



G. K. CONSULTANTS LIMITED

PROJECT CONSULTANTS-CONCEPT TO COMMISSIONING

Website: gkconsultantsltd.com, CIN: L74140DL1988PLC34109

302, G. K. HOUSE, 187A, SANT NAGAR, EAST OF KAILASH,

NEW DELHI-110065. INDIA

PHONE : 26489299, 26489431 FAX : 011-26489299

E-mail : akg_gkcl@yahoo.co.in www.gkconsultantsltd.com

18.10.2016

To,
The Manager,
The Bombay Stock Exchange Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Subject: Submission of 28th Annual Report of G.K. Consultants Limited.

Respected Madam/Sir,

We are hereby forwarding the 28th Annual Report of G.K. Consultants Limited which is being approved and adopted in the annual general meeting held on 30.09.2016 at 301-302, G.K. House, 187A, Sant Nagar, East of Kailash, New Delhi-110065 as per the provisions of the Companies Act, 2013 and as per the requirements of Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement), 2015, relating to the year 2015-16 for your record.

Thanking you,

Yours faithfully,

FOR G.K. CONSULTANTS LIMITED

SHILPA VERMA
Company Secretary & Compliance Officer

Encl,s : As Above



28th ANNUAL REPORT 2015-16

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28th ANNUAL REPORT: 2015-16

BOARD OF DIRECTORS

CHAIRMAN

Mr. Piyush Prakash

MANAGING DIRECTOR

Mr. Vijay Kumar Sinha

EXECUTIVE DIRECTOR

Mr. Vijay Kumar Sinha

Mr. Anil Kumar Goel

Mr. Subodh Gupta

NON EXECUTIVE

Mr. Brij Mohan Sharma

Ms. Preety Tosh

Ms. Divya Malini Gupta

Mr. Piyush Prakash

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. Piyush Prakash Chairman

Ms. Preety Tosh Member

Mr. Subodh Gupta Member

RISK MANAGEMENT COMMITTEE

Mr. Piyush Prakash Chairperson

Ms. Preety Tosh Member

Mr. Vijay Kumar Sinha Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Piyush Prakash Chairman

Mr. Brij Mohan Sharma Member

Ms. Preety Tosh Member

STAKEHOLDER RELATIONSHIP COMMITTEE

Ms. Preety Tosh Chairperson

Mr. Subodh Gupta Member

Mr. Piyush Prakash Member

SHARE ALLOTMENT AND TRANSFER COMMITTEE

Mr. Anil Kumar Goel Chairman

Mr. Subodh Gupta Member

KEY MANAGERIAL PERSONNEL

Mr. Vijay Kumar Sinha Managing Director

Mr. Ashok Kumar Das Chief Financial Officer and Compliance Officer

Ms. Shilpa Verma Company Secretary and Compliance Officer



CORPORATE INFORMATION

CIN NO: L74140DL1988PLC034109

AUDITORS

STATUTORY AUDITORS

Umesh Amita & Co.
Chartered Accountants, (FRN. No. 007238C)
40-40A, Siddharth Enclave,
Mau Road, Khandari,
Agra – 282005, Uttar Pradesh
Tel: 0562-4000924, 4000923
Email Id: umeshamita@gmail.com

INTERNAL AUDITORS AGENTS

Ayesha Gupta & Co.
Chartered Accountants

16/114 Ladli Katra,
Shahganj, Agra – 282010
Tel: 0562-2212938
Email Id: caayeshagupta@gmail.com

SECRETARIAL AUDITORS

Anshul Singla & Associates,
Company Secretaries,
A-7, 1st Floor, East of Kailash,
New Delhi – 110065
Tel: 011-26844897
Email Id: csanshusingla@gmail.com

REGISTERED & CORPORATE OFFICE

302, G.K House, 187A, Sant Nagar
East of Kailash, New Delhi – 110065
Phone : 011- 26489431
Fax No: 011- 26489299
Email Id: akg_gkcl@yahoo.co.in
Website: www.gkconsultantsltd.com

REGISTRAR & SHARE TRANSFER

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99, Madangir,

New Delhi - 110 062
Tel.: 011-29961281-283
Fax.: 011-29961284
Email: beetalrta@gmail.com
website: www.beetalfinancial.com

PRINCIPAL BANKERS

ICICI Bank Ltd.
The Dhanlaxmi Bank Ltd.
HDFC Bank Limited
ING Vysya Bank



Notice

NOTICE is hereby given that the 28th ANNUAL GENERAL MEETING of the Members of G.K. Consultants Limited will be held at 09:30 A.M. on Friday, September 30, 2016 at 301-302, G. K. House, 187A, Sant Nagar, East of Kailash, New Delhi-110 065, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anil Kumar Goel (DIN: 01050857), who retires by rotation and being eligible, offer himself for re-appointment.
3. To ratify the appointment of M/s Umesh Amita & Co, Chartered Accountants, (Firm Registration No.007238C), the Statutory Auditors of the Company who were appointed for a term of 3 (three) consecutive years from the 26th Annual General Meeting (AGM) until the conclusion of 29th Annual General Meeting of the Company to audit the accounts for three consecutive financial years beginning on April 01, 2014 and ending on March 31, 2017 and to fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED that pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, the re-appointment of Mr. Vijay Kumar Sinha (DIN : 01089578) as Managing Director of the company for a period of five year w.e.f 08th January, 2016 without any remuneration as approved by the Nomination and Remuneration Committee of the Board and as made by the board of directors in meeting held on 30th December 2015, be and is hereby ratified and approved.

RESOLVED FURTHER that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the members be and is hereby accorded to charge from the member fee in advance fixed by the Board of Directors, not less than Rs. 5000/- (Rupees Five Thousand only) per document, at their meeting from time to time, pursuant to any



request made by the members for procurement and delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least two week in advance of the dispatch of document by the company.

