

GULMOHAR INVESTMENTS AND HOLDINGS LIMITED

Regd office: F-3/4, Okhla Industrial Area, Phase-I, New Delhi-110020

Ph No: +91-9811076260, Email Id: gulmoharlimited@gmail.com

CIN No: L65993DL1982PLC013956

Notice of 33rd Annual General Meeting

Notice is hereby given that the 33rd Annual General Meeting of the members of **Gulmohar Investments and Holdings Limited** will be held on Wednesday, September 30, 2015, at 11:00 A.M. at F-3/4, Okhla Industrial Area, Phase-I, New Delhi-110020 to transact the following business:

ORDINARY BUSINESS:

Item No. 1- Adoption of Financial Statements

To receive, consider and adopt the standalone audited Financial Statements of the Company for the financial year ended March 31, 2015 and the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 - Appointment of a Director

To re-appoint, Ms. Ritika Mahajan (DIN: 00964458), who retires by rotation and being eligible, offers himself for reappointment.

Item No. 3 -Appointment of Auditors of the Company

"RESOLVED THAT pursuant to the provisions of Section 139, 141 & 142 of the Companies Act, 2013, and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and recommendation of the Audit Committee and approval by the Board of Directors at their meeting dated 01st September, 2015, the consent of the Company be and is hereby accorded to appoint M/s V.N. Purohit & Co., Chartered Accountants (FRN: 304040E), as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Sixth AGM, considering this AGM as the First AGM of the Company, subject to the ratification by the Members at every AGM, held after this AGM and at such remuneration plus Service Tax as may be mutually agreed between the Board of Directors of the Company and the Auditors."

By the order of the Board
For **Gulmohar Investments and Holdings Limited**

Date: 01/09/2015


Kiran Mittal
Director
DIN: 00749457



NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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 AND IF INTENDED TO BE USED, IT SHOULD BE DEPOSITED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF ANNUAL GENERAL MEETING.**
2. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. The Register of Members and Share Transfer Books of the Company will be closed from, Monday, September 28, 2015 to Wednesday, September 30, 2015 (both days inclusive) for the purpose of Annual General Meeting.
6. Shareholders desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
7. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish a copy of their PAN card to the Company / RTAs for registration of such transfer of shares.
8. Members are requested to intimate the changes in their address if any, to the company.
9. Members are requested to bring their copies of Annual Report and accounts to the meeting.
10. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business is not required to be annexed herewith as there is no special business.

11. Documents referred in the notice and the explanatory statement, if any will be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 11.00 A.M. to 1.00 P.M. except holidays, upto the date of the ensuing annual general meeting.
12. 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.

By the order of the Board
For Gulmohar Investments and Holdings Limited



Kiran Mittal
Director

DIN:00749457

Date: 01/09/2015

Place: New Delhi

Directors' Report

To the Shareowners

Your Directors take pleasure in presenting the 33rd Annual Report on the business and operations of your Company along with the standalone financial statements for the year ended March 31, 2015.

BACKGROUND

The 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"). Equity Shares of the Company are listed on "The Calcutta Stock Exchange Limited (CSE)".

FINANCIAL SUMMARY/HIGH LIGHTS/PERFORMANCE OF THE COMPANY(SATANDALONE)

The Company's financial results are as under:

Particular	(Amount in Rs.)	
	Current Year 2014-15	Previous Year 2013-14
Total revenue	59,470	77,332
Expenses:		
Depreciation	-	(47,011)
Other Administrative Expenses	(51,478)	(21,293)
Contingent provision against standard assets	(4,806)	-
Profit before tax	3,186	9,028
Tax Expenses:		
Current tax	(2,500)	(2,800)
Profit after tax	686	6,228

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR

The Company is a Non-Banking Financial Company registered with the Reserve Bank of India. There has been no change in the business of the Company, during the year under review.

The total revenue from operations of your Company for the year ended March 31, 2015 stood at Rs. 59,470 as against Rs. 77,332 for the year ended March 31, 2014. The Profit before tax stood at Rs. 3,186 as compared to Rs. 9,028 in the previous year. The Profit after tax for the year ended March 31, 2015 stood at Rs.686 as compared to Rs. 6,228 in the previous year ended March 31, 2014.



STATE OF COMPANY'S AFFAIR

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.

RESERVES & PROVISIONS

During the year under review, your company has transferred of Rs. 137 to Special Reserve (U/s 45IC of RBI Act, 1934).

