THE AGM**
(Pursuant to Section 108 and 109 of Companies Act, 2013 and Rule 20(xi) and
21(2) of Companies (Management & Administration), Rules 2014)

To,
Ms. Kiran Mittal
Chairperson

35th Annual General Meeting of the
Equity Shareholders of **GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**
held on Monday, September 25, 2017 at 11:00 A.M.
at 324A, IIIrd Floor, Aggarwal Plaza
Sector-14, Rohini, New Delhi-110085

Sub: Consolidated Scrutinizer's Report on remote e- Voting conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013, read with Rule 20 (xi) and 21(2) of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and voting at the 35th Annual General Meeting of Gulmohar Investments and Holdings Limited held on Monday, 25th September, 2017 at 11:00 A.M.

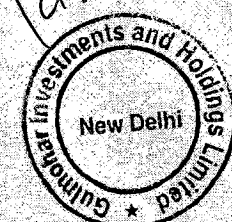
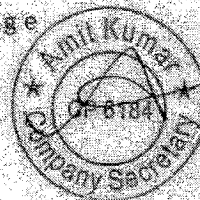
BACKGROUND

I, Amit Kumar, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **Gulmohar Investments and Holdings Limited**, pursuant to section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rule 20(xi) and 21(2) of the Companies (Management and Administration) Rules, 2014, to conduct the remote e- voting process and to scrutinize the electronic votes cast by the shareholders in respect of the below mentioned resolutions passed at the 35th Annual General Meeting of the Company held on Monday, 25th September, 2017 at 11:00 A.M.

DATE OF DISPATCH OF NOTICE AND CONVENING OF THE MEETING

The Company has informed me that the Company has completed the dispatch of Notice dated 30th August, 2017 to the Shareholders of the said 35th Annual General Meeting to all whose names were appearing as on 25th August, 2017 in respect of the below mentioned resolutions passed at the 35th Annual General Meeting of the Company.

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CUT-OFF DATE

The shareholders of the Company holding shares as on the "Cut-off" date of Tuesday, 19th September, 2017 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

REMOTE E-VOTING

The Company had availed the e-Voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-Voting by the shareholders of the Company.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through the e-Voting.

The voting period for remote e-Voting commenced on Friday, 22nd September, 2017 at 9:00 a.m. (IST) and ended on Sunday, 24th September, 2017 at 05:00 p.m. (IST) and the NSDL e-Voting platform was blocked thereafter.

The votes cast under remote e-Voting facility were thereafter unblocked in the presence of two witnesses and after the conclusion of the Voting at the Annual General Meeting the votes cast there under were counted.

VOTING AT THE AGM

At the venue of the AGM, the facility to vote through poll have been provided to those members who were present at the AGM and have not exercised the option of casting their vote through e-Voting.

After the closure of the Voting at the Annual General Meeting, the report of voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

COUNTING PROCESS

The locked polling box subsequently opened in my presence and in presence of two witnesses Ms. Lalita Jhunjhunwala and Mr. Sukh Dev Mahajan and the pooling papers diligently scrutinized.

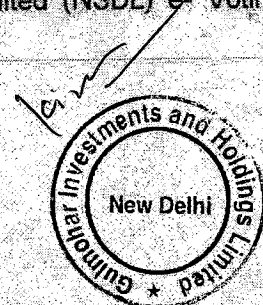
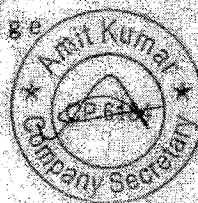
After counting the votes casted by the members present at the AGM and the votes cast under remote e-voting thereafter unblock from the website of National Securities Depository Limited (NSDL) e-Voting system in presence of two witness as mentioned above.

I have scrutinized and reviewed the remote e-Voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-Voting system and report has been prepared on the basis of details provided above.

I now submit my consolidated Report as under on the result of the remote e-Voting and voting at the meeting in respect of the said Resolutions.

