



31st ANNUAL REPORT 2018-19

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31st ANNUAL REPORT: 2018-19

BOARD OF DIRECTORS

CHAIRMAN

Mr. Piyush Prakash

MANAGING DIRECTOR

Mr. Vijay Kumar Sinha

EXECUTIVE DIRECTOR

Mr. Vijay Kumar Sinha

Mr. Anil Kumar Goel

Mr. Subodh Gupta

NON-EXECUTIVE

Mr. Brij Mohan Sharma

Ms. Preety Tosh

Ms. Divya Malini Gupta

Mr. Piyush Prakash

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. Piyush Prakash Chairman

Ms. Preety Tosh Member

Mr. Subodh Gupta Member

SHARE ALLOTMENT AND TRANSFER COMMITTEE

Mr. Anil Kumar Goel Chairman

Mr. Subodh Gupta Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Brij Mohan Sharma Chairman

Mr. Piyush Prakash Member

Ms. Preety Tosh Member

STAKEHOLDER RELATIONSHIP COMMITTEE

Ms. Preety Tosh Chairperson

Mr. Subodh Gupta Member

Mr. Piyush Prakash Member

KEY MANAGERIAL PERSONNEL

Mr. Vijay Kumar Sinha Managing Director

Mr. Ashok Kumar Das Chief Financial Officer

Ms. Shilpa Verma Company Secretary and Compliance Officer



CORPORATE INFORMATION

CIN NO: L74140DL1988PLC034109

AUDITORS**STATUTORY AUDITORS**

Umesh Amita & Co.
Chartered Accountants, (FRN. No. 007238C)
40-40A, Siddharth Enclave,
Mau Road, Khandari,
Agra – 282005, Uttar Pradesh
Tel: 0562-4000924, 4000923
Email Id: umeshamita@gmail.com

INTERNAL AUDITORS

Ayesha Gupta & Co.
Chartered Accountants
16/114, Ladli Katra,
Shahganj, Agra - 282010 ,
Tel: (0) 9650854840
Email Id: caayeshagupta@gmail.com

SECRETARIAL AUDITORS

Anshul Singla & Associates,
Company Secretaries,
A-7, Ist Floor, East of Kailash,
New Delhi – 110065
Tel: 011-26844897
Email Id: csanshusingla@gmail.com

REGISTERED & CORPORATE OFFICE

302, G.K House, 187A, Sant Nagar
East of Kailash, New Delhi – 110065
Phone : 011- 26489431
Fax No: 011- 26489299
Email Id: akg_gkcl@yahoo.co.in
Website: www.gkconsultantsltd.com

**REGISTRAR & SHARE TRANSFER
AGENTS**

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99, Madangir,
New Delhi - 110062
Tel.: 011-29961281-283
Fax.: 011-29961284
website: www.beetalfinancial.com
Email: beetalrta@gmail.com

PRINCIPAL BANKERS

The Dhanlaxmi Bank Ltd.
ICICI Bank Ltd.
HDFC Bank Limited
Kotak Mahindra Bank



Notice of Thirty First Annual General Meeting of G. K. Consultants Limited

NOTICE is hereby given that the 31st Annual General Meeting of the Members of G.K. Consultants Limited will be held at 09:30 A.M. on Monday, September 30, 2019 at 301-302, G. K. House, 187A, Sant Nagar, East of Kailash, New Delhi-110065, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Subodh Gupta (DIN: 00006243), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To appoint Mr. Parameswaran Subramaniam (DIN: 00627794) as an Independent Director to fill up the vacancy of the outgoing director Mr. Brij Mohan Sharma (DIN: 01070086) who has shown unwillingness for reappointment at this Annual General Meeting and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Director) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, Mr. Parameswaran Subramaniam (DIN: 00627794) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing him candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of five (5) years from 30th September, 2019, not liable to retire by rotation.”

4. To reappoint Mr. Piyush Prakash (DIN: 02014796) as independent director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Director) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and



Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, Mr. Piyush Prakash (DIN: 02014796) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing him candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, for a period of five (5) years from 30th September, 2019, not liable to retire by rotation.”

5. To reappoint Ms. Preety Tosh (DIN: 06961738) as independent director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Director) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, Ms. Preety Tosh (DIN: 06961738)) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, for a period of five (5) years from 30th September, 2019, not liable to retire by rotation.”

By order of the Board of Directors

New Delhi
August 23, 2019

(Shilpa Verma)
Company Secretary
(M. No: FCS 10105)

REGISTERED OFFICE:

302, G. K. House, 187A, Sant Nagar,
East of Kailash, New Delhi-110 065
CIN: L74140DL1988PLC034109
Phone: 011- 26489431
Fax:011- 26489299
Email: akg_gkcl@yahoo.co.in
Website:www.gkconsultantsltd.com



NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote (on a poll only) instead of himself/ herself. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) % of the total share capital of the Company. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other person or shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty-eight) hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.
The Attendance Slip and a Proxy Form with clear instructions for filing, stamping, signing and/or depositing the Proxy Form forms part of the Notice.
2. Route map and details of prominent land mark of the venue of meeting is attached with Proxy form and Attendance Slip.
3. The Relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the Additional Information, pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of the directors seeking appointment/reappointment at the AGM, are annexed hereto.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send **in advance** duly certified copy of the Board Resolution/ Letter of Authority /Power of Attorney authorizing their representative(s) to attend the meeting.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of Annual General Meeting.
6. **Change of Address:**
To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address. The legal heirs, nominee or joint holders as the case may be are advised to notify the Company about the demise of any member as soon as possible.
7. **Nomination:**
Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members/Beneficial Owners are entitled to make nomination in respect of Shares held by them in Form No. SH-13. Holders of shares in single name and physical form are advised to make nomination in respect of their holding in the Company by submitting duly completed form No SH-13 with the Company and to their respective Depository in case of shares held in electronic form. Joint Holders can also use nomination facility for shares held by them.
8. **PAN and Bank Account Details of Members**
The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar and Share transfer Agent.
Members holding shares in electronic form may please note that the bank account details and 9-digit MICR Code of their Bankers, as noted in the records of their depository, shall be used for the purpose of remittance of dividend through Electronic Clearing Service (ECS), or for printing on dividend warrants wherever applicable. Members are therefore requested to update their bank account particulars, change of address and other details with their respective



Reports in Electronic Mode to the Members who have registered their E-mail IDs either Depository Participants for shares held in demat mode and to the Registrar and Share transfer agent for shares held in physical mode.

9. **Green Initiative:**

In compliance of the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Company has sent Annual With the Registrar and Transfer Agents or with their respective Depositories. However, an option is available to the Members to continue to receive the physical copies of the Annual Reports / other documents by making a specific request quoting their Folio No./Client ID & DP ID to Company or to the R & T Agents.

Members to whom the hard copies of Annual Reports have been provided are requested to bring their copies of the Annual Report to the Meeting. The copies of Annual Reports shall not be made available at the venue of the Meeting.

Members / Proxies attending the Meeting should bring the Admission Slip, duly filled, for handing over at the venue of the meeting.

10. **Inspection**

The Documents referred to in the Notice and Annual Report for 2018-19 will be available for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) from 11:00 A.M. to 1:00 P.M. upto the date of the meeting.

Further the Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act, will also be available for inspection at the meeting.

A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, provided he has given to the Company a notice in writing of his intention to inspect not less than 3 (three) days before the commencement of the meeting.

11. **Physical Records**

Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the members may also send requests to the Company's investor Email Id: akg_gkcl@yahoo.co.in

12. **Dematerialization of Shares:**

SEBI vide notification dated June 08, 2018 has proposed amendment to Regulation 40 of the SEBI (LODR) Regulations, 2015. As per the said amendment effective December 05, 2018, except in cases of transmission or transposition, transfer of securities of the company cannot be processed unless the securities are held in dematerialized form with a Depository. The time limit for compliance was further extended till March 31, 2019. The implication of this amendment is that securities of the company which are held in physical form cannot be transferred except in case of transmission & transposition of shares.

View above, we request the Members holding shares in Physical form to kindly dematerialize their equity shareholding in GKCL.

13. **Cutoff Date**

In terms of requirements of the Act, and the relevant Rules, Company has fixed Monday, September 23, 2019 as the 'Cut-off Date'. The remote e-voting / voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Monday, September 23, 2019 only.

A person who is not a member as on the Cut-off Date should treat this Notice for information



purpose only. Only members as on Cut-off Date, who have not exercised their voting rights through remote e-voting, shall be entitled to vote at the meeting

14. **Remote e-voting**

- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (Listing Regulations), the Company is pleased to provide to its members a facility to exercise their right to vote on Resolutions proposed to be passed in the 31st Annual General Meeting (“AGM”) by electronic means. The members may cast their vote(s) using an electronic voting system from a place other than the venue of the AGM (‘remote e-voting’).
- (ii) The facility for voting shall also be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM.
- (iii) The members who have cast their vote by remote e-voting may attend the AGM but shall not be entitled to cast their vote again
- (iv) The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facilities and for security and enabling the members to cast their vote in a secured manner.
- (v) The Board of Directors of the Company has appointed Ms. Anshul Agarwal, Practicing Company Secretary, (Membership No FCS 8832 & CP No 9165), Proprietor M/s. Anshul Singla & Associates, Delhi as a Scrutinizer to scrutinize the voting process through remote e-voting and at the AGM in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the same purpose.
- (vi) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Monday, September 23, 2019.
- (vii) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. Monday, September 23, 2019 only shall be entitled to avail the facility of remote e-voting or at the AGM.

(viii) **Remote E-Voting through electronic means**

The instructions for e voting are as follows:

- (a) The voting period begins on 09.00 A.M. (IST) Friday, September 27, 2019 and ends on Sunday, September 29, 2019 at 5.00 P.M. During this period shareholders’ of the Company, holding shares in physical form or in dematerialized form, as on the cut-off date i.e. Monday, September 23, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (c) The shareholders should log on to the e-voting website www.evotingindia.com.
- (d) Click on Shareholders .
- (e) Now enter your User ID
 - a. For CDSL : 16 digit beneficiary ID,
 - b. For NDSL : 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical form should enter Folio Number registered with the Company.
- (f) Next enter the image verification as displayed and click on Login.
- (g) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



- (h) If you are a first time user follow the steps given below:
- PAN Enter your 10 digit alpha-numeric *PAN is issued by Income tax Department.
Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
- Dividend Bank Details or Date of Birth (DOB) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (e).
- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (j) Members holding shares in physical form will then directly reach the company selection Screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opt for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (k) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (l) Click on the EVSN for the relevant "G.K. CONSULTANTS LIMITED" on which you choose to vote.
- (m) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (n) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (o) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (p) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (q) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (r) If Demat Account holder forgotten the changed password then enter the User ID and the image verification code and click on forgot password & enter the details as prompted by the system.
- (s) Shareholder can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Window phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.



- (t) Note for Non – Individual Shareholders and Custodians
 Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 A scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to helpdesk.evoting@cdslindia.com.
 After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (u) Any Person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut off date i.e. Monday, September 23, 2019 may follow the same instructions as mentioned above for e-voting.
- (v) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write a mail to helpdesk.evoting@cdslindia.com or mail to the Compliance Officer at the e-mail id mentioned below akg_gkcl@yahoo.co.in.
- (ix) Members can cast their vote online during the following voting period.
 Commencement of remote e-voting:
 From 09.00 A.M. (IST) Friday, September 27, 2019
 End of remote e-voting :
 Upto at 05.00 P.M. (IST) Sunday, September 29, 2019
 Remote e-voting will not be allowed beyond the aforesaid date and time. During the remote e-voting period, shareholders of the Company holding shares as on the record date may cast their vote electronically.
- (x) Ms. Anshul Agarwal, Company Secretary, Proprietor of M/s. Anshul Singla & Associates, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xi) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two(2) witnesses not in the employment of the Company and submit not later than two days of conclusion of the meeting, a Scrutinizer’s Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or such other officer authorized by the Chairman
- (xii) The Voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
- (xiii) The results on resolution shall be declared within 2 days of the conclusion of the AGM and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution
- (xiv) The result of voting along with the Scrutinizer’s Report thereon would be available on the website of the Company www.gkclconsultantsltd.com immediately after the declaration of the results and would also be communicated simultaneously to the Stock Exchange



Statement Annexed to the Notice in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013 (“Act”)**ITEM NO.3**

Mr. Brij Mohan Sharma, an independent director has shown unwillingness for reappointment, at the ensuing Annual General Meeting. As per the provisions of Section 152(6)(e) of the Act, the Company may fill up the vacancy by appointing some other person in place of outgoing director.

As per the provisions of Section 149(4) of the Act and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed public company shall have at least one-third of the total number of Directors as independent directors.

Furthermore, in terms of section 149 (10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company but shall be eligible for reappointment on passing of a special resolution by the company for a further period of upto five years.

The Company has received from Mr. Parameswaran Subramaniam (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) Intimation Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act.

The Board of Directors of your Company is of the opinion that Mr. Parameswaran Subramaniam proposed to be appointed as Independent Director, fulfills the conditions specified in the Act and Rules made thereunder.

In view of the above provisions, the proposal for appointment of Mr. Parameswaran Subramaniam as Independent Director, not liable to retire by rotation, for a period of five years from 30th September, 2019 to 30th September 2024 has been put up for the approval of members. Mr. Parameswaran Subramaniam, aged about 64 years, is a Master Degree in Operational research and MBA in Marketing and having vast and successful experience in industry justifies his appointment as an Independent director of the Company.

Consent of the Members by way of Ordinary Resolution is required for re-appointment of Mr. Parameswaran Subramaniam in terms of Section 149 of the Act.

The Company has received notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Mr. Parameswaran Subramaniam for the office of Director as an independent director.

Except Mr. Parameswaran Subramaniam, none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the above resolution.

The Board recommends this Ordinary Resolution for your approval.



ITEM NO.4

The Members at the 26th Annual General Meeting held on September 30, 2014 approved the

appointment of Mr. Piyush Prakash as an Independent Director of the Company for a period of five years with effect from the said date. Mr. Piyush Prakash will complete his present term on September 30, 2019

The Board of Directors of the Company ('the Board') at the meeting held on August 23, 2019 on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Piyush Prakash as an Independent Director of the Company with effect from September 30, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board is of the view that the continued association of Mr. Piyush Prakash would benefit the Company, given the knowledge, experience and performance of Mr. Piyush Prakash and contribution to Board processes by him. Declaration has been received from Mr. Piyush Prakash that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Piyush Prakash fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

The Company has received from Mr. Piyush Prakash (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) Intimation Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Piyush Prakash in terms of Section 149 of the Act. The Company has received notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Mr. Piyush Prakash for the office of Director as an independent director.

Except Mr. Piyush Prakash, none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the above resolution.

The Board recommends this Special Resolution for your approval.

ITEM NO.5

The Members at the 26th Annual General Meeting held on September 30, 2014 approved the appointment of Ms. Preety Tosh as an Independent Director of the Company for a period of five years with effect from the said date. Ms. Preety Tosh will complete her present term on September 30, 2019.



The Board of Directors of the Company ('the Board') at the meeting held on August 23, 2019 on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Ms. Preety Tosh as an Independent Director of the Company with effect from September 30, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board is of the view that the continued association of Ms. Preety Tosh would benefit the Company, given the knowledge, experience and performance of Ms. Preety Tosh and contribution to Board processes by her. Declaration has been received from Ms. Preety Tosh that she meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Ms. Preety Tosh fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that She is independent of the management of the Company.

The Company has received from Ms. Preety Tosh (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) Intimation Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that She is not disqualified under Section 164(2) of the Act.

Consent of the Members by way of Special Resolution is required for re-appointment of Ms. Preety Tosh in terms of Section 149 of the Act. The Company has received notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Ms. Preety Tosh for the office of Director as an independent director.

Except Ms. Preety Tosh, none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the above resolution.

The Board recommends this Special Resolution for your approval.

By order of the Board of Directors

New Delhi
August 23, 2019

(Shilpa Verma)
Company Secretary
(M. No: FCS 10105)



DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED SUB-REGULATION (3) OF REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (“SS-2”), ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND APPROVED BY THE CENTRAL GOVERNMENT:

Details of the Director seeking re-appointment and appointment under item 2, 3, 4 and 5, of the Notice in Annual General Meeting fixed on September 30, 2019

Name of the Director	Mr. Subodh Gupta	Mr. Parameswaran Subramaniam	Mr. Piyush Prakash	Ms. Preety Tosh
Age	58 years	64 years	36 years	31 years
DIN	00006243	00627794	02014796	06961738
Date of Appointment	09.08.1995	30.09.2019	30.09.2014	30.09.2014
Expertise in specific functional area	Chartered Accountant with experience of over 34 years in the field of Taxation, Audit, Financial Planning, Loan Syndication, Project/Feasibility reports preparation, Company Law Matters, RBI Matters etc.	He is retired Indian Army Officer and has served in the Indian Army as an Officer for 22 years with varied experience in Management of Men, material and Administration. Moreover, He is having an experience in Man management; Material management; have been actively involved in marketing and sale of Helicopters; Worked in the education sector to develop curriculum, staff development and other related services; have experience in Partnership development and Financial planning.	Having valuable experience in marketing, share trading, analysis of financial and stock market, development of effective system of control or minimizes losses in share/stock market.	Being a Qualified Company Secretary, she is having valuable experience in the field of Corporate Laws, Merger, secretarial and legal laws.
Qualification	Chartered Accountant	Masters Degree in Operational research and MBA in Marketing	B. Tech, NCFM	Company Secretary



List of outside Directorship held	<ul style="list-style-type: none"> • G. K. Resorts Private Limited • Seeroo Foods Private Limited • Fornax Buildwell Private Limited • Starmark Recreation Private Limited • Marvel Agencies Private Limited 	<ul style="list-style-type: none"> • Liquified Gas Transport (Bombay) Private Limited • Mysore Ammonia and Chemicals Limited 	Nil	Nil
Chairman/Member of the Committee of the Board of Directors of the Company	<ul style="list-style-type: none"> Member of • Audit Committee • Stakeholder Relationship Committee • Share Allotment and Transfer Committee 	Nil	<ul style="list-style-type: none"> Chairman of • Audit Committee Member of • Nomination and Remuneration Committee • Stakeholder Relationship committee 	<ul style="list-style-type: none"> Chairman of • Stakeholder Relationship Committee Member of • Nomination and Remuneration Committee • Audit Committee
Shareholding in GK Consultants Ltd	1.03% (54600 Shares)	Nil	0.0038% (200 Shares)	Nil

For other details such as number of meetings of the board attended during the year and relationship with other directors and key managerial personnel in respect of Mr. Subodh Gupta, Mr. Piyush Prakash, Ms. Preety Tosh please refer to the Corporate Governance Report.



Board's Report

Dear Members,

The Board of your Company is delighted in presenting its 31st Report. The Report is being presented along with the Audited Financial Statements for the Financial Year ended March 31, 2019.