RESOLVED FURTHER that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors

(Shilpa Verma)
Company Secretary

New Delhi
August 29, 2016

REGISTERED OFFICE:

302, G. K. House, 187A, Sant Nagar,
East of Kailash,
New Delhi-110 065

CIN: L74140DL1988PLC034109

Phone: 011- 26489431

Fax:011- 26489299

Email: akg_gkcl@yahoo.co.in

Website:www.gkconsultantsltd.com

**NOTES :**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote (on a poll only) instead of himself/ herself. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) % of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty eight) hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.
The Attendance Slip and a Proxy Form with clear instructions for filing, stamping, signing and/or depositing the Proxy Form forms part of the Notice.
3. Route map and details of prominent land mark of the venue of meeting is attached with Proxy form and Attendance Slip.
4. Details of Directors as required to be provided pursuant to sub-regulation (3) of Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the Notice. The Directors has furnished the requisite declaration for his appointment/re-appointment.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send **in advance** duly certified copy of the Board Resolution/ Letter of Authority /Power of Attorney authorizing their representative(s) to attend the meeting.
6. Pursuant to **Section 91** of the Act, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 24, 2016 to Friday, September 30, 2016 (both days inclusive) for annual closing.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address. The legal heirs, nominee or joint holders as the case may be are advised to notify the Company about the demise of any member as soon as possible.
8. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit nomination in Form SH-13.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
10. Electronic copy of the Annual Report for 2015-16 along with the Notice of the 28th Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent to all the members whose Email Ids are registered with the Registrar/ Depository Participants(s) with their consent for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their Email Ids,



physical copies of the Annual Report for the 2015-16 along with Notice of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent by other permissible modes.

11. **Inspection**

The Documents referred to in the Notice, Explanatory Statement and Annual Report for 2015-16 will be available for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) from 11:00 A.M. to 1:00 P.M. upto the date of the meeting.

Further the Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act, will also be available for inspection at the meeting.

A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, provided he has given to the Company a notice in writing of his intention to inspect not less than 3 (three) days' before the commencement of the meeting.

12. **Physical Records**

Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the members may also send requests to the Company's investor Email Id: akg_gkcl@yahoo.co.in

13. Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective DP for availing this facility.

14. **Cut off Date**

In terms of requirements of the Act, and the relevant Rules, Company has fixed Friday, September 23, 2016 as the 'Cut-off Date'. The remote e-voting / voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Friday, September 23, 2016 only.

A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only. Only members as on Cut-off Date, who have not exercised their voting rights through remote e-voting, shall be entitled to vote at the meeting.

15. **Remote e-voting**

i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (Listing Regulations), the Company is pleased to provide to its members a facility to exercise their right to vote on Resolutions proposed to be passed in the 28th Annual General Meeting ("AGM") by electronic means. The members may cast their vote(s) using an electronic voting system from a place other than the venue of the AGM ('remote e-voting').

ii. The facility for voting shall also be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM.



- iii. The members who have cast their vote by remote e-voting may attend the AGM but shall not be entitled to cast their vote again.
- iv. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facilities and for security and enabling the members to cast their vote in a secured manner.
- v. The Board of Directors of the Company has appointed Ms. Anshul Agarwal, Practicing Company Secretary, (Membership No ACS 25695 & CP No 9165), Proprietor M/s. Anshul Singla & Associates, Delhi as a Scrutinizer to scrutinize the voting process through remote e-voting and at the AGM in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the same purpose.
- vi. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Friday, September 23, 2016.
- vii. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. Friday, September 23, 2016 only shall be entitled to avail the facility of remote e-voting or at the AGM.
- vii **Voting through electronic means**

The instructions for e voting are as follows:

- i. The voting period begins on 9.00 A.M. (IST) Tuesday, September 27, 2016 and ends on Thursday, September 29, 2016 at 5.00 P.M. During this period shareholders’ of the Company, holding shares in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 23, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders .
- v. Now enter your User ID
 - a. For CDSL : 16 digit beneficiary ID,
 - b. For NDSL : 8 Character DP ID followed by 8 Digit Client ID,
 - c. Members holding shares in Physical form should enter Folio Number registered with the Company.
- vi. Next enter the image verification as displayed and click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

For Members holding shares in Demat form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN is issued by Income tax Department.
	Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on address label.
	In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.



DOB	Enter the Date of Birth as recorded in the company records for the folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in the company records for the said folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the company please enter the folio number in the Dividend Bank details field as mentioned in instruction (iii).

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Members holding shares in physical form will then directly reach the company selection Screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opt for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting in the resolutions contained in this Notice.
- xii. Click on the EVSN for G.K. Consultants Limited to vote.
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii. If Demat Account holder forgotten the changed password then enter the User ID and the image verification code and click on forgot password & enter the details as prompted by the system.
- xix. **Note for Non – Individual Shareholders and Custodians**
 Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 A scanned copy of the Registration Form bearing the stamp and sign of the entity should be mail to helpdesk.evoting@cdslindia.com.
 After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.



- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. Any Person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut off date i.e. September 23, 2016 may follow the same instructions as mentioned above for e-voting.
- xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an mail to helpdesk.evoting@cdslindia.com or mail to the Compliance Officer at the e-mail id mentioned below akg_gkcl@yahoo.co.in.
- ix. Members can cast their vote online during the following voting period.
Commencement of remote e-voting:
From 09.00 A.M. (IST) Tuesday, September 27, 2016
End of remote e-voting :
Upto at 05.00 P.M. (IST) Thursday, September 29, 2016
Remote e-voting will not be allowed beyond the aforesaid date and time. During the remote e-voting period, shareholders of the Company holding shares as on the record date may cast their vote electronically.
- x. Ms. Anshul Agarwal, Company Secretary, Proprietor of M/s. Anshul Singla & Associates, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- xi. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two(2) witnesses not in the employment of the Company and submit not later than three days of conclusion of the meeting, a Scrutinizer’s Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or such other officer authorized by the Chairman.
- xii. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
- xiii. The results on resolution shall be declared within 3 days of the conclusion of the AGM and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution.
- xiv. The result of voting along with the Scrutinizer’s Report thereon would be available on the website of the Company www.gkclconsultantsltd.com immediately after the declaration of the results and would also be communicated simultaneously to the Stock Exchange.



Statement Annexed to the Notice in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013 (“Act”)**ITEM NO. 4**

Mr. Vijay Kumar Sinha, whose tenure as Managing Director the Company completed on 8th January 2016, has attained the age of 70 years and hence re-appointment as Managing Director in the Company requires the approval of members by way of a special resolution. Section 196(3) of the Companies Act, 2013 inter alia, provide that no Company shall appoint any person as managing director who has attained the age of seventy year unless it is approved by the members by passing a special resolution. Keeping in view that Mr. Vijay Kumar Sinha has experience of marketing, legal issue, planning and social welfare and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Vijay Kumar Sinha as Managing Director.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on December 30, 2015 approving re-appointment of Mr. Vijay Kumar Sinha, as Managing Director of the Company for a period of five years with effect from January 8, 2016 to January 7, 2021 subject to the approval of the shareholders at this Annual General Meeting. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. Vijay Kumar Sinha, The Board of Directors recommends the resolution in relation to the re-appointment of Managing Director, for the approval of the shareholders of the Company. Notice has been received from member signifying their intention to propose appointment of Mr. Vijay Kumar Sinha as Managing Director of the Company along with a deposit of 1,00,000 (Rupees One lakh Only).