I have scrutinized and reviewed the remote e-Voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-Voting system.

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I now submit my consolidated Report as under on the result of the remote e- Voting and voting at the meeting in respect of the said Resolutions.

ORDINARY BUSINESS

Resolution 1: Ordinary Resolution

Consideration of Financial Statements and the Reports of the Board of Directors and Auditor Report

(i) Votes in favour of the resolution:

| Mode of Voting | Number of Members voted | Total Votes cast (Shares) | % of total Number of valid votes cast |
|----------------|-------------------------|---------------------------|---------------------------------------|
| E voting | NIL | NIL | NIL |
| Polling | 10 | 29,300 | 100% |
| Total | 10 | 29,300 | 100% |

(i) Votes against the resolution:

| Mode of Voting | Number of Members voted | Total Votes cast (Shares) | % of total Number of valid votes cast |
|----------------|-------------------------|---------------------------|---------------------------------------|
| E voting | NIL | NIL | NIL |
| Polling | NIL | NIL | NIL |
| Total | NIL | NIL | NIL |

(ii) Invalid votes:

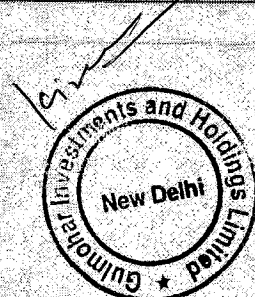
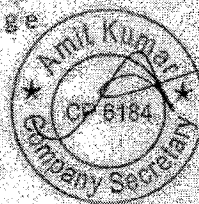
| Total Number of Members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

Resolution 2: Ordinary Resolution

Appointment of Mr. Pawan Kumar Mitta as a Director Liable to Retire by Rotation

(i) Votes in favour of the resolution:

| Mode of Voting | Number of Members voted | Total Votes cast (Shares) | % of total Number of valid votes cast |
|----------------|-------------------------|---------------------------|---------------------------------------|
| E voting | NIL | NIL | NIL |
| Polling | 10 | 29,300 | 100% |
| Total | 10 | 29,300 | 100% |



| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

(i) **Votes against the resolution:**

| Mode of Voting | Number of Members voted | Total Votes cast (Shares) | % of total Number of valid votes cast |
|----------------|-------------------------|---------------------------|---------------------------------------|
| E voting | NIL | NIL | NIL |
| Polling | NIL | NIL | NIL |
| Total | NIL | NIL | NIL |

(ii) **Invalid votes:**

| Total Number of Members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

Resolution 3: Ordinary Resolution

Appointment of Mr. Rohit Mittal as a Director Liable to Retire by Rotation.

(i) **Votes in favour of the resolution:**

| Mode of Voting | Number of Members voted | Total Votes cast (Shares) | % of total Number of valid votes cast |
|----------------|-------------------------|---------------------------|---------------------------------------|
| E voting | NIL | NIL | NIL |
| Polling | 10 | 29,300 | 100% |
| Total | 10 | 29,300 | 100% |

(ii) **Votes against the resolution:**

| Mode of Voting | Number of Members voted | Total Votes cast (Shares) | % of total Number of valid votes cast |
|----------------|-------------------------|---------------------------|---------------------------------------|
| E voting | NIL | NIL | NIL |
| Polling | NIL | NIL | NIL |
| Total | NIL | NIL | NIL |

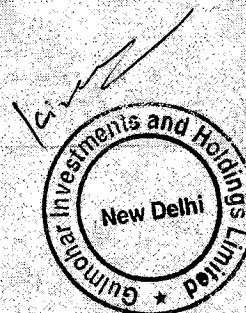
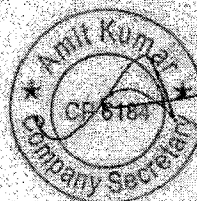
(iii) **Invalid votes:**

| Total Number of Members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

Resolution 4: Ordinary Resolution

To ratify the appointment of Statutory Auditors of the Company

(i) **Votes in favour of the resolution:**



| Mode of Voting | Number of Members voted | Total Votes cast (Shares) | % of total Number of valid votes cast |
|----------------|-------------------------|---------------------------|---------------------------------------|
| E voting | NIL | NIL | NIL |
| Polling | 10 | 29,300 | 100% |
| Total | 10 | 29,300 | 100% |