Financial Highlights (Standalone)

Particulars	For the year ended	
	March 31, 2019	March 31, 2018
Total Revenue from Operations	10,94,48,591.28	32,99,06,492.33
Total Expenses	10,71,05,200.94	32,85,99,782.61
Profit Before Tax	23,43,390.34	13,06,709.72
Provisions for Taxes	6,03,004.24	3,33,884.39
Profit After Tax	17,40,386.10	9,72,825.33
Opening Surplus in Statement of P&L	1,17,79,121.05	1,10,58,649.84
Closing Surplus in Statement of P&L	1,31,62,022.80	1,17,79,121.05
Earnings Per Share (Re.)	0.33	0.18

NBFC Registration

Your Company is a Non-Banking Financial Company registered with RBI vide Certificate of Registration No. B- 14 – 00143 dated 12.09.2001. The Company is regular in making compliances of various rules and regulations made by RBI for NBFCs.

Company's Performance

During the Financial Year (FY) Net Revenue from operations of your Company decreased by 66.82%, from Rs. 3,299 lacs in FY 2017-18 to Rs. 1,094 lacs in FY 2018-19. Profit before tax (PBT) has increased by 79.34% from Rs. 13.06 lacs in FY 2017-18 to Rs. 23.43 lacs in FY 2018-19. Your Company's Profit after tax (PAT) has also increased by 78.90% from Rs. 9.72 lacs in FY 2017-18 to Rs. 17.40 lacs in FY 2018-19 under review.

A detailed discussion on the business performance and future outlook has been given in 'Management Discussion and Analysis' (MDA).

Consolidated Financial Statement

In accordance with the Act and Accounting Standard (AS) - 21 on Consolidated Financial Statements read with AS - 23 on Accounting for Investments in Associates, the audited Consolidated Financial Statements are not applicable to your Company hence no information is being provided.

Change in nature of Business

During the year under review, there was no change in the nature of Business.

Performance of Subsidiary, Associate and Joint Venture Companies

Your Company do not have any Subsidiaries, Joint Venture and Associates Companies. Accordingly, no information is provided in respect of changes therein

Material Subsidiaries

The Board of your Company in its meeting approved the policy for determining Material Subsidiaries. At present the Company does not have any subsidiary including Material Subsidiary.



Board Composition and Independent Directors

The Board consists of the Non-Executive Chairman, 3 Executive directors, 1 Non-Executive and 3 Independent & Non-Executive directors. Independent directors are appointed for a term of five years and are not liable to retire by rotation.

The Term of office of Mr. Brij Mohan Sharma as independent director, will expire on September 30, 2019. Mr. Brij Mohan Sharma, an independent director has shown unwillingness for reappointment, at the ensuing Annual General Meeting. The Board has placed on record its appreciation for the valuable services rendered by Mr. Brij Mohan Sharma during his tenure as an Independent Director of the company. The Company has received requisite notices in writing from its members for appointment of Mr. Parameswaran Subramaniam as Independent Director of the company in place of Mr. Brij Mohan Sharma. The Board recommends their appointment as Independent Director. Mr. Parameswaran Subramaniam, aged about 64 years, is a Master Degree in Operational research and MBA in Marketing and having vast and successful experience in industry justifies his appointment as an Independent director of the Company.

The term of office of Mr. Piyush Prakash as an independent director, will expire on September 30, 2019. The Board of Director based on the performance evaluation and as per the recommendation of Nomination and Remuneration Committee has recommended re-appointment of Mr. Piyush Prakash, as an independent director of the Company for a Second term of 5 (five) Consecutive year on the expiry of his current term of office. The Board Considered that, given his background, experience and contributions made by him during his tenure, the continued association of Mr. Piyush Prakash would be beneficial to the company.

Further, the term of office of Ms. Preety Tosh as an independent director, will also expire on September 30, 2019. The Board of Director based on the performance evaluation and as per the recommendation of Nomination and Remuneration Committee has recommended re-appointment of Ms. Preety Tosh, as an independent director of the Company for a Second term of 5 (five) Consecutive year on the expiry of her current term of office. The Board Considered that, given her background, experience and contributions made by her during her tenure, the continued association of Ms. Preety Tosh would be beneficial to the company.

Retirement of Rotation

Pursuant to Section 152 of the Companies Act, 2013 and the Article of Association of the Company, Mr. Subodh Gupta (DIN: 00006243), Director of the Company, retires by rotation at the ensuing Annual General Meeting. The Board of Director on the recommendation of the Nomination and Remuneration Committee has recommended their re-appointment.

Key Managerial Personnel

Pursuant to the provisions of Section 203 of the companies Act, 2013, the Key Managerial Personnel of the Company is

Mr. Vijay Kumar Sinha	Managing Director
Ms. CS Shilpa Verma	Company Secretary
Mr. Ashok Kumar Das	Chief Financial Officer

Declaration of Independence u/s 149(6)

The Board has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and in the opinion of the Board they fulfill the



conditions specified in the Act and the Rules made thereunder and are Independent of the management.

Board Meetings

During FY 2018-19, the Board met 17 (Seventeen) times on April 14, 2018; April 30, 2018; May 19, 2018; May 28, 2018; July 14, 2018; August 03, 2018; August 13, 2018; August 24, 2018; September 07, 2018; October 1, 2018; October 15, 2018; November 6, 2018; November 14, 2018; January 15, 2019; February 01, 2019; February 08, 2019; and March 30, 2019.

For details, please Refer Report on Corporate Governance on Page No 26 of the Financial Year 2018-19.

Annual Evaluation - Board and its Committees

The Nomination and Remuneration (“NR”) Committee has laid down proper criteria and procedure to evaluate and scrutinize performance of the Chairman, each Director (including Executive, Non-Executive and Independent Directors), of the Board as a whole and its Committee.

As per laid down procedure, the Independent Directors held a separate meeting to review the performance of the Chairman of the Company after considering the views of Executive and Non-Executive Directors. The Independent Directors also reviewed performance of every Executive and Non-Executive Director of the Board. The performance evaluation of each Independent Director was done by the entire Board (except the Independent Directors being evaluated).

The performance of each committee has been evaluated by its members and found to be highly satisfactory.

On the basis of this exercise, the NR Committee and the Board, after recognizing the important contribution being made by each Independent Director has decided that all Independent Directors should continue to be on the Board.

Remuneration Policy

Your Company has set up a Nomination and Remuneration (‘NR’) Committee pursuant to Section 178 of the Act which has formulated a Policy for Directors’ Appointment and remuneration for Directors, KMP and other employees. They have also developed the criteria for determining qualifications, positive attributes and Independence of a Director including making Payments to Non-Executive Directors, if any.

Pursuant to the provisions of Section 197(12) of the Act read with Rules made thereof, Remuneration details of the Employees, KMPs and Directors along with the details of the Ratio of the Remuneration of each Director to the Median Employee’s Remuneration Forms Part of the Report and are attached as **Annexure – I**.

Directors’ Responsibility Statement

Your Directors make the following statement in terms of Section 134(3)(c) & (5) of the Act, which is to the best of their knowledge and belief and according to the information and explanations obtained by them:

- a. that 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. that Appropriate Accounting Policies have been Selected and applied consistently and Judgments and Estimates that are reasonable and Prudent have been made so as to give a true and fair view of the State of Affairs as at March 31, 2019 and of the Profit of your Company for the Financial Year ended March 31, 2019;



- c. that Proper and Sufficient care has been taken for the Maintenance of adequate accounting Records in accordance with the Provisions of the Act, for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- d. that the Annual Accounts for the Financial Year ended March 31, 2019 have been prepared on a going concern basis;
- e. that the Directors have laid down Internal Financial Controls which were followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f. that 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

At G.K. Consultants Limited, it is our firm belief that the essence of Corporate Governance lies in the phrase 'Your Company'. It is 'Your' Company because it belongs to you – the shareholders. The Chairman and Directors are 'Your' fiduciaries and trustees. Their objective is to take the business forward in such a way that it maximizes 'Your' long-term value.

The Company believes that the Code of Corporate Governance is an excellent tool to secure the Corporate Excellence in the country. Hence the company is in full Compliance with the Norms and disclosures that have to be made on Corporate Governance as per the Requirements of Schedule V(C) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (LODR).

The Board has also evolved and adopted a Code of Conduct based on the principles of Good Corporate Governance and best management practices being followed. The Code is available on the website of your Company www.gkconsultantsltd.com. A Report on Corporate Governance along with the Auditors' Certificate on its compliance is annexed hereto as **Annexure - II**.

Management Discussion and Analysis Report

A detailed chapter on 'Management Discussion and Analysis' (MDA), pursuant to Regulation 34 and Schedule V(E) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, is annexed hereto as **Annexure – III** and forms part of this Annual Report.

Transfer to General Reserve

The sum of Rs. 4,00,000.00 is being transferred to the General Reserve of the Company for the Financial Year under review.

Contingent Provision on Standard Assets

Your company has created a general provision of Rs. 1,40,931.97 at 0.40% of the outstanding standard assets as per notification no. RBI/2014-15/299 dated 10th November, 2014 issued by RBI for all NBFCs.

Dividend

To conserve funds for undertaking future activities, your Board has decided to not to recommend any Dividend for the Financial Year under review.

Transfer to Investor Education and Protection Fund (IEPF)

During the year under review, as there was no amount due to transfer in IEPF, accordingly no amount has been transferred to IEPF.

**Deposits**

During the year under review, the Company did not accept any deposit from public accordingly no information is required to be appended to this Report in terms of Non-Banking Financial Companies (Reserve Bank) Directions, 1977.

Material Changes and Commitments

No material changes and commitments affecting the financial position of your Company have occurred between April 1, 2019 and the date of signing of this Report. ‘

Loans, Guarantees and Investments

Details of Loans and Investments covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements. However, during the FY 2018-19 your Company has not provided any guarantee pursuant to provisions of Section 186 of the Act.

Related Party Transactions

All related party transactions pursuant to Section 188(1) of the Act that were entered into during the Financial Year were on an arm's length basis and in the ordinary course of business. There were no materially significant related party transactions made by your Company with its Promoters, Directors, Key Managerial Personnel or other designated persons which might have a potential conflict with the interest of the Company at large.

As there was no matter requiring approval of the Board, therefore no detail required to be provided in Form AOC-2. Your Company has developed Standard Operating Procedures for the purpose of identification of Related Party Transactions and monitoring on a regular basis. Related party transactions, if any were disclosed to the Board on a regular basis as per AS- 18.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company except as already disclosed in the audited Financial Statements as per AS-18.

Vigil Mechanism/ Whistle Blower Policy

Your Company has in place a well formulated Vigil Mechanism/ Whistle Blower Policy to deal with

instance of fraud and mismanagement, if any. The Policy enables the Employees, Directors and other stakeholders to raise their concern. There was no incident when the access to the Audit Committee was denied to any employees with respect to Vigil Mechanism.

The Vigil Mechanism/ Whistle Blower Policy has been displayed at the website of the Company, www.gkconsultantsltd.com, under the heading “Investor”.

Audit Committee

The Audit Committee of your Company comprises of the following Directors:

- | | | |
|-----------------------|---|----------|
| 1. Mr. Piyush Prakash | - | Chairman |
| 2. Mr. Subodh Gupta | - | Member |
| 3. Ms. Preety Tosh | - | Member |

The details of Audit Committee and its terms of reference etc. have been given in the Corporate Governance Report annexed to this Report.

During the Year under review there was no such recommendation of the Audit Committee which was not accepted by the Board.



Statutory Auditors

M/s. Umesh Amita & Co, Chartered Accountants, was appointed as Auditor of the Company, for a term of 3 (three) consecutive years, at the Annual General Meeting held on September 27, 2017. They have confirmed that they are not disqualified from continuing as Auditor of the Company.

Secretarial Auditor

Pursuant to the Provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed M/s. Anshul Singla & Associates, (CP No 9165, FCS 8832) a sole Proprietor of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2019.

Internal Auditor

The Board of Directors of your Company at their meeting was appointed M/s Ayesha Gupta & Co., Chartered Accountants, Agra, as internal auditors of the Company pursuant to the provision of Section 138 of the Companies Act for the financial year 2018-2019.

Cost Accountant

Pursuant to provision of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditor) Rules, 2014, the requirement of Cost Audit is not applicable on the Company.

Auditors' Report and Secretarial Auditors' Report

The observations of Auditors in their Report, read with the relevant notes to accounts are self-explanatory and therefore do not require further explanation pursuant to Section 134(3)(f)(i).

The Secretarial Audit Report for the Financial Year ended March 31, 2019 is annexed herewith as **Annexure - IV**. The Secretarial Audit Report for FY 2018-19 also does not bear any adverse comments or observations that require any explanation pursuant to Section 134(3)(f)(ii).

Internal Control Systems

Your Company has a proper and adequate system of internal controls. This ensures that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly.

An extensive programme of internal audits and management reviews supplements the process of internal control. Properly documented policies, guidelines and procedures are laid down for this purpose. The Internal Control System has been designed to ensure that the financial and other records are reliable for preparing financial and other statements and for maintaining accountability of assets.

To strengthen the internal control system in providing finance to parties, your Company has got itself registered with CIBIL.

Your Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

**Secretarial Standards**

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to “Meeting of the Board of Directors” and “General Meeting”, respectively, have been duly followed by the Company.

Insider Trading Code

In compliance with the SEBI regulation on prevention of insider trading, your Company had instituted a Comprehensive Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders. The said Code has laid down guidelines, which advised them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioned them on consequences of non-compliances.

Further your Company has put in place a Code of Practices and Procedures of Fair Disclosures of Unpublished Price Sensitive Information. Both the aforesaid Codes are in lines with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Business Responsibility Report

Your Company is not required to prepare any Business Responsibility Report (BRR), hence the same is not provided along with this Report.

Listing

The shares of your Company are presently listed on Bombay Stock Exchange Limited (BSE), Ahmedabad Stock Exchange (ASE) and Calcutta Stock Exchange Limited (CSE) except the Delhi Stock Exchange Limited (DSE) due to withdrawal of recognition granted by SEBI to DSE. The Company confirms that it has paid the Annual Listing Fees of Stock Exchange except ASE, CSE for the year 2019-20 as they have not sent the invoices of Annual Listing fee.

Personnel

Your Directors place on record their appreciation for the significant contribution made by all employees, who through their competence, dedication, hard work, co-operation and support have enabled the Company to perform on a continual basis.

Particulars of Employees

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable to the Company because no employee is drawing salary more than the limit of Rs 60 lacs as prescribed in the said Rule.

Extract of Annual Return

The details forming part of the extract of the Annual Return pursuant to Sections 92(2) and 134(3)(a) of the Act and Rules made thereof in form MGT 9 is annexed herewith as **Annexure - V**.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo, is as under:

A. Conservation of Energy

The Company uses energy for its office equipment such as computers, lighting and utilities at its work premises. As an ongoing process the following measures are undertaken to conserve energy:



- a) Implementation of viable energy saving proposals.
- b) Awareness and training sessions, at regular intervals, to concerned operational personnel on opportunities of energy conservation and their benefits.

B. Technology Absorption

Your Company, being an **Investment Company** and engaged in financing business, does not have any activity relating to technology absorption and export of materials, goods or services.

C. Foreign Exchange Earnings and Outgo

During the Financial year under consideration, there are no Earnings and Outgo of Foreign Exchange.

Statutory Disclosures

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise;
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme;
3. The Managing Director of the Company has not received any remuneration or commission from any of its subsidiaries, as the company does not have any subsidiary; and
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
5. **Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (SHWWA)** Your Directors, further state that during the year under review, there were no cases filed, pursuant to the SHWWA and Rules made thereof.

Acknowledgement

It is our strong belief that caring for our business constituents has ensured our success in the past and will do so in future. Your Directors acknowledge with sincere gratitude the co-operation and assistance extended by the Government authorities, Banks and Vendors.

The Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued shareholders.

For and on behalf of the Board

Vijay Kumar Sinha
Managing Director
DIN: 01089578

Piyush Prakash
Chairman
DIN: 02014796

New Delhi
May 23, 2019



Annexure I

Detail pertaining to remuneration 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) Rule, 2014:

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary or Manager, if any, in the Financial Year;

Sl. No.	Name of Directors/ KMP and Designation	Remuneration of Director/KMP for Financial Year 2018-19	% increase in Remuneration in Financial year 2018-19	Ratio of the remuneration to the median employee's remuneration	Comparison of the Remuneration of KMP against the performance of the Company
Executive Directors					
1	Mr. Vijay Kumar Sinha Managing Director	No remuneration drawn	N.A.	N.A.	
2.	Mr. Anil Kumar Goel				
3.	Mr. Subodh Gupta				
Non-Executive and Independent Directors					
4.	Mr. Brij Mohan Sharma	No remuneration drawn	N.A.	N.A.	
5.	Mr. Piyush Prakash				
6.	Ms. Preeti Tosh				
Non-Executive and Non-Independent Directors					
7.	Mrs. Divya Malini Gupta				
Employees and KMP					
8.	Mr. Ashok Kumar Das CFO	630000	16.67%	N.A.	Company's overall turnover was down by 66.82%. PBT was up by 79.34% and PAT was up by 78.90%. The compensation for the KMP being officials of the Company are also guided by the external competitiveness.
9.	Ms. Shilpa Verma Company Secretary	480000	14.29%	N.A.	

- (ii) The median remuneration of employees of the Company during the financial year was Rs. 4.05 lacs.
- (iii) Median salary of employees in current year has increased by 12.50% in comparison to the previous year.



- (iv) The number of permanent employees on the rolls of company as on March 31, 2019 was 6 (Six). previous year 5 (Five).
- (v) The relationship between average increase in remuneration and company performance: -
Company's overall turnover was down by 66.82 %. PBT was up by 79.34% and PAT was also up by 78.90%. Overall median increase in salary of employees is reasonable and in line with Company performance, considering the market inflation also.
- (vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company:

Key Managerial Personnel remuneration is partly fixed and partly variable linked with market conditions comprising market trend. Variable salary element is linked with individual and company performance in the relevant Financial Year.

- (vii) (a) Variations in the market capitalization of the company: The Market capitalization as on March 31, 2019 was Rs. 361.202 lacs (March 31, 2018 was Rs. 371.826 lacs).
- (b) Price Earnings Ratio of the Company was 20.61 (times) as at March 31, 2019 and 38.89 (times) as at March 31, 2018.
- (viii) Average percentage increase made in the salary of employees other than the managerial personnel Year i.e. 2018-19 was 8.95 %.

The compensation for the Key Managerial Personnel, Senior Management and employees (staff) of the Company is guided by the external competitiveness. Internally, performance ratings of all employees (staff) are always spread across a normal distribution curve. The rating obtained by an employee is used as an input to determine his variable and merit pay increases. Variable and Merit pay increases are calculated using a combination of individual performance and Company performance. Compensation is determined based on identified skill sets critical to success of the company. It is determined as per management's review of market demand and supply.

- (ix) The key parameters for any variable component of remuneration availed by the Directors are considered by the Board of Directors based on the recommendations of Nomination & Remuneration committee as per the Remuneration policy for Directors, Key Managerial Personnel and other Employees.
- (x) 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 Financial Year: -
The Directors are not drawing any salary during the financial year.
- (xi) It is hereby affirmed that Remuneration to Key Managerial Personnel and Employees of the Company are in line with the Remuneration Policy of the Company.