DIVIDEND

The Company needs further funds to enhance its business operations, to upgrade the efficiency and to meet out the deficiencies in working capital. The Directors, therefore, do not recommend any dividend on Equity Shares for the financial year 2014-15.

INTERNAL AUDITOR

Pursuant to the provision of Section 138 of the Companies Act, 2013 read with rules made there under the Board of Directors of the Company had appointed M/s S.K. Goel & Associates, Chartered Accountants, as the Internal Auditors of the Company for the financial year 2014-15.

RISK MANAGEMENT

Your Company being a NBFC is subjected to both Business and Financial risk. 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.

Internal Audit Reports are discussed with the Management and the Management 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.



VIGIL MECHANISM

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 behavior. 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. The Board of Directors of your Company has adopted the Vigil Mechanism and Whistle Blower Policy in compliance of Companies Act, 2013.

HUMAN RESOURCES

The Company recognizes people as its most valuable asset and it has built an open, transparent and meritocratic culture to nurture this asset. 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.

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), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) etc.

The Company has complied with all applicable provisions of the Companies Act, 1956 and the Companies Act, 2013, Listing Agreement executed with the Stock Exchanges and other applicable rules/regulations/guidelines issued from time to time.

DEPOSITS

The Company has neither invited nor accepted any deposits from the public during the year. There is no unclaimed or unpaid deposit lying with the Company.

RBI GUIDELINES

As a Non Deposit taking Non-Banking Finance Company, your Company always aims to operate in compliance with applicable RBI laws and regulations and employs its best efforts towards achieving the same.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) APPOINTED / RESIGNED DURING THE YEAR:

S. No.	Name	Designation	Date of Appointment of Current Designation/ Resignation	Change
1.	Mr. Amit Mahajan	Director	10/03/1998 Appointment	No Change



2.	Mr. Govind Ram Saini	Director	28/09/2013 Appointment	Change in designation as the Independent director of the company.
3.	Ms. Kiran Mittal	Director	30/09/2014 Appointment	Change in designation as the Independent director of the company.
4.	Mr. Munish Mahajan	Director	10/03/1998 Appointment	No Change
5.	Ms. Ritika Mahajan	Director	03/04/1997 Appointment	Re- appointed as a Director liable to retire by rotation
6.	Ms. Koyal Saini	Director	28/09/2013 Appointment	No Change

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees, if any. The manner in which the evaluation has been carried out is based on the criteria as specified by the management of the Company i.e. No. of Meetings attended, quality suggestion accepted by the Board from the individual Director, participation of Directors in Board discussion, etc. has been mentioned in the Board evaluation policy adopted by the Board.

PARTICULAR OF EMPLOYEES AND RELATED DISCLOSURES

The information 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 below:

- i) **The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:**

Directors	Ratio to median remuneration*
Mr. Munish Mahajan	NIL
Mr. Amit Mahajan	NIL
Ms. Ritika Mahajan	NIL
Mr. Govind Ram Saini	NIL
Ms. Koyal Saini	NIL
Ms. Kiran Mittal	NIL

*Directors do not receive any remuneration or commission from the Company.

[Handwritten signature]



- 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**, as there is no remuneration being paid to the Directors of the Company during the financial year, therefore there is no percentage increase in remuneration of any Director.
- iii) **The percentage increase in the median remuneration of employees in the financial year:** NIL
- iv) **The explanation on the relationship between average increase in remuneration and Company performance:** Not Applicable as there has not been any increase in the remuneration. Comparison of the remuneration of the Key Managerial Personnel against the performance of the company.
- v) **Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year:** As shares of the Company are listed on The Calcutta Stock Exchange Limited (CSE) where no trading has taken place therefore variations in the market capitalization of the Company cannot be determined. Further, the net-worth of the Company in the Previous as well as Current financial year is Rs. 26,55,952/-.
- vi) **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:** There was no increase in the salaries of employees and managerial personnel in the last financial year, further no remuneration is being paid to the employees and managerial personnel. Hence, the comparison between the two cannot be made.
- vii) **Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company:** Remuneration of each Key Managerial Personnel cannot be compared against the performance of the Company as no remuneration being paid to the Key Managerial Personnel.
- viii) **the key parameters for any variable component of remuneration availed by the directors:** As no remuneration has been paid to the Directors during the year, there are no key parameters for any variable component of remuneration.
- ix) **The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:** Not applicable, as no remuneration is paid to the Directors.
- x) **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.