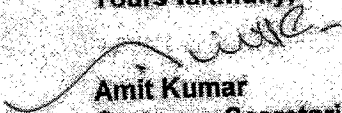
(ii) Votes against the resolution:

| Mode of Voting | Number of Members voted | Total Votes cast (Shares) | % of total Number of valid votes cast |
|----------------|-------------------------|---------------------------|---------------------------------------|
| E voting | NIL | NIL | NIL |
| Polling | NIL | NIL | NIL |
| Total | NIL | NIL | NIL |

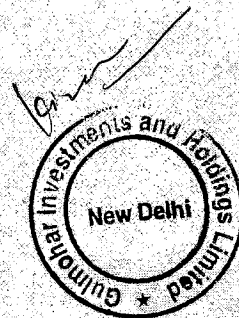
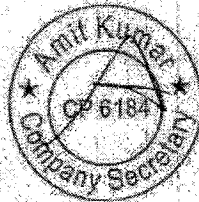
(iii) Invalid votes:

| Total Number of Members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

Thanking You,
Yours faithfully,


Amit Kumar
Company Secretaries
ACS: 5917
COP: 6184

Date: 27/09/2017
Place: New Delhi



Countersigned by
Ms. Kiran Mittal, Chairperson
of the meeting.

Date: 27.09.2017
Place: New Delhi.

AMIT KUMAR
COMPANY SECRETARIES
Unit No. 805, 8th Floor,
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Tel: 011-42811270, 9313340776
Email: amitkumar_cs@hotmail.com

Report of Scrutinizer(s)

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3) of the Companies
(Management and Administration) Rules, 2014]

To,
Ms. Kiran Mittal
Chairperson

35th Annual General Meeting of the
Equity Shareholders of **GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**
held on Monday, September 25, 2017 at 11:00 A.M.
at 324A, IIIrd Floor, Aggarwal Plaza
Sector-14, Rohini, New Delhi-110085

Dear Sir/Ma'am,

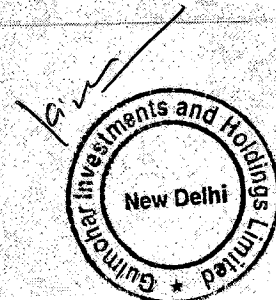
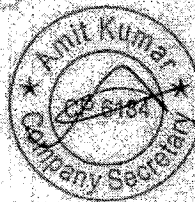
I, Amit Kumar, Practicing Company Secretary, New Delhi, was appointed as the Scrutinizer(s) for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20(3) of the Companies (Management and Administration) Rules, 2014 (Rules) as amended by Companies (Management and Administration) Rules, 2015 on the resolution contained in the notice of Annual General Meeting ("AGM") of the Equity Shareholders of **Gulmohar Investments and Holdings Limited** held on Monday, September 25, 2017 at 11:00 A.M. at 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085, submit my report as under:

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the notice of Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e-voting is restricted to make a Scrutinizer's Report on the votes cast "in favour" or "in against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the authorized agency to provide e-voting facilities, engaged by the Company.

Further to the above, I submit my report as under:

- i. The e-voting period commenced from Friday, September 22, 2017 (09.00 a.m.) and ended on Sunday September 24, 2017 (05.00 p.m.).
- ii. The members of the Company as on "cut-off" date i.e. Tuesday, 19th September, 2017 were entitled to vote on the resolution as set out in the notice of the AGM.