Annexure II**CORPORATE GOVERNANCE REPORT**

(As required by Regulation 27(2) of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015
(The Corporate Governance Report is for the Year under review i.e. from 1st April 2018 to
31st March 2019)

1. PHILOSOPHY ON ‘CODE OF CORPORATE GOVERNANCE’

The company believes in adopting best practices in the area of Corporate Governance and follows the principles of full transparency and accountability by providing information on various issues concerning the Company’s business and financial performance to its shareholders.

Corporate Governance as understood by the company and its management means following up best & prudent business practices, adherence to utmost transparency, disclosures and fairness in the business operations and fairness in the business operations and to ensure fair play. The best business practices convey that the company should not operate within the regulatory framework but it should operate with ethics also. Our workforce is committed towards the protection of the interest of the stakeholders. Our policies consistently undergo improvements keeping in mind our goal of maximization of value of all the stakeholders.

The goal is achieved through:

- Infusion of best expertise in the Board;
- Consistent monitoring and improvement of the human and physical resources;
- Regular efforts to reduce overhead costs and to increase income;
- Introducing regular checks and audits and continuous improvement in already well-defined system and procedures;
- Upgrading available infrastructure on regular basis;
- Board/Committee meetings at short intervals to keep the Board informed of the recent happenings;
- Regular and continuous interaction with work force of the company.

The Company believes that the Code of Corporate Governance is an excellent tool to secure the corporate excellence in the Country. Hence the Company is in full Compliance with the requirement of Corporate Governance stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’).

This Section, along with the section on ‘Management Discussion and Analysis’ and ‘General Shareholders’ Information’, constitute the Company’s compliance Schedule V (C) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (LODR).

2. BOARD OF DIRECTORS

The Company has put in place an internal governance structure with defined roles and responsibilities of every constituent of the system. The Company’s shareholders appoint the Board of Directors (‘Board’), which in turn governs the Company.



The Board of Directors (“the Board”) is responsible for and committed to sound principal of Corporate Governance in the Company. The Board Play a crucial role in overseeing how the management serves the short and long-term interest of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board.

Board Composition and Category of Directors

As on March 31, 2019, the Company’s Board comprised of 7 (Seven) Directors. The Chairman of the Board is a non-executive director. The Company has an optimum combination of executive and non-executive directors in accordance with the provisions of applicable regulations of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. The Board has three executive directors and four non-executive directors of whom three are independent directors. All Independent directors are persons of eminence and bring a wide range of expertise and experience to the board thereby ensuring the best interest of stakeholders and the Company.

Details of the composition of the Board as on March 31, 2019 is given in **Table 1**.

Table 1: Composition of the Board of Directors as on 31st March, 2019

Category	Name of Directors
Executive Director	Mr. Vijay Kumar Sinha
	Mr. Anil Kumar Goel
	Mr. Subodh Gupta
Non-Executive Director – Independent Director	Mr. Brij Mohan Sharma
	Mr. Piyush Prakash
	Ms. Preety Tosh
Non-Executive Director – Non Independent Director	Ms. Divya Malini Gupta

Table 2: Details about Company’s Board / Attendance Record During Financial Year 2018-19

Name of Director	No of Meetings		Attendance at last AGM held on September 29, 2018	No. of outside Directorships Held (Including Private Companies, Section 25 Companies) #	No. of Committee Chairmanships held	No. of Committee Memberships (including Chairmanships Held
	Held	Attended				
Promoter Director						
Mr. Subodh Gupta	17	17	Yes	5	None	3
Mr. Anil Kumar Goel	17	17	Yes	2	1	1
Executive Director						
Mr. Vijay Kumar Sinha	17	17	Yes	-	None	-
Non-Executive and Independent Director						
Mr. Brij Mohan Sharma	17	17	Yes	-	1	1
Mr. Piyush Prakash	17	17	Yes	-	1	3
Ms. Preety Tosh	17	17	Yes	-	1	3
Non-Executive and Non-Independent Director						
Ms. Divya Malini Gupta	17	17	Yes	9	None	None

Directorship Details are as of April 1, 2019



Mr. Anil Kumar Goel is the father and Mr. Subodh Gupta is the husband of Ms. Divya Malini Gupta.

Apart from these Directors, none of the other Director is related to each other in pursuance to the provisions of Section 2(77) of the Companies Act, 2013 and Rule 4 of the Companies (Specification of Definitions Details) Rule 2014.

2 (Two) Directors namely Mr. Anil Kumar Goel, Mr. Subodh Gupta (Executive Directors) belongs to the promoter Group. Apart from these, the rest of the Board comprises of Executive/Non-Executive and Independent Directors.

Notes:

- (a) None of the directors of the Company holds office of director at any one point of time in more than 10 (ten) public Companies. Further, none of the directors of the company is a member in more than 10 (ten) committees or is a chairman of more than 5(five) committees across all the companies in which he is a director
- (b) None of the Directors is serving as an independent director in more than three listed companies.

Number of Board Meetings held during the financial year 2018-2019

During FY 2018-19, the Board met 17 (Seventeen) times on:

Quarter 1

April 14, 2018; April 30, 2018; May 19, 2018 and May 28, 2018;

Quarter 2

July 14, 2018; August 03, 2018; August 13, 2018; August 24, 2018; and September 07, 2018;

Quarter 3

October 1, 2018; October 15, 2018; November 6, 2018; and November 14, 2018;

Quarter 4

January 15, 2019; February 01, 2019; February 08, 2018; and March 30, 2019.

The period between any two consecutive meetings of the Board was not more than 4 (four) months

Shareholding of Non-Executive and Independent Director as on March 31, 2019

Name of the Director	Category	No. of shares held	Beneficiary
Mr. Piyush Prakash	Non-Executive and Independent Director	200 (0.0038%)	Self

Meeting of Independent Directors

The Independent Directors of the Company meet at least once in a year without the presence of the Executive Directors and other officials of the Company. During the FY 2018-19, 1 (one) meeting of the Independent Directors of the Company was held on March 30, 2019. The meeting was attended by all the Independent Directors.

The agenda of the meeting inter-alia includes:

- a. Review the performance of Non- Independent Directors and the Board as a whole;
- b. Review the performance of the Chairman of the Company considering the views of Executive Directors and Non-Executive Directors;



- c. Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties; and
- d. Discuss matters pertaining to the Company's affairs.

Familiarisation programme for Board

During FY 2018-19, the Board including all Independent Directors were explained about their roles, rights and responsibilities in the Company, through detailed presentations on the changes in backdrop of the Companies Act, 2013 ("Act") and Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The presentations/deliberations were carried out through internal resources.

The Board including all Independent Directors was provided with relevant documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices from time-to-time, besides regular briefing by members of the Management Team.

The Familiarization programme for Independent Directors has been displayed at the website of the Company, www.gkconsultantsltd.com, under the heading "Investor".

Details of Skills/expertise/competence of the Board of Directors:

S. No	Name of Director	Existing Skill/expertise/competence
1	Divya Malini Gupta, Women director	Social Service, Finance and administration
2	Subodh Gupta, Executive Director	Finance & Tax Advisor
3	Anil Kumar Goel, Executive Director	Legal & Finance, Civil Engineering
4	Brij Mohan Sharma– Independent Director	Legal, Finance and Taxation
5	Vijay Kumar Sinha, Managing Director	Legal, Marketing, Social Service
6	Piyush Prakash – Independent Director	B. Tech, NCFM
7.	Preety Tosh – Independent Director	Company Secretary

Confirmation of the Board relating to Independent directors:

The Independent Directors have given a declaration on meeting the criterial of independence as stipulated in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 in the F. Y 2019-20. The Board of Directors at its meeting has noted the declaration as made by the independent directors.

3. AUDIT COMMITTEE

The Audit Committee's composition meets with requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Members of the Audit Committee possess Financial/Accounting expertise/ exposure. The primary role/objective of the Audit Committee is to review the Financial Statements of the Company, oversight of Companies financial process, review of related party transaction, strengthen Internal Controls & look into all transactions that have monetary implications on the functioning of the Company.

As on March 31, 2019, the Audit Committee comprised of 2 (Two) Non-Executive and Independent Directors in accordance with the prescribed guidelines.



Mr. Piyush Prakash is the Chairman of the Committee. The other members are Ms. Preety Tosh and Mr. Subodh Gupta. The members of the Audit Committee had adequate knowledge in the field of finance, accounting, management and law. The power and role of the Audit Committee is in accordance with the provision of Regulation 18 and Part C of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

The CFO, Statutory Auditors and Secretarial Auditors attend the meetings of the Audit Committee on the invitation of the Chairman. Ms. Shilpa Verma, Company Secretary acts as the Secretary of the Committee.

During the year, 5 (Five) Meetings of the Audit Committee were held on Friday, May 25, 2018; Monday, August 13, 2018; Wednesday November 14, 2018; Friday February 01, 2019, Saturday, March 30, 2019; in due compliance with the stipulated provisions.

The details of the Audit Committee are given in Table 3.

Table 3: Details of Audit Committee

Name of the Committee member	Position held	No. of meetings held during FY 2018-19	No. of meetings attended
Mr. Piyush Prakash	Chairman	5	5
Mr. Subodh Gupta	Member	5	5
Ms. Preety Tosh	Member	5	5

4. NOMINATION AND REMUNERATION ('NR') COMMITTEE

The Nomination and Remuneration Committee's composition meets with requirement of Section 178 of the Companies Act, 2013 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms of reference of the NR Committee inter-alia includes the following:

- ✓ to formulate and recommend to the Board of Directors the Company's policies; relating to the remuneration for the Directors, Key Managerial Personnel and other employees, criteria for determining qualifications, positive attributes and independence of a Director;
- ✓ to formulate criteria for evaluation of Independent Directors and the Board;
- ✓ to identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- ✓ to carry out evaluation of every director's performance;
- ✓ to devise a policy on Board diversity.

As on March 31, 2019, the Committee had 3 (three) Non-Executive and Independent Directors as its Members in accordance with the Prescribed Guidelines. Mr. Brij Mohan Sharma is the Chairman of the Committee, Mr. Piyush Prakash and Ms. Preety Tosh are the members of the Committee. Ms. Shilpa Verma, Company Secretary is the Secretary of the Committee.

During the year, 4 (Four) meeting of the Committee was held on Saturday, April 14, 2018; Monday August 13, 2018; Tuesday, November 06, 2018; and Saturday March 30, 2019.



Mr. Subodh Gupta attended the Meeting of Nomination & Remuneration Committee on the invitation of the Chairman.

The details of the Nomination and Remuneration Committees are given in Table 4.

Table 4: Details of Nomination and Remuneration Committee's

Name of the Committee member	Position held	No. of meetings held during FY 2018-19	No. of meetings attended
Mr. Brij Mohan Sharma	Chairman	4	4
Mr. Piyush Prakash	Member	4	4
Ms. Preety Tosh	Member	4	4

5. REMUNERATION

In view of the changes suggested by the Act, the NR Committee has suitably modified the existing remuneration policy of the Company to keep pace with the business environment and market linked positioning.

The said policy has been displayed at the website of the Company, www.gkconsultantsltd.com, under the heading "Investor".

Remuneration paid to Executive Directors

None of the Executive Directors drawing any remuneration.

6. STAKEHOLDERS RELATIONSHIP ('SR') COMMITTEE

The Stakeholders Relationship Committee composition meets with requirement of Section 178 of the Companies Act, 2013 and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Committee constituted specifically to look into shareholders' and investors' grievances arising out of issues regarding share transfers, dividends, dematerialisation and related matters and to take requisite action(s) to redress the same.

The terms of reference of the SR Committee inter-alia includes the following:

- ✓ consider and resolve the grievances of shareholders of the Company;
- ✓ the grievances include complaints related to transfer of shares and non-receipt of Annual Report.

As on March 31, 2019, the Committee had 2 (two) Non-Executive and Independent Directors and 1 (one) Executive Director as its members in accordance with the prescribed guidelines. Ms. Preety Tosh is the Chairperson of the Committee and Mr. Subodh Gupta and Mr. Piyush Prakash are the Members of the Committee. Ms. Shilpa Verma, Company Secretary acts as the Secretary of the Committee.

During the year under review, 4 (four) meetings of the Stakeholders Relationship Committee were held on Friday, May 25, 2018; Saturday July 14, 2018; Monday, October 15, 2018 and Tuesday, January 15, 2019 in due compliance with the stipulated provisions.

The details of the Stakeholders Relationship Committee are given in Table 5.

**Table 5: Details of Stakeholders Relationship Committee**

Name of the Committee member	Position held	No. of meetings held during FY 2018-19	No. of meetings attended
Ms. Preety Tosh	Chairperson	4	4
Mr. Subodh Gupta	Member	4	4
Mr. Piyush Prakash	Member	4	4

The Company had efficient system of dealing with investors' grievances.

Compliance Officer along With Company Secretary

Mr. Ashok Kumar Das, CFO has been registered as the Compliance Officer of the Company with

NSDL/CDSL. Ms. Shilpa Verma, Company Secretary, is also acting as Compliance Officer for complying with requirements of Security Laws and Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. They carefully look into each issue and reports the same to the Stakeholders Relationship Committee. In the Meetings of the Stakeholders Relationship Committee, the status of all shareholders' Complaints, Requests, queries etc. along with letters received from all Statutory Authorities are reviewed.

Investors' Grievance Redressal

During the Financial Year ended March 31, 2019, No Complaints have been received from any Shareholder.

SHARE ALLOTMENT AND TRANSFER COMMITTEE ("SAT COMMITTEE")

The Company has a Share Allotment and Transfer Committee comprising of Mr. Subodh Gupta, Mr. Anil Kumar Goel, Mr. Ashok Kumar Das, CFO is the permanent invitee of the Committee. Ms. Shilpa Verma acts as the Secretary of the Committee.

During the Financial Year under review 2 (Two) meetings of the Committee were held on Tuesday, June 05, 2018 and Saturday, March 23, 2019. The detail of the SAT Committee is given in **Table 6**.

Table 6: Details of Share Allotment and Transfer Committee

Name of the Committee member	Position held	No. of meetings held during FY 2018-19	No. of meetings attended
Mr. Anil Kumar Goel	Chairman	2	2
Mr. Subodh Gupta	Member	2	2

7. GENERAL BODY MEETING

Details of Extra Ordinary General Meeting (EGM)/Annual General Meeting (AGM)

Location, date and time of General Meetings held during the previous 3 (three) years and Ordinary and Special Resolutions passed thereat are given in Table 7.

**Table 7: Details of Extra Ordinary General Meeting (EGM)/Annual General Meeting (AGM)****Details of EGM held:**

No EGM was held during the previous 3 (three) years.

Details of AGM

Financial Year	Time, Day, Date and Location	Summary of Special Resolution(s) Passed
2017-2018	09.30 A.M., 29 th September, 2018 301-302, G. K. House, 187A, Sant Nagar, East of Kailash, New Delhi- 110 065	None
2016-2017	09.30 A.M., 27 th September, 2017 301-302, G. K. House, 187A, Sant Nagar, East of Kailash, New Delhi- 110 065	None
2015-2016	09.30 A.M., 30 th September, 2016 301-302, G. K. House, 187A, Sant Nagar, East of Kailash, New Delhi- 110 065	Re-appointment of Managing Director and Determination of fees to be charged for service of documents in a particular mode

Postal Ballot

No resolution was put through Postal Ballot in the last 3 Annual General Meeting of the Company.

8. MEANS OF COMMUNICATION**Quarterly Results**

The Company's quarterly/ half yearly/annual financial results are sent to the Stock Exchanges where the securities of the Company are listed. Quarterly/half yearly and Annual Financial Results are also published in English, and Hindi newspapers. Besides, Notices of the Board Meetings for adoption of the aforesaid results are also published in the newspapers.

Website

Pursuant to Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's website www.gkconsultantsltd.com contained a dedicated functional segment called 'INVESTORS' where all the information meant for shareholders were available including Shareholding Pattern, Financial Results and Annual Reports.

Annual Report

The Annual Report containing inter alia, Audited Financial Statement, Board Report, Auditors' Report and other important information is circulated to members, Directors and other concerned including

Auditors etc. Further, the Management Discussion and Analysis (MDA) Report, highlighting operations, business performance, financial and other important aspects of the Company's functioning form an integral part of the Annual Report and is displayed on the Company's website at www.gkconsultantsltd.com.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre')

BSE's Listing Centre is a web-based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.



SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of action taken reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

E-mail IDs for Investors

Following designated Email Ids of the Compliance Officer is exclusively given on the website along with various materials including notices for creating investor awareness and to redress their grievances/ queries:

Mr. Ashok Kumar Das
CFO & Compliance Officer
E-mail: akg_gkcl@yahoo.co.in

or

M/s Beetal Financial & Computer Services (P) Limited,
99, Madangir, Behind Local Shopping Centre,
Near Dada Harshukhdas Mandir,
New Delhi-110 062
Phone: 011-29961281; Email- beetalrta@gmail.com

9. GENERAL SHAREHOLDER'S INFORMATION

Company Registration Details

The Company is registered in the State of Delhi, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L74140DL1988PLC034109.

Ensuing Annual General Meeting

Date of AGM : September 30, 2019
Day : Saturday
Time : 09:30 A.M.
Venue : 301-302, G. K. House, 187A, Sant Nagar, East of Kailash, New Delhi-110065

Financial year: April 1, 2018 to March 31, 2019

For FY 2018 - 19

First quarter ended June 30, 2018
Second Quarter and half Year ended
September 30, 2018
Third quarter and nine Months ended
December 31, 2018
Fourth quarter and financial Year ended
March 31, 2019

Results were announced on

Monday, August 13, 2018

Wednesday, November 14, 2018

Friday, February 8, 2019

Thursday, May 23, 2019

**For FY 2019-20**

First quarter ending June 30, 2019
 Second quarter and half year ending
 September 30, 2019
 Third quarter and nine months ending
 December 31, 2019
 Fourth quarter and financial Year ending
 March 31, 2020

**Results are likely to be announced on
(Tentative and subject to change)**

August, 2019 (2nd Week)
 November, 2019 (2nd Week)
 February, 2020 (2nd Week)
 May, 2020 (3rd Week)

Book closure

The register of members and share transfer books of the Company will remain closed from Tuesday, September 24, 2019 to 'Monday, September 30, 2018 (both days inclusive).

Dividend payment

The Board has not recommended any dividend for FY 2018-19.

Listing on Stock Exchanges

The securities of the Company are listed on the following exchanges:

1. BSE Limited (BSE) based at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001;
2. Ahmedabad Stock Exchange Limited, Ahmedabad (ASE)*
3. Calcutta Stock Exchange Limited, Lyons Range, Kolkata (CSE)*
4. Delhi Stock Exchange Limited (DSE)*

* SEBI has withdrawn recognition of the Delhi Stock Exchange Limited (DSE),(ASE)and (CSE) .

Listing Fees

Listing fees for the year 2019-20 has been paid to the Stock Exchanges, wherein the equity shares of the Company are listed except ASE, CSE for the year 2019-20 as they have not sent the invoices of Annual Listing fee within the stipulated time.

Stock Codes

The Company's stock codes at the primary exchanges are:

	Scrip Code
Delhi Stock Exchange Limited	07190
Ahmedabad Stock Exchange	17973
Calcutta Stock Exchange Limited	17092
BSE Limited	531758

Stock Market Price Data for the year ended March 31, 2019

The Company's shares are listed on BSE Limited (BSE). Monthly high and low quotations as well as the volume of shares traded at the Bombay Stock Exchange Limited (BSE) and performance in comparison to BSE Sensex are given in **Table 8**.

