



## 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

PHONE : 26489299, 26489431 FAX : 011-26489299

E-mail : ak\_gkcl@yahoo.co.in

Date: 23<sup>rd</sup> April, 2024

The Chief General Manager  
Listing Operation,  
BSE Limited,  
20<sup>th</sup> Floor, P.J.Towers,  
Dalal Street,  
Mumbai- 400 001.

Sub: Submission of Notice of the Extra Ordinary General Meeting (EGM) scheduled to be held on Friday, May 17, 2024 through VC/OAVM.

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, Notice of the 01 /2024-25 Extra-Ordinary General Meeting of the Company, along with Explanatory Statement and e-voting instructions ("EGM Notice"), scheduled to be held on Friday, May 17, 2024 at 04:00 P.M. (IST), through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in compliance with various Circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India.

The EGM Notice is being sent by email to all the shareholders of the Company whose names are registered with the Company/ Company's Registrar or Depository Participants and whose names appears in the register of members as on the close of the business hours of Friday, April 19, 2024.

The members whose names are registered with the Company/ Depository Participants and whose names appears in the register of members as on the cut-off date i.e Friday, May 10, 2024 shall be entitled to vote on the resolutions proposed to be passed at the EGM.

The EGM Notice along with explanatory statements and e-voting instructions is available on the website of the Company i.e [www.gkconsultantsltd.com](http://www.gkconsultantsltd.com), as well as on the website of the stock exchanges i.e BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of the NSDL, at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Key information pertaining to the EGM:

<b>PARTICULARS</b>	<b>DATE AND TIME</b>
Time and date of EGM	Friday, May 17, 2024 at 04:00 P.M.
Cut-off date for the purpose of determining eligibility for E-voting	Friday, May 10, 2024
E-voting start time and date	Tuesday, May 14, 2024 at 09:00 A.M.
E-voting end time and date	Thursday, May 16, 2024 at 05:00 P.M.
E-voting during the EGM start time and	Friday, May 17, 2024 at 04:00 P.M.

**M/s G.K. Consultants Limited**

date	
E-voting during the EGM end time and date	Friday, May 17, 2024 on Completion of 30 minutes from the time of conclusion of the EGM.

The members are provided with the remote e-voting facility to cast their votes electronically on the resolution mentioned in the Notice of EGM, using the electronic voting platform provided by Beetal Financial & Computer Services Pvt. Ltd, RTA of the Company.

The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, May 11, 2024 to Friday, May 17, 2024 (both days inclusive) for the purpose of the EGM.

We request you to kindly take the same on records.  
Thanking you,  
G.K. Consultants Ltd.

**KHUSHAMBI**  
Company Secretary & Compliance Officer  
Membership No.: A71921



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### NOTICE OF 01/2024-25 EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that (01/2024-25) Extra-Ordinary General Meeting ("EGM") of G.K. Consultants Limited will be held on Friday, May 17, 2024 at 04:00 P.M. (IST) through Video Conferencing ("VC") or Other Audio-Visual Means ('OAVM'), to transact the following businesses. The venue of the EGM shall be deemed to be the Registered Office of the Company and the proceedings of the EGM shall be deemed to be made thereat, to transact the following Special Businesses:

#### SPECIAL BUSINESS:

#### **Item No. 1: Increase in Authorized Share Capital and Consequent Alteration in the Capital Clause of Memorandum of Association of the Company**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** in accordance with the provisions of Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force, to the extent notified and in effect), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), or any other applicable laws for the time being in force if any, the consent of the Members of the Company be and is hereby accorded for the increase in existing Authorized Share Capital of the Company from Rs. Rs. 6,00,00,000/- (Rupees Six Crores) divided into 60,00,000 (Sixty Lacs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to Rs. 12,00,00,000/- (Rupees Twelve Crores) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each aggregating to Rs 12,00,00,000/- (Rupees Twelve Crores) by creation of 60,00,000 (Sixty Lacs Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** pursuant to provisions of Sections 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 (the "Act"), read with the Companies (Incorporation) Rules, 2014 and other applicable Rules made thereunder (including any statutory amendments thereto or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby and replaced with the following Clause V:

**"V. "The Authorized Share Capital of the Company is Rs. 12,00,00,00 (Rupees Twelve Crores) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only)".**

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) and/or the Company Secretary of the Company, be and is hereby severally authorized to take such steps as may be necessary and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company."

**Item No. 2: Issue of warrants, convertible into equity shares to person(s) belonging to non-promoter category on preferential basis.**

To consider, if thought fit, to pass, with or without modification(s) the following Resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), ('the Act'), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, and subject to other applicable Rules/ Regulations/ Guidelines/ Notifications/ Circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India, the Reserve Bank of India and/ or any other competent authorities to the extent applicable, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including BSE Limited ('Stock Exchange'), as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/ to be constituted Board of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot, on preferential basis, in one or more tranches, upto maximum of 60,00,000 (Sixty Lacs) Warrants, entitling the Proposed Allottees/ Warrant Holder to exercise option to convert and get allotted one Equity Share of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up against each warrant, within 18 (Eighteen) months from the date of allotment of warrants, in such manner and on such terms and conditions as set out in the Explanatory Statement annexed to the notice ('Warrants'), at a price of Rs. 13.25/- (Rupees Thirteen and Twenty Five Paise Only) per warrant including premium of Rs 3.25/- each payable in cash ('Warrants Issue Price'), or such other higher prices if any, as may be calculated in accordance with applicable rules/regulations of statutory authority, determined after taking in to consideration and in compliance with the provisions of Regulation 164(1) read with Regulation 166A(1) of SEBI ICDR Regulations, 2018 in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the below mentioned proposed allottee(s) ("Warrant holders") in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the

Board in its absolute discretion in accordance with the Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws.