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- iii. The votes cast unblocked during the Annual General Meeting ("AGM") in the presence of two witnesses who are not in the employment of the Company.
- iv. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for", "against" the resolution that was put to vote, were generated from e-voting website of National Securities Depository Limited ("NSDL") i.e. www.evoting.nsdl.com and based on such reports generated, the result of the e-voting is as under :

ORDINARY BUSINESS:

Resolution 1: Ordinary Resolution

Consideration of Financial Statements and the Reports of the Board of Directors and Auditor Report

(i) Voted in favour of the resolution:

| Mode of Voting | Number of Members voted | Total Votes cast (Shares) | % of t cast | % of total Number of valid votes cast |
|----------------|-------------------------|---------------------------|-------------|---------------------------------------|
| E voting | 0 | 0 | 0 | 0 |
| Total | 0 | 0 | 0 | 0 |

(ii) Voted against the resolution:

| Mode of Voting | Number of Members voted | Total Votes cast (Shares) | % of t cast | % of total Number of valid votes cast |
|----------------|-------------------------|---------------------------|-------------|---------------------------------------|
| E voting | 0 | 0 | 0 | 0 |
| Total | 0 | 0 | 0 | 0 |

(iii) Invalid votes :

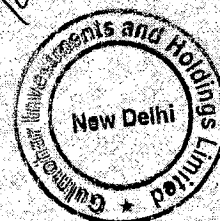
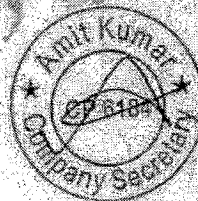
| Mode of Voting | Number of Members voted | Total Votes cast (Shares) | % of t cast | % of total Number of valid votes cast |
|----------------|-------------------------|---------------------------|-------------|---------------------------------------|
| E voting | 0 | 0 | 0 | 0 |
| Total | 0 | 0 | 0 | 0 |

Resolution 2: Ordinary Resolution

Appointment of Mr. Pawan Kumar Mittal as a Director Liable to Retire by Rotation

(i) Voted in favour of the resolution:

| Mode of Voting | Number of Members voted | Total Votes cast (Shares) | % of t cast | % of total Number of valid votes cast |
|----------------|-------------------------|---------------------------|-------------|---------------------------------------|
| E voting | 0 | 0 | 0 | 0 |
| Total | 0 | 0 | 0 | 0 |



(ii) Voted against the resolution:

| Mode of Voting | Number of Members voted | Total Votes cast (Shares) | % of total Number of valid votes cast |
|----------------|-------------------------|---------------------------|---------------------------------------|
| E voting | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

(iii) Invalid votes :

| Mode of Voting | Number of Members voted | Total Votes cast (Shares) | % of total Number of valid votes cast |
|----------------|-------------------------|---------------------------|---------------------------------------|
| E voting | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

Resolution 3: Ordinary Resolution

Appointment of Mr. Rohit Mittal as a Director Liable to Retire by Rotation

(i) Voted in favour of the resolution:

| Mode of Voting | Number of Members voted | Total Votes cast (Shares) | % of total Number of valid votes cast |
|----------------|-------------------------|---------------------------|---------------------------------------|
| E voting | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

(ii) Voted against the resolution:

| Mode of Voting | Number of Members voted | Total Votes cast (Shares) | % of total Number of valid votes cast |
|----------------|-------------------------|---------------------------|---------------------------------------|
| E voting | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

(iii) Invalid votes :

| Mode of Voting | Number of Members voted | Total Votes cast (Shares) | % of total Number of valid votes cast |
|----------------|-------------------------|---------------------------|---------------------------------------|
| E voting | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

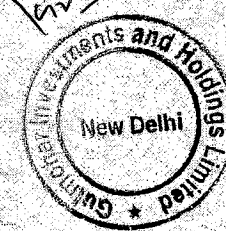
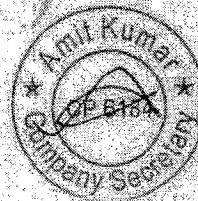
Resolution 4: Ordinary Resolution