**Table 8: Bombay Stock Exchange Limited**

Month	BSE				BSE SENSEX		
	High (Rs.)	Low (Rs.)	Close (Rs.)	No of Share traded	High (Rs.)	Low (Rs.)	Close (Rs.)
April, 2018	-	-	-	-	35213.30	32972.56	35160.36
May, 2018	7.35	7.34	7.35	1002	35993.53	34302.89	35322.38
June, 2018	7.24	6.63	7.00	1851	35877.41	34784.68	35423.48
July, 2018	7.50	7.13	7.13	113	37644.59	35106.57	37606.58
August, 2018	7.77	6.99	6.99	431	38989.65	37128.99	38645.07
September, 2018	6.98	6.65	6.98	10	38934.35	35985.63	36227.14
October, 2018	-	-	-	-	36616.64	33291.58	34442.05
November, 2018	6.85	6.85	6.85	1	36389.22	34303.38	36194.3
December, 2018	7.53	7.18	7.53	51	36554.99	34426.29	36068.33
January, 2019	7.88	7.12	7.12	363	36701.03	35375.51	36256.69
February, 2019	7.45	7.10	7.45	540	37172.18	35287.16	35867.44
March, 2019	7.45	6.80	6.80	25	38748.54	35926.94	38672.91

(Source: This information is compiled from the data available from the website of BSE)

Registrar and Share Transfer Agent (For Physical as well as for Demat Segment)

All work related to Share Registry, both in physical form and electronic form, was handled by the Company's Registrar and Share Transfer Agent, M/s Beetal Financial & Computer Services (P) Limited.

The communication address of the Registrar and Share Transfer Agents is given hereunder.

M/s Beetal Financial & Computer Services (P) Limited,
99, Madangir, Behind Local Shopping Centre,
Near Dada Harshukhdas Mandir, New Delhi-110 062
Phone: 011-29961281,
Email- beetalrta@gmail.com

Share Transfer System

Shares received in physical form are transferred within 30 days from the date of lodgment subject to documents being valid and complete in all respects. In order to expedite the process of share transfer and in line with Regulation of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company has delegated the power of share transfer to R&T Agent "Beetal Financial & Computer Services (P) Limited". There are no overdue share transfers pending as on date.

Distribution of Shareholding

Shares held by different categories of Shareholders and according to size of holding as on March 31, 2019 are given below in **Table 9 & 10**:

**Table 9: Shareholding Pattern on the basis of ownership as on March 31, 2019**

CATEGORY OF HOLDING	NUMBER OF SHARE HELD	% AGE OF HOLDING
A. Shareholding of Promoter & Promoter Group		
1 Indian Promoters	84600	1.59
2 Foreign Promoters	NIL	NIL
3 Persons acting in concern	NIL	NIL
Sub -Total	84600	1.59
B. Public Shareholding		
1. Institutions	NIL	NIL
2. Non-institutions	NIL	NIL
a. Bodies Corporate	332740	6.26
b. Individual Holding		
i. Nominal Share Capital up to Rs 2 lakh	1983030	37.33
ii. Nominal Share Capital in excess of Rs 2 lakh	2490900	46.89
3. Any other	NIL	NIL
a. NRI	2059	0.04
b. Clearing Member	0.00	0.00
c. HUF	418471	7.88
Sub -Total	5311800	100.00
Grand Total	5311800	100.00

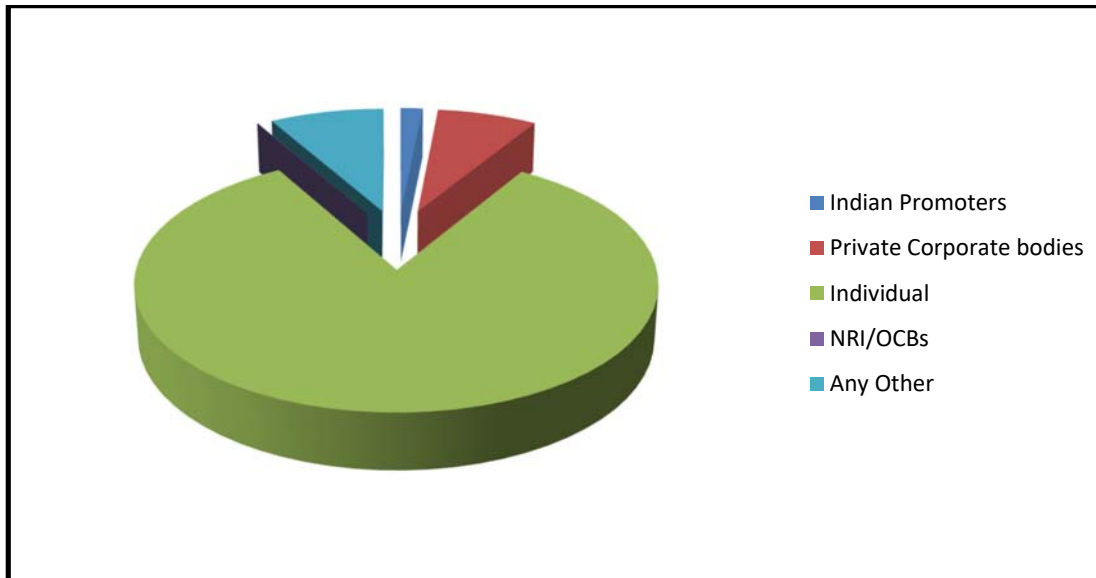




Table 10: Distribution of Shareholding according to size and percentage of holding as on March 31, 2019

Shareholding of Nominal Value of Rs (Amount)	Holders	% of holders	Total Shares	Amount (In Rs.)	% of Amount
Up to 5000	887	54.31	113671	1136710.00	2.14
5001-10000	331	20.26	246955	2469550.00	4.65
10001-20000	105	6.42	166181	1661810.00	3.13
20001-30000	55	3.36	138341	1383410.00	2.60
30001-40000	34	2.08	124540	1245400.00	2.34
40001-50000	37	2.26	176882	1768820.00	3.33
50001-100000	91	5.57	705586	7055860.00	13.28
100001- Above	93	5.69	3639644	36396440.00	68.52
Total	1633	100.00	5311800	53118000.00	100.00

Dematerialization of Shares and Liquidity

The shares of the Company are traded in compulsory demat segment. As on March 31, 2019, 82.89% of the total share capital was held in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Share Capital Audit Report regarding reconciliation of the total issued capital, listed capital and capital held by depositories in a dematerialized form with respect to the Equity Share Capital of the Company was obtained from the Practicing Company Secretary for each quarter during the year and submitted to the Stock Exchanges within the stipulated time.

Number of shares held in dematerialized and physical mode as on March 31, 2019

Category	No. of Holders	% to Total holders
Physical	908521	17.10
NSDL	3074681	57.88
CDSL	1328598	25.01
Total	5311800	100.00

Depository services

For guidance on depository services, Shareholders may write to the Company or to the respective Depositories:

National Securities Depository Limited,	Central Depository Services (India) Ltd.,
Trade World, 4 th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013 Tel: 022-24994200; Fax: 022-66608035/24976351 E-mail: info@nsdl.co.in Website: www.nsdl.co.in	PhirozeJeejeebhoy Towers, 17 th Floor, Dalal Street, Mumbai-400023 Tel: 022-22723333/22723224; Fax: 022-22723199 E-mail- investors@cdslindia.com Website: www.cdslindia.com



Share Dematerialization Status: The following data indicates the extent of Dematerialization of the Company's Shares as on March 31, 2019:

No. of Shares Dematerialized	4403279	82.89% of Total Share Capital
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Outstanding GDR's/ADR's/Warrants or any Convertible Instruments Conversion Date and likely impact on equity

Not applicable.

Details of Public Funding Obtained in the previous three years

The Company has not obtained any public funding in the previous three years.

Nomination facility

Shareholders holding shares in physical form and desirous of making nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to submit to the Company the prescribed Form SH-13 for this purpose.

Bank details

Shareholders holding shares in physical form are requested to notify/send the following to the Company to facilitate better services:

- i) Any change in their address/bank details, and
- ii) Particulars of their bank account, in case the same have not been sent earlier

Address for correspondence

G.K. CONSULTANTS LIMITED

302, G.K House, 187 A, Sant Nagar,
East of Kailash, New Delhi – 110065

Adoption of Mandatory and Non-Mandatory Requirements of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (LODR)

The Company has complied with all mandatory requirements of Regulation 34 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015. The Company has adopted following non-mandatory requirements of Regulation 27 read with Part E of Schedule II of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.

- **The Board**

As on March 31, 2019 the Company has separate persons at the post of Chairman and Managing Director.

- **Shareholder Rights:**

The Quarterly Financial Result of the company are published in English and Hindi newspapers.

- **Modified Opinion(s) in Audit Report:**

The Audit Report for financial statement for the F.Y 2018-2019 is unmodified. The Company always aims to present financial statements with unmodified audit opinion.



- **Reporting of Internal Auditor**
The Internal Auditor directly reports to the Audit Committee.

10. OTHER DISCLOSURES

Disclosures on materially significant related party transactions that may have Potential Conflict with the Interest of the Company at large (Regulation 23 of SEBI Listing Regulations)

All related party transactions pursuant to Section 188(1) of the Act that were entered into during the Financial Year were on an arm's length basis and in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which might have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee only for its approval as they are not required to be placed before the Board. However Related Party Transactions pursuant to Accounting Standard 18 (AS 18) are disclosed to the Board.

Penalties or Stricture imposed on the Company by Stock Exchange or SEBI, or any Statutory Authority

There are neither any non-compliance of any legal provision of applicable law, nor any penalty, stricture imposed by the stock exchanges or SEBI or any other authority, on any matters related to capital market during the previous 3 (three) Financial Years except a penalty of Rs. 31,67,356/- was imposed during the F.Y 2018-2019 by SEBI on company for non-compliance related to non-disclosure of shares of Natura HUE Chem Limited and the same amount was recovered by the company from respective broker as per agreements.

Vigil Mechanism & Whistle Blower Policy (Regulation 22 of SEBI Listing Regulations)

As per Regulation 22 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Audit Committee of the Company has approved the policy/mechanism on dealing with Whistle Blowers. The Audit Committee reviews the same as and when required. The said policy/mechanism has been displayed at the website of the Company, www.gkconsultantsltd.com, under the heading "Investor".

During the Financial Year under review no complaint was received to be referred to the Audit Committee and no person was denied access to the Audit Committee.

Details of Compliance with Mandatory requirements and adoption of the non-mandatory requirements

Necessary disclosure has been made.

Weblink where policy for determining 'material, subsidiary is disclosed

The Policy on Material Subsidiary has been displayed at the website of the Company, www.gkconsultantsltd.com, under the heading "Investor".

Weblink where policy on dealing with related party transaction

The policy on dealing with Related Party Transactions has been displayed at the website of the Company, www.gkconsultantsltd.com, under the heading "Investor".



Details of utilization of fund raised through preferential allotment or qualified institution placement as specified under regulation 32(7A)

Nil

Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part

Total Amount paid to Statutory Auditors of G. K Consultants Limited is Rs. 50000 (Rupees Fifty Thousand Only).

Insider Trading

In compliance with the SEBI regulation on prevention of insider trading, the Company had instituted a comprehensive Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders. The said Code lays down guidelines which advise them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioned them on consequences of non-compliances.

Further the Company has put in place a Code of Practices and Procedures of Fair Disclosures of Unpublished Price Sensitive Information. Both the aforesaid Codes are in lines with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Accounting Treatment in preparation of Financial Statements

The guidelines/Accounting Standards lay down by the Institute of Chartered Accountants of India (ICAI) and notified by the Companies (Accounting Standards) Rules, 2006 are followed in preparation of the Financial Statements of the Company.

Reconciliation of Share Capital Audit Report (Regulation 76 of SEBI (Depository and Participants) Regulations, 2018)

A qualified Practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (“NSDL”) and the Central Depository Service (India) Limited (“CDSL”) and the total issued and listed equity share capital. The Audit report confirms that the total issued/ paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized share held with NSDL and CDSL.

Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (SHWWA)

During the year under review, there were no cases filed, pursuant to the SHWWA and Rules made thereof.

Declaration on Compliance with Code of Conduct

A Declaration as requirement under Securities and Exchange Board of India (Listing Obligation and disclosure Requirements) Regulation, 2015 is annexed to the Corporate Governance Report.



Compliance Certificate on Conditions of Corporate Governance

In Compliance with Part E of Schedule V of Securities and Exchange Board of India (Listing Obligation and disclosure Requirements) Regulation, 2015, Certificate from Statutory Auditors

regarding compliance of Condition of Corporate Governance is annexed to the Corporate Governance Report.

CEO & CFO Certification

Pursuant to the Regulation 17(8) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, a compliance certificate was placed before the Board of Director at the meeting held on May 23, 2019 and is annexed to the Corporate Governance Report.

Certificate on Non-Disqualification of directors

Pursuant to the Regulation 34(3) and Schedule V Para C Clause 10(i) of the Securities and Exchange Board of India (Listing Obligation and disclosure Requirements) Regulation, 2015, a certificate on Non-Disqualification of directors was placed before the board of directors at the meeting held on May 23, 2019 and is annexed to the Corporate Governance Report.

For and on behalf of the Board of Directors

Vijay Kumar Sinha
Managing Director
DIN: 01089578

**DECLARATION AS REQUIRED UNDER REGULATION 26(3) READ WITH
SCHEDULE V OF SEBI (LISTING OBLIGATION AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015**

In Compliance with Regulation 26(3) read with Schedule V of SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015, all the members of the Board of Directors and senior management personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended March 31, 2019.

For and on behalf of the Board of Directors

Vijay Kumar Sinha
Managing Director
DIN: 01089578



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,

**The Members of
G. K. Consultants Limited,**

1. We, Umesh Amita & Co, Chartered Accountants, the Statutory Auditor of G. K. Consultants Limited, ('the Company') have examined the compliance of conditions of Corporate Governance by G. K. Consultants Limited, ('the Company') for the year ended 31st March, 2019 as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Management's Responsibility for compliance with the conditions of Listing Regulations.

2. The compliance with the terms and conditions contained in the corporate governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents.

Auditors' Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.



Restriction on use

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For UMESH AMITA & CO.
Chartered Accountants
ICAI FRN: 007238C

(CA. AKASH GARG)
Partner, M. No. 420145

New Delhi
May 23, 2019



CEO AND CFO CERTIFICATION

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015. The Annual Certificate given by the Managing Director and Chief Financial Officer is published in this Report.

To,
The Board of Directors
G.K. Consultants Ltd.

1. We have reviewed financial statements and the cash flow statement of G. K. Consultants Limited for the year ended March 31, 2019 and to the best of our knowledge and belief:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal control.
4. We have indicated to the Auditors and the Audit Committee:
 - (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no Significant changes in accounting policies during the year; and
 - (iii) that there are no instances of significant fraud of which we have become aware.

For G.K Consultants Limited

For G.K Consultants Limited

(ASHOK KUMAR DAS)
Chief Financial Officer

(VIJAY KUMAR SINHA)
DIN: 01089578
Managing Director

New Delhi
May 23, 2019



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
G.K. Consultants Ltd.
302, G.K House, 187A, Sant Nagar,
East of Kailash, Delhi – 110065

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of G.K. Consultants Limited having CIN L74140DL1988PLC034109 and having registered office at 302, G.K House, 187A, Sant Nagar, East of Kailash, Delhi - 110065 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March,, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority

S.No	Name of Director	DIN	Date of Appointment in Company
1	Divya Malini Gupta	00006225	30.09.2014
2	Subodh Gupta	00006243	09.08.1995
3	Anil Kumar Goel	01050857	09.08.1995
4	Brij Mohan Sharma	01070086	20.12.2005
5	Vijay Kumar Sinha	01089578	09.01.2006
6.	Piyush Prakash	02014796	30.09.2014
7.	Preety Tosh	06961738	30.09.2014

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Anshul Singla & Associates
Company Secretaries

ANSHUL AGARWAL
Proprietor
FCS 8832, CP No. 9165

New Delhi
May 23, 2019



Annexure III

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Financial Performance & Review

The Company's operations are classified into different segments viz. Shares Trading, Dealing in Derivatives and Options, Professional Services, Marketing, Interest Income, IT Services and Investment Activities.

Your company's gross income has reduced during the financial year ended 31st March 2019 as compared to the last year on account of decrease in share trading volumes. There was almost 0.3318 times decrease in Gross Revenue during the current period compare to last year. The net profit after tax has increased during the current year as compared to last financial year.

Your company has achieved Gross Income/Revenue of Rs. 1094.49 lacs in the current financial year as compared to Rs. 3299.06 lacs of last year.

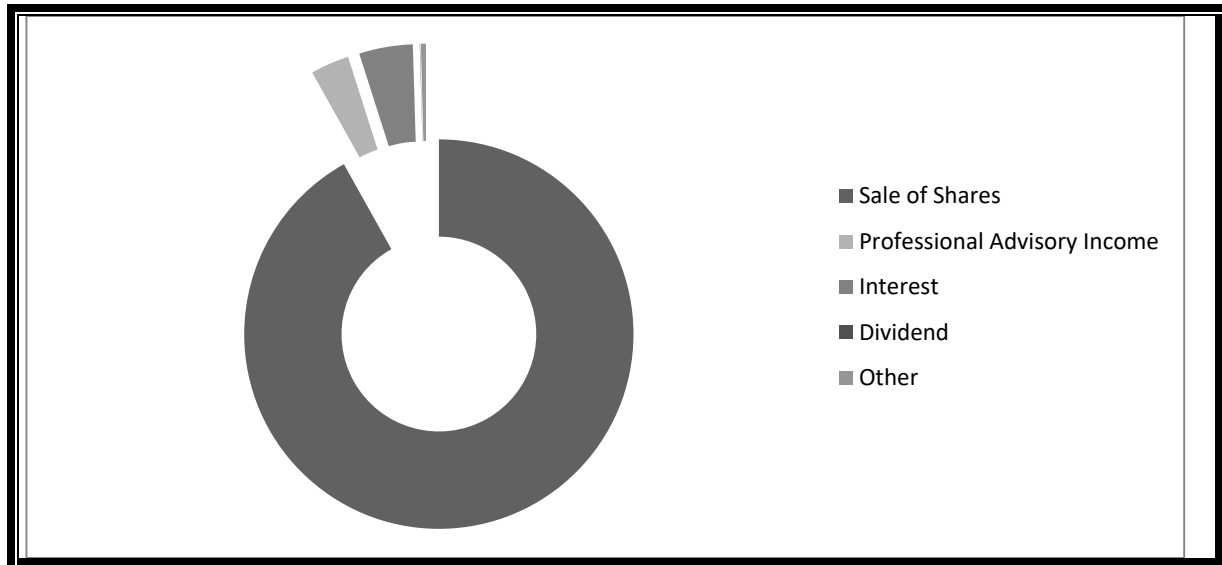
The Profit before tax during last year was Rs. 13.06 lacs and which has increased in the current year to Rs. 23.43 lacs. The Company had made a net profit after tax of Rs. 9.72 lacs during the last financial year which has increased to Rs. 17.40 lacs during the current year.