S. No.	Name of Proposed Allottees	Maximum number of Category convertible warrants proposed to be allotted	Percentage (%)	Category
1.	Mr. Rajan Gupta	22,50,000	37.5	Non-Promoter
2.	Mr. Saurabh Jain	7,50,000	12.5	Non-Promoter
3.	Mr. Anil Kumar Garg	7,50,000	12.5	Non-Promoter
4.	Mr. Puneet Mehta	5,00,000	8.33	Non-Promoter
5.	Mr. Nitin Sharma	5,00,000	8.33	Non-Promoter
6.	Sh. Dharmendra Kumar Mishra	5,00,000	8.33	Non-Promoter
7.	Ms. Purnima	2,50,000	4.17	Non-Promoter
8.	Mr. Nand Kishor Gupta	2,50,000	4.17	Non-Promoter
9.	Mr. Deepak Kumar Jain	2,50,000	4.17	Non-Promoter
	Total	60,00,000	100	

**RESOLVED FURTHER THAT** pursuant to Regulation 161 of SEBI (ICDR) Regulations, the Relevant Date' for the purpose of determination of minimum issue price for the issue and allotment of Warrants is fixed **Wednesday, April 17, 2024** ("Relevant Date"), being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting."

**"RESOLVED FURTHER THAT** the preferential issue of Warrants and allotment of Equity Shares on the exercise of the Warrants, shall be subject to the following terms and conditions as prescribed under applicable laws:

- a) The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1(One) equity share against each Warrant.
- b) Minimum amount of Rs. 3.32/- (Rupees Three and Thirty-Two Paise Only) per warrant, which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of allotment of Warrant. The Warrant Holder will be required to make further payments of Rs. 9.93 (Rupees Nine and Ninety-Three Paise only ) per warrant which is equivalent to 75% of the Warrants Issue Price prior to exercise of the right attached to Warrant(s) to subscribe to equity share(s) within Eighteen months of allotment of Warrants.
- c) The Warrants shall not carry any voting rights until they are converted into equity shares.
- d) The said Warrant(s) shall be issued and allotted to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.

e) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing written notice ('Conversion Notice') to the Company specifying the number of warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date'). The company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company.

f) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.

g) The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.

h) The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals. Further, the aforesaid warrants shall not be sold, transferred, hypothecated or encumbered in any manner by the Proposed Allottees during the period of lock-in, except to the extent and in the manner permitted under SEBI (ICDR) Regulations.

i) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

j) The Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company.

k) Upon exercise of the option by the allottee to convert the warrants into the equity shares within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

l) The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottee shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (which expression shall deem to include any of its duly constituted Committee) be and is hereby authorized to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, desirable or expedient including making applications to BSE Limited for obtaining in-principle approval, filing of requisite documents with ROC, National Securities Depository Limited ("NSDL"), Central Depository Services (India)

Limited("CDSL") "Depositories") (collectively referred to as "**Depositories**") and/ or such other authorities as may be necessary for this purpose, to take all such steps as may be necessary for the issuance of the Warrants and also the equity shares allotted pursuant to the exercise of the Warrants with depositories and for the credit of such Warrants and also the equity shares allotted pursuant to exercise of warrants to the respective dematerialized securities account of the Proposed Allottees and to delegate all or any of the powers conferred by the aforesaid resolution on it to any committee of directors or any director(s), or officer(s) of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such Equity Shares as may be required to be issued and allotted upon conversion of the said Warrants and that Equity Shares shall be subject to the provisions of the Articles of Association of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the Warrants and/ or Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to make an offer to the Proposed Allottees whose names has been recorded in Form PAS-5 through Private Placement Offer Letter in Form No. PAS-4 or any other form/document as prescribed under the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/Company Secretary/any officer(s) of the Company to give effect to the aforesaid resolutions."

**Item No. 3: Regularisation of Additional Director Mr. Yash Saraswat (DIN: - 10539439) as an Independent Director of the Company.**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Yash Saraswat [DIN:- 10539439], who was appointed as an Additional Director of the Company in Independent Category and who holds office up to the date of ensuing annual general meeting or the last date on which general meeting is to be held whichever is earlier, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for term of five consecutive years with effect from March 9, 2024 to March 8, 2029.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary be and are hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 4: Regularisation of Additional Director Mr. Nitin Batri (DIN: - 02271294) as an Independent Director of the Company.**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Nitin Batri [DIN:- 02271294], who was appointed as an Additional Director of the Company in Independent Category and who holds office up to the date of ensuing annual general meeting or the last date on which general meeting is to be held whichever is earlier, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for term of five consecutive years with effect from March 19, 2024 to March 18, 2029.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary be and are hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 5: Regularisation of Additional Director, Mr. Rajan Gupta (DIN:-00849668)by appointing him as Executive Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Mr. Rajan Gupta (DIN: 00849668) designated as Executive Director of the Company, for a period of 3 (three) years from Thursday, 18th April, 2024, the period of his office shall be liable to retire by rotation, on the terms and conditions and remuneration as follows, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit.”