DISCLOSURE UNDER RULE 5 (2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OR MANAGERIAL PERSONNEL) RULES, 2014

No directors/employees of the Company was in receipt of amount exceeding a salary of Rs. 5,00,000/-per month or Rs. 60,00,000/- per annum or more when employed for whole of the year, under the provisions of Rule 5 (2) & (3) of The Companies (Appointment And Remuneration or Managerial Personnel) Rules, 2014.

DIRECTOR'S 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.

MEETINGS

The agenda and Notice for the Meetings is prepared and circulated in advance to the Directors. The Board of Directors of the Company met seven times during the financial year 2014-15. 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.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTOR OF THE COMPANY

All the Independent Directors are well appointed on the Board of Company in compliance with the Companies Act, 2013. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence under sub-section (6) of section 149 of the Act.



SEPARATE MEETING OF INDEPENDENT DIRECTORS

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.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE U/S 186

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.

PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES U/S 188

During the year under review, there are no transactions within the purview of Section 188 of the Companies Act, 2013.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have 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 are no significant material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

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 take responsibility to ensure you that the Company has not been encountered with any fraud or fraudulent activity during the Financial Year 2014-2015.

COMPOSITION/COMMITTEES OF THE BOARD:

AUDIT COMMITTEE:

The Board constituted an Audit Committee consisting of 3 Directors. All members of Audit Committee are financially literate and 2 Directors out of 3 members have financial management expertise. This Committee comprises of the following Directors:

Handwritten signature



S.No.	Name of the Director	Category
1.	Mr. Govind Ram Saini (DIN: 00605993)	Chairperson
2.	Ms. Koyal Saini (DIN: 02209266)	Member
3.	Ms. Kiran Mittal (DIN:00749457)	Member

During the year under review, the Board accepted all the recommendations made by the Audit Committee of the Board.

NOMINATION AND REMUNERATION COMMITTEE:

The Company had constituted a Remuneration Committee to decide and fix payment of remuneration and sitting fees to the Directors of the Company earlier but as per new provisions u/s 178 of the Companies Act, 2013, the said committee has been reconstituted. This committee will look after the functions as enumerated u/s 178 of the Companies Act, 2013. This Committee comprises of the following Directors:

S.No.	Name of the Director	Category
1.	Ms. Koyal Saini (DIN: 02209266)	Chairperson
2.	Mr. Govind Ram Saini (DIN: 00605993)	Member
3.	Ms. Kiran Mittal (DIN:00749457)	Member

STAKEHOLDER RELATIONSHIP COMMITTEE:

The Stakeholder Relationship Committee looks into the redressal of the shareholders complaints in respect of any matter including transfer of shares non receipt of annual report, non receipt of declared dividend etc. This Committee comprises of the following Directors:

S.No.	Name of the Director	Category
1.	Ms. Kiran Mittal (DIN:00749457)	Chairperson
2.	Ms. Koyal Saini (DIN: 02209266)	Member
3.	Mr. Govind Ram Saini (DIN: 00605993)	Member

AUDITORS

STATUTORY AUDITORS

During the year under review, M/s A. Malik & Co. Chartered Accountants, resigned as Auditors of the Company. Thereafter, M/s V.N. Purohit & Co., Chartered Accountants were appointed to act as Statutory Auditors of the Company.

M/s V.N. Purohit & Co., Chartered Accountants, who shall be appointed to hold the office as per the provisions of the Companies Act, 2013, at the ensuing Annual General Meeting (AGM), from the conclusion of this AGM till the Conclusion of the Sixth AGM, considering this AGM as the First



AGM of the Company, subject to the ratification by the members at every AGM, held after this AGM. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed there under for their appointment as Statutory Auditors of the Company.

STATUTORY AUDITORS' REPORT

The Auditors Report has been annexed with this report; Auditors' observations are self explanatory, which do not call for any further clarifications.

SECRETARIAL AUDIT

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 Mr. Amit Kumar, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the Financial Year 2014-15. The Secretarial Audit Report is annexed herewith as "Annexure A".

INTERNAL AUDITOR

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 2014-15.

SECRETARIAL AUDITORS' REPORT

The Secretarial Auditors Report has been annexed with this report; Secretarial Auditors' observations are self explanatory, which do not call for any further clarifications from the Board.

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 is annexed herewith as "Annexure B".

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.

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, 2015, 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, 2015, 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.