The Net worth of the Company is Rs. 689.08 lacs as on 31.03.2019. The book value of shares of your company as on March 31, 2019 comes to Rs. 12.97 per share. However, the Earning per share has increased to Rs. 0.33 per share during the year under review due to increase in net profits.

During the Financial Year ended March 31, 2019, the Segment wise gross revenue before allocating expenses of the Company under different segments was as under (all figures are in rupees):

Sale of Shares	10,05,65,532.28
Professional Advisory Income	35,00,000.00
Interest	48,88,725.00
Dividend	31,974.00
Other- Net gain on sale of current or long term investment	4,62,360.00

The Chart for Segment wise revenue before allocating expenses for the financial year 2018-19 is as under-



Industry Structure and Development

The Indian economy retained its tag of the fastest growing major economy in the world in 2018-19. However, overall growth for 2018-19 slumped to a five-year low of 6.8% compared with 7% projected in the second advance estimates released in February. A few factors that have helped India in maintaining its status quo as the fastest growing nation are:

Policy reforms: Reforms such as increased FDI limits, Goods and Services Tax (GST), etc led to creation of jobs and bringing more businesses into the organized sector. It also improved the ease of doing business, thus benefitting the economy in a major way.

Improvement in infrastructure: Recognised as a key driver for the economy of any nation, the infrastructure sector has enjoyed a lot of focus from the government. Measures such as construction of smart cities, industrial corridors, new railway lines, improving sea connectivity to stimulate trade and building roads to improve rural connectivity have all contributed to the nation's economic growth.

Development campaigns: The government has been campaigning actively for showcasing the nation as a sensible investment destination and improve trade cooperation. Government campaigns such as 'Make in India' and 'Start-up India' have been helping India to position itself as a manufacturing hub and promoting entrepreneurship.

Indian Financial Services Industry

India has a diversified financial sector undergoing rapid expansion with many new entities entering



the market along with the existing financial services firms. The sector comprises commercial banks, insurance companies, NBFCs, Housing Finance Companies, Co-operatives, Pension Funds, Mutual Funds and other smaller financial entities. Another vital element of the nation's financial sector is the rapidly growing insurance industry. The Reserve Bank of India (RBI) recently allowed new entities such as payment banks and small finance banks to commence operations, focusing on specific segments of transactional banking and small-ticket lending, respectively.

In recent times, we have seen tremendous expansion in digital channels owing to evolving needs of customers, greater accessibility of internet services and a marked change in regulatory environment. This has led to proliferation of Fintech Companies.

Some recent developments that have happened in this sector are:

- Launch of India Post Payments Bank (IPPB) for better rural penetration of banks.
- Under the Union Budget 2018-19, there has been an allocation of Rs. 3 trillion (USD 46.3 billion) towards the Mudra (Micro-Units Development & Refinance Agency Ltd.) Scheme.
- The Securities and Exchange Board of India (SEBI) has limited the Total Expense Ratio (TER) charged by mutual fund houses having equity assets up to Rs. 500 billion (USD 7.1 billion) to 1.05%.
- NBFCs are gaining eminence in retail finance by financing more than 80% of the equipment leasing and hire purchase activities in India.
- The government's focus on the infrastructure sector is providing an impetus to NBFCs engaged in the infrastructure financing space.

Performance of NBFC Industry

The NBFC sector is expected to remain at the forefront and drive new credit disbursements for India's underserved retail and MSME space. In the last five years the lending book of NBFCs has grown nearly by 18% due to a deep understanding of target consumer segments, technological advancements, lean cost structures and differential business model to reach credit-starved customer segments.

The year 2018 was a year of crisis for some of the NBFCs. To occupy the space vacated by Public Sector Banks (PSBs), certain NBFCs went into a frenzy of credit expansions without considering the asset-liability scenario. This resulted in huge defaults on the part of such companies and intensified fears that the funding cost for NBFCs will zoom and result in a sharp deterioration of their margins.

However, the government took several quick measures not letting this crisis turn into a contagion and spilling over to other sectors. These measures included altering operating mechanism and making relevant changes in the risk management framework. Though the outlook for NBFCs for 2019 seems weak, a gradual improvement in the liquidity situation indicates that there could be a stabilisation in the coming days.

Opportunities

Reports from the World bank indicate that Non-Banking financial Institution act as critical pillars contributing to macroeconomic stability and sustained economic growth and prosperity, due to their ability to finance firms and individuals at a reasonable cost, reduce volatility by providing multiple



sources to finance and park funds and enable creation of a competitive environment characterized by a diverse array of products. This has been proven time and again in developed markets.

Non – Banking Finance Companies (NBFC) continue to play a critical role in making financial services accessible to a wider set of India’s population and are emerging as strong intermediaries in the retail finance space. Going forward, one should expect NBFC to further strengthen their presence in retail finance and grow at a reasonably healthy pace.

Future Outlook

India is a rapidly transforming society. The country’s demographic advantage and enhanced investments in infrastructure, manufacturing, education and socio-economic wellbeing are expected to create new opportunities for growth. India’s sub-urban and rural population are creating room for further growth as their quality of life is improving at a rapid pace. The Government’s reforms will further strengthen investor confidence in the country’s potential and unleash a free flow of entrepreneurial energy. At the same time, India’s consumer spending is rising consistently. It is expected to double in another decade or so. It is also expected that India will become the world’s third largest consumer market in next 7 to 10 years, leading to major growth in all contributing sectors.

G. K. Consultants Limited as a NBFC has invested in the various corporates/companies and will continue to take relevant strategies to grow. G. K. Consultants Limited as a NBFC intends to continue its investment in the various corporate and its business in the Service Sector. Your company is planning to explore the benefits of Stock Markets to the maximum possible extent in the year 2018-19.

Risks and Concerns

Effective risk management is essential to success and is an integral part of our culture. While we need to accept a level of risk in achieving our goals, sound risk management helps us to make the most of each business opportunity, and enables us to be resilient and respond decisively to the changing environment.

Our approach to risk management assists us in identifying risks early and addressing them in ways that manage uncertainties, minimize potential hazards, and maximize opportunities for the good of all our stakeholders including shareholders, customers, suppliers, regulators and employees. Risks can be broadly classified as Strategic, Operational, Financial, and Legal/Regulatory.

G. K. Consultants Limited like any other company in the service sector is exposed to various specific risks that are particular to its businesses and the general environment or economic risks within which it operates, including economic cycle, market risk and credit risk. G. K. Consultants Limited manages risks by maintaining a conservative financial profile, and by following prudent business and risk management practices.

In the software segment the major risk which the company is exposed is that it is very fast evolving and developing sector, with which one needs to keep pace with otherwise survival would be difficult due to the existing stiff competition.

Stock Markets have always been very volatile and are influenced by a number of factors such as change in government, civil disturbances, government policies, foreign treaties and relations, etc.



Therefore the company before investing makes a thorough analysis of the scrip and the industry concerned but if someone is trading in the stock market, the losses and profits as a result of the various unprecedented changes are a part of the entire deal.

Internal Control Systems and their adequacy

Internal Control Culture is pervasive in the company. The Company has a comprehensive internal control system for all the major processes to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedures, laws and regulations, safeguarding of assets and economical and efficient use of resources.

The Internal Control system is basically to cover the area of Accounting Control, Compliance Audit at regular intervals by the Internal Auditor.

The Internal Auditors also assesses opportunities for improvement in business processes, systems and controls, provides recommendations, designed to add value to the organization and follow up the implementation of corrective actions and improvements in business processes after review by the Audit Committee.

Material development in Human resources

G. K. Consultants Limited has a team of able and experienced industry professionals. The maximum number of employees at any point of time in the company was 6.

Related Party Disclosure

1. Related parties and transactions with them as required under Accounting Standard 18 (AS-18) are furnished under Note No. 15.07 of Part C of the Notes to Accounts attached with the Financial Statement for the year ended March 31, 2019. There are no other pecuniary relationships or transactions with non-executive independent directors.
2. The transaction with related parties is neither materially significant nor they have any potential conflict with interests of the Company at large.

Cautionary Statement

Statements in the Management Discussions and Analysis describing the company's objectives, projections, estimates or predictions may be considered to be "forward-looking statements" as of the date of this report and are stated as required by applicable laws and regulations. Actual performance and results could differ materially from those expressed or implied and the Company owes no obligation to publicly update these forward-looking statements to reflect subsequent events or circumstances. Market data and analysis contained in this report has been obtained from internal Company reports and industry publications, but their accuracy and completeness are not guaranteed and their reliability cannot be assured.



Annexure – IV**Secretarial Audit Report for the Financial Year ended March 31, 2019**

To,

The Members**G.K. CONSULTANTS LIMITED**

302, G K House, 187A, Sant Nagar,

East of Kailash

New Delhi - 110065

Subject: Secretarial Audit Report for the financial year ended March 31, 2019.

Dear Sirs,

We have conducted the Secretarial Compliances Audit for compliance of applicable statutory provisions and adherence to good corporate practices by **G.K. Consultants Limited (hereinafter called the Company)**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes' books, forms and returns filed, other records maintained by the Company and also the information provided by the Company, its officers, agents, and authorized representative during the conduct of Secretarial Audit, We hereby report that in our opinion the Company, during the audit period covering the financial year ended on March 31, 2019 has 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 reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns and other records maintained by **G.K. Consultants Limited**, for the financial year ended on March 31, 2019 according to the provisions of:

- I The Companies Act, 2013 and the Rules made there under;
- II The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV Foreign Exchange Management Act, 1999 and rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.: -
 - 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, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time;



- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation 2014; (Not applicable to the Company during the audit period)
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
- 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; (Not applicable to the Company during the audit period) and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)
- i. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.

VI Other Laws Applicable to the Company as a Business Unit and also Laws applicable to various Manufacturing Units and Other Offices:

(We have examined the framework, mechanism, systems, process and procedures of compliance of laws applicable on the Company in detail. We have examined reports, compliances with respect to all laws on test basis.)

Select few are mentioned herein:

- **Taxation Laws**– Income Tax Act, 1961; Service Tax Act, 1994;
- **Labor Laws**–Payment of Wages Act, 1948; Minimum Wages Act, 1948; Payment of Bonus Act, 1965; Payment of Gratuity Act, 1972; Maternity Benefit Act, 1961; Sexual Harassment of Women at workplace (Prevention, Prohibition and Regulation) Act, 2013.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. and
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of 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 including Woman Director. 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, agenda and detailed notes on agenda 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 clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



All decisions at Board Meeting and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees 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.

We further report that during the Audit Period, the company has not undertaken any specific events/actions that can have a bearing on the Company's compliance responsibility in pursuance of the above referred Laws, Rules, Regulations and Guidelines, Standards, etc.

This report is to be read with our letter of even date which is annexed as Annexure "A" and forms an integral part of this Report.

**For Anshul Singla & Associates
Company Secretaries**

**ANSHUL AGARWAL
Proprietor
FCS 8832, CP No. 9165**

**New Delhi
May 23, 2019**

**“Annexure A”**

To,
The Members
G.K. CONSULTANTS LIMITED.
302, G K House, 187A, Sant Nagar,
East of Kailash
New Delhi – 110065

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 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 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 the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Anshul Singla & Associates
Company Secretaries

ANSHUL AGARWAL
Proprietor
FCS 8832, CP No. 9165

New Delhi
May 23, 2019



Annexure – V

MGT-9

EXTRACT OF THE ANNUAL RETURN

as on the financial year ended 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 AND OTHER DETAILS:

S.No	Particulars	Details
1	CIN	L74140DL1988PLC034109
2	Registration Date	December 2, 1988
3	Name of the Company	G.K. Consultants Limited.
4	Category / Sub-Category of the Company	Public Limited - Listed
5	Address of the Registered office and contact details	302, G.K. House, 187A Sant Nagar, East of Kailash, New Delhi 110065 Tel No. 011- 26489431 Email Id: akg_gkcl@yahoo.co.in Website: www.gkconsultantsltd.com
6	Whether listed company Yes / No	Yes
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	Beetal Financial and Computer Services Private Limited Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping, Centre, Near Dada Harsukhdas Mandir, New Delhi – 110062 Phone- 91-11-2996 1281-83 Fax- 91-11-2996 1284 Email- beetalrta@gmail.com

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.

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Non-Banking Financial Services	N.A.	96.80%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NIL	NIL	NIL	NIL	NIL



IV SHARE HOLDING PATTERN (equity share capital breakup 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 01.04.2018)				No. of Shares held at the end of the year (As on 31.03.2019)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
1)	Indian									
(a)	Individual/ HUF	84600	-	84600	1.59	84600	-	84600	1.59	-
(b)	Central Govt	-	-	-	-	-	-	-	-	-
(c)	State Govt(s)	-	-	-	-	-	-	-	-	-
(d)	Bodies Corp.									
(e)	Banks/ FI	-	-	-	-	-	-	-	-	-
(f)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-total (A)(1)	84600		84600	1.59	84600	-	84600	1.59	-
2)	Foreign	-	-	-	-	-	-	-	-	-
(a)	NRIs – Individuals	-	-	-	-	-	-	-	-	-
(b)	Other – Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corp.	-	-	-	-	-	-	-	-	-
(d)	Banks/ FI	-	-	-	-	-	-	-	-	-
(e)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
	Total shareholding of Promoter (A) = (A)(1) + (A)(2)	84600		84600	1.59	84600	-	84600	1.59	-
B.	Public Shareholding									
1)	Institutions									
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-
(b)	Banks/ FI	-	-	-	-	-	-	-	-	-
(c)	Central Govt	-	-	-	-	-	-	-	-	-
(d)	State Govt(s)	-	-	-	-	-	-	-	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	-	-	-	-	-	-	-	-	-
(g)	FII's	-	-	-	-	-	-	-	-	-



(h)	Others (specify)	-	-	-	-	-	-	-	-	-
(i)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
	Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
2)	Non-Institutions									
(a)	Bodies Corp.									
	(i) Indian	371640	10300	381940	7.19	322440	10300	332740	6.26	-0.93
	(ii) Overseas (Foreign Bodies)	-	-	-	-	-	-	-	-	-
(b)	Individuals	-	-	-	-	-	-	-	-	-
	(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh.	954290	462301	1416591	26.67	932917	501321	1434238	27.00	+0.33
	(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	2592339	396900	2989239	56.28	2642792	396900	3039692	57.23	+0.95
(c)	Others (specify)									
	Non Resident Indians	2059	-	2059	0.03	2059	-	2059	0.03	-
	Clearing Members	18900	-	18900	0.36					-0.36
	HUF	418471	-	418471	7.88	418471	-	418471	7.88	-
	Sub-total (B)(2)			5227200	98.41			5227200	98.41	-
	Total Public Shareholding(B) = (B)(1) + (B)(2)	4357699	869501	5227200	98.41	4318679	908521	5227200	98.41	-

C.	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A + B + C)	4442299	869501	5311800	100.00	4403279	908521	5311800	100.00	-

**(ii) Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2018)			Shareholding at the end of the year (31.03.2019)			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of total Shares pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of total Shares pledged/encumbered to total shares	
1	Anil Kumar Goel	30000	0.56	0	30000	0.56	0	-
2	Subodh Gupta	54600	1.03	0	54600	1.03	0	-
	Total	84600	1.59	0	84600	1.59	0	-

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	No Change			
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. - Sale				
	At the end of the year				



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

SL. NO	Name of the Shareholder	Shareholding		Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)	
		No of Shares	% of total shares of the Company	No. of Share	% of total shares of the company
1.	Sunil Khandelwal*				
	At the Beginning of the year	208384	3.92	208384	3.92
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	208384	3.92	208384	3.92
2.	Sanjeev Mittal*				
	At the Beginning of the year	168000	3.16	168000	3.16
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	168000	3.16	168000	3.16
3.	Vikas Jain *				
	At the Beginning of the year	112590	2.12	112590	2.12
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	112590	2.12	112590	2.12
4	Alok farsaiya #				
	At the Beginning of the year	53522	1.01	53522	1.01
	Bought during the year	52973	0.09	106495	2.00
	Sold during the year	-	-	-	-
	At the end of the year	106495	2.00	106495	2.00
5.	Swetank Agarwal *				
	At the Beginning of the year	104050	1.96	104050	1.96
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	104050	1.96	104050	1.96
6.	Anurag Gupta*				
	At the Beginning of the year	103000	1.94	103000	1.94
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	103000	1.94	103000	1.94



7.	Shuchi Gupt *				
	At the Beginning of the year	102990	1.94	102990	1.94
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	102990	1.94	102990	1.94
8.	Deepika Bansal*				
	At the Beginning of the year	101600	1.91	101600	1.91
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	101600	1.91	101600	1.91
9.	Aayuushi Agarwal*				
	At the Beginning of the year	100000	1.88	100000	0.94
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	100000	1.88	100000	1.88
10.	Manoj Kumar Agarwal*				
	At the Beginning of the year	82909	1.56	82909	1.56
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	82909	1.56	82909	1.56
11.	Shiv Prakash Agarwal@				
	At the Beginning of the year	75000	1.41	75000	1.41
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	75000	1.41	75000	1.41

*denotes Top 10 Shareholders on both 01.04.2018 and 31.03.2019.

@ denotes Top 10 Shareholders only on 01.04.2018.

denotes Top 10 Shareholders only on 31.03.2019.