“**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in the financial year, the Company will pay remuneration by way of Salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the



recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).”

**“RESOLVED FURTHER THAT** the Board of Directors and Company Secretary be and are hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

By Order of the Board of Directors of  
G.K. Consultants Limited

**KHUSHAMBI**

Company Secretary & Compliance Officer  
Membership No.: A71921

Date: 18/04/2024

Place: Delhi

**CIN: L74140DL1988PLC034109**  
**Regd. Office: 302, G K House, 187A Sant Nagar,**  
**East of Kailash, New Delhi-110065,**  
**Phone: 011-26489431**  
**E-mail: akg\_gkcl@yahoo.co.in**  
**Website: www.gkconsultantsltd.com**

**NOTES:**

1. The Ministry of Corporate Affairs ('MCA') vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022 and Circular No. 11/2022 dated December 28, 2022 (collectively the 'MCA Circulars') and Securities Exchange Board of India vide SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021 /11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred as 'SEBI Circular') (MCA Circulars and SEBI Circular collectively referred as '**Circulars**') permitted holding of General Meetings through VC/OAVM and have dispensed the physical presence of the members at the meeting. In compliance with the

**M/s G.K. Consultants Limited**

provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and MCA Circulars, the present meeting is proposed to be convened through VC/OAVM. The facility of remote e-voting will be available during the prescribed time period before the meeting and through e-voting platform available during the meeting. In compliance with the General Circular No. 20/2020 issued by the MCA, item mentioned in special business in this EGM Notice are considered unavoidable and forms part of this Notice.

2. 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), the company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a secured manner. M/s Beetal Financial & Computer Services Pvt. Ltd., a SEBI registered Registrar and Transfer Agent (RTA) is appointed to provide a platform for convening the meeting through Video Conferencing; to handle and supervise the entire process of holding the meeting through Video Conferencing, e-voting, and processing of data relating to the meeting and voting, etc.

3. Notice of the meeting is being sent to all such equity shareholders who hold shares as on the closure of business hours on Friday, 19<sup>th</sup> April, 2024. Further, a person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e Friday, 10<sup>th</sup> May, 2024 shall only be entitled to cast their vote through Remote E-voting. A person who is not a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purpose only.

4. In compliance with the aforesaid circulars the Notice of the EGM is being sent to the Members and all other persons so entitled in electronic mode only, whose email addresses are registered with the Company/Depositories. Members whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of this EGM and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:

a. Members holding shares in physical form may send scan copy of a signed request letter in prescribed form ISR-1 available on the website of the Company, mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at [akg\\_gkcl@yahoo.co.in](mailto:akg_gkcl@yahoo.co.in) or to the RTA at [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com).

b. Members holding shares in demat mode may update the email address through their respective Depository Participant(s).

**5. Instructions for attending the meeting through Video Conferencing; and for voting through remote e-voting process are given at the end of this notice.**

6. Voting may be made through remote e-voting which will be available during the prescribed time period before the meeting (as given below); or through e-voting platform which will be available during the meeting:

<b>Commencement of remote e-voting</b>	<b>14<sup>th</sup> May, 2023 at 09:00 A.M. IST</b>
<b>End of remote e-voting</b>	<b>16<sup>th</sup> May, 2023 at 05:00 P.M. IST</b>

7. All the Equity Shareholders will be entitled to attend the meeting through Video Conferencing. However, the Equity Shareholders who have already voted through the remote e-voting process before the meeting, will not be entitled to vote at the meeting again.

8. Equity Shareholders attending the meeting through video conferencing shall be counted for the purposes of reckoning the quorum.

9. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.

10. Notice of the meeting, Explanatory Statement, and other documents are also being placed on the following website(s):

<b>Particular</b>	<b>Website</b>
G.K. Consultant Limited	<a href="http://www.gkconsultantsltd.com">www.gkconsultantsltd.com</a>
BSE Limited	<a href="http://www.bseindia.com">www.bseindia.com</a>
NSDL (agency for providing the Remote e-voting facility)	<a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>

11. All documents referred to in this Notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be electronically available for inspection. Members can inspect the same by sending an email to Ms. Khushambi, Company Secretary & Compliance Officer of the Company at G.K. Consultant Limited.

12. The Board of Directors of the Company has appointed Mr. Avinash Kumar, Proprietor of (Membership No: 57842) of M/s. S A B & Company, Practicing Company Secretaries as the Scrutinizer to scrutinize the process for remote e-Voting and e-Voting at the EGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.