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution.

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

ITEM NO. 5

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

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution.



The Board recommends the Special Resolution as set out in Item No. 5 for approval of the Members.

By order of the Board of Directors

Shilpa Verma
Company Secretary

New Delhi
August 29, 2016

REGISTERED OFFICE:

302, G. K. House, 187A, Sant Nagar,
East of Kailash,
New Delhi-110 065

CIN: L74140DL1988PLC034109

Phone: 011- 26489431

Fax:011- 26489299

Email: akg_gkcl@yahoo.co.in

Website:www.gkconsultantsltd.com



DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED SUB-REGULATION (3) OF REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (“SS-2”), ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND APPROVED BY THE CENTRAL GOVERNMENT:

Details of the Director seeking re-appointment and appointment under item 2, 4 of the Notice in Annual General Meeting fixed on September 30, 2016

Name of the Director	Mr. Anil Kumar Goel	Mr. Vijay Kumar Sinha
Age	74 years	71 years
DIN	01050857	01089578
Date of Appointment	09.08.1995	08.01.2016
Expertise in specific functional area	Having extensive Professional & Technical experience of about 49 years in Civil Engineering Works, Personnel Management, Legal & Finance. Having in-depth knowledge of stock market dealings and fluctuations.	Having valuable experience of marketing, legal issues, planning and Social Welfare. He is a Commerce graduate with Masters in Sales & Marketing (California, USA). He is associated with NGOs and also publishing a News Paper.
Qualification	Bachelor of Arts	Bachelor of Commerce, MSM (USA)
List of outside Directorship held	1) Divas Construction Co. Pvt. Limited 2) Pryas Research and Health Care Centre	Nil
Chairman/Member of the Committee of the Board of Directors of the Company	Member of : 1) Share Allotment and Transfer Committee.	Nil
Shareholding in GK Consultants Ltd	30000 equity shares (0.56% shareholding)	Nil

For other details such as number of meetings of the board attended during the year and relationship with other directors and key managerial personnel in respect of Mr. Anil Kumar Goel and Mr. Vijay Kumar Sinha , please refer to the Corporate Governance Report.



Annexure-A

Details of Directorships, Committee Membership's and Chairmanship's of Director's of G.K. Consultants Ltd.

S. No	Name of Director DIN	Status	Type of Company	Directorship held	Committee	
					Member-ship	Chairman-ship
1.	Mr. Vijay Kumar Sinha 01089578	MD	-	-	-	-
2.	Mr. Anil Kumar Goel 01050857	D	P	Divas Construction Company Private Limited	-	-
			Sec 8	Pryas Research and Health Care Centre	-	-
3.	Mr. Subodh Gupta 00006243	D	P	Seeroo Foods Private Limited	-	-
			P	G K Resorts Private Limited	-	-
			P	Divas Construction Company Private Limited	-	-
			P	Fornax Buildwell Private Limited	-	-
			P	Starmark Recreation Private Limited	-	-
4.	Mr. Brij Mohan Sharma 01070086	NEID	-	-	-	-
5.	Ms. Divya Malini Gupta 00006225	NENID	P	G K Resorts Private Limited	-	-
			P	Divas Construction Company Private Limited	-	-
			P	Roots Publishers Private Limited	-	-
			Sec 8	Pryas Research And Health Care Centre	-	-
			P	Divyabodh Bhoomi Buildwell Private Limited	-	-
			P	Seeroo Foods Private Limited	-	-
			P	Bonjour Conserve Private Limited	-	-
			P	Antilia Heights Private Limited	-	-
6.	Mr. Piyush Prakash 02014796	C	-	-	-	-
		NEID	-	-	-	-
7.	Ms. Preety Tosh 06961738	NEID	-	-	-	-

Note : Details as on April 1, 2016

C - Chairman

D - Director

MD - Managing Director

NEID - Non-Executive & Independent Director

NENID – Non- Executive & Non Independent Director

L - Listed Company

UL - Unlisted Company

P - Private Limited Company

Sec 8 - Not for profit Company



BOARD'S REPORT

Dear Members,

The Board of your Company is delighted in presenting its 28th Report. The Report is being presented along with the Audited Financial Statements for the Financial Year ended March 31, 2016.

Financial Highlights (Standalone)

Particulars	For the year ended	
	March 31, 2016	March 31, 2015
Total Revenue from Operations	296,494,129.67	289,716,408.49
Total Expenses	293,451,752.36	286,975,225.25
Profit Before Tax	3,043,377.31	2,741,183.24
Provisions for Taxes	903023.94	833964.00
Profit After Tax	2,139,353.37	1,907,219.54
Opening Surplus in Statement of P&L	7,217,714.56	5,334,252.20
Closing Surplus in Statement of P&L	9,336,794.02	7,217,714.56
Earnings Per Share (Re.)	0.40	0.36

NBFC Registration

Your Company is a Non Banking Financial Company registered with RBI vide Certificate of Registration No. B- 14 – 00143 dated 12.09.2001. The Company is regular in making compliances of various rules and regulations made by RBI for NBFCs.

Company's Performance

During the Financial Year (FY) Net Revenue from operations of your Company increased by 2.32%, from Rs. 2,897 lacs in FY 2014-15 to Rs. 2,964 lacs in FY 2015-16. Profit before tax (PBT) has shown a significant increase of 11% from Rs. 27 lacs in FY 2014-15 to Rs. 30 lacs in FY 2015-16. Your Company's Profit after tax (PAT) has also increased by 12.5% from Rs. 8 lacs in FY 2014-15 to Rs. 9 lacs in FY 2015-16 under review.

A detailed discussion on the business performance and future outlook has been given in 'Management Discussion and Analysis' (MDA).

Consolidated Financial Statement

In accordance with the Act and Accounting Standard (AS) - 21 on Consolidated Financial Statements read with AS - 23 on Accounting for Investments in Associates, the audited Consolidated Financial Statements are not applicable to your Company hence no information is being provided.

Change in nature of Business

During the year under review, there was no change in the nature of Business.

Performance of Subsidiary, Associate and Joint Venture Companies

Your Company do not have any Subsidiaries, Joint Venture and Associates Companies. Accordingly, No information is provided in respect of changes therein.



Material Subsidiaries

The Board of your Company in its meeting approved the policy for determining Material Subsidiaries. At present the Company does not have any subsidiary including Material Subsidiary.

The Policy on Material Subsidiary has been displayed at the website of the Company, www.gkconsultantsltd.com, under the heading “Investor”.