CORPORATE GOVERNANCE

Since, the paid-up capital of the Company is less than Rs. 10 Crores and Net worth is less than Rs. 25 Crores, the provisions of the Corporate Governance as stipulated under Clause 49 of the Standard Equity Listing Agreement 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 endeavor 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.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

During the year under review, the Company neither had any Subsidiaries nor Joint Ventures nor Associate Companies and hence, do not call for any disclosure under this head.

CORPORATE SOCIAL RESPONSIBILITY

The Company is not required to constitute a Corporate Social Responsibility Committee since the provisions of Section 135 of the Companies Act, 2013 read with rules made there under are not applicable to the company.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013 READ WITH RULES

- Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules there under, the Company has not received any complaint of sexual harassment during the year under review



CODE OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND CODE OF CONDUCT UNDER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

Pursuant to Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors has formulated and adopted the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (Code of Fair Disclosure) of the Company. The Board has also formulated and adopted "Code of Conduct for Prohibition of Insider Trading" (Code of Conduct) of the Company as prescribed under Regulation 9 of the said Regulations.

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
For Gulmohar Investments and Holdings Limited**



**Govind Ram Saini
Director
DIN: 00605993**



**Kiran Mittal
Director
DIN: 00749457**

**Date: 01/09/2015
Place: New Delhi**



AMIT KUMAR
COMPANY SECRETARIES
241, Ghalib Apartments,
Opp:Pushpanjali Enclave,
Pitampura,
New Delhi-110034
Tel: 011-42811270, 9313340776
Email: amitkumar_cs@hotmail.com

SECRETARIAL AUDIT REPORT

CIN	L65993DL1982PLC013956
AUTHORISED CAPITAL	Rs. 2,500,000/-
PAID UP CAPITAL	Rs. 2,450,000/-

To,
The Board of Directors
GULMOHAR INVESTMENTS AND HOLDINGS LIMITED
F-3/4, Okhla Industrial Area,
Phase-I, New Delhi-110020

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 referred to as the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 ("Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and in the manner reported hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of –

- i. The Companies Act, 2013 ("Act") and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made under that Act;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act;
- iv. ~~The Foreign Exchange Management Act, 1999 and the Rules and Regulations made under that Act to the extent applicable to Overseas Direct Investment (ODI);~~



v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 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 – Not Applicable to the Company during the Audit Period;
- (d) ~~The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 notified on October 28, 2014;~~
- (e) ~~The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;~~
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) ~~The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and~~
- (h) ~~The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;~~

We have also examined compliance with the applicable clauses of the following:

i. ~~Secretarial Standards issued by The Institute of Company Secretaries of India.~~

Secretarial Standards are not notified hence not applicable to the Company during the Audit Period.

ii. The Listing Agreements entered into by the Company with the Calcutta Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

We further report that:

The Compliance System prevailing in the Company and on examination of the relevant documents and records in pursuance thereof the Company has complied with the following laws applicable specifically to the Company:

i. Reserve Bank of India Directfons, Guidelines and Circulars applicable to Non Systemically Important Non Deposit Accepting or Holding NBFCs (ND - NBFC).

ii. The Board of Directors of the Company duly constituted. 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.



iii. The Company is in the process of appointing Key Managerial Personnel as required under Section 203 of the Companies Act, 2013.

As per the explanations and information furnished to us by the officers and agents of the Company for not adhering to the abovementioned provisions, it was cited that the company will comply the same at earliest.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as 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.

**For AMIT KUMAR
Company Secretaries**



Amit K.
**Amit Kumar
Proprietor
FCS-5917
CP-6184**

Place: New Delhi
Date: 01-09-2015

Note: This report is to be read with our letter of even date which is annexed as Annexure herewith and forms and integral part of this report.

ANNEXURE TO SECRETARIAL AUDIT REPORT

To,
The Members,
Gulmohar Investments and Holdings Limited
Regd office: F-3/4, Okhla Industrial Area,
Phase-I, New Delhi-110020

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record 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 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. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of 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 the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For AMIT KUMAR
Company Secretaries



Amit K.
Amit Kumar
Proprietor
FCS-5917
CP-6184

Place: New Delhi
Date: 01-09-2015

Annexure-B

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on March 31, 2015**

[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	F-3/4, Okhla Industrial Area, Phase-I, New Delhi-110020
VI	Whether listed Company	Yes
VII	Name, Address and Contact details of Registrar and Transfer Agent, if any:-	N.A

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 advanced	9971	100

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
NOT APPLICABLE					

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	No. of Shares held at the end of the year	% change during the year
--------------------------	---	---	--------------------------