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1. Mr. Subodh Gupta					
	At the beginning of the year	54600	1.03	54600	1.03
	Date of Increase/Decrease in Shareholding Reasons for increase/decrease	No change during the year			
	At the end of the year	54600	1.03	54600	1.03
2. Mr. Anil Kumar Goel					
	At the beginning of the year	30000	0.56	30000	0.56
	Date of Increase/Decrease in Shareholding Reasons for increase/decrease	No change during the year			
	At the end of the year	30000	0.56	30000	0.56
3. Mr. Ashok Kumar Das					
	At the beginning of the year	9500	0.18	9500	0.18
	Date of Increase/Decrease in Shareholding Reasons for increase/decrease	No change during the year			
	At the end of the year	9500	0.18	9500	0.18
4. Mr. Piyush Prakash					
	At the beginning of the year	200	0.00	200	0.00
	Date of Increase/Decrease in Shareholding Reasons for increase/decrease	No change during the year			
	At the end of the year	200	0.00	200	0.00

* No other Director or KMP holds shares in the Company



V. INDEBTNESS - Indebtedness of the company including interest outstanding /accrued but not due for payment

Particulars		Secured Loans	Unsecured Loans	Deposit	Total Indebtness
Indebtness at the beginning of the financial year					
i)	Principal Amount	NIL	NIL	NIL	NIL
ii)	Interest due but not paid	NIL	NIL	NIL	NIL
iii)	Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i + ii + iii)		NIL	NIL	NIL	NIL
Change in Indebtness during the financial year					
•	Addition	NIL	NIL	NIL	NIL
•	Reduction	NIL	NIL	NIL	NIL
Net Change		NIL	NIL	NIL	NIL
Indebtness at the end of the financial year					
i)	Principal Amount	NIL	NIL	NIL	NIL
ii)	Interest due but not paid	NIL	NIL	NIL	NIL
iii)	Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i + ii + iii)		NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager Vijay Kumar Sinha	Total Amount
1.	Gross Salary	NIL	NIL
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission	NIL	NIL
	- as % of profit	NIL	NIL
	- others, specify	NIL	NIL
5.	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act	NIL	NIL

**B. Remuneration to other directors:****1. Independent Directors**

Sl. No	Particulars of Remuneration	Name of Independent Director			Total Amount
		Mr. Brij Mohan Sharma	Mr. Piyush Prakash	Ms. Preety Tosh	
1	Fee for attending board / committee meetings	NIL	NIL	NIL	NIL
2	Commission	NIL	NIL	NIL	NIL
3	Others, please specify	NIL	NIL	NIL	NIL
	Total B (1)	NIL	NIL	NIL	NIL

2. Other Non- Executive Directors

Sl. No	Particulars of Remuneration	Name of Non- Executive Director				Total Amount
		Mr. Brij Mohan Sharma	Mr. Piyush Prakash	Ms. Preeti Tosh	Ms. Divya Malini Gupta	
1	Fee for attending board / committee meetings	NIL	NIL	NIL	NIL	NIL
2	Commission	NIL	NIL	NIL	NIL	NIL
3	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total B (2)	NIL	NIL	NIL	NIL	NIL
	Total (B) = (1) + (2)					NIL
Total Managerial Remuneration (A+B)						NIL

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	480000	630000	1110000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	0.00	0.00	0.00



2	Stock Option	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00
4	Commission	0.00	0.00	0.00
	- as % of profit	0.00	0.00	0.00
	- others, specify	0.00	0.00	0.00
5	Others, please specify	0.00	0.00	0.00
	Total	480000	630000	1110000

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	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



INDEPENDENT AUDITOR'S REPORT

To the Members of G.K. Consultants Ltd. Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of G.K. Consultants Ltd. ("the Company") which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and 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.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit/loss, total comprehensive income, the changes in equity and its 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 Companies Act, 2013. 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, 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 informing our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters	How our audit addressed the key audit matter
<p>Compliance with regulations impacting financial</p> <ul style="list-style-type: none"> The company operates in a highly regulated environment. Being a Non-Banking Financial Company RBI provides directives and guidelines in the form of circulars from time to time. Given the pervasive nature of the regulations, failure to comply with them could have a material financial impact on the operations of the company. 	<ul style="list-style-type: none"> Understood the relevant legal and regulatory framework within which the NBFC Company operates and operation of its key control over this framework. Assessed the compliance structure of the company with regard to adherences to various regulation. We understood the process followed by the Compliance Team to obtain and disseminate updates regarding new circulars/notification/ press releases. Assessed that disclosure in the financial statements are in line with the requirement of RBI. Enquired about penalties levied if any on the company for any assessed noncompliance with regulatory requirements.



Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, 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 are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of Financial Statement

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, 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. 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 accounts.
 - d) In our opinion, the aforesaid financial statements comply with the Indian 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 Control with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”
- 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 of pending litigations on its financial position in its financial statements – Refer Note 3 to the financial statements;
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There was no amount which were required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv)

For UMESH AMITA & Co
Chartered Accountants
Firm’s Registration No. 007238C

(CA. AKASH GARG)
PARTNER
M.No. 420145

New Delhi
23-05-2019

**“Annexure A” to the Independent Auditors’ Report**

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2019:

- (1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets were physically verified during the year by the Management. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) There are no immovable properties which are held by the company.
- (2) In our opinion and according to the information and explanations given to us, having regard to the nature of inventory being securities, the physical verification by way of verification of title deeds, by the Management, are at reasonable intervals and no material discrepancies were noticed on physical verification.
- (3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- (4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, to the extent the same are applicable, in respect of loans, investments, guarantees, and security.
- (5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- (7) According to the information and explanations given to us and the books and records examined by us, in respect of statutory dues:
 - (a) The Company has been regular in depositing undisputed dues, including Income Tax, Goods and Service Tax and other material statutory dues applicable to it with appropriate authorities.
 - (b) According to the records of the company and as per explanations given to us, it is informed that income tax case for the assessment year 1998-99 is still pending with CIT(A). The case was set aside by the Hon’ble ITAT, Delhi Bench-C with the direction to decide the issue on merit. Disputed demand which are pending is as under: -
- Rs. 1551442/- and Interest thereon for the Asst. Year 1998-99 out of which company has deposited Rs. 1085071/- under dispute with the department.
- (8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.



- (9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- (10) To the best of our knowledge and according to the information and explanations given to us, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (11) Based upon the audit procedures performed and the information and explanations given by the management, no managerial remuneration has been paid by the company and hence not commented upon.
- (12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- (13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the notes to the financial Statements as required by the applicable accounting standards.
- (14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- (15) In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Act are not applicable.
- (16) In our opinion, the company is a Non-Banking Financial Company registered with Reserve Bank of India vide certificate of registration no B-14-00143 dated 12-09-2001. The Company is making compliance of various rule and regulation made by Reserve Bank of India for NBFCs.

FOR UMESH AMITA & CO
CHARTERED ACCOUNTANTS
ICAI FRN: 007238C

(CA. AKASH GARG)
PARTNER
M. NO. 420145

New Delhi
May 23, 2019



Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of G.K. CONSULTANTS LIMITED**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of G.K. CONSULTANTS LIMITED (“the Company”) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for 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 control stated in the Guidance Note on Audit of internal Financial control over Financial Reporting issue by the Institute of Chartered Accountants of India”. 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 frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ 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 Institute of Chartered Accountants of India. 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 respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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 the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence 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 procedure 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 that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control 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 respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company 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 UMESH AMITA & CO
CHARTERED ACCOUNTANTS
ICAI FRN: 007238C

(CA. AKASH GARG)
PARTNER
M. NO. 420145

New Delhi
May 23, 2019

Balance Sheet as at 31st March, 2019

(Amount in Rs.)

No.	Particulars	Note Part B	As at 31 st March, 2019	As at 31 st March, 2018
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	1	5,31,18,000.00	5,31,18,000.00
	(b) Reserves and surplus	2	1,57,90,831.19	1,40,50,445.09
	(c) Money received against share warrants		0.00	0.00
			6,89,08,831.19	6,71,68,445.09
2	Share application money pending allotment		0.00	0.00
3	Non-current liabilities			
	(a) Long-term borrowings		0.00	0.00
	(b) Deferred tax liabilities (net)	C-15.10	0.00	2,854.58
	(c) Other long-term liabilities		0.00	0.00
	(d) Long-term provisions		0.00	0.00
			0.00	2,854.58
4	Current liabilities			
	(a) Short-term borrowings		0.00	0.00
	(b) Trade payables	3	0.00	2,214.00
	(c) Other current liabilities	4	6,43,516.00	3,62,523.40
	(d) Short-term provisions	5	6,06,263.00	3,18,002.00
			12,49,779.00	6,82,739.40
	TOTAL		7,01,58,610.19	6,78,54,039.07
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	6.A	42,427.37	72,307.73
	(ii) Intangible assets	6.B	0.00	0.00
	(iii) Capital work-in-progress		0.00	0.00
	(iv) Intangible assets under development		0.00	0.00
	(v) Fixed assets held for sale		0.00	0.00
			42427.37	72,307.73
	(b) Non-current investments	7	0.00	0.00
	(c) Deferred tax assets (net)	C-15.10	2212.18	0.00
	(d) Long-term loans and advances		0.00	0.00
	(e) Other non-current assets		0.00	0.00
			44,639.55	72,307.73
2	Current assets			
	(a) Current investments		0.00	0.00
	(b) Inventories	8	34,14,778.99	56,69,278.13
	(c) Trade receivables	9	1,02,61,975.52	85,92,391.21
	(d) Cash and cash equivalents	10	1,89,96,723.09	40,82,762.96
	(e) Short-term loans and advances	11	3,74,40,493.04	4,94,37,299.04
	(f) Other current assets		0.00	0.00
			7,01,13,970.64	6,77,81,731.34
	TOTAL		7,01,58,610.19	6,78,54,039.07
	Accounting Policies	Part A		
	Other Notes on accounts & additional information	Part C		
	Notes from Part A to Part C form integral part of Accounts			

In terms of our report attached.

For UMESH AMITA & CO.

Chartered Accountants

FRN: 007238C

(CA. AKASH GARG)

Partner, M.No. 420145

Place : New Delhi.

Date : 23.05.2019

For and on behalf of the Board of Directors

VIJAY KUMAR SINHA
(Managing Director)
DIN – 01089578SUBODH GUPTA
(Director)
DIN - 00006243SHILPA VERMA
(Company Secretary)
Membership No. F-10105ASHOK KUMAR DAS
(CFO)
PAN: AELPD1892C

Statement of Profit and Loss for the year ended 31stMarch, 2019 (Amount in Rs.)

Particulars		Note Part B	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
A	CONTINUING OPERATIONS			
1	Revenue from operations (gross)	12	10,94,48,591.28	32,99,06,492.33
	Less: Excise duty		-	-
	Revenue from operations (net)		10,94,48,591.28	32,99,06,492.33
2	Other income	13	-	-
3	Total revenue (1+2)		10,94,48,591.28	32,99,06,492.33
4	Expenses			
	(a) Cost of materials consumed	14.a	-	-
	(b) Purchases of stock-in-trade & Derivatives	14.b	10,12,42,455.92	32,33,39,928.50
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	14.c	22,54,499.14	24,04,135.70
	(d) Employee benefits expense	15	24,45,751.35	18,54,503.75
	(e) Finance costs	16	-	-
	(f) Depreciation and amortization expense	6.C	29,880.36	38,063.44
	(g) Other expenses	17	11,32,614.17	9,63,151.22
	Total expenses		10,71,05,200.94	32,85,99,782.61
5	Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		23,43,390.34	13,06,709.72
6	Exceptional items		-	-
7	Profit / (Loss) before extraordinary items and tax (5 ± 6)		23,43,390.34	13,06,709.72
8	Extraordinary items		-	-
9	Profit/(Loss) before tax (7 ± 8)		23,43,390.34	13,06,709.72
10	Tax expense:			
	(a) Current tax expense for current year		6,06,263.00	3,18,002.00
	(b) (Less): MAT credit (where applicable)		-	-
	(c) Current tax expense relating to prior years		1,808.00	19,240.00
	(d) Net current tax expense		6,08,071.00	3,37,242.00
	(e) Deferred tax		-5,066.76	-3,357.61
	Sub Total (10)		6,03,004.24	3,33,884.39
11	Profit / (Loss) from continuing operations (9 ± 10)		17,40,386.10	9,72,825.33
12	Profit / (Loss) for the year		17,40,386.10	9,72,825.33
13	Earnings per share (of Rs 10/- each):			
	(a) Basic			
	(i) Continuing operations	C:15.09	0.33	0.18
	(ii) Total operations	C:15.09	0.33	0.18
	(b) Diluted			
	(i) Continuing operations	C:15.09	0.33	0.18
	(ii) Total operations	C:15.09	0.33	0.18
	See accompanying notes in part A to C forming integral part of the financial statements			

In terms of our report attached.

For UMESH AMITA & CO.

Chartered Accountants

FRN: 007238C

(CA. AKASH GARG)

Partner, M.No. 420145

Place : New Delhi.

Date : 23.05.2019

For and on behalf of the Board of Directors

VIJAY KUMAR SINHA

(Managing Director)

DIN - 01089578

SUBODH GUPTA

(Director)

DIN - 00006243

SHILPA VERMA

(Company Secretary)

Membership No: F-10105

ASHOK KUMAR DAS

(CFO)

PAN: AELPD1892C

**Cash Flow Statement for the year ended 31st March, 2019 (Amount in Rs.)**

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
A. Cash flow from operating activities		
Net Profit before extraordinary items and tax	23,43,390.34	13,06,709.72
<u>Adjustments for:</u>		
Depreciation and amortization	29,880.36	38,063.44
Others-Loss/Adjustment on sale of Fixed Assets	-	-
Operating profit before working capital changes	23,73,270.70	13,44,773.16
<u>Changes in working capital:</u>		
<u>Adjustments for (increase) / decrease in operating assets:</u>		
Inventories	22,54,499.14	24,04,135.70
Trade receivables	-16,69,584.31	88,94,422.85
Short-term loans and advances	1,19,96,806.00	-12,403,472.00
Long-term loans and advances	-	-
Other current assets	-	-
Other non-current assets	-	-
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade payables	-2,214.00	-52,585.68
Other current liabilities	2,80,992.60	3,14,303.40
Other long-term liabilities	-	-
Short-term provisions	2,88,261.00	-4,45,235.00
Long-term provisions	-	-
	1,55,22,031.13	56,342.43
Cash flow from extraordinary items	-	-
Cash generated from operations before tax	1,55,22,031.13	56,342.43
Net income tax (paid) / refunds	-608,071.00	-3,37,242.00
Net cash flow from / (used in) operating activities (A)	14,913,960.13	-280,899.57
B. Cash flow from investing activities		
Capital expenditure on fixed assets, including capital advances	-	-41,925.00
Proceeds from sale of fixed assets	-	-
Purchase (-)/Sale (+) of long-term investments (Others)	-	40,00,000.00
Net cash flow from / (used in) operating activities (B)	-	39,58,075.00
C. Cash flow from financing activities		
Proceeds from issue of shares capital – Pending call money	-	-
Proceeds from long-term borrowings	-	-
Repayment of long-term borrowings	-	-
Proceeds from short-term borrowings	-	-
Repayment of short-term borrowings	-	-
Others	-	-
Net cash flow from / (used in) financing activities (C)	-	-
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	1,49,13,960.13	36,77,175.43
Cash and cash equivalents at the beginning of the year	40,82,762.96	4,05,587.53
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents	-	-
Cash and cash equivalents at the end of the year	1,89,96,723.09	40,82,762.96
Details of Cash & Cash Equivalent at the end of the year-		
Cash in hand	5,20,944.69	5,51,844.12
Cash at bank	1,84,75,778.40	35,30,918.84
Total Cash & Cash Equivalent at the end of the year	1,89,96,723.09	40,82,762.96
In terms of our report attached.	For and on behalf of the Board of Directors	
For UMESH AMITA & CO.	VIJAY KUMAR SINHA	SUBODH GUPTA
Chartered Accountants	(Managing Director)	(Director)
FRN: 007238C	DIN – 01089578	DIN - 00006243
(CA. AKASH GARG)	SHILPA VERMA	ASHOK KUMAR DAS
Partner, M.No. 420145	(Company Secretary)	(CFO)
Place : New Delhi.	Membership No: F-10105	PAN: AELPD1892C
Date : 23.05.2019		



Notes forming part of the financial statements

PART A

Note	Particulars
1	<p>Corporate information</p> <p>M/s G.K. Consultants Limited is a Non-Banking Financial Company registered with RBI. The company is engaged in business of consultancy, share trading, derivatives, investment, hiring of assets and other activities of a non-banking finance company. Its registered office is situated in Delhi.</p>
2	<p>Significant accounting policies</p> <p>The significant accounting policies have been predominantly presented below in the order of the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended). "The Company is not a Small and Medium Sized Company as defined in the General Instructions in respect of Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended). Accordingly, the Company has complied with the all the Accounting Standards as applicable to Non-Small and Medium Sized Company."</p>
2.1	<p>Basis of accounting and preparation of financial statements</p> <p>The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956 and the Companies Act, 2013. The financial statements have been prepared on accrual basis. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.</p>
2.2	<p>Use of estimates</p> <p>The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.</p>
2.3	<p>Inventories</p> <p>Inventories are valued at cost (on FIFO).</p>
2.4	<p>Cash and cash equivalents (for purposes of Cash Flow Statement)</p> <p>Cash comprises cash on hand and demand deposits 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 known amounts of cash and which are subject to insignificant risk of changes in value.</p>
2.5	<p>Cash flow statement</p> <p>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 and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.</p>
2.6	<p>Depreciation and amortization</p> <p>Depreciation has been provided on the Straight-Line Method as per the rates prescribed in Schedule II to the Companies Act, 2013.</p>
2.7	<p>Revenue recognition</p> <p>All incomes are generally accounted for on accrual basis as they are earned.</p>
2.8	<p>Other income</p> <p>Dividend income is accounted for on receipt basis.</p>
2.9	<p>Tangible fixed assets</p> <p>Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition up to the date the asset is ready for its intended use & other incidental expenses incurred up to that date. Subsequent expenditure relating to fixed assets is capitalized only if such expenditure results in an increase in the future benefits.</p>
2.10	<p>Intangible assets</p> <p>Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates.</p>



Notes forming part of the financial statements

Part A contd.

Note Significant accounting policies (contd.)

Note	Particulars
2.11	Foreign currency transactions and translations Not applicable to the company.
2.12	Government grants, subsidies and export incentives Not applicable to the company.
2.13	Investments Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary if any, in the value of such investments. Current investments are nil in the company.
2.14	Employee benefits Employee benefits which include provident fund, superannuation fund, gratuity fund, compensated absences, long service awards and post-employment medical benefits, are nil in the company as per terms of employment.
2.15	Employee share-based payments Not applicable to the company.
2.16	Borrowing costs Borrowing costs include interest, amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan wherever applicable. Borrowing costs, allocated to and utilized for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalization of such asset is added to the cost of the assets wherever applicable.
2.17	Segment reporting The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance. The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment wherever applicable.
2.18	Leases The company has not undertaken any lease agreement.
2.19	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 number of equity shares outstanding during the year.
2.20	Research and development expenses The company has not incurred any research and development expenses.
2.21	Taxes on income Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company, if applicable. Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets in respect of


Notes forming part of the financial statements
Part A contd.
Note Significant accounting policies (contd.)

Note	Particulars
	unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize such assets. Deferred tax assets are recognized for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realizability.
2.22	Joint venture operations
	Not applicable to the company.
2.23	Impairment of assets
	No impairment of assets has been done during the financial year 2017-2018 and in current financial year 2018-2019.
2.24	Provisions and contingencies
	A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.
2.25	Provision for warranty
	The provision for warranty is nil in the company.
2.26	Hedge accounting
	Not applicable to the company.
2.27	Derivative contracts
	The company uses derivative contracts for dealing in derivatives/options in share market. The financial gains and/or losses recognized on final settlement of such contracts.
2.28	Share issues expenses
	Not applicable to the company.
2.29	Insurance claims
	Not applicable to the company.
2.30	Goods and Service Tax input credit
	GST input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is no uncertainty in availing / utilizing the credits.



Notes forming part of the financial statements
PART B

Note 1 Share capital

Particulars	As at 31 st March, 2019		As at 31 st March, 2018	
	Number of shares	Amount	Number of shares	Amount
(a) Authorized Equity shares of Rs. 10 each with voting rights	60,00,000	6,00,00,000.00	60,00,000	6,00,00,000.00
(b) Issued # Equity shares of Rs. 10 each with voting rights	53,11,800	5,31,18,000.00	53,11,800	5,31,18,000.00
(c) Subscribed and fully paid up Equity shares of Rs. 10 each with voting rights	53,11,800	5,31,18,000.00	53,11,800	5,31,18,000.00
(d) Subscribed but not fully paid up Equity shares of Rs. 10 each with voting rights	-	-	-	-
Total	53,11,800	5,31,18,000.00	53,11,800	5,31,18,000.00

The Company has only one class of equity shares having par value of Rs. 10 per share. Each shareholder is entitled to one vote per share.