Directors

Board Composition and Independent Directors

The Board consists of the Non-Executive Chairman, 3 Executive directors, 1 Non executive and 3 Independent & Non-Executive directors. Independent directors are appointed for a term of five years and are not liable to retire by rotation.

Retirement of Rotation

Pursuant to Section 152 of the Companies Act, 2013, Mr. Anil Kumar Goel (DIN: 01050857), Directors retires by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment.

Key Managerial Personnel

Pursuant to the provisions of Section 203 of the companies Act, 2013, the Key Managerial Personnel of the Company is

Mr. Vijay Kumar Sinha	Managing Director
Ms. CS Shilpa Verma	Company Secretary
Mr. Ashok Kumar Das	Chief Financial Officer

Declaration of Independence u/s 149(6)

The Board has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and in the opinion of the Board they fulfill the conditions specified in the Act and the Rules made thereunder and are Independent of the management.

Board Meetings

During FY 2015-16, the Board met 15 (Fifteen) times on April 10, 2015; May 12, 2015; May 20, 2015; July 14, 2015; August 1, 2015; August 28, 2015; September 14, 2015; October 5, 2015; October 14, 2015; November 9, 2015; December 30, 2015; January 14, 2016; January 28, 2016; February 6, 2016; and March 31, 2016.

For details, please Refer Report on Corporate Governance on Page No 26 of the Financial Year 2015-16.

Annual Evaluation - Board and its Committees

The Nomination and Remuneration (“NR”) Committee has laid down proper criteria and procedure to evaluate and scrutinize performance of the Chairman, each Director (including Executive, Non-Executive and Independent Directors), of the Board as a whole and its Committee.



As per laid down procedure, the Independent Directors held a separate meeting to review the performance of the Chairman of the Company after taking into account the views of Executive and Non-Executive Directors. The Independent Directors also reviewed performance of every Executive and Non-Executive Director of the Board. The performance evaluation of each Independent Director was done by the entire Board (except the Independent Directors being evaluated).

The performance of each committee has been evaluated by its members and found to be highly satisfactory.

On the basis of this exercise, the NR Committee and the Board, after recognising the important contribution being made by each Independent Director has decided that all Independent Directors should continue to be on the Board.

Remuneration Policy

Your Company has set up a Nomination and Remuneration ('NR') Committee pursuant to Section 178 of the Act which has formulated a Policy for Directors' Appointment and remuneration for Directors, KMP and other employees. They have also developed the criteria for determining qualifications, positive attributes and Independence of a Director including making Payments to Non-Executive Directors, if any.

Pursuant to the provisions of Section 197(12) of the Act read with Rules made thereof, Remuneration details of the Employees, KMPs and Directors along with the details of the Ratio of the Remuneration of each Director to the Median Employee's Remuneration forms Part of the Report and are attached as **Annexure – I**.

Directors' Responsibility Statement

Your Directors make the following statement in terms of Section 134(3)(c) & (5) of the Act, which is to the best of their knowledge and belief and according to the information and explanations obtained by them:

- a. that in the preparation of the Annual Accounts for the Financial Year ended March 31, 2016, the applicable Accounting Standards have been followed along with proper explanation relating to Material Departures;
- b. that Appropriate Accounting Policies have been Selected and applied consistently and Judgments and Estimates that are reasonable and Prudent have been made so as to give a true and fair view of the State of Affairs as at March 31, 2016 and of the Profit of your Company for the Financial Year ended March 31, 2016;
- c. that Proper and Sufficient care has been taken for the Maintenance of adequate accounting Records in accordance with the Provisions of the Act, for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- d. that the Annual Accounts for the Financial Year ended March 31, 2016 have been prepared on a going concern basis;
- e. that the Directors have laid down Internal Financial Controls which were followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f. that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.



Corporate Governance

At G.K. Consultants, it is our firm belief that the essence of Corporate Governance lies in the phrase 'Your Company'. It is 'Your' Company because it belongs to you – the shareholders. The Chairman and Directors are 'Your' fiduciaries and trustees. Their objective is to take the business forward in such a way that it maximises 'Your' long-term value.

The Company believes that the Code of Corporate Governance is an excellent tool to secure the Corporate Excellence in the country. Hence the company is in full Compliance with the Norms and disclosures that have to be made on Corporate Governance as per the Requirements of Schedule V(C) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (LODR).

The Board has also evolved and adopted a Code of Conduct based on the principles of Good Corporate Governance and best management practices being followed. The Code is available on the website of your Company www.gkconsultantsltd.com. A Report on Corporate Governance along with the Auditors' Certificate on its compliance is annexed hereto as **Annexure - II**.

Management Discussion and Analysis Report

A detailed chapter on 'Management Discussion and Analysis' (MDA), pursuant to Regulation 34 and Schedule V(E) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, is annexed hereto as **Annexure – III** and forms part of this Annual Report.

Transfer to General Reserve

As the entire profit has been transferred to the Statement of Profit and Loss, accordingly no sum is being transferred to the General Reserve of the Company for the Financial Year under review.

Contingent Provision on Standard Assets

Your company has created a general provision of Rs. 126872.70 at 0.30% of the outstanding standard assets as per notification no. RBI/2010-11/370 dated 17th January 2011 issued by RBI for all NBFCs.

Dividend

To conserve funds for undertaking future activities, your Board has decided to not to recommend any Dividend for the Financial Year under review.

Transfer to Investor Education and Protection Fund (IEPF)

During the year under review, as there was no amount due to transfer in IEPF, accordingly no amount has been transferred to IEPF.

Deposits

During the year under review, the Company did not accept any deposit from public accordingly no information is required to be appended to this Report in terms of Non Banking Financial Companies (Reserve Bank) Directions, 1977.

Material Changes and Commitments

No material changes and commitments affecting the financial position of your Company have occurred between April 1, 2016 and the date of signing of this Report. ‘



Loans, Guarantees and Investments

Details of Loans and Investments covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

However during the FY 2015-16 your Company has not provided any guarantee pursuant to provisions of Section 186 of the Act.

Related Party Transactions

All related party transactions pursuant to Section 188(1) of the Act that were entered into during the Financial Year were on an arm's length basis and in the ordinary course of business. There were no materially significant related party transactions made by your Company with its Promoters, Directors, Key Managerial Personnels or other designated persons which might have a potential conflict with the interest of the Company at large.

As there was no matter requiring approval of the Board, therefore no detail required to be provided in Form AOC-2. Your Company has developed Standard Operating Procedures for the purpose of identification of Related Party Transactions and monitoring on a regular basis. Related party transactions, if any were disclosed to the Board on a regular basis as per AS- 18.