	De mat	Physica l	Total	% of Total Shar es	De ma t	Physical	Total	% of Total Share s	% of Total Shar es	% change during the year
A. Promoters										
(1) Indian	0	0	0	0	0	0	0	0	0	0
a) Individual/HUF	0	37130	37130	15.16	0	37130	37130	15.16	0	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	72000	72000	29.39	0	72000	72000	29.39	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A)(1)	0	109130	109130	44.54	0	109130	109130	44.54	0	0
(2) Foreign										
a) NRI-Individuals	0	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (A)(2)	0	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	0	109130	109130	44.54	0	109130	109130	44.54	0	0
B. PUBLIC SHAREHOLDING										
(1) Institutions										
a) Mutual Funds	0	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0	0
c) Central govt.	0	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0	0

f) Insurance Companies	0	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0	0
(2) Non Institutions										
a) Bodies corporate										
i) Indian	0	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0	0
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	0	135870	135870	55.46		135870	135870	55.46	0	0
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	0	0	0	0	0	0	0	0	0	0
c) Others (HUF)	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(2):	0	135870	135870	55.46	0	135870	135870	55.46	0	135870
Total Public Shareholding (B)= (B)(1)+(B)(2)	0	135870	135870	55.46	0	135870	135870	55.46	0	135870



C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0		0	0
Grand Total (A+B+C)		245000	245000	100.00		245000	245000	100.00	0	0

(ii) SHARE HOLDING OF PROMOTERS

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the Company	% of shares Pledged encumbered	No. of shares	% of total shares of the Company	% of shares pledged encumbered to total shares	% change in share holding during the year
1	Leading Leasing Finance and Investment Company Limited	72000	29.39	0	72000	29.39	0	0
2	Munish Mahajan	37130	15.16	0	37130	15.16	0	0
	Total	109130	44.54		109130	44.54	0	0

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (please specify if there is no change)

SI. No.	Particulars	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	At the beginning of the year	109130	44.54	109130	44.54
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for	0	0	0	0

	increase/decrease (e.g. allotment of Preferential Shares/transfer/bonus/sweat equity etc)				
3	At the end of the year	109130	44.54	109130	44.54

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs & ADRs)

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year*	
		No. of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Ashok Oberoi	3800	1.55	3800	1.55
2	Vipen Mahajan	3700	1.51	3700	1.51
3	Ravinder Kumar Mittal	3700	1.51	3700	1.51
4	Sukh Dev Mahajan	3500	1.43	3500	1.43
5	Manohar Lal Chaudhary	3300	1.34	3300	1.34
6	Savita Mahajan	3100	1.26	3100	1.26
7	Suraj Parkash Agarwal	3100	1.26	3100	1.26
8	Suresh Khaitan	2900	1.18	2900	1.18
9	Sameer Jhunjhunwala	2800	1.14	2800	1.14
10	Lalita Jhunjhunwala	2800	1.14	2800	1.14

*Note: There is no change in Share holding of top 10 shareholders during the year under review.

(v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year*	
		No. of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Munish Mahajan	37130	15.16	37130	15.16

Note: There is no change in Share holding of Directors and Key Managerial Personnel during the year under review.

(vi) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment



Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	0	32765	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
Additions	0	180000	0	0
Reduction	0	12765	0	0
Net Change	0	167235	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	200000	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
4				
Total (i+ii+iii)	0	200000	0	0

(Vii) 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
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax 1961	-	-
	(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	-	-

	Sweat Equity	-	-
	Commission	-	-
	as % of profit	-	-
	others (specify)	-	-
	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act	-	-

b. Remuneration to Other Directors:

Sl. No.	Particulars of Remuneration	Name of the Directors	Total Amount
1	Independent Directors	--	
	(a) Fee for attending board committee meetings	0	0
	(b) Commission	0	0
	(c) Others, please specify	0	0
	Total (1)	0	0
2	Other Non Executive Directors	-	-
	(a) Fee for attending board committee meetings	0	0
	(b) Commission	0	0
	(c) Others, please specify.	0	0
	Total (2)	0	0
	Total (B)=(1+2)	0	0
	Total Managerial Remuneration	0	0
	Overall Ceiling as per the Act.	0	0

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	-	-	-
	(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	0	0	0	0

Viii PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Ap peal 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.
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
For **Gulmohar Investments and Holdings Limited**

Date: 01/09/2015
Place: New Delhi




Govind Ram Saini
Director
DIN:00605993


Kiran Mittal
Director
DIN: 00749457