

MINUTES OF THE 32nd ANNUAL GENERAL MEETING OF THE MEMBERS OF G. K. CONSULTANTS LIMITED HELD ON WEDNESDAY, DECEMBER 30, 2020 THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO VISUAL MEANS ("OAVM") FACILITY AT THE VENUE SITUATED AT 301-302, G. K. HOUSE, 187A, SANT NAGAR, EAST OF KAILASH, NEW DELHI – 110065, COMMENCED AT 11.30 A.M. AND CONCLUDED AT 12.30 P.M.

PRESENT

Mr. Piyush Prakash	Non- Executive Independent Director Chairman of the Board of Directors and as a member of the Company Also, as the Chairman of the Audit Committee.
Mr. Vijay Kumar Sinha	Managing Director
Mr. Anil Kumar Goel	Executive Director Also, as the Chairman of the Share Allotment and Transfer Committee Also, as a member of the Company
Mr. Subodh Gupta	Executive Director Also as a member of the Company
Mr. Parameswaran Subramaniam	Non – Executive Independent Director Also, as the Chairman of the Nomination and Remuneration Committee
Ms. Divya Malini Gupta	Non- Executive Director and Non-Independent Director
Ms. Preety Tosh	Non- Executive Independent Director, Also as the chairman of the Stakeholder Relationship Committee
Mr. Ashok Kumar Das	Chief Financial Officer
Ms. Shilpa Verma	Company Secretary

INVITEES

Mr. Akash Garg	Partner, M/s Umesh Amita & Co – Statutory Auditor
Ms. Anshul Agarwal	Scrutinizer, M/s Anshul Singla & Associates - Secretarial Auditor of the company



MEMBERS

119 Members had joined through video conferencing

1. **CHAIRMAN**

In terms of Provisions of Article 63 of the Article of Association of the Company, Mr. Piyush Prakash Chairman of the Board presided over the meeting.

2. **DOCUMENTS AND REGISTERS**

The Following documents and Registers were placed on the websites of Central Depository Services (India) Limited (CDSL):

- (i) Notice convening the 32nd Annual General Meeting
- (ii) The Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with Board Report and Auditors' Report thereon for the financial year ended 31st March, 2020.
- (iii) The Register of Directors' and Key Managerial Personnel and their shareholdings (remained open for inspection during the meeting).
- (vi) The Register of Contracts or arrangements in which the Directors were interested (remained open for inspection during the meeting).
- (v) Resolutions passed by the shareholders in General Meetings.

3. At 11.30 a.m., the Company Secretary commenced the meeting by welcoming the Members to the 32nd Annual General Meeting. The Company Secretary informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the AGM was conducted through the Audio Video means. The AGM was convened and conducted in accordance with the circulars issued by Ministry of Corporate Affairs and SEBI, which allowed the companies to conduct their AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. She further informed that the registered office of the company at New Delhi, shall be deemed to be the venue for this AGM and proceedings of the AGM and all the shareholders joining this meeting, were by default placed on mute mode, to avoid any background disturbance and to ensure smooth and seamless conduct of the meeting.

Thereafter, She Requested Mr. Piyush Prakash, Chairman to commence the proceeding of the AGM.

4. The Chairman after introducing himself, commenced the meeting by welcoming the Members to the 32nd Annual General Meeting. Quorum as required under Section 103 of the Companies Act, 2013 being present, the Company Secretary confirmed the same to the Chairman, who called the meeting to order.

The Chairman introduced other persons sitting on the dais and joined through Video Conferencing.

5. The Chairman further, welcomed Mr. Ashok Kumar Das, Chief Financial officer, through Video Conferencing, New Delhi, Mr. Akash Garg from M/s Umesh Amita & Co., Statutory Auditor of the Company, and Ms. Anshul Agarwal from M/s Anshul Singla & Associates, the Secretarial Auditors of the Company



6. Thereafter the Chairman commenced the formal agenda of the Annual General meeting and with the consent of the Members, the Notice convening the meeting, the Directors' Report along with annexures thereto and the Annual Accounts for the financial year ended 31st March, 2020 were taken as read.
The Chairman informed the members that your company have achieved the satisfactory results during the year under review & would continue as such by God's grace, hard work of our colleagues and timely support of shareholders.
7. The Chairman informed the shareholders that the Auditor's Report on the Financial Statements of the Company for the financial year ended 31st March, 2020 did not contain any qualifications, observations or comments on financial transactions or matters, which had adverse effect on the functioning of the Company. He stated that in the terms of Section 145 of the Companies Act, 2013, only the qualifications, observations or comments, mentioned in the Auditor's Report, which have any adverse effect on the functioning of the Company, were required to be read at the General Meeting. Since there were no such qualifications, observations or comments, the Auditors Report was not required to be read.
8. The Chairman then commenced the Agenda of the Meeting.
9. CS Shilpa Verma informed the shareholders that as per the provisions of the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company had provided the facility of remote e-voting to the Shareholders to enable them to cast their vote electronically. The remote e-voting was open from 27th September, 2019 at 05.00 a.m. to 29th September, 2019 at 05.00 p.m. She Further informed that the said resolutions were now also being put to vote through e-Voting on the CDSL platform which will continue till 15 minutes from the conclusion of this AGM. This Facility was provided to the members who could not vote through e voting.
10. **ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTOR AND AUDITORS THEREON.**
The chairman took up the first item of agenda and with the permission of the Shareholders, the Ordinary Resolution for Item No 1 of the Notice pertaining to adoption of Audited Financial Statements, Director's Report and Auditor's Report for the financial year ended 31st March, 2020 were taken as read. The Following Resolution was approved and passed through e-voting :
"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2020 and annexure thereof together with the Director's and Auditor's Report thereon as circulated to the members and laid before the meeting, be and are hereby received, approved and adopted."

Particulars	No of Shareholders	No of Votes (in equity shares)	% of Voting
Total Votes	119	197894	100.00%
Voted in favour	118	197889	99.99%
Voted against	1	5	0.01%
Invalid Votes	0	0	0.00%



11. **RE-APPOINTMENT OF MR. ANIL KUMAR GOEL (DIN: 01050857) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFER HIMSELF FOR RE-APPOINTMENT**

The chairman stated that Mr. Anil Kumar Goel, Director retires by rotation and being eligible offers himself for re-appointment. With the consent of the Members, the Ordinary Resolution for item No 2 of the Notice pertaining to the re-appointment of Mr. Anil Kumar Goel were taken as read. The Following Resolution was approved and passed through e-voting :

“RESOLVED THAT Mr. Anil Kumar Goel (DIN: 01050857), a Director of the Company, who retires by rotation at this meeting, being eligible for re-appointment, be and is hereby re-elected as the Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

Particulars	No of Shareholders	No of Votes (in equity shares)	% of Voting
Total Votes	119	197894	100.00%
Voted in favour	118	197889	99.99%
Voted against	1	5	0.01%
Invalid Votes	0	0	0.00%

12. **APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY**

The Chairman informed that the next item was with respect to the appointment of M/s. Vinod Kumar & Associates, Chartered Accountants (Firm Registration No.002377C), as Statutory Auditor of the Company with the consent of the members, the Ordinary Resolution set at item No 3 of the Notice was taken as read. The Following Resolution was approved and passed through e-voting :

“RESOLVED THAT pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act,2013, read with the Companies (Audit and Auditors) Rules, 2014,as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Vinod Kumar & Associates, Chartered Accountants (Firm Registration No.002377C), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. Umesh Amita & Co., Chartered Accountants (Firm Registration No. 007238C), to hold office from the conclusion of this 32nd AGM until the conclusion of the 37th AGM, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

Particulars	No of Shareholders	No of Votes (in equity shares)	% of Voting
Total Votes	119	197894	100.00%
Voted in favour	118	197889	99.99%
Voted against	1	5	0.01%
Invalid Votes	0	0	0.00%



REAPPOINTMENT OF MR. VIJAY KUMAR SINHA AS MANAGING DIRECTOR OF THE COMPANY

The Chairman informed that the next item was with respect to the reappointment of Mr. Vijay Kumar Sinha (DIN: 01089578) as Managing Director. With the consent of the members, the Special Resolution set at item No 4 of the Notice was taken as read. The Following Resolution was approved and passed through e-voting :

"RESOLVED THAT in accordance with the provision of Sections 196, 197, 203 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and pursuant to the Article of association of the company and subject to such consents and permissions, as may be required, approval of the members of the company be and is hereby accorded for re-appointment of Mr. Vijay Kumar Sinha (DIN : 01089578) as Managing Director of the company for a period of five year w.e.f 08th January, 2021 without any remuneration as approved by the Nomination and Remuneration Committee of the company.



RESOLVED FURTHER THAT the Board of Director or duly constitute committee thereof be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Particulars	No of Shareholders	No of Votes (in equity shares)	% of Voting
Total Votes	119	197894	100.00%
Voted in favour	118	197889	99.99%
Voted against	1	5	0.01%
Invalid Votes	0	0	0.00%

14. The Chairman then invited members to seek clarification, if any, through Video Conferencing on financial statements and reports. One by One members of the company expressed their views on Video Conferencing.
15. There were no queries raised by the members during the AGM, Chairman thanked the members for their faith that have reposed in the management of the company.
16. The meeting concluded at 12.30 p.m. when the last vote was cast. The Chairman thanked the members for smooth conduct of the meeting.

The results of the e-voting was declared on 31st December, 2020 based on the report of the scrutinizers.

Place: NEW DELHI
Date : 10.01.2021



PIYUSH PRAKASH