The policy on Related Party Transactions as approved by the Board has been displayed at the website of the Company, www.gkconsultantsltd.com, under the heading "Investor".

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company except as already disclosed in the audited Financial Statements as per AS-18.

Vigil Mechanism/ Whistle Blower Policy

Your Company has in place a well formulated Vigil Mechanism/ Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. The Policy enables the Employees, Directors and other stakeholders to raise their concern. There was no incident when the access to the Audit Committee was denied to any employees with respect to Vigil Mechanism.

The Vigil Mechanism/ Whistle Blower Policy has been displayed at the website of the Company, www.gkconsultantsltd.com, under the heading "Investor".

Audit Committee

The Audit Committee of your Company comprises of the following Directors:

- | | | |
|-----------------------|---|----------|
| 1. Mr. Piyush Prakash | - | Chairman |
| 2. Mr. Subodh Gupta | - | Member |
| 3. Ms. Preety Tosh | - | Member |

The details of Audit Committee and its terms of reference etc. have been given in the Corporate Governance Report annexed to this Report.

During the Year under review there was no such recommendation of the Audit Committee which was not accepted by the Board.

Statutory Auditors

M/s. Umesh Amita & Co, Chartered Accountants, (FRN 007238C), Agra, were appointed as



Statutory Auditors of the Company for a period of term of 3 (three) years from the conclusion of the 26th Annual General Meeting (AGM) of the Company till the conclusion of the 29th Annual General Meeting to be held in the year 2017 and in view of the provisions of the Companies Act 2013 and the rules framed thereafter, 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. The Board recommends the ratification of their appointment.

Secretarial Audit

Pursuant to the Provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed M/s. Anshul Singla & Associates, (CP No 9165, ACS: 25695) a sole Proprietor of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2016.

The Secretarial Audit Report for the Financial Year ended March 31, 2016 is annexed herewith as **Annexure - IV**.

Auditors' Report and Secretarial Auditors' Report

The observations of Auditors in their Report, read with the relevant notes to accounts are self-explanatory and therefore do not require further explanation pursuant to Section 134(3)(f)(i).

The Secretarial Audit Report for FY 2015-16 also does not bear any adverse comments or observations that require any explanation pursuant to Section 134(3)(f)(ii).

Internal Control Systems

Your Company has a proper and adequate system of internal controls. This ensures that all assets are safeguarded and protected against loss from unauthorised use or disposition and those transactions are authorised, recorded and reported correctly.

An extensive programme of internal audits and management reviews supplements the process of internal control. Properly documented policies, guidelines and procedures are laid down for this purpose. The Internal Control System has been designed to ensure that the financial and other records are reliable for preparing financial and other statements and for maintaining accountability of assets.

To strengthen the internal control system in providing finance to parties, your Company has got itself registered with CIBIL.

Your Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

Insider Trading Code

In compliance with the SEBI regulation on prevention of insider trading, your Company had instituted a Comprehensive Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders. The said Code has laid down guidelines, which advised them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioned them on consequences of non-compliances.



Further your Company has put in place a Code of Practices and Procedures of Fair Disclosures of Unpublished Price Sensitive Information. Both the aforesaid Codes are in lines with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Business Responsibility Report

Your Company is not required to prepare any Business Responsibility Report (BRR), hence the same is not provided along with this Report.

Listing

The shares of your Company are presently listed on Bombay Stock Exchange Limited (BSE), Ahmedabad Stock Exchange (ASE) and Calcutta Stock Exchange Limited (CSE) except the Delhi Stock Exchange Limited (DSE) due to withdrawal of recognition granted by SEBI to DSE. The Company confirms that it has paid the Annual Listing Fees of Stock Exchange except ASE, CSE for the year 2016-17 as they have not sent the invoices of Annual Listing fee.

Personnel

Your Directors place on record their appreciation for the significant contribution made by all employees, who through their competence, dedication, hard work, co-operation and support have enabled the Company to perform on a continual basis.

Particulars of Employees

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable to the Company because no employee is drawing salary more than the limit of Rs 60 lacs as prescribed in the said Rule.

Extract of Annual Return

The details forming part of the extract of the Annual Return pursuant to Sections 92(2) and 134(3)(a) of the Act and Rules made thereof in form MGT 9 is annexed herewith as **Annexure - V**.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo, is as under:

A. Conservation of Energy

The Company uses energy for its office equipment such as computers, lighting and utilities at its work premises. As an ongoing process the following measures are undertaken to conserve energy:

- a) Implementation of viable energy saving proposals.
- b) Awareness and training sessions, at regular intervals, to concerned operational personnel on opportunities of energy conservation and their benefits.

B. Technology Absorption

Your Company, being an **Investment Company** and engaged in financing business, does not have any activity relating to technology absorption and export of materials, goods or services.

C. Foreign Exchange Earnings and Outgo

During the Financial year under consideration, there are no Earnings and Outgo of Foreign Exchange.

**Statutory Disclosures**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise;
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme;
3. The Managing Director of the Company has not received any remuneration or commission from any of its subsidiaries, as the company does not have any subsidiary; and
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (SHWWA) Your Directors, further state that during the year under review, there were no cases filed, pursuant to the SHWWA and Rules made thereof

Acknowledgement

It is our strong belief that caring for our business constituents has ensured our success in the past and will do so in future. Your Directors acknowledge with sincere gratitude the co-operation and assistance extended by the Government authorities, Banks and Vendors.

The Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued shareholders.

For and on behalf of the Board

Vijay Kumar Sinha
Managing Director
DIN: 01089578

Piyush Prakash
Chairman
DIN: 02014796

New Delhi
May 24, 2016



Annexure I

Detail pertaining to remuneration as required under Section 197(12) of the Companies Act 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014:

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary or Manager, if any, in the Financial Year;

Sl. No.	Name of Directors/ KMP and Designation	Remuneration of Director/KMP for Financial Year 2015-16	% increase in Remuneration in Financial year 2015-16	Ratio of the remuneration to the median employee's remuneration	Comparison of the Remuneration of KMP against the performance of the Company
Executive Directors					
1	Mr. Vijay Kumar Sinha Managing Director	No remuneration drawn	N.A.	N.A.	
2.	Mr. Anil Kumar Goel				
3.	Mr. Subodh Gupta				
Non-Executive and Independent Directors					
4.	Mr. Brij Mohan Sharma	No remuneration drawn	N.A.	N.A.	
5.	Mr. Piyush Prakash				
6.	Ms. Preety Tosh				
Non-Executive and Non-Independent Directors					
7.	Mrs. Divya Malini Gupta				
Employees and KMP					
8.	Mr. Ashok Kumar Das CFO	480000	6.67%	N.A.	Company's overall turnover was up by 2.32%. PBT was up by 11%, and PAT was up by 12.5%. The compensation for the KMP being officials of the Company are also guided by the external competitiveness.
9.	Ms. Shilpa Verma Company Secretary	300000	2.41%	N.A.	