13. Institutional/Corporate Equity Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorizations, etc., authorizing its representative pursuant to Section 113 of the Act to attend the meeting and vote on its behalf. The said Resolution/Authorization may be sent to the Scrutinizer at [csavinashksingh@gmail.com](mailto:csavinashksingh@gmail.com)

14. The Scrutinizer shall, immediately after the conclusion of the EGM, count the votes cast through e-Voting at the EGM, thereafter unblock the votes cast through remote e-Voting and make, not later than two (02) working days in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.

15. The Results declared along with the report of the Scrutinizer shall be forwarded to the Stock Exchange i.e BSE Limited, where the shares of the Company are listed. The Results shall also be simultaneously be placed on the website of the Company at [www.gkconsultantsltd.com](http://www.gkconsultantsltd.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

16. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting and the date of passing of result on the resolutions shall deem to be the date of the EGM.

## **Instructions:**

1. In view of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circulars, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audiovisual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporate are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in 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 EGM through VC/OAVM will be made available for 1000 members on a 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 EGM without restriction on account of first-come-first-served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

## **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING, EXTRA-ORDINARY GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on **Tuesday, May 14, 2024 at 9:00 A.M.(IST)** and ends on **Thursday, May 16, 2024 at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. **Friday, May 10, 2024**, may cast their vote electronically. The voting right of shareholders shall be In proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, May 10, 2024**.

### **How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Particulars	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDEAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>, Select "<b>Register Online for IDEAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see- voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.  <b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-</p>

	<p>voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no. : 18001020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8Digit Client ID. For example if your DP ID is IN300 *** and Client ID is 12 ***** then your user ID is IN300 *** 12 *****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user UD is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 123672 then user ID is 101456001**

**5. Password details for shareholders other than Individual shareholders are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your available or CDSL) option on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

7. Now, you will have to click on "Login" button.

8. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is inactive status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting"
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csavinashksingh@gmail.com](mailto:csavinashksingh@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.



3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. : 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids fore-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), and AADHAR (self attested scanned copy of Aadhar Card) by e-mail to [akg\\_gkcl@yahoo.co.in](mailto:akg_gkcl@yahoo.co.in).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID +CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [akg\\_gkcl@yahoo.co.in](mailto:akg_gkcl@yahoo.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode area allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM AREAS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM 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 in the EGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM, However, they will not be eligible to vote at the EGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Members, who would like to express their view/ ask questions during the EGM with regard to matters to be placed at the EGM, may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at [akg\\_gkcl@yahoo.co.in](mailto:akg_gkcl@yahoo.co.in) latest by Wednesday, May 15, 2024 by 05:00 P.M (IST). Those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the EGM, depending upon the availability of time.
6. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the EGM.
7. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [akg\\_gkcl@yahoo.co.in](mailto:akg_gkcl@yahoo.co.in) latest by Wednesday, May 15, 2024. The same will be replied by the company suitably.

**By Order of the Board of Directors of  
G.K Consultant Limited**

**Khushambi  
Company Secretary & Compliance Officer  
Membership No. : A71921**

**Date: 18<sup>th</sup> April 2024  
Place: Delhi**

**M/s G.K. Consultants Limited**

**CIN: L74140DL1988PLC034109**  
**Regd. Office: 302, G K House, 187A,**  
**Sant Nagar, East of Kailash,**  
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**E-mail: [akg\\_gkcl@yahoo.co.in](mailto:akg_gkcl@yahoo.co.in)**  
**Website: [www.gkconsultantsltd.com](http://www.gkconsultantsltd.com)**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1**

The Members may take note that presently the Authorised share capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores) consisting of 60,00,000 (Sixty Lakh) equity shares of Rs.10/- (Rupees Ten Only) each. In view of the proposal to issue warrants convertible into equal equity shares upto maximum of 60,00,000 (Sixty Lacs) of Rs. 10/- each by way of preferential allotment to the proposed allottee as proposed at Item No. 2 of this EGM Notice and other business requirements of raising funds from time to time, the Company proposes to increase its Authorized Share Capital to INR. 12,00,00,000/- (Rupees Twelve Crores Only) consisting of 1,20,00,000 (One Crore Twenty Lakh ) Equity Shares of Rs. 10/- (Rupee Ten) each.

Pursuant to the provisions of Section 61, the proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. Accordingly, approval of the Members of the Company is here by sought by way of ordinary resolution as set out in Item No. 1 of the EGM Notice.

A Copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 09:00 AM and 05:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the last the date of EGM i.e. Friday, May 17, 2024 except all national holidays.

None of the Directors, Promoters, Key Managerial Personnel of the Company, and their relatives is, in any way, concerned or interested.

### **Item No. 2**

The Board of Directors of the Company in their meeting held on Thursday, April 18, 2024 has approved raising of funds by way of preferential allotment comprising fresh issuance of warrants as per the expression of interest received from the proposed allottees. The proposed issue size will be of maximum of 60,00,000 (Sixty Lacs) Equity warrants to be converted into equity shares within 18 months.