Note 1 Share capital (contd.)

Particulars								
Notes:								
(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:								
Particulars	Opening Balance	Fresh issue	Bonus	ESOP	Conversion	Buy back	Other changes (give details)-(vi)	Closing Balance
Equity shares with voting rights (Issued, Subscribed & Fully Paid up)								
Year ended 31 st March, 2019								
- Number of shares	53,11,800	-	-	-	-	-	-	53,11,800
- Amount (Rs)	5,31,18,000	-	-	-	-	-	-	5,31,18,000
Year ended 31 st March, 2018								
- Number of shares	53,11,800	-	-	-	-	-	-	53,11,800
- Amount (Rs)	5,31,18,000	-	-	-	-	-	-	5,31,18,000
Equity shares with voting rights (Issued, subscribed but not Fully Paid up)								
Year ended 31 st March, 2019								
- Number of shares	-	-	-	-	-	-	-	-
- Amount (Rs)	-	-	-	-	-	-	-	-
Year ended 31 st March, 2018								
- Number of shares	-	-	-	-	-	-	-	-
- Amount (Rs)	-	-	-	-	-	-	-	-



PART B Contd.

(ii) Arrears of fixed cumulative dividends on preference shares as at 31st March, 2019 is nil. (As at 31st March, 2018 is Nil)

(iii) Shareholding of holding company, ultimate holding company, subsidiaries of holding company, associates of holding company, subsidiaries of ultimate holding company, associates of ultimate holding company as at 31st March, 2019 is Nil. (As at 31st March, 2018 is Nil)

(iv) There is no shareholder in company holding more than 5% shares as at 31st March 2019. (As at 31st March 2018 also Nil)

(v) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash, bonus shares and shares bought back for the period of 5 years immediately preceding the Balance Sheet date is nil as at 31st March 2019. (As at 31st March 2018 also Nil)

(vi) Details of calls unpaid:

Particulars	As at 31 st March, 2019		As at 31 st March, 2018	
	Number of shares	Amount Unpaid	Number of shares	Amount Unpaid
<u>Equity shares with voting rights</u>				
Aggregate of calls unpaid				
- by directors	-	-	-	-
- by officers	-	-	-	-
- by others	-	-	-	-

(vii) Details of forfeited shares: Nil as at 31st March 2019 and also Nil as at 31 March 2018.

Note 2. Reserve and Surplus

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(a) Capital reserve	-	-
(b) Capital redemption reserve	-	-
(c) Securities premium account	-	-
(d) Debenture redemption reserve	-	-
(e) Revaluation reserve	-	-
(f) Share options outstanding account	-	-
<u>(g) General reserve</u>		
Opening balance	20,87,876.42	19,02,946.42
Add: Transferred from surplus in Statement of Profit and Loss	4,00,000.00	1,84,930.00
Less: Utilized / transferred during the year	-	-
Closing balance	24,87,876.42	20,87,876.42
(h) Foreign currency translation reserve	-	-
(i) Hedging reserve	-	-
<u>(j) Other reserves (Contingent reserve for Standard Assets)</u>		
Opening balance	183447.62	1,16,023.50
Add: Additions / transfers during the year	-	-
Less/Add: Utilizations / transfers during the year	(42,515.65)	67,424.12
Closing balance	1,40,931.97	1,83,447.62
<u>(k) Surplus / (Deficit) in Statement of Profit and Loss</u>		
Opening balance	1,17,79,121.05	1,10,58,649.84
Add: Profit / (Loss) for the year	17,40,386.10	9,72,825.33
Less: Transferred to General Reserve	4,00,000.00	1,84,930.00
Less: Transferred to/from Contingent Reserve for Standard Assets	42,515.65	(67,424.12)
Closing balance	1,31,62,022.80	1,17,79,121.05
Total Reserves & Surplus	1,57,90,831.19	1,40,50,445.09

**PART B Contd.****Note 3 Trade payables ***

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Trade payables:		
Acceptances	-	2,214.00
Other than Acceptances	-	-
Total Trade Payables	-	2,214.00

* Trade payables are dues in respect of goods purchased or services received (including from employees, professionals and others under contract) in the normal course of business.

Note 4 Other current liabilities

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(a) Current maturities of long-term debt	-	-
(b) Current maturities of finance lease obligations	-	-
(c) Interest accrued but not due on borrowings	-	-
(d) Interest accrued and due on borrowings	-	-
(e) Income received in advance (Unearned revenue)	-	-
(f) Unpaid matured deposits and interest accrued thereon	-	-
(g) Unpaid matured debentures and interest accrued thereon	-	-
(h) Other payables	-	-
(i) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, GST, etc.)	3,59,516.00	1,71,523.40
(ii) Salary payable	2,32,090.00	1,49,660.00
(iii) Others (Audit fee, Legal Fee & TDS payable)	51,910.00	41,340.00
Total Other Current Liabilities	6,43,516.00	3,62,523.40

Note 5 Short-term provisions

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(a) Provision for employee benefits	-	-
(b) Provision - Others:	-	-
(i) Provision for tax (without deducting taxes paid)	6,06,263.00	3,18,002.00
Total Short-Term Provisions	6,06,263.00	3,18,002.00



PART B Contd.

Note 6A. Fixed assets

A	Tangible Assets	Gross block					Balance as at 31 st March, 2019
		Balance as at 1 April, 2018	Additions	Disposals	Borrowing cost capitalized	Other adjustments	
	(a) Land	-	-	-	-	-	-
	(b) Buildings	-	-	-	-	-	-
	(c) Plant and Equipment Owned	4,01,660.00	-	-	-	-	4,01,660.00
	(d) Furniture and Fixtures Owned	90,505.00	-	-	-	-	90,505.00
	(e) Vehicles Owned	0.00	-	-	-	-	0.00
	(f) Office equipment Owned	11,000.00	-	-	-	-	11,000.00
	(g) Leasehold improvements	-	-	-	-	-	-
	(h) Others	-	-	-	-	-	-
	Total	5,03,165.00	-	-	-	-	5,03,165.00
	Previous year	4,61,240.00	41,925	-	-	-	5,03,165.00

Note 6A. Fixed assets (contd.)

A	Tangible assets	Accumulated depreciation and impairment			Net block		
		Balance as at 1 st April, 2018	Depreciation / amortization expense for the year	Eliminated on disposal of assets & Sch-II effect	Balance as at 31 st March, 2019	Balance as at 31 st March, 2019	Balance as at 31 st March, 2018
	(a) Land	-	-	-	-	-	-
	(b) Buildings	-	-	-	-	-	-
	(c) Plant and Equipment Owned	3,34,877.14	29,430.74	0.00	3,64,307.88	37,352.12	66,782.86
	(d) Furniture and Fixtures Owned	85,979.75	-	0.00	85,979.75	4,525.25	4,525.25
	(e) Vehicles Owned	-	-	-	-	-	-
	(f) Office equipment Owned	10,000.38	449.62	0.00	10,450.00	550.00	999.62
	(g) Leasehold improvement	-	-	-	-	-	-
	(h) others	-	-	-	-	-	-
	Total	4,30,857.27	29,880.36	-	4,60,737.63	42,427.37	72,307.73
	Previous year	3,92,793.83	38,063.44	-	4,30,857.27	72,307.73	68,446.17

(i) Information regarding assets under lease (taken or given), is not applicable in the company.

(ii) Asset disposals through demergers and amounts written off on reduction of capital is not applicable to the company.

(iii) None of the assets has been revalued during the period.



PART B Contd.

Note 6B. Fixed assets (contd.)

B	Intangible assets	Gross block					Balance as at 31 st March, 2019
		Balance as at 1 st April, 2018	Additions	Disposals	Borrowing cost capitalized	Other adjustment	
	(a) Goodwill	-	-	-	-	-	-
	(b) Brands / trademarks	-	-	-	-	-	-
	(c) Computer software	-	-	-	-	-	-
	(d) Mastheads and publishing titles	-	-	-	-	-	-
	(e) Mining rights	-	-	-	-	-	-
	(f) Copyrights, patents and other intellectual property rights, services and operating rights	-	-	-	-	-	-
	(g) Recipes, formulae, models, designs and prototypes	-	-	-	-	-	-
	(h) Licenses and franchise	-	-	-	-	-	-
	(i) Others	-	-	-	-	-	-
	Total	-	-	-	-	-	-
	Previous year	-	-	-	-	-	-

B	Intangible assets	Accumulated depreciation and impairment			Net block		
		Balance as at 1 st April, 2018	Depreciation /amortization expense for the year	Eliminated on disposal of assets	Balance as at 31 st March, 2019	Balance as at 31 st March, 2019	Balance as at 31 st March, 2018
	(a) Goodwill	-	-	-	-	-	-
	(b) Brands / trademarks	-	-	-	-	-	-
	(c) Computer software	-	-	-	-	-	-
	(d) Mastheads and publishing titles	-	-	-	-	-	-
	(e) Mining rights	-	-	-	-	-	-
	(f) Copyrights, patents and other intellectual property rights, services and operating rights	-	-	-	-	-	-
	(g) Recipes, formulae, models, designs and prototypes	-	-	-	-	-	-
	(h) Licenses and franchise	-	-	-	-	-	-
	(i) Others	-	-	-	-	-	-
	Total	-	-	-	-	-	-
	Previous years	-	-	-	-	-	-



PART B Contd.

- (i) Information regarding assets under lease (taken or given), is not applicable in the company.
- (ii) Asset disposals through demergers and amounts written off on reduction of capital is not applicable to the company.
- (iii) None of the assets has been revalued during the period.

C. Depreciation and amortization relating to continuing operations			
	Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
1	Depreciation and amortization for the year on tangible assets as per Note 6 A	29,880.36	38,063.44
2	Depreciation and amortization for the year on intangible assets as per Note 6 B	-	-
3	Less: Utilized from revaluation reserve	-	-
4	Depreciation and amortization relating to discontinuing operations (Refer Note 30.11)	-	-
5	Depreciation and amortization relating to continuing operations	29,880.36	38,063.44
(i) There were no reduction of capital or revaluation of assets or sums added to assets on revaluation during the preceding 5 years. (ii) No assets were acquired under hire purchase agreements. (iii) There are no assets jointly owned by the Company with others.			

Note 7 Non-current Investment

Particulars	As at 31st March, 2019			As at 31st March, 2018		
	Face Value	Number	Amount in Rs	Face Value	Number	Amount in Rs
A. Trade Investments (Quoted/Unquoted)						
(a) Investment in equity instruments	-	-	-	-	-	-
(b) Investment in preference shares	-	-	-	-	-	-
(c) Investment in debentures or bonds	-	-	-	-	-	-
(d) Investment in partnership Firm,	-	-	-	-	-	-
(e) Other non-current investments	-	-	-	-	-	-
Total - Trade (A)			-			-
B. Other than Trade Investments (Quoted/Unquoted)						
(a) Investment property (specify nature), (net off accumulated depreciation and impairment	-	-	-	-	-	-
(b) Investment in equity instruments of other entities-	-	-	-	-	-	-
I. Quoted Investments-						
Sub Total (b)			-			-
(c) Investment in preference shares	-	-	-	-	-	-
(d) Investment in government or trust securities	-	-	-	-	-	-
(e) Investment in debentures or bonds	-	-	-	-	-	-
(f) Investment in mutual funds (Quoted)						
Sub Total (f)			-			-

**PART B Contd.**

(g) Investment in partnership firms	-	-	-	-	-	-
(h) Other non-current investments (specify nature)	-	-	-	-	-	-
Total - Other investments (B)	-	-	-	-	-	-
Total Investments (A+B)	-	-	-	-	-	-
Less: Provision for diminution in value of investments	-	-	-	-	-	-
Total Non-Current Investments	-	-	-	-	-	-
Aggregate amount of quoted investments	-	-	-	-	-	-
Aggregate market value of listed and quoted investments	-	-	-	-	-	-
Aggregate value of listed but not quoted investments	-	-	-	-	-	-
Aggregate amount of unquoted investments	-	-	-	-	-	-

Note 8 Inventories (Valued at cost of acquisition)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(a) Raw materials	-	-
Goods-in-transit	-	-
(b) Work-in-progress	-	-
Goods-in-transit	-	-
(c) Finished goods (other than those acquired for trading)	-	-
Goods-in-transit	-	-
(d) Stock-in-trade (shares acquired for trading) at cost	34,14,778.99	56,69,278.13
Goods-in-transit	-	-
(e) Stores and spares	-	-
Goods-in-transit	-	-
(f) Others	-	-
Goods-in-transit	-	-
Total	34,14,778.99	56,69,278.13

Note 9 Trade Receivables

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Trade receivables outstanding for a period exceeding six months from the date they were due for payment	-	-
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
Less: Provision for doubtful trade receivables	-	-
Sub Total	-	-
Other Trade receivables		
Secured, considered good	-	-
Unsecured, considered good	1,02,61,975.52	85,92,391.21
Doubtful	1,02,61,975.52	85,92,391.21
Less: Provision for doubtful trade receivables	-	-
Sub Total	1,02,61,975.52	85,92,391.21
Total Trade Receivable	1,02,61,975.52	85,92,391.21

Note-There are no Trade receivables including debts due from Directors, their relatives, companies/firms in which directors are interested.



PART B Contd.

Note 10 Cash and cash equivalents

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(a) Cash in hand	520944.69	5,51,844.12
(b) Cheques, drafts on hand	-	-
(c) Balances with banks	-	-
(i) In current accounts	3324903.47	35,30,918.84
(ii) In EEFC accounts	-	-
(iii) Cheque in hand	1,51,50,874.93	-
(iv) In earmarked accounts	-	-
(d) Others	-	-
Total	1,89,96,723.09	40,82,762.96

Note 11 Short term loans and advances

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(a) Loans and advances to related parties	-	-
(b) Security deposits		
Secured, considered good	-	-
Unsecured, considered good	80,000.00	80,000.00
Doubtful	-	-
	80,000.00	80,000.00
Less: Provision for doubtful deposits	-	-
	80,000.00	80,000.00
(c) Loans and advances to employees		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
	-	-
(d) Prepaid expenses - Unsecured, considered good	-	-
(e) Balances with government authorities		
Unsecured, considered good		
(i) Service Tax\GST credit receivable	-	-
(ii) Advance Tax, TDS, STT & FBT	21,27,501.04,	17,57,755.04
	21,27,501.04	17,57,755.04
(f) Inter-corporate deposits		
Secured, considered good	-	-
Unsecured, considered good	22,09,965.00	1,62,35,553.00
Doubtful	-	-
	22,09,965.00	1,62,35,553.00
Less: Provision for doubtful inter-corporate deposits	-	-
	22,09,965.00	1,62,35,553.00
(g) Others (Advance Recoverable in cash or kind)		
Secured, considered good		
Unsecured, considered good	3,30,23,027.00	3,13,63,991.00
Doubtful	-	-
	-	-
Less: Provision for other doubtful loans and advances	-	-
	3,30,23,027.00	3,13,63,991.00
Total Short Term Loan & Advances	3,74,40,493.04	4,94,37,299.04

@ Details of advances to related parties (security against rent) has been given in accordance with the disclosure requirements contained in AS 18 Related Party Disclosures. (Refer Note Part C 15.07). There are no Short-term Loans & Advances due from Directors, their relatives, Companies/firms in which directors are interested except a security deposits of Rs 70000/- given for rented office premises.



PART B Contd.

Note 12 Revenue from operations

Sl. No.	Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
(a)	Sale of Products (Refer Note (i) below)	10,05,65,532.28	32,22,59,471.83
(b)	Sale of services (Refer Note (ii) below)	35,00,000.00	30,00,000.00
(c)	Other operating revenues (Refer Note (iii) below)	53,83,059.00	46,47,020.50
		10,94,48,591.28	32,99,06,492.33
(d)	Less: Excise duty	-	-
	Total	10,94,48,591.28	32,99,06,492.33

Note	Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
(i)	Sale of products comprises:		
	<u>Manufactured goods</u>		
	Product	-	-
	Others	-	-
	Total - Sale of manufactured goods	-	-
	<u>Traded goods</u>		
	Product -Shares	10,05,65,532.28	32,22,59,471.83
	Future & Options trading	-	-
	Total - Sale of traded goods	10,05,65,532.28	32,22,59,471.83
	Total - Sale of products	10,05,65,532.28	32,22,59,471.83
(ii)	Sale of services comprises:		
	Commission on marketing services		30,00,000.00
	Professional Advisory Income	35,00,000.00	-
	Total - Sale of services	35,00,000.00	30,00,000.00
(iii)	Other operating revenues # comprise:		
	Interest income on Short Term Loans & Advances & FDRs	48,88,725.00	25,31,256.00
	Dividend	31,974.00	115,764.50
	Claims lodged	-	20,00,000.00
	Net Gain on sale of Current or Long-Term Investment	4,62,360.00	-
	Total - Other operating revenues	53,83,059.00	46,47,020.50
# 1. The company is NBFC and one of the main business activities is giving short term loans and advances and interest earned on such loans, advance & bank deposits is shown as other operating revenue.			
# 2. The company is dealing in trading of shares & Securities and dividend earned on such dealings of shares is shown as other operating revenue.			

Note 13 Other income

	Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
(a)	Interest income	-	-
(b)	Dividend income:		
(c)	Net gain on sale of Current or Long-Term Investments	-	-
(d)	Adjustments to the carrying amount of investments - reversal of reduction in the carrying amount of Current or Lon Term Investments	-	-
(e)	Net gain on foreign currency transactions	-	-
(f)	Other non-operating income (net of expenses directly attributable to such income)	-	-
	Total	-	-

**PART B Contd.**

Note 14.a Cost of materials consumed: Not Applicable		
Note 14.b Purchase of traded goods-		
Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Traded good - Shares & expenses	9,82,70,934.74	31,62,19,637.10
Other items-Derivatives	29,71,521.18	71,20,291.40
Total	10,12,42,455.92	32,33,39,928.50
Note 14.c Changes in inventories of finished goods, work-in-progress and stock-in-trade		
Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
<u>Inventories at the end of the year:</u>		
Finished goods	-	-
Work-in-progress	-	-
Stock-in-trade (Shares)	34,14,778.99	56,69,278.13
	34,14,778.99	56,69,278.13
<u>Inventories at the beginning of the year:</u>		
Finished goods	-	-
Work-in-progress	-	-
Stock-in-trade (Shares)	56,69,278.13	8,073,413.83
	56,69,278.13	8,073,413.83
Net (increase) / decrease	22,54,499.14	24,04,135.70
Notes-		
(i) Traded goods comprise of share.		
(ii) Stock in trade comprises of stock of shares and securities.		

Note 15 Employee benefits expense

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Salaries and wages #	23,69,000.00	18,12,000.00
Staff welfare expenses **	76,751.35	42,503.75
Total	24,45,751.35	18,54,503.75
# Salaries and wages include: Salaries, wages, bonus, compensated allowances and all other amounts payable to employees in respect of services rendered as per their employment terms under a contract of service / employment.		
** Staff welfare expenses include employees' medical expenses, cost of food provided during employments to the employees, etc.		

