



G. K. CONSULTANTS LIMITED

PROJECT CONSULTANTS-CONCEPT TO COMMISSIONING

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CIN NO: L74140DL1988PLC034109

Bombay Stock Exchange Limited,
14th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Dear Sir,

Sub: Minutes of 28th Annual General Meeting AS PER REGULATION 30 OF SEBI (LODR), 2015

We Enclose herewith the Copy of Minutes of 28th Annual General meeting of the company held on Friday, 30th September, 2016.

This is for your kind information and records.

For G. K. CONSULTANTS LIMITED



(CS. SHILPA VERMA)

COMPANY SECRETARY

Date: 28.10.2016

EXTRACT OF MINUTES OF THE 28th ANNUAL GENERAL MEETING OF G. K. CONSULTANTS LIMITED HELD AT 301-302, G. K. HOUSE, 187A, SANT NAGAR, EAST OF KAILASH, NEW DELHI - 110 065, ON FRIDAY, 30TH DAY OF SEPTEMBER 2016 AT 09.30 A.M.

PRESENT

Mr. Piyush Prakash	Non- Executive Chairman of the Board of Directors and as a member of the Company Also, as the Chairman of the Audit Committee, Nomination and Remuneration 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 Director
Ms. Divya Malini Gupta	Non- Executive Director
Ms. Preety Tosh	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 : 81 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 28th Annual General Meeting
- (ii) The Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with Board Report and Auditors' Report thereon for the financial year ended 31st March, 2016
- (iii) The Proxy Register in connection with the 28th 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 28th 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, 2016 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, 2016 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 2016 to 29th September, 2016.
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, 2016 TOGETHER WITH THE REPORTS FO THE BOARD OF DIRECCATORS 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, 2016 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, 2016 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. Chetan Chadha, seconded by Ms. Neetu 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. ANIL KUMAR GOEL (DIN:01050857) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFER HIMSELF FOR RE-APPOINTMENT**

The Chairman stated that as per Article of Association of the Company and Statutory requirement of Companies Act, 2013 all the Directors other than the Managing Director and Independent Directors, would retire at this Annual General meeting.

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 present, the Ordinary Resolution for item No 3 of the Notice pertaining to the re-appointment of Mr. Anil Kumar Goel were taken as



read. The Resolution for item No 2 of the Notice as follows:

“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.”

On the proposal of Mr. Aman Arora, seconded by Mr. Rakesh Kumar, the below resolution was unanimously approved and adopted as an ordinary resolution.

13. **TO RATIFY THE APPOINTMENT OF M/S UMESH AMITA & CO, CHARTERED ACCOUNTANTS, THE STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION**

The Chairman informed that the next item was with respect to the M/s. Umesh Amita & Co., Chartered Accountants (ICAI Firm Registration No. 007238C), who were appointed as Statutory Auditors of the Company at the 26th Annual General Meeting for a term of 3 Consecutive years. As per first proviso to section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every AGM.

With the consent of the members present, the Ordinary Resolution set at item No 3 of the Notice pertaining to the ratification of appointment and fixing of remuneration of the Auditors was taken as read. The Resolution set at item No 3 of the Notice read as follows:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 and rules made thereunder and resolution passed by the members in their 26th AGM held on 30th September, 2014, the Appointment of M/s. Umesh Amita & Co., Chartered Accountants (ICAI Firm Registration No. 007238C), as the Statutory Auditors of the Company to hold office till the conclusion of the AGM to be held in the Calendar year 2017 be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to fix the remuneration payable to Statutory Auditors for the financial year ended 31st March, 2016. “

On the proposal of Mr. Mohan Lal Goyal, seconded by Ms. Reena Jain, the above resolution was unanimously approved and adopted as an ordinary resolution.

14. **APPOINTMENT OF MANAGING DIRECTOR OF THE COMPANY**

The Chairman informed the Shareholders that Mr. Vijay Kumar Sinha, whose tenure as Managing Director the Company completed on 8th January 2016, has attained the age of 70 years and hence re-appointment as Managing Director in the Company requires the approval of members by way of a special resolution.



With the consent of the members present, the Special Resolution set at item No 4 of the Notice pertaining to the appointment of Managing Director of the Company was taken as read. The Resolution set at item No 4 of the Notice read as follows:

"RESOLVED that pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, the 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, 2016 without any remuneration as approved by the Nomination and Remuneration Committee of the Board and as made by the board of directors in meeting held on 30th December 2015, be and is hereby ratified and approved.

RESOLVED FURTHER that the Board 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."

On the proposal of Mr. Jasmeet Singh, seconded by Mr. Subhash Chander Saluja, the above resolution was unanimously approved and adopted as an Special resolution.

15. **DETERMINATION OF FEES TO BE CHARGED FOR SERVICE OF DOCUMENT IN A PARTICULAR MODE**

The Chairman informed the members that as per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or address or by such electronic or other mode as may be prescribed. Further a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined in its Annual General Meeting towards procurement and delivery of such document.

With the consent of the members present, the Special Resolution set at item No 5 of the Notice pertaining to Determination of Fees to be charged for Service of Document in a particular mode 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 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the members be and is hereby accorded to charge from the member fee in advance fixed by the Board of Directors, not less than Rs. 5000/- (Rupees Five Thousand only) per document, at their meeting from time to time, pursuant to any request made by the members for procurement and delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the




Company at least two week in advance of the dispatch of document by the company.

RESOLVED FURTHER that the Board 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."

On the proposal of Mr. Ajay Jain, seconded by Mr. Sanjeev Mittal, the above resolution was unanimously approved and adopted as an 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 (attached as Annexure II) was declared on 03rd October, 2016 based on the report of the scrutinizers.

Place: NEW DELHI
Date : 14.10.2016


PIYUSH PRAKASH
CHAIRMAN