In accordance with Sections 23, 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue warrants on a preferential basis

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. A Copy of Memorandum & Articles of Association and other necessarily documents of the Company are open for inspection for the

shareholders in electronic mode. Members can inspect the same by sending an email to akg\_gkcl@yahoo.co.in. There will be no change in the control or management of the Company pursuant to the proposed preferential issue.

The allotment of the convertible warrants is subject to the Proposed Allottee(s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.

**The details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and the Companies Act, 2013 read with the rules issued there under, are set forth below**

The proposed issue and allotment of warrants on a preferential basis shall be governed by the applicable provisions of the SEBI (ICDR) Regulations and the Companies Act, 2013 read with the applicable rules made there under.

Further, in terms of Regulation 163(1) of the SEBI (ICDR) Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice.

Without generality to the above, the details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and the Act read with the rules issued there under are set forth below:

The allotment of the equity shares and warrants is subject to the Proposed Allottees not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.

**The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below:**

**1. Particulars of the Preferential Issue including date of passing of Board Resolution**

The Board of Directors in its meeting held on Thursday, April 18, 2024, had approved the issue of warrants convertible in to equity shares and accordingly proposes to issue and allot in aggregate up to maximum of 60,00,000 (Sixty Lacs) warrants at a price of Rs. 13.25/- (Rupees Thirteen And Twenty Five Paise) each (including premium of Rs 3.25/-), to the entities belonging to Non-Promoters, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other provisions of applicable laws. The total Issue size would be Rs. 7,95,00,000/- (Rupees Seven crores and Ninety Five Lakhs Only).

**2. Objects of the Preferential Issue:**

The amount proposed to be raised by way of present preferential allotment shall be utilized as under:

Sr. No	Particulars	Tentative Amount (Rs. In Crores)	Tentative time period within which the amount shall be utilized
1.	To meet Working Capital requirement	6.5	With in F.Y. 2024-2025
2.	General corporate Purpose (For	1.45	With in F.Y. 2024-

Strategic initiatives, meeting exigencies, brand building exercises in order to strengthen our operations)		2025
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In case issue proceeds are not fully utilized, the same shall be kept under interest bearing instruments if applicable.

**3. The total/maximum number of specified securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:**

The Resolution set out in the accompanying notice authorizes the Board for issuance of up to maximum of 60,00,000 (Sixty Lacs) warrants convertible in to equivalent number of equity shares of face value of Rs. 10/- each, at a price of Rs. 13.25/- (Rupees Thirteen And Twenty Five Paisa), being the price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

**4. Relevant Date:**

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, The '**Relevant Date**' for the determination of the minimum issue price for Equity Shares and Warrants to be issued is fixed as Wednesday, 17th April 2024 i.e. being the date 30 days prior to the date on which the resolution is deemed to be passed.

**5. Basis or justification for the price (including the premium, if any) has been arrived at:**

The Equity Shares of the Company are listed on BSE Limited ("BSE"). The offer price has to be determined keeping in view the trading status of company i.e. whether shares are frequently traded or infrequently traded.

In accordance with regulation 164 (5) "**frequently traded shares**" means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer for ascertaining the company share do not falls under frequently traded shares.

In our case the traded turnover in last 240 trading days prior to relevant date i.e Wednesday, April 17, 2024 is less than 10% of the total number of paid-up equity share of 53,11,800 shares. The total number of Equity Shares of our Company traded at BSE during last 240 trading days prior to Wednesday, April 17, 2024 was 3,81,299, which constitute 7.18 % of total no. of paid-up Equity Shares. **Therefore Equity shares of our company are infrequently traded.**

In accordance with regulation 165 where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

Thus, looking at the size and stage of the company, upon consideration of all possible methods, we have relied on the Book Value of shares. The Method described above hold good for the purpose of valuation of Equity Shares of our company, accordingly the same is used herein.

Book Value per share is calculated as under from the Financial Results declared by the company for 9 months ending 31st December 2023.

Equity Share Capital	Rs. In Lacs	531.18
Other Equity	Rs. In Lacs	163.56
Net Asset Value	Rs. In Lacs	694.74
No. of Equity Shares	Nos	5311800
Value Per Equity Shares	Rs.	13.08

Further Book Value per share as per Audited Financials of 31st March 2023 is calculated as under;

Equity Share Capital	Rs. In Lacs	531.18
Other Equity	Rs. In Lacs	149.94
Net Asset Value	Rs. In Lacs	681.12
No. of Equity Shares	Nos	5311800
Value Per Equity Shares	Rs.	12.82

Higher of Book value dated 31st March 2023 and 31st Dec 2023 is 13.08, rounded off to Rs. 13.10.

A valuation report for arriving at fair price of the shares of the company for the purpose of the current preferential issue has been issued by Mr. Ravi Ashok Kumar Jain, Independent Registered Valuer, IBBI Registration No. IBBI/RV/04/2019/12615 through valuation report dated Wednesday 17th April 2024. The same is made available and published on the website of the Company i.e. [www.gkconsultantsltd.com](http://www.gkconsultantsltd.com). In term of his valuation report dated Wednesday, April 17, 2024. The fair price recommended for conversion of equity warrant is Rs. 13.10/- .