To Ratify the Appointment of Statutory Auditors of the Company

(i) Voted in favour of the resolution:

| Mode of Voting | Number of Members voted | Total Votes cast (Shares) | % of total Number of valid votes cast |
|----------------|-------------------------|---------------------------|---------------------------------------|
| E voting | 0 | 0 | 0 |

3 | Page



| | | | |
|-------|---|---|---|
| Total | 0 | 0 | 0 |
|-------|---|---|---|

(ii) Voted against the resolution:

| Mode of Voting | Number of Members voted | Total Votes cast (Shares) | % of total Number of valid votes cast |
|----------------|-------------------------|---------------------------|---------------------------------------|
| E voting | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

(iii) Invalid votes :

| Mode of Voting | Number of Members voted | Total Votes cast (Shares) | % of total Number of valid votes cast |
|----------------|-------------------------|---------------------------|---------------------------------------|
| E voting | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

Thanking you,

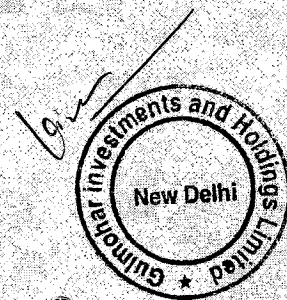
Yours faithfully,

For AMIT KUMAR
Company Secretaries

Amit Kumar
Amit Kumar
Proprietor
FCS-5917
CP-6184



Date: 27/09/2017
Place: New Delhi



Countersigned by
Ms Kisan Mittal, Chairperson
of the meeting
Date: 27.09.2017
Place: New Delhi

AMIT KUMAR
COMPANY SECRETARIES
Unit No. 805, 8th Floor,
Krishna Apra Business Square,
Netaji Subhash Place,
Pitampura,
New Delhi-110034
Tel: 011-42811270, 9313340776
Email: amitkumar_cs@hotmail.com

FORM No. MGT-13
Report of Scrutinizer(s)
[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
Ms. Kiran Mittal
Chairperson:

35th Annual General Meeting of the
Equity Shareholders of **GULMOHAR INVESTMENTS AND HOLDINGS LIMITED**
held on Monday, September 25, 2017 at 11:00 A.M.
at 324A, IIIrd Floor, Aggarwal Plaza
Sector-14, Rohini, New Delhi-110085.

Dear Sir/Ma'am,

I, Amit Kumar, Practicing Company Secretary, New Delhi, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution/s, at the meeting of the Equity Shareholders of **Gulmohar Investments and Holdings Limited**, held on Monday, September 25, 2017 at 11:00 A.M. at 324A, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085, submit my report as under:

1. After the time fixed for closing of the poll by the Chairperson, an empty polling box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked polling box were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agent of the Company and the authorizations/ Proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

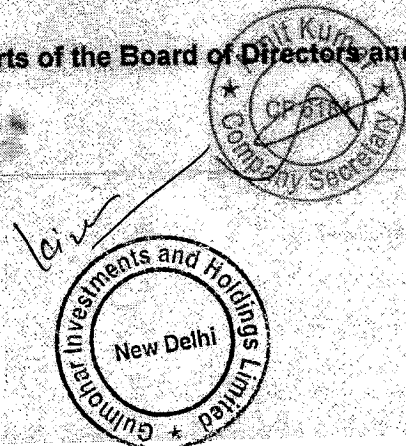
ORDINARY BUSINESS:

Resolution 1: Ordinary Resolution

Consideration of Financial Statements and Reports of the Board of Directors and Auditor Report

(i) Voted in favour of the resolution:

1 | Page



| Number of members present and voting (in person or by proxy) | Number of Votes cast by them | % of total number of valid vote cast |
|--|------------------------------|--------------------------------------|
| 10 | 29,300 | 100% |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of Votes cast by them | % of total number of valid vote cast |
|--|------------------------------|--------------------------------------|
| Nil | Nil | Nil |

(iii) Invalid votes :

| Number of members present and voting (in person or by proxy) | Number of Votes cast by them | % of total number of valid vote cast |
|--|------------------------------|--------------------------------------|
| Nil | Nil | Nil |

Resolution 2: Ordinary Resolution

Appointment of Mr. Pawan Kumar Mittal as a Director Liable to Retire by Rotation

(i) Voted in favour of the resolution:

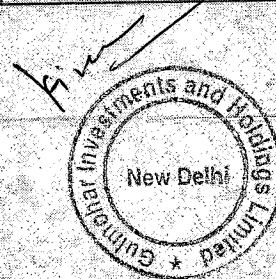
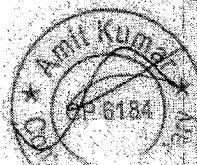
| Number of members present and voting (in person or by proxy) | Number of Votes cast by them | % of total number of valid vote cast |
|--|------------------------------|--------------------------------------|
| 10 | 29,300 | 100% |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of Votes cast by them | % of total number of valid vote cast |
|--|------------------------------|--------------------------------------|
| Nil | Nil | Nil |

(iii) Invalid votes :

| Number of members present and voting (in person or by proxy) | Number of Votes cast by them | % of total number of valid vote cast |
|--|------------------------------|--------------------------------------|
| Nil | Nil | Nil |



Resolution 3: Ordinary Resolution

Appointment of Mr. Rohit Mittal as a Director Liable to Retire by Rotation

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of Votes cast by them | % of total number of valid vote cast |
|--|------------------------------|--------------------------------------|
| 10 | 29,300 | 100% |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of Votes cast by them | % of total number of valid vote cast |
|--|------------------------------|--------------------------------------|
| Nil | Nil | Nil |

(iii) Invalid votes :

| Number of members present and voting (in person or by proxy) | Number of Votes cast by them | % of total number of valid vote cast |
|--|------------------------------|--------------------------------------|
| Nil | Nil | Nil |

Resolution 4: Ordinary Resolution

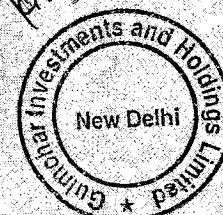
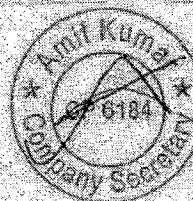
To Ratify the Appointment of Statutory Auditors of the Company

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of Votes cast by them | % of total number of valid vote cast |
|--|------------------------------|--------------------------------------|
| 10 | 29,300 | 100% |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of Votes cast by them | % of total number of valid vote cast |
|--|------------------------------|--------------------------------------|
| NIL | NIL | NIL |



(iii) Invalid votes :


| Number of members present and voting (in person or by proxy) | Number of Votes cast by them | % of total number of valid vote cast |
|--|------------------------------|--------------------------------------|
| NIL | NIL | NIL |

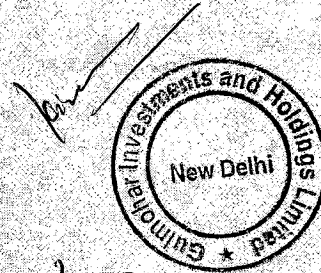
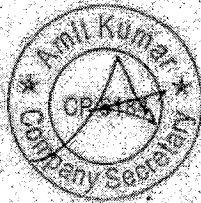
5. A Compact Disc containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

For AMIT KUMAR
Company Secretaries


Amit Kumar
Proprietor
FCS-5917
CP-6184



Date: 27/09/2017
Place: New Delhi

Counter signed by
Ms. Kiran Mittal, Chairperson
of the meeting.

Date: 27.09.2017
Place: New Delhi