**PART B Contd.****Note 16 Finance costs**

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
(a) Interest expense on:		
(i) Borrowings	-	-
(ii) Trade payables	-	-
(iii) Others	-	-
(b) Other borrowing costs	-	-
Total	-	-

Note 17 Other expenses

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Advertisement	29,184.00	29,595.40
Annual Custody Fee	9,300.00	43,126.00
Annual Listing Fee	2,50,000.00	2,87,500.00
Payments to auditors (Refer Note (i) below)	50,000.00	40,000.00
Loss & Rebate	6,063.23	13,964.00
Bank Charges	329.87	3,260.95
Books, Journals & Periodicals	22,075.00	13,610.00
Business Promotion	9,657.87	12,369.20
CIBIL's Fee	5,000.00	5,000.00
Communication-Telephone	40,451.80	41,582.42
Legal and professional	83,300.00	33,000.00
Interest on TDS	440.00	225.00
News Paper	843.00	783.00
Office Expenses	66,019.00	59,800.00
Postage & Courier	54,618.40	17,755.00
Power and fuel	1,79,177.00	1,37,294.00
Rent for Office Premises	90,000.00	90,000.00
Repairs and maintenance - Machinery	15,800.00	14,977.25
Repairs and maintenance - Others	30,131.00	6,249.00
Share Department Expenses	57,240.00	53,345.00
Stationery & Photo Stat Expenses	39,172.00	34,202.00
Travelling and conveyance	93,812.00	25,513.00
Total	1,132,614.17	963,151.22

Notes:

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	30,000.00	25,000.00
For taxation matters	20,000.00	15,000.00
Total	50,000.00	40,000.00
Payment for		
Other matters include tax audit fees, certification under Listing Compliance, NBFC, RBI etc.		



PART C

Additional information to the financial statements

Note	Particulars		
1	Monies received against share warrants The company has not created, offered or issued any share warrants and not received any money against the same.		
2	Share application money pending allotment The company has not received any share application money which is pending for allotment.		
3	Contingent liabilities and commitments (to the extent not provided for)	As at 31st March, 2019	As at 31st March, 2018
(i)	Contingent liabilities		
	(a) Claims against the Company not acknowledged as debt #		
	1. Disputed Income tax dues for A. Y. 1998-99	4,66,371.00	4,66,371.00
	(b) Guarantees	-	-
	(c) Other money for which the Company is contingently liable	-	-
	# The total disputed income tax liability is of Rs. 1551442/- and interest thereon for the assessment year 1998-99 out of which Rs. 1085071 has already been deposited by company under dispute with I.T. Department to avoid any coercive action against it. The said amount has been levied as income tax for the assessment year 1998-99 and the case was set aside by the Hon'ble ITAT, Delhi Bench – C with the direction to decide the issue on merit. The case is still pending as on date with CIT (A).		
(ii)	Commitments	As at 31 st March, 2019	As at 31st March, 2018
	(a) Estimated amount of contracts remaining to be executed on capital account and not provided for		
	Tangible assets	-	-
	Intangible assets	-	-
	(b) Uncalled liability on shares and other investments partly paid	-	-
	(c) Other commitments (specify nature)	-	-
4	Details of unutilized amounts out of issue of securities made for specific purpose Not applicable to the company.		
5	Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 Dues to Micro and Small Enterprises are nil on the basis of information collected by the Management. This has been relied upon by the auditors.		
6	Disclosure as per the Listing Agreements with the Stock Exchanges/SEBI (LODR), 2015 Loans and advances in the nature of loans given to subsidiaries, associates and others related party and investment in shares of the Company of such parties are nil.		
7	Details on derivatives instruments and unhedged foreign currency exposures The derivative transaction was done under normal course of business. There were no foreign currency dealings & exposures.		
8	Disclosure required in terms of Clause 13.5A of Chapter XIII on Guidelines for preferential issues, SEBI (Disclosure and Investor Protection) Guidelines, 2000 There was no preferential issue during the year ended 31 March 2019 as well as in the Previous Year ended 31 March 2018.		



PART C Contd.

9	Details of fixed assets held for sale No assets were held for sale neither on 31.03.2019 nor on 31.03.2018.
10	Value of imports calculated on CIF basis Not applicable to the company.
11	Expenditure in foreign currency No foreign currency expenditure in the company.
12	Details of consumption of imported and indigenous items Not applicable to the company because it is not engaged in manufacturing activities.
13	Earnings in foreign exchange: There were no earnings in foreign exchange.
14	Amounts remitted in foreign currency during the year on account of dividend Not Applicable to the company.

Note 15 : Disclosures under Accounting Standards

15.01	Details of contract revenue and costs (AS-7) The company is a RBI approved NBFC and all revenues & expenses are accounted for on accrual basis. There were no construction related contracts.																																													
15.02	Details of government grants (AS-12) The Company has not received any government grant either in the year ended 31.03.2019 or in the year ended 31.03.2018.																																													
15.03	Details of amalgamations (AS-14) The company has neither floated/approved any scheme of amalgamations nor participated in any such scheme.																																													
15.04	Employee benefit plans (AS-15) As per terms of employment, the employees are not entitled to any other benefit e.g. PF, Gratuity, Pension, etc except the annual salary and ex-gratia allowance paid for their work.																																													
15.05	Details of borrowing costs capitalized (AS-16) There were no such borrowings neither in the year ended 31.03.2019 nor in the year ended 31.03.2018.																																													
15.06	Segment information (AS-17) The segment wise information for Income & Profits is as under but considering nature of business it is not possible to segregate assets segment wise-																																													
	<table border="1"> <thead> <tr> <th style="text-align: left;">PARTICULARS</th> <th style="text-align: right;">For the Year ended 31.03.2019</th> <th style="text-align: right;">For the Year ended 31.03.2018</th> </tr> </thead> <tbody> <tr> <td>Segment Revenue (Sales/Income)</td> <td></td> <td></td> </tr> <tr> <td>Share Account & F & O</td> <td style="text-align: right;">10,05,65,532.28</td> <td style="text-align: right;">32,22,59,471.83</td> </tr> <tr> <td>Future Option Trading</td> <td style="text-align: right;">0.00</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Commission Income/Professional Income</td> <td style="text-align: right;">35,00,000.00</td> <td style="text-align: right;">30,00,000.00</td> </tr> <tr> <td>Interest Account</td> <td style="text-align: right;">48,88,725.00</td> <td style="text-align: right;">25,31,256.00</td> </tr> <tr> <td>Net gain on sale of Current Or Long Term Investments</td> <td style="text-align: right;">4,62,360.00</td> <td style="text-align: right;">2,000,000.00</td> </tr> <tr> <td>Claims lodged</td> <td style="text-align: right;">-</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>Dividend</td> <td style="text-align: right;">31,974.00</td> <td style="text-align: right;">1,15,764.50</td> </tr> <tr> <td>Total Income from Operations</td> <td style="text-align: right;">10,94,48,591.28</td> <td style="text-align: right;">32,99,06,492.33</td> </tr> <tr> <td>Segment Results (Profit before Tax and Interest)</td> <td></td> <td></td> </tr> <tr> <td>Share Account</td> <td style="text-align: right;">-29,31,422.78</td> <td style="text-align: right;">-34,84,592.37</td> </tr> <tr> <td>Future Option Trading</td> <td style="text-align: right;">0.00</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Commission Income</td> <td style="text-align: right;">35,00,000.00</td> <td style="text-align: right;">30,00,000.00</td> </tr> <tr> <td>Interest Account</td> <td style="text-align: right;">48,88,725.00</td> <td style="text-align: right;">25,31,256.00</td> </tr> </tbody> </table>	PARTICULARS	For the Year ended 31.03.2019	For the Year ended 31.03.2018	Segment Revenue (Sales/Income)			Share Account & F & O	10,05,65,532.28	32,22,59,471.83	Future Option Trading	0.00	-	Commission Income/Professional Income	35,00,000.00	30,00,000.00	Interest Account	48,88,725.00	25,31,256.00	Net gain on sale of Current Or Long Term Investments	4,62,360.00	2,000,000.00	Claims lodged	-	0.00	Dividend	31,974.00	1,15,764.50	Total Income from Operations	10,94,48,591.28	32,99,06,492.33	Segment Results (Profit before Tax and Interest)			Share Account	-29,31,422.78	-34,84,592.37	Future Option Trading	0.00	-	Commission Income	35,00,000.00	30,00,000.00	Interest Account	48,88,725.00	25,31,256.00
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**PART C Contd.**

Net gain on sale of Current Or Long Term Investment	4,62,360.00	20,00,000.00
Claims lodged	-	0.00
Dividend	31,974.00	1,15,764.50
Total	59,51,636.22	41,62,428.13
Less :i) Interest	0.00	0.00
ii) Other Un-allocable Expenses	36,08,245.88	28,55,718.41
Total Profit before tax	23,43,390.34	13,06,709.72
Tax Expenses including Deferred Tax	6,03,004.24	3,33,884.39
Net Profit after tax	17,40,386.10	9,72,825.33

Note	Particulars		
15.07	Related party transactions (AS-18)		
15.07.a	Details of related parties:		
	Description of relationship	Names of related parties	
	Mr. Anil Kumar Goel, Divya Malini Gupta and Mr. Subodh Gupta are common directors Company Secretary and CFO	Divas Construction Co Pvt Ltd CS. Shilpa Verma & Ashok Kr. Das	
	Note: Related parties have been identified by the Management.		
	Details of related party transactions during the year ended 31 March, 2018 and balances outstanding as at 31 March, 2019 as per AS-18:		
15.07.b	Particulars	Amount	Names of related parties
	<u>Payments</u>		
	Rent for Office Accommodation paid	90000.00 (90000.00)	Divas Construction Co Pvt. Ltd.
	Remuneration	480000	CS. Shilpa Verma
	Remuneration	630000	Ashok Kumar Das
	<u>Balances outstanding at the end of the year</u>		
	Security Deposit	70000.00 (70000.00)	Divas Construction Co Pvt. Ltd.
	Note: Figures in bracket relates to the previous year		
15.08	Details of leasing arrangements (AS-19)		
	There were no lease agreements as per AS-19 neither in the year ended 31.03.2019 nor in the year ended 31.03.2018.		
15.09	Earnings per share (AS-20)		
	Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	<u>Continuing operations/Total Operations</u>		
	Net profit / (loss) for the year from continuing operations	17,40,386.10	9,72,825.33
	Less: Preference dividend and tax thereon		
	Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	17,40,386.10	9,72,825.33
	Weighted average number of equity shares	53,11,800	53,11,800
	Par value per share	10	10
	Earnings per share from continuing operations - Basic	0.33	0.18



Note	Particulars	As at 31 March, 2019	As at 31 March, 2018
15.10	Deferred tax (liability) / asset (AS-22)		
	<u>Tax effect of items constituting deferred tax liability</u>		
	On difference between book balance and tax balance of fixed assets	(2,212.18)	2,854.58
	On expenditure deferred in the books but allowable for tax purposes	-	-
	On items included in Reserves and surplus pending amortization into the Statement of Profit and Loss	-	-
	Others	-	-
	Tax effect of items constituting deferred tax liability	(2,212.18)	2,854.58
	<u>Tax effect of items constituting deferred tax assets</u>		
	Provision for compensated absences, gratuity and other employee benefits	-	-
	Provision for doubtful debts / advances	-	-
	Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961	-	-
	On difference between book balance and tax balance of fixed assets	-	-
	Unabsorbed depreciation carried forward	-	-
	Brought forward business losses	-	-
	Tax effect of items constituting deferred tax assets	-	-
	Net deferred tax (liability) / asset	2,212.18	(2,854.58)
	The Company has recognized deferred tax on difference in value of fixed assets as per Income Tax Laws and as per Companies Act.		
15.11	Discontinuing operations (AS-24)		
	The company has not discontinued any operations which it was carrying on in past as per its main business objects, except trading in Textile/Fabric.		
15.12	Details of research and development expenditure recognized as an expense (AS-26)		
	No specific expenditure has been incurred on research & development considering nature of business of the company. The company is mainly engaged in financial activities as NBFC and keeps incurring expenditure to upgrade technology from time to time.		
15.13	Interest in joint ventures (AS-27)		
	The company has no interest, right and sharing in any joint venture project.		
15.14	Details of provisions (AS-29)		
	The Company has not made any provision for any contractual obligations and disputed liabilities because no such obligation or liability was pending at year end. However, disputed income tax liabilities are disclosed under contingent liabilities.		
16	Employee Stock Option Scheme		
	The company has never issued any ESOP and therefore, no disclosure is required to be made in this connection.		
17	Note on Previous year's figures		
	Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.		



18	Tax Deducted at Source		
	Particulars	Figures as at 31.03.2019	Figures as at 31.03.2018
	Interest	1,39,319.00	1,11,487.00
	Commission	-	150000.00
	Consultancy	350000.00	-

In terms of our report attached For and on behalf of the Board of Directors

For **UMESH AMITA & CO.**
Chartered Accountants
FRN: 007238C

VIJAY KUMAR SINHA
MANAGING DIRECTOR
DIN : 01089578

SUBODH GUPTA
DIRECTOR
DIN : 00006243

(**CA. AKASH GARG**)
Partner, M.No. 420145

SHILPA VERMA
COMPANY SECRETARY
Membership No. F-10105

ASHOK KUMAR DAS
CFO
PAN : AELPD1892C

Place : New Delhi.
Date : 23.05.2019

G.K. CONSULTANTS LIMITED

CIN: L74140DL1988PLC034109,

Registered Office: 302, G.K House, 187-A, Sant Nagar, East of Kailash, New Delhi – 110065

Phone: 011- 26489431, Fax: 011- 26489299

Email Id: akg_gkcl@yahoo.co.in, Website: www.gkconsultantsltd.com

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:	L74140DL1988PLC034109
Name of the company:	G.K. Consultants Limited
Registered office:	302, G.K House, 187-A, Sant Nagar, East of Kailash, New Delhi -110065
Name of the Member(s)	
Registered address:	
Email Id:	
Folio No./Client Id/ DP ID	

I/We, being the member (s) of shares of G.K. Consultants Limited, hereby appoint:

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	
2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

Above as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Monday, September 30, 2019 at 09.30 AM at 301-302, G.K House, 187A, Sant Nagar, East of Kailash, New Delhi – 110065 and at any adjournment thereof in respect of such Resolutions as are indicated below:

S. NO	Resolution	For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Subodh Gupta (DIN: 00006243), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint Mr. Parameswaran Subramaniam (DIN: 00627794) as an Independent Director to fill up the vacancy of the outgoing director Mr. Brij Mohan Sharma (DIN: 01070086) who has shown unwillingness for reappointment at this Annual General Meeting.		
4	To reappoint Mr. Piyush Prakash (DIN: 02014796) as independent director		
5	To reappoint Ms. Preety Tosh (DIN: 06961738) as independent director		

Signed this..... day of..... 2019

Signature of shareholder

Signature of Proxy holder(s)

**Affix
Revenue
Stamp of
Re 1 (One)**

Note: 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.

G.K. CONSULTANTS LIMITED

CIN: L74140DL1988PLC034109

Registered Office: 302, G.K House, 187-A, Sant Nagar, East of Kailash, New Delhi – 110065

Phone: 011- 26489431, Fax: 011- 26489299

Email Id: akg_gkcl@yahoo.co.in, Website: www.gkconsultantsltd.com

ATTENDANCE SLIP

- 1 Name :
2. Registered Address of the
Sole/First named Shareholder :
3. Name(s) of the Joint Shareholder(s) if any :
 - 1.
 - 2.
4. Registered Folio/ DP ID & Client ID :
5. No of Shares held :

I/We, being the Registered Shareholder/Proxy for the Registered Shareholder of the Company hereby record my presence at the 31st Annual General Meeting of the company, held on Monday, September 30, 2019 at 09.30 A.M. at 301-302, G.K House, 187A, Sant Nagar, East of Kailash, New Delhi – 110065 and at any adjournment thereof.

Signature as per Specimen registered with the Company or its Registrar:

I st Holder	2 nd Holder	3 rd Holder	Proxy
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NOTES:

1. Shareholders / Proxy holders are requested to complete this attendance slip and hand it over at the entrance of the meeting hall after affixing their signature on it.
2. Joint shareholders may obtain additional attendance slips on request.

Form No. MGT-12
Polling Paper
[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 : G.K. Consultants Limited
Registered Office : 302, G. K. House, 187A, Sant Nagar, East of Kailash,
Delhi - 110065
CIN : L74140DL1988PLC034109

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. (*applicable to investors holding shares in dematerialized form)	
4	Class of Share	Equity

I hereby exercise my vote in respect of Ordinary Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No	Item No.	No of Shares held by me	I assent to the Resolution	I dissent from the Resolution
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.			
2	To appoint a Director in place of Mr. Anil Kumar Goel (DIN: 01050857), who retires by rotation and being eligible, offers himself for re-appointment.			
3.	To appoint Mr. Parameswaran Subramaniam (DIN: 00627794) as an Independent Director to fill up the vacancy of the outgoing director Mr. Brij Mohan Sharma (DIN: 01070086) who has shown unwillingness for reappointment at this Annual General Meeting.			
4.	To reappoint Mr. Piyush Prakash (DIN: 02014796) as independent director			
5.	To reappoint Ms. Preety Tosh (DIN: 06961738) as independent director			

Place :
Date :

(Signature of the Shareholder*)

(* as per Company records)

INSTRUCTIONS

1. This Ballot Paper is provided, pursuant to Regulation 4(2) (a) (iii) read with rule 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 to enable the shareholder(s) or their proxy(ies) for voting by way of Ballot Paper(s), who does not have access to e-voting facility and /or who have not voted through e-voting, so that they can also participate in voting through this physical Ballot Paper.
2. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot paper. If a Member casts votes in both the modes, then vote cast through e-voting shall prevail and Ballot paper shall be treated as invalid.
3. The vote should be cast either in favour or against by putting tick (✓) mark in the column provided for assent or dissent Ballot paper bearing tick marks in both the columns will be treated as invalid. Please do not use Pencil.
4. This form should be completed and signed by the Member/Proxy Holder as per the specimen signatures registered with the Company/Depository. In case of joint holding, this form should be completed and signed by the first named member.
5. Any cutting/overwriting on this Ballot paper should be signed by the shareholder/Proxy holder.
6. Unsigned, incomplete, improperly or incorrectly tick marked Ballot papers will be rejected. A Ballot paper will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or as to whether the votes are in favour or against or if the signature cannot be verified.
7. The decision of Scrutinizer on the validity on the validity of the Ballot paper and any other related matter shall be final.
8. The Scrutinizer will collate the votes downloaded from the e-voting system and votes cast through Ballot paper to declare the final result for each of the Resolutions enumerated above.
9. The Consolidated Results for voting done by the members of the company through e-voting & ballot voting, shall be declared on or after the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website: www.gkconsultantsltd.com and on the website of Beetal Financial & Computer Services Pvt. Ltd. within two (2) days of passing of the resolutions at the AGM of the Company and will simultaneously be also forwarded to the stock exchange(s) where the company's equity shares are listed, as per respective rules/regulations applicable thereto.

ROUTE MAP TO THE AGM VENUE