However, in the interest of the company the management has decided to fix the conversion price at **Rs. 13.25/-**

#### **6. Amount which the Company intends to raise by way of issue of Warrants:**

The maximum amount proposed to be raised through present preferential issue shall be up to Rupees 7,95,00,000/-(Rupees Seven Crores Ninety Five Lakhs Only).

1. The allotment of warrants are subject to the Investor(s) not having sold any Equity Shares during the 90 trading days preceding the Relevant Date.
2. The Company, its Promoters and Directors and Proposed allottees are not declared as willful defaulter by Reserve Bank of India or not declared as fraudulent borrower and also not declared as fugitive economic offender.

#### **7. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment.**

Other than Mr. Rajan Gupta who has been appointed as an Executive Director and who is Non-Promoter, no promoter or any other Director or Key Managerial Personnel is proposing to subscribe the preferential allotment.

The following person(s) belonging to Non-Promoter have shown their intention to subscribe to the proposed issue:

**Details of Warrants to be allotted:**

S. No.	Name of Proposed Allottees	Maximum number of Category convertible warrants proposed to be allotted	Percentage (%)	Category
1.	Mr. Rajan Gupta	22,50,000	37.5	Non-Promoter
2.	Mr. Saurabh Jain	7,50,000	12.5	Non-Promoter
3.	Mr. Anil Kumar Garg	7,50,000	12.5	Non-Promoter
4.	Mr. Puneet Mehta	5,00,000	8.33	Non-Promoter
5.	Mr. Nitin Sharma	5,00,000	8.33	Non-Promoter
6.	Sh. Dharmendra Kumar Mishra	5,00,000	8.33	Non-Promoter
7.	Ms. Purnima	2,50,000	4.17	Non-Promoter
8.	Mr. Nand Kishor Gupta	2,50,000	4.17	Non-Promoter
9.	Mr. Deepak Kumar Jain	2,50,000	4.17	Non-Promoter
	Total	60,00,000	100	

**8. Principal terms of Assets charged as securities:** Not Applicable

**9. The shareholding pattern of the Company before and after the proposed issue are as follows:**

Sr. No	Category of shareholders	Pre-Issue		Post Conversion of Warrants (assuming full conversion) Fully Diluted Capital	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
<b>A</b>	<b>Promoter, Promoters Group Holding</b>				
<b>A1</b>	<b>Indian</b>				
	Individuals/Hindu undivided Family	<b>84,600</b>	<b>1.59</b>	<b>84,600</b>	<b>0.75</b>
	Anil Kumar Goel	30,000	0.56	30,000	0.26
	Divya Malini Gupta	54,600	1.03	54,600	0.49
	<b>Sub Total A1</b>	<b>84,600</b>	<b>1.59</b>	<b>84,600</b>	<b>0.75</b>
<b>A2</b>	<b>Foreign</b>	0	0	0	
<b>A</b>	<b>Promoters &amp; Promoters Holding (A1+A2)</b>	<b>84,600</b>	<b>1.59</b>	<b>84,600</b>	<b>0.75</b>
<b>B</b>	<b>Non-Promoter Holding</b>				
<b>B1)</b>	<b>Institutions</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>B2)</b>	<b>Institutions (Domestic)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>B3)</b>	<b>Institutions (Foreign)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>B4)</b>	<b>Central Government/ State Government(s)/</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



	<b>President of India</b>				
<b>B5)</b>	<b>Non-Institutions</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Resident Individuals holding nominal share capital up to Rs. 2 lakhs</b>	<b>18,68,340</b>	<b>35.17</b>	<b>18,68,340</b>	<b>16.52</b>
	<b>Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs</b>	<b>25,67,460</b>	<b>48.34</b>	<b>85,67,460</b>	<b>75.74</b>
	Vivek Bansal	60,000	1.13	60,000	0.53
	Vikas Jain	1,12,590	2.12	1,12,590	0.99
	Swetank Agarwal	1,04,950	1.98	1,04,950	0.92
	Sunil Khandelwal	2,08,384	3.92	2,08,384	1.84
	Shweta Vishwanath Asthana	57,421	1.08	57,421	0.50
	Shuchi Gupta	1,02,990	1.94	1,02,990	0.91
	Shiv Prakash Agarwal	75,000	1.41	75,000	0.66
	Sanjeev Mittal	1,68,000	3.16	1,68,000	1.48
	Sangita Agarwal	69,174	1.3	69,174	0.61
	Rajnish Rathi	63,258	1.19	63,258	0.55
	Manoj Kumar Agarwal	82,900	1.56	82,900	0.73
	Lata Ladhani	54,100	1.02	54,100	0.47
	Ekansh Ladhani	57,000	1.07	57,000	0.50
	Deepika Bansal	1,01,600	1.91	1,01,600	0.89
	Deepa Gupta	72,397	1.36	72,397	0.64
	Anurag Gupta	1,03,000	1.94	1,03,000	0.91
	Anju Agarwal	54,539	1.03	54,539	0.48
	Alok Farsaiya	1,06,495	2	1,06,495	0.94
	Aayuushi Agarwal	1,00,000	1.88	1,00,000	0.88
	Rajan Gupta	0	0	22,50,000	19.89
	Saurabh Jain	0	0	7,50,000	6.63
	Anil Kumar Garg	0	0	7,50,000	6.63
	Puneet Mehta	0	0	5,00,000	4.42
	Nitin Sharma	0	0	5,00,000	4.42
	Dharmendra Kumar Mishra	0	0	5,00,000	4.42
	Purnima	0	0	2,50,000	2.21
	Nand Kishor Gupta	0	0	2,50,000	2.21
	Deepak Kumar Jain	0	0	2,50,000	2.21
	<b>Non Resident Indians (NRIs)</b>	<b>4,010</b>	<b>0.08</b>	<b>4,010</b>	<b>0.03</b>
	<b>Bodies Corporate</b>	<b>3,42,980</b>	<b>6.46</b>	<b>3,42,980</b>	<b>3.03</b>
	<b>Any Other (specify)</b>	<b>4,44,410</b>	<b>8.37</b>	<b>4,44,410</b>	<b>3.92</b>
	Clearing Members	1,050	0.02	1,050	0.009
	Satish Chand Agarwal HUF	94,255	1.77	94,255	0.83
<b>B4</b>	<b>Sub Total</b>	<b>52,27,200</b>	<b>98.41</b>	<b>1,12,27,200</b>	<b>99.25</b>
<b>B</b>	<b>Total Public Shareholding (B1+B2+B3+B4)</b>	<b>52,27,200</b>	<b>98.41</b>	<b>1,12,27,200</b>	<b>99.25</b>
	<b>Total (A)+(B)</b>	<b>53,11,800</b>	<b>100</b>	<b>1,13,11,800</b>	<b>100</b>
<b>C</b>	<b>Share Held by Custodians for ADR &amp; GDR</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>Total (A)+(B)+(C)</b>	<b>53,11,800</b>	<b>100</b>	<b>1,13,11,800</b>	<b>100</b>

Notes:

1. The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of allotment of 60,00,000 (Sixty lakhs) warrants (convertible in to 60,00,000 (Sixty lakhs) number of equity shares) assuming full conversion of warrants under the present issue.

2. The pre-preferential shareholding pattern is prepared on the basis of 31<sup>st</sup> March 2024.

**10. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:**

As required under the SEBI ICDR Regulations the allotment of Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/ body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

Further, upon exercise of the option by the allottee to convert the warrants, the company will ensure that the allotment of equity shares pursuant to exercise of warrants should be completed within 15 days from the date such exercise by the allottee.

**11. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue and the details of percentage of the proposed allottee(s) on the basis of fully diluted capital of the Company and current and proposed status are as under:**

There shall be no change in the management or control of the Company pursuant to the issue and allotment of equity shares on conversion of warrants.

**12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the current financial year i.e 2023-2024 & 2024-2025, no preferential allotment has been made to any person by the Company.

**13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

This is not applicable as there is no allotment for consideration other than cash.

**14. Lock-in:**

The equity shares to be allotted and equity shares to be issued and allotted pursuant to conversion of warrants on preferential basis will be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

## **15. Listing of Securities:**

The Company will make an application to BSE for listing of Equity shares upon conversion of warrants. Such Equity Shares to be issued on conversion of Warrants once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

## **16. Undertaking:**

The Company hereby undertakes that:

- a. None of the Company, its Directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- b. The Company is eligible to make the Preferential Issue to the Proposed Allottee under Chapter V of the ICDR Regulations.
- c. The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations if it is required to do so.
- d. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottees.
- e. The Equity Shares held by the proposed allottees if any in the Company are in dematerialized form only.
- f. The allotment of warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations.
- g. The company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.

## **17. Certificate:**

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from Mr. Avinash Kumar, M/S. S A B & Company, a Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website at [www.gkconsultantsltd.com](http://www.gkconsultantsltd.com).

## **18. Report of Independent Registered Valuer:**

- 1) The price of the equity shares on conversion of warrants to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated Wednesday, 17<sup>th</sup> April 2024, issued by Mr. Ravi Ashok Kumar Jain, Independent Registered Valuer, IBBI Registration No. IBBI/RV/04/2019/12615 in accordance with Regulation 166A (1) of the SEBI ICDR Regulations 2018, ("Valuation Report").

The Valuation Report is also available for inspection by the members and the same may be accessed on the Company's website at [www.gkconsultantsltd.com](http://www.gkconsultantsltd.com).

**2) Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that maybe held them.**

Sr. No.	Name of the Proposed Allottee	PAN Number	Natural persons who are the ultimate beneficial owners	Pre-Issue Shareholding		No. of Equity shares to be allotted post exercise of Warrants.	Post Preferential issue Shareholding (Fully Diluted Capital)	
				No. of equity shares	%		No. of equity shares	%
1.	Mr. Rajan Gupta	AEEPG8794H	NA	100	0.0018	22,50,000	22,50,100	19.89
2.	Mr. Saurabh Jain	ACWPJ4788L	NA	0	0	7,50,000	7,50,000	6.63
3.	Mr. Anil Kumar Garg	AAEPG8985C	NA	0	0	7,50,000	7,50,000	6.63
4.	Mr. Puneet Mehta	ALRPM4786B	NA	0	0	5,00,000	5,00,000	4.42
5.	Mr. Nitin Sharma	AYQPS2736M	NA	0	0	5,00,000	5,00,000	4.42
6.	Sh. Dharmendra Kumar Mishra	FDUPM0640C	NA	0	0	5,00,000	5,00,000	4.42
7.	Ms. Purnima	AVAPP7131N	NA	0	0	2,50,000	2,50,000	2.21
8.	Mr. Nand Kishor Gupta	AROPK1918Q	NA	0	0	2,50,000	2,50,000	2.21
9.	Mr. Deepak Kumar Jain	ASKPJ7863N	NA	0	0	2,50,000	2,50,000	2.21
	<b>Total</b>			<b>100</b>	<b>0</b>	<b>60,00,000</b>	<b>60,00,100</b>	<b>53.04</b>

1. The details of natural persons are given only for the purpose to know natural persons. However, the aforesaid Proposed Allottee will be beneficially shareholder of the equity shares that may be allotted.
2. Pre issue shareholding of allottees is as on Wednesday, April 17, 2024.
3. Post Preferential Shareholding calculated assuming full conversion of warrants i.e 53.04% to be issued under the said issue and allotment of 60,00,000 equity shares under the present issue.
4. There shall not be any change in control consequent to the present preferential issue of equity shares and warrants. However, voting rights will change in tandem with the shareholding pattern.

## **19. Other Disclosures**

- a) During the period from April 01, 2023 until the date of Notice of this EGM, the Company has not made any preferential issue of Securities/Equity Shares.
- b) The Company does not have any outstanding dues towards SEBI, the Stock Exchange or the depositories.
- c.) Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares or specified securities etc., such further shares/specified securities shall be offered to the existing member(s) of the company in the manner laid down in the section unless the Members in general meeting decide otherwise by passing a Special Resolution. Therefore, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchange(s) for authorizing the Board to offer, issue and allot equity shares/specified securities as stated in the resolution, which would result in a further issuance of securities of the Company to the non-promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the Warrants to entities belonging to the Non-Promoter, is being sought by way of a "Special Resolution" as set out in the said Item No. 2 of the Notice. Provided that the aforesaid preferential issues would be within the Authorized Share Capital of the Company.

Mrs. Divya Malini Gupta, Managing Director and Mr. Rajan Gupta, Executive Director of the Company are concerned or interested to the extent of their shareholding and are the member of the promoter & promoter group.

None of the Directors and KMPs except those mentioned above are concerned or interested financially or otherwise in this resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item No. 2 in the accompanying notice for approval by the Members.

## **Item No. 3**

**Regularisation of Additional Director, Mr. Yash Saraswat (DIN:- 10539439) by appointing him as Independent Director of the Company**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

Mr. Yash Saraswat was appointed as an Additional Independent Director with effect from March 9, 2024 in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Extra-Ordinary General Meeting of the Company. The Board is of the view that the appointment of Mr. Yash Saraswat on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 3 for approval by the members of the Company. None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Yash Saraswat himself, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

#### **Item No. 4**

#### **Regularisation of Additional Director, Mr. Nitin Batri (DIN: - 02271294) by appointing him as Independent Director of the Company**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

Mr. Nitin Batri was appointed as an Additional Independent Director with effect from March 19, 2024 in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Extra-Ordinary General Meeting of the Company. The Board is of the view that the appointment of Mr. Nitin Batri on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 4 for approval by the members of the Company. None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Nitin Batri himself, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

#### **Item No. 5**

#### **Regularisation of Additional Director, Mr. Rajan Gupta (DIN:-00849668) by appointing him as Executive Director of the Company.**

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

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on Thursday, 18th April, 2024, approved the appointment of Mr. Rajan Gupta (DIN: 00849668) as Additional Director (Executive Director) and KMP of the Company for a period of three years, with effect from Thursday, 18<sup>th</sup> April, 2024, subject to approval of shareholders at the forthcoming Extra-Ordinary General Meeting.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Rajan Gupta, requires approval of the Members by way of ordinary resolution. The terms and conditions of

the re-appointment and remuneration payable to Mr. Rajan Gupta are provided in the resolution referred in Item No.5 respectively.

The Company has received from Mr. Rajan Gupta (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he/she is not disqualified in accordance with sub-section (2) of Section 164 of the Act. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member, proposing the candidature of Mr. Rajan Gupta for appointment.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his/her induction on the Board would be of immense benefit to the Company and it is desirable to avail his/her services as a Director to strengthen the management of the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 5 of the Notice above by way of Special resolution. Except Mr. Rajan Gupta none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

**By Order of the Board of Directors of  
G.K. Consultant Limited**

**Khushambi  
Company Secretary & Compliance Officer**

Membership No.: A71921

Date: 18<sup>th</sup> April 2024

Place: Delhi

**CIN: L74140DL1988PLC034109**

**Regd. Office: 302, G K House, 187A, Sant Nagar,**

**East of Kailash, New Delhi- 110065**

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