

**MINUTES OF THE TWENTY SEVENTH 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 WEDNESDAY, 30<sup>TH</sup>  
DAY OF SEPTEMBER 2015 AT 09.30 A.M.**

**1. a) PRESENT**

1. Mr. Vijay Kumar Sinha	Managing Director
2. Mr. Anil Kumar Goel	Director
3. Mr. Suboadh Gupta	Director
4. Mr. Brij Mohan Sharma	Director
5. Ms. Divya Malini Gupta	Director
6. Mr. Piyush Prakash	Director
7. Ms. Preety Tosh	Director
8. Mr. Ashok Kumar Das	CFO
- 87 other Members in person (including directors)	
- CS. Shilpa Verma	Company Secretary

**b) BY INVITATION**

1. Mr. Akash Garg of M/s Umesh Amita & Co – Auditor
2. Ms. Anshul Agarwal of M/s Anshul Singla & Associates - Scrutinizer

**2. CHAIRMAN**

The directors unanimously elected Mr. Vijay Kumar Sinha, Managing Director as Chairman of the meeting. The Chairman then took the chair.

The Chairman welcomed the members to the XXVIIth Annual General Meeting and then 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 .

**3. QUORUM**

After ascertaining the requisite quorum for the meeting, the Chairman called the meeting to order and took up the businesses to be transacted at the meeting one by one.

**4. NOTICE**

With the permission of the members, the Notice of the meeting was taken as read.



## 5. AUDITOR'S REPORT

On the request of the chairman, Mr. Akash Garg of M./s Umesh Amita & Co., read out the Auditor's Report to the members of the Company.

## 6. ANNUAL ACCOUNTS

With the permission of the members, the Director's Report and Annual Accounts were taken as read. Thereafter, the Chairman invited members to raise their queries if any. All queries raised by the members were satisfactorily replied by the Chairman.

Then on the proposal of Mr. Sachin Jain, seconded by Mr. Subhash Chandra Saluja, the following resolution was unanimously passed as an ordinary resolution.

**"RESOLVED THAT** the Balance Sheet as on 31<sup>st</sup> March, 2015 and annexure thereof together with the Director's and Auditor's Report thereon be and are hereby approved and adopted."

On being put to vote on show of hands, the resolution was carried with requisite majority.

## 7. RE-APPOINTMENT OF DIRECTOR

Mr. Vijay Kumar Sinha, Managing Director informed the members that Mr. Subodh Gupta, Director retires by rotation and being eligible offers himself for re-appointment.

On the proposal of Mr. Satish Kumar Kumar, seconded by Ms. Shanti Devi, the following resolution was unanimously approved and adopted as an ordinary resolution.

**"RESOLVED THAT** Mr. Subodh Gupta (DIN: 00006225), 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 being put to vote on show of hands, the resolution was carried with requisite majority.

## 8. APPOINTMENT OF AUDITORS

The Chairman informed the members that M/s. Umesh Amita & Co, Chartered Accountants, (FR No. 007238C), Agra, Statutory Auditors were appointed for 3 (three) Financial Years upto FY 2016-17 and in view of the provisions of the Act, their appointment needs to be ratified annually. Your Company has received an eligibility letter from the auditors to the effect that the ratification of their appointment, would be in accordance with the provision of Sections 139 and 141 of the Act.

On the proposal of Mrs. Savita Rani Kumar, seconded by Mr. Praveen Kumar, the following resolution was unanimously approved and adopted as an ordinary resolution.



“**RESOLVED** that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s Umesh Amita & Co, Chartered Accountants (Firm’s Registration No. 007238C), as Auditors of the Company for a term of three years i.e. till the conclusion of the 29th Annual General Meeting (AGM), which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 28th AGM of the Company to be held in the year 2016, on such remuneration as shall be mutually agreed between the Board of Directors of the Company and the Auditors.”

On being put to vote on show of hands, the resolution was carried with requisite majority.

**9. CHANGE OF DESIGNATION, STATUS & POWER OF MS. DIVYA MALINI GUPTA FROM EXECUTIVE TO NON – EXECUTIVE**

Mr. Vijay Kumar Sinha, Managing Director informed the members that the Board of Directors at their meeting held on August 28, 2015 had recommend re-designation, status & power of Ms. Divya Malini Gupta, w.e.f. September 30, 2015 from Executive Director to Non Executive Director. The Board of Directors propose the change in designation, Status & power of Ms. Divya Malini Gupta from Executive Director to Non Executive Director of the Company w.e.f. September 30, 2015.

On the proposal of Mr. Ashok Kumar Jain, seconded by Mrs. Swaran Lata, the following resolution was unanimously approved and adopted as an ordinary resolution.

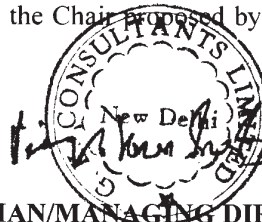
“**RESOLVED THAT** pursuant to the recommendation of the Nomination & Remuneration Committee and applicable provisions of the Companies Act, 2013 (the Act,) and Rules made thereof (including any statutory modification or re enactment thereof for the time being in force), the consent of the members be and is hereby accorded to change in the designation, status & power of Ms. Divya Malini Gupta (DIN 00006225) from Executive Director to Non- Executive Director w.e.f September 30, 2015.

**RESOLVED FURTHER THAT** the Key Managerial Personnel of the Company be and are hereby authorized severally to perform and execute all such acts, deeds, matters and things to give effect to the aforesaid Resolution.”

**9. VOTE OF THANKS**

The meeting was concluded with a Vote of Thanks to the Chair proposed by Mr. Aman Arora.

**Place:** New Delhi  
**Date:** 05.10.2015



A circular stamp with the text "CONSULTANTS LIMITED" around the top edge and "New Delhi" in the center. A handwritten signature is written across the stamp.

**CHAIRMAN/MANAGING DIRECTOR**