- (ii) The median remuneration of employees of the Company during the financial year was Rs. 2.92 lacs.
- (iii) Median salary of employees in current year has increased by 5.26% in comparison to the previous year.



- (iv) The number of permanent employees on the rolls of company as on March 31, 2016 was 9 (Nine) nos. (previous year 9 (Nine) nos.).
- (v) The relationship between average increase in remuneration and company performance:-
Company's overall turnover was up by 2.32 %. PBT was up by 11%, and PAT was up by 12.5%. Overall median increase in salary of employees is reasonable and in line with Company performance, considering the market inflation also.
- (vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company:

Key Managerial Personnel remuneration is partly fixed and partly variable linked with market conditions comprising market trend. Variable salary element is linked with individual and company performance in the relevant Financial Year.

- (vii) (a) Variations in the market capitalisation of the company: The Market capitalisation as on March 31, 2016 was Rs.1110.17 lacs (March 31, 2015 was Rs. 1,357.16 lacs).
(b) Price Earnings Ratio of the Company was 50.25 (times) as at March 31, 2016 and 70.97 (times) as at March 31, 2015.
- (viii) Average percentage increase made in the salary of employees other than the managerial personnel Year i.e. 2015-16 was 2.73 %.

The compensation for the Key Managerial Personnel, Senior Management and employees (staff) of the Company is guided by the external competitiveness. Internally, performance ratings of all employees (staff) are always spread across a normal distribution curve. The rating obtained by an employee is used as an input to determine his variable and merit pay increases. Variable and Merit pay increases are calculated using a combination of individual performance and Company performance. Compensation is determined based on identified skill sets critical to success of the company. It is determined as per management's review of market demand and supply.

- (ix) The key parameters for any variable component of remuneration availed by the Directors are considered by the Board of Directors based on the recommendations of Nomination & Remuneration committee as per the Remuneration policy for Directors, Key Managerial Personnels and other Employees.
- (x) The ratio of the remuneration of the highest paid Director to that of the employees who are not directors but receive remuneration in excess of the highest paid Director during the Financial Year:-
The Directors are not drawing any salary during the financial year.
- (xi) It is hereby affirmed that Remuneration to Key Managerial Personnel and Employees of the Company are in line with the Remuneration Policy of the Company.



Annexure II**CORPORATE GOVERNANCE REPORT**

(As required by Regulation 27(2) of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015
(The Corporate Governance Report is for the Year under review i.e. from 1st April 2015 to
31st March 2016)

PHILOSOPHY ON ‘CODE OF CORPORATE GOVERNANCE’

The company believes in adopting best practices in the area of Corporate Governance and follows the principles of full transparency and accountability by providing information on various issues concerning the Company’s business and financial performance to its shareholders.

Corporate Governance as understood by the company and its management means following up best & prudent business practices, adherence to utmost transparency, disclosures and fairness in the business operations and fairness in the business operations and to ensure fair play. The best business practices convey that the company should not operate within the regulatory framework but it should operate with ethics also. Our workforce is committed towards the protection of the interest of the stakeholders. Our policies consistently undergo improvements keeping in mind our goal of maximization of value of all the stakeholders.

The goal is achieved through:

- Infusion of best expertise in the Board;
- Consistent monitoring and improvement of the human and physical resources;
- Regular efforts to reduce overhead costs and to increase income;
- Introducing regular checks and audits and continuous improvement in already well-defined system and procedures;
- Upgrading available infrastructure on regular basis;
- Board/Committee meetings at short intervals to keep the Board informed of the recent happenings;
- Regular and continuous interaction with work force of the company.

The Company believes that the Code of Corporate Governance is an excellent tool to secure the corporate excellence in the Country. Hence the Company is in full Compliance with the Norms and Disclosures that have to be made on Corporate Governance as per the requirements of Clause 49 of the Listing Agreement for the period 1st April, 2015 and 30th November, 2015 and as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) for the period 1st December, 2015 to 31st March, 2016.

This Section, along with the section on ‘Management Discussion and Analysis’ and ‘General Shareholders’ Information’, constitute the Company’s compliance Schedule V(C) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (LODR).

BOARD OF DIRECTORS

The Company has put in place an internal governance structure with defined roles and responsibilities of every constituent of the system. The Company’s shareholders appoint the Board of Directors (‘Board’), which in turn governs the Company.



The Board of Directors (“the Board”) is responsible for and committed to sound principal of Corporate Governance in the Company. The Board Play a crucial role in overseeing how the management serves the short and long term interest of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board.

Board Composition and Category of Directors

As on March 31, 2016, the Company’s Board comprised of 7 (Seven) Directors. The Chairman of the Board is a non-executive director. The Company has an optimum combination of executive and non-executive directors in accordance with the provisions of applicable regulations of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. The Board has three executive directors and four non-executive directors of whom three are independent directors. All Independent directors are persons of eminence and bring a wide range of expertise and experience to the board thereby ensuring the best interest of stakeholders and the Company.

Details of the composition of the Board as on March 31, 2016 is given in **Table 1**.

Table 1 : Composition of the Board of Directors as on 31st March, 2016

Category	Name of Directors
Executive Director	Mr. Vijay Kumar Sinha
	Mr. Anil Kumar Goel
	Mr. Subodh Gupta
Non Executive Director	Mr. Brij Mohan Sharma
	Mr. Piyush Prakash
	Ms. Preety Tosh
	Ms. Divya Malini Gupta

Table 2 : Details about Company’s Board / Attendance Record During Financial Year 2015-16

Name of Director	No of Meetings		Attendance at last AGM held on September 30, 2015	No. of outside Directorships Held (Including Private Companies, Section 25 Companies) #	No. of Committee Chairmanships held	No. of Committee Memberships (including Chairmanships held
	Held	Attended				
Promoter Director						
Mr. Subodh Gupta	15	15	Yes	5	None	3
Mr. Anil Kumar Goel	15	15	Yes	2	1	1
Executive Director						
Mr. Vijay Kumar Sinha	15	15	Yes	-	None	-
Non-Executive and Independent Director						
Mr. Brij Mohan Sharma	15	15	Yes	-	None	1
Mr. Piyush Prakash	15	15	Yes	-	3	4
Ms. Preety Tosh	15	15	Yes	-	1	4
Non-Executive and Independent Director						
Ms. Divya Malini Gupta	15	15	Yes	9	None	None

Directorship Details are as of April 1, 2016



The Board of Director has changed the designation of Ms. Divya Malini Gupta from Executive Director to Non- Executive Director of the Company w.e.f September 30, 2015

Mr. Anil Kumar Goel is the father and Mr. Subodh Gupta is the husband of Ms. Divya Malini Gupta.

