



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

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of G.K. Consultants Limited will be held on Wednesday, December 30, 2020 at 11:30 A.M. IST through video conferencing (“VC”)/other Audio Visual Means (‘OAVM) Facility 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, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place Mr. Anil Kumar Goel (DIN: 01050857), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint statutory auditors and fix their remuneration.

“**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.”

SPECIAL BUSINESS

- 4 To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“**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."

By order of the Board of Directors

**New Delhi
December 04, 2020**

**(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. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the AGM will be provided by CDSL.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM. In terms of the said circulars, the 32nd Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 17 and available at the Company's website www.gkconsultantsltd.com.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
4. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The helpline number regarding any query / assistance for participation in the AGM through VC/ OAVM is 011- 26489431.
7. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special business to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
8. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2019-20 is being sent



only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at www.gkconsultantsltd.com. The Notice can also be accessed from the websites of the Stock

9. The Register of members and share transfer books of the Company will remain closed from Thursday, 24th December, 2020 to Wednesday, 30th December, 2020 (both days inclusive) for the purpose of Annual General Meeting.
10. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
11. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares are held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
12. In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the physical mode. The Members who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
13. 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 and all other documents referred to in the Notice will be available for inspection in electronic mode.
14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
15. Process for those members whose email ids are not registered:
 - (i) For members holding shares in Physical mode - please provide necessary details like Folio No., Name of shareholder by email to akg_gkcl@yahoo.co.in.
 - (ii) Members holding shares in Demat mode can get their e-mail id registered by contacting their respective Depository Participant or by email to akg_gkcl@yahoo.co.in.

Remote E-Voting through electronic means

16. The instructions for e voting are as follows:
 - (a) The voting period begins on 09.00 A.M. (IST) Saturday, December 26, 2020 and ends on Tuesday, December 29, 2020 at 05.00 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. Wednesday, September 23, 2020 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.

OR

Alternatively, if you are registered for CDSL'S EASI/EASIEST e-services, you can log-in at <http://www.cdslindia.com> from login. Myeasi using your login credentials. Once you successfully login to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

 - (f) Next enter the image verification as displayed and click on Login.
 - (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 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.

Details or Date of Birth (DOB) 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.

**17. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

- (i) Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (ii) Members are encouraged to join the Meeting through Laptops for better experience.
- (iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request in advance atleast 7 days before AGM mentioning their name, demat account number/folio number, email id, mobile number at akg_gkcl@yahoo.co.in.

18. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ON THE DAY OF THE AGM ON E-VOTING SYSTEM ARE AS UNDER:

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (ii) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
- (iii) If any Votes are casted by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes casted by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- (iv) Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Process and manner for members opting for voting through Electronic means:

19. Process and manner for members opting for voting through Electronic means:

- (i) The Members whose names appear in the Register of Members / List of Beneficial Owners as on 23rd December, 2020 (cut – off date) are entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- (ii) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 23rd December, 2020, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
- (iii) The remote e-voting will commence on 26th December, 2020 at 09.00 a.m. and ends on 29th December, 2020 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd December, 2020, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter. The e-voting module shall be disabled by CDSL for voting thereafter.



- (iv) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (v) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Wednesday, 23rd December, 2020.
- (vi) The Company has appointed Ms. Anshul Agarwal, Proprietor of M/s. Anshul Singla & Associates, Practising Company Secretary (Membership No. FCS: 8832; CP No: 9165), to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

Note for Non – Individual Shareholders and Custodians

- (i) 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.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (iii) After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
- (iv) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (v) 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.
- (vi) Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (vii) In case you have any queries or issues regarding AGM/ & e-voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- (viii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 022-23058542/43.



STATEMENT ANNEXED TO THE NOTICE IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”)

ITEM NO. 4

Mr. Vijay Kumar Sinha, whose tenure as Managing Director the Company completed on 8th January 2021 has attained the age of 75 years and hence re-appointment as Managing Director in the Company requires the approval of members by way of a special resolution. Section 196(3) of the Companies Act, 2013 inter alia, provide that no Company shall appoint any person as managing director who has attained the age of seventy year unless it is approved by the members by passing a special resolution. Keeping in view that Mr. Vijay Kumar Sinha has experience of marketing, legal issue, planning and social welfare and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Vijay Kumar Sinha as Managing Director.

Mr. Vijay Kumar Sinha was re-appointed as the Managing Director of the company for a period of five years with effect from 8th January, 2016. The present term of Mr. Vijay Kumar Sinha comes to an end on 08th January, 2021.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and Subject to the approval of the members, approved the re-appointment of Mr. Vijay Kumar Sinha as Managing Director for a further period of five year, post completion of his present term in January, 2021.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on July 31, 2020 approving re-appointment of Mr. Vijay Kumar Sinha, as Managing Director of the Company for a period of five years with effect from January 8, 2021 to January 7, 2026 subject to the approval of the shareholders at this Annual General Meeting. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution except Mr. Vijay Kumar Sinha , Managing Director, himself.

The Board recommends the Special Resolution as set out in Item No. 4 for approval of the Members,



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, 4 of the Notice in Annual General Meeting fixed on December 30, 2020

Name of the Director	Mr. Anil Kumar Goel	Mr. Vijay Kumar Sinha
Age	78 years	75 years
DIN	01050857	01089578
Date of Appointment	09.08.1995	08.01.2016
Expertise in specific functional area	Having extensive Professional & Technical experience of about 49 years in Civil Engineering Works, Personnel Management, Legal & Finance. Having in-depth knowledge of stock market dealings and fluctuations.	Having valuable experience of marketing, legal issues, planning and Social Welfare. He is a Commerce graduate with Masters in Sales & Marketing (California, USA). He is associated with NGOs and also publishing a News Paper.
Qualification	Bachelor of Arts	Bachelor of Commerce, MSM (USA)
List of outside Directorship held	1) Divas Construction Co. Private Limited 2) Pryas Research and Health Care Centre	Nil
Chairman/Member of the Committee of the Board of Directors of the Company	Member of : 1) Share Allotment and Transfer Committee.	Nil
Shareholding in GK Consultants Ltd	30000 equity shares (0.56% shareholding)	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. Anil Kumar Goel and Mr. Vijay Kumar Sinha, please refer to the Corporate Governance Report.