



G. K. CONSULTANTS LIMITED

PROJECT CONSULTANTS-CONCEPT TO COMMISSIONING
Web: gkconsultantsltd.com, CIN: L74140DL1988PLC034109
302, G. K. HOUSE, 187A, SANT NAGAR, EAST OF KAILASH,
NEW DELHI-110065. INDIA
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To,
Bombay Stock Exchange Limited,
14th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001


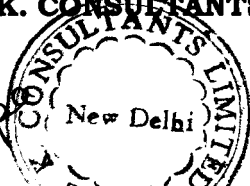
Dear Sir,

Sub: Minutes of 31st Annual General Meeting

We Enclose herewith the Copy of Minutes of 31st Annual General meeting of the company held on Monday, 30th Day of September, 2019.

This is for your kind information and records.

For G. K. CONSULTANTS LIMITED

(CS. SHILPA VERMA)
COMPANY SECRETARY
M.No : F10105

EXTRACT OF THE MINUTES OF THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF G. K. CONSULTANTS LIMITED HELD ON MONDAY, 30TH SEPTEMBER, 2019 AT THE VENUE SITUATED AT 301-302, G. K. HOUSE, 187A, SANT NAGAR, EAST OF KAILASH, NEW DELHI – 110065, COMMENCED AT 09.30 A.M. AND CONCLUDED AT 10.30 A.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. Brij Mohan Sharma	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
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
Ms. Ayesha Gupta	Internal Auditor of the Company



MEMBERS

In Person : 116 Members Present

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 table:

- (i) Notice convening the 31st Annual General Meeting
- (ii) The Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with Board Report and Auditors' Report thereon for the financial year ended 31st March, 2019.
- (iii) The Proxy Register in connection with the 31st Annual General Meeting (remained open for inspection during the meeting).
- (iv) The Register of Directors' and Key Managerial Personnel and their shareholdings (remained open for inspection during the meeting).
- (v) The Register of Contracts or arrangements in which the Directors were interested (remained open for inspection during the meeting).
- (vi) Resolutions passed by the shareholders in General Meetings.

3. At 09.30 a.m., the Chairman commenced the meeting by welcoming the Members to the 31st Annual General Meeting. The Chairman announced that the requisite quorum being present, the meeting was called to order.
4. The Chairman introduced himself and other persons sitting on the dais. 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.
5. The Chairman further, welcomed Ms. Anshul Agarwal from M/s Anshul Singla & Associates, the Secretarial Auditors of the Company, who was present at the meeting.
6. Thereafter the Chairman commenced the formal agenda of the Annual General meeting and with the consent of the Members present, the Notice convening the meeting, the Directors' Report along with annexures thereto and the Annual Accounts for the financial year ended 31st March, 2019 were taken as read.
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, 2019 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. 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.
9. The Chairman informed the shareholders about the flow of events at the AGM and stated that after his speech, he would move all the resolutions as set out in the Notice of AGM.
10. The Chairman then commenced the Agenda of the Meeting.
11. **ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019 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 present, 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, 2019 were taken as read. The Resolution for item No 1 of the Notice as follows:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and annexure thereof together with the Director's and Auditor's Report thereon be and are hereby approved and adopted.”

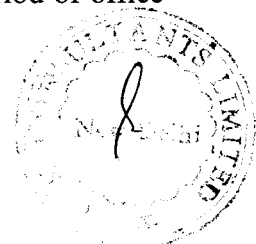
Then on the proposal of Mr. Sanjay Kathpal, seconded by Mr. Ajay Jain, the above resolution was unanimously passed as an ordinary resolution.

Thereafter, the Chairman invited members to raise their queries if any. All queries raised by the members were satisfactorily replied by the Chairman.

12. **RE-APPOINTMENT OF MR. SUBODH GUPTA (DIN:00006243) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFER HIMSELF FOR RE-APPOINTMENT**

The chairman stated that Mr. Subodh Gupta, Director retires by rotation and being eligible offers himself for re-appointment. With the consent of the Members present, the Ordinary Resolution for item No 2 of the Notice pertaining to the re-appointment of Mr. Subodh Gupta were taken as read. The Resolution for item No 2 of the Notice as follows:

“RESOLVED THAT Mr. Subodh Gupta (DIN:00006243), 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.”



On the proposal of Mr. Sandeep Singh, seconded by Mr. Manjit Singh, the below resolution was unanimously approved and adopted as an ordinary resolution.

13. **TO APPOINTMENT OF 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**

The Chairman informed that the next item was with respect to the appointment of 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, with the consent of the members present, the Ordinary Resolution set at item No 3 of the Notice was taken as read. The Resolution set at item No 3 of the Notice read as follows:

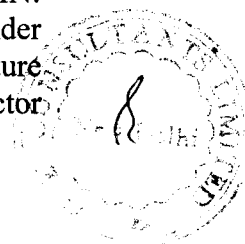
“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Director) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) 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.”

On the proposal of Mr. Pramod Kumar Jain, seconded by Ms. Savita Rani, the above resolution was unanimously approved and adopted as an Ordinary resolution.

14. **TO REAPPOINT MR. PIYUSH PRAKASH (DIN: 02014796) AS INDEPENDENT DIRECTOR**

The Chairman informed that the next item was with respect to the reappoint Mr. Piyush Prakash (DIN: 02014796) as independent director. With the consent of the members present, the Special Resolution set at item No 4 of the Notice was taken as read. The Resolution set at item No 4 of the Notice read as follows:

“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.”

On the proposal of Mr. Sachin Jain, seconded by Mr. Surender Kumar Arora, the above resolution was unanimously approved and adopted as Special Resolution.

15. **TO REAPPOINT MS. PREETY TOSH (DIN: 06961738) AS INDEPENDENT DIRECTOR**

The Chairman informed that the next item was with respect to the reappoint Ms. Preety Tosh (DIN: 06961738) as independent director. With the consent of the members present, the Special Resolution set at item No 5 of the Notice was taken as read. The Resolution set at item No 5 of the Notice read as follows:

“**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.”

On the proposal of Mr. Chetan Chadha, seconded by Mr. Ashok Kumar Jain, the above resolution was unanimously approved and adopted as Special Resolution.

16. After all the resolutions were moved, proposed and seconded, the Chairman ordered for Poll to be taken on all resolutions forming part of Notice in pursuance to the provisions of Section 109 of the Companies Act, 2013. The Chairman then invited members (other than those present by proxy) to seek clarification, if any, on financial statements and reports.
17. The meeting concluded at 10.30 a.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 30th September, 2019 based on the report of the scrutinizers

Place: NEW DELHI
Date : 15.10.2019




PIYUSH PRAKASH
CHAIRMAN