Apart from these Directors, none of the other Director is related to each other in pursuance to the provisions of Section 2(77) of the Companies Act, 2013 and Rule 4 of the Companies (Specification of Definitions Details) Rule 2014.

2 (Two) Directors namely Mr. Anil Kumar Goel, Mr. Subodh Gupta (Executive Directors) belongs to the promoter Group. Apart from these, the rest of the Board comprises of Executive/Non- Executive and Independent Directors.

Notes:

- (a) None of the directors of the Company holds office of director at any one point of time in more than 10 (ten) public Companies. Further, none of the directors of the company is a member in more than 10 (ten) committees or is a chairman of more than 5(five) committees across all the companies in which he is a director
- (b) None of the Directors is serving as an independent director in more than three listed companies.

Number of Board Meetings held during the financial year 2015-2016

During FY 2015-16, the Board met 15 (Fifteen) times on:

Quarter 1

April 10, 2015, May 12, 2015 and May 20, 2015;

Quarter 2

July 14, 2015, August 1, 2015, August 28, 2015 and September 14, 2015;

Quarter 3

October 5, 2015, October 14, 2015, November 9, 2015, and December 30, 2015;

Quarter 4

January 14, 2016, January 28, 2016, February 6, 2016 and March 31, 2016.

The period between any two consecutive meetings of the Board was not more than 4 (four) months

Shareholding of Non-Executive and Independent Director as on March 31, 2016

Name of the Director	Category	No. of shares held	Beneficiary
Mr. Piyush Prakash	Non-Executive and Independent Director	200 (0.00%)	Self

Independent Director

Pursuant to Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of **G.K. Consultants Ltd:**

- ✓ all are people of integrity and possesses relevant expertise and experience;
- ✓ are not a promoter of the Company or its holding, subsidiary or associate Company;



- ✓ are not related to promoters or Directors of the Company, its holding, subsidiary or associate company;
- ✓ apart from receiving Director's remuneration, has no pecuniary relationship with the Company, its holding, subsidiary or associate company, or their Promoters, or Directors, during the 2(two) immediately preceding Financial Years or during the current Financial Year;
- ✓ neither the Independent Directors nor any of their relatives has pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their Promoters or Directors, amounting to 2 (two) per cent, or more of its gross turnover or total income or 50 (fifty) lakh rupees or such higher amount as may be prescribed, whichever is lower, during the 2 (two) immediately preceding Financial Years or during the current Financial Year;
- ✓ neither Independent Directors nor any of his relatives –
 - i) holds or has held the position of a Key Managerial Personnel {as per Section 2(51) of the Act} or is or has been employee of the Company or its holding, subsidiary or associate Company in any of the immediately preceding three financial years or in the current financial year;
 - ii) is or has been an employee or proprietor or a partner, in any of the immediately preceding 3 (three) financial year of-
 - a firm of Auditors or Company Secretaries in Practice or Cost Auditors of the Company or its holding, subsidiary or associate Company; or
 - any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate Company amounting to 10 (ten) per cent or more of the gross turnover of such firm;
 - iii) holds 2 (two) per cent or more of the total voting power of the Company; or
 - iv) is a Chief Executive or Director, by whatever name called, of any Non-Profit Organisation that receives 25 (twenty-five) per cent or more of its receipts from the Company, any of its Promoters, Directors or its holding, subsidiary or associate Company or that holds 2(two) per cent or more of the total voting power of the Company;
 - v) is a material supplier, service provider or customer or a lessor or lessee of the Company;
- ✓ who is less than 21 (twenty one) years of age.

No Non-Executive and Independent Director of the Company served as an Independent Director in more than 7 (seven) Listed Companies. Further, none of the Non-Executive and Independent Director of the Company who is a Whole-Time Director in any Listed Company served as an Independent Director in more than 3 (three) listed companies.



Meeting of Independent Directors

The Independent Directors of the Company meet at least once in a year without the presence of the Executive Directors and other officials of the Company. During the FY 2015-16, 1 (one) meeting of the Independent Directors of the Company was held on March 31, 2016. The meeting was attended by all the Independent Directors.

The agenda of the meeting inter-alia includes:

- a. Review the performance of Non- Independent Directors and the Board as a whole;
- b. Review the performance of the Chairman of the Company taking into account the views of Executive Directors and Non-Executive Directors;
- c. Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties; and
- d. Discuss matters pertaining to the Company's affairs.

Familiarisation programme for Board

During FY 2015-16, the Board including all Independent Directors were explained about their roles, rights and responsibilities in the Company, through detailed presentations on the changes in backdrop of the Companies Act, 2013 ("Act") and Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The presentations/ deliberations were carried out through internal resources.

The Board including all Independent Directors was provided with relevant documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices from time-to-time, besides regular briefing by members of the Management Team.

The Familiarisation programme for Independent Directors has been displayed at the website of the Company, www.gkconsultantsltd.com, under the heading "Investor".

AUDIT COMMITTEE

The Audit Committee's composition meets with requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Members of the Audit Committee possess Financial/ Accounting expertise/ exposure. The primary role/objective of the Audit Committee is to review the Financial Statements of the Company, oversight of Companies financial process, review of related party transaction, strengthen Internal Controls & look into all transactions that have monetary implications on the functioning of the Company.

As on March 31, 2016, the Audit Committee comprised of 2 (Two) Non-Executive and Independent Directors in accordance with the prescribed guidelines.

Mr. Piyush Prakash is the Chairman of the Committee. The other members are Ms. Preety Tosh and Mr. Subodh Gupta. The members of the Audit Committee had adequate knowledge in the field of finance, accounting, management and law. The power and role of the Audit Committee is in accordance with the provision of Regulation 18 and Part C of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.



The CFO, Statutory Auditors and Secretarial Auditors attend the meetings of the Audit Committee on the invitation of the Chairman. Ms. Shilpa Verma, Company Secretary acts as the Secretary of the Committee.

During the year, 4 (four) meetings of the Audit Committee were held on Wednesday, May 20, 2015; Thursday July 30, 2015; Friday, November 6, 2015; and Thursday, January 28, 2016 in due compliance with the stipulated provisions.

The details of the Audit Committee are given in Table 3.

Table 3: Details of Audit Committee

Name of the Committee member	Position held	No. of meetings held during FY 2015-16	No. of meetings attended
Mr. Piyush Prakash	Chairman	4	4
Mr. Subodh Gupta	Member	4	4
Ms. Preety Tosh	Member	4	4

Nomination and Remuneration ('NR') Committee

The Nomination and Remuneration Committee's composition meets with requirement of Section 178 of the Companies Act, 2013 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms of reference of the NR Committee inter-alia includes the following:

- ✓ to formulate and recommend to the Board of Directors the Company's policies; relating to the remuneration for the Directors, Key Managerial Personnel and other employees, criteria for determining qualifications, positive attributes and independence of a Director;
- ✓ to formulate criteria for evaluation of Independent Directors and the Board;
- ✓ to identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- ✓ to carry out evaluation of every director's performance;
- ✓ to devise a policy on Board diversity.

As on March 31, 2016, the Committee had 3 (three) Non-Executive and Independent Directors as its Members in accordance with the Prescribed Guidelines. Mr. Piyush Prakash is the Chairman of the Committee, Mr. Brij Mohan Sharma and Ms. Preety Tosh are the members of the Committee. Ms. Shilpa Verma, Company Secretary is the Secretary of the Committee.

During the year, 3(three) meeting of the Committee was held on Friday, April 10, 2015 and Tuesday, August 25, 2015 and Thursday March 31, 2016.

Mr. Subodh Gupta attended the Meeting of Nomination & Remuneration Committee on the invitation of the Chairman.

The details of the Nomination and Remuneration Committee's are given in Table 4.

**Table 4: Details of Nomination and Remuneration Committee's**

Name of the Committee member	Position held	No. of meetings held during FY 2015-16	No. of meetings attended
Mr. Brij Mohan Sharma	Member	3	3
Mr. Piyush Prakash	Chairman	3	3
Ms. Preety Tosh	Member	3	3

Remuneration Policy

In view of the changes suggested by the Act, the NR Committee has suitably modified the existing remuneration policy of the Company to keep pace with the business environment and market linked positioning.

The said policy has been displayed at the website of the Company, www.gkconsultantsltd.com, under the heading "Investor".

Remuneration paid to Executive Directors

None of the Executive Directors drawing any remuneration.

Stakeholders Relationship ('SR') Committee

The Stakeholders Relationship Committee composition meets with requirement of Section 178 of the Companies Act, 2013 and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Committee constituted specifically to look into shareholders' and investors' grievances arising out of issues regarding share transfers, dividends, dematerialisation and related matters and to take requisite action(s) to redress the same.

The terms of reference of the SR Committee inter-alia includes the following:

- ✓ consider and resolve the grievances of shareholders of the Company;
- ✓ the grievances includes complaints related to transfer of shares and non receipt of Annual Report.

As on March 31, 2016, the Committee had 2 (two) Non-Executive and Independent Directors and 1 (one) Executive Director as its members in accordance with the prescribed guidelines. Ms. Preety Tosh is the Chairperson of the Committee and Mr. Subodh Gupta and Mr. Piyush Prakash are the Members of the Committee. Ms. Shilpa Verma, Company Secretary acts as the Secretary of the Committee.

During the year under review, 4 (four) meetings of the Stakeholders Relationship Committee were held on Wednesday, May 20, 2015; Saturday, August 1, 2015; Monday, November 9, 2015; Thursday and January 28, 2016 in due compliance with the stipulated provisions.

The details of the Stakeholders Relationship Committee are given in Table 5.

**Table 5: Details of Stakeholders Relationship Committee**

Name of the Committee member	Position held	No. of meetings held during FY 2015-16	No. of meetings attended
Ms. Preety Tosh	Chairperson	4	4
Mr. Subodh Gupta	Member	4	4
Mr. Piyush Prakash	Member	4	4

The Company had efficient system of dealing with investors' grievances.

Compliance Officer along With Company Secretary

Mr. Ashok Kumar Das, CFO has been registered as the Compliance Officer of the Company with NSDL /CDSL. Ms. Shilpa Verma, Company Secretary, is also acting as Compliance Officer for complying with requirements of Security Laws and Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. They carefully looks into each issue and reports the same to the SR Committee. In the Meetings of the Stakeholders Relationship Committee, the status of all shareholders' Complaints, Requests, queries etc. along with letters received from all Statutory Authorities are reviewed.

Investors' Grievance Redressal

During the Financial Year ended March 31, 2016, No Complaints have been received from any Shareholder.

Risk Management ('RM') Committee

The Risk Management ('RM') Committee composition meets with Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has constituted a Risk Management Committee for effective risk assessment and minimisation procedures which are reviewed by the members periodically. The procedures comprise of an in-house exercise on Risk Management carried out periodically by the Company; including the functioning of a structure to identify and mitigate various risks faced by the Company from time to time.

Securities and Exchange Board of India (SEBI) on September 2, 2015 issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') with the aim to consolidate and streamline the provisions of existing listing agreements for different segments of capital markets such as equity shares (including convertibles), non convertible debt securities, etc. The Regulations shall be effective from 90 days from the date of notification of these regulations i.e. December 01, 2015. As per Regulation 21 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 deals with the Risk Management Committee. Regulation 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable to top 100 listed Entities determined on the basis of market capitalization as at the end of the immediate previous financial year. Therefore, Company has dissolved the Risk Management Committee on 2016 at the Board of Director Meeting.

As on March 31, 2016, the Committee had 3 (three) Directors as its members in accordance with the prescribed guidelines. Mr. Piyush Prakash is the Chairman of the Committee and Mr. V.K. Sinha and Ms. Preety Tosh are the members of the Committee. Ms. Shilpa Verma, Company Secretary acts



as the Secretary of the Committee. Mr. Ashok Kumar Das, CFO is permanent invitee of the Committee.

During the year under review, 1 (One) meetings of the RM committee were held on Thursday, March 31, 2016. The details of the RM Committee are given in Table 6.

Table 6: Details of Risk Management ('RM') Committee

Name of the Committee member	Position held	No. of meetings held during FY 2015-16	No. of meetings attended
Mr. Piyush Prakash	Chairman	1	1
Mr. Vijay Kumar Sinha	Member	1	1
Ms. Preety Tosh	Member	1	1

Share Allotment and Transfer Committee ("SAT Committee")

The Company has a Share Allotment and Transfer Committee comprising of Mr. Subodh Gupta, Mr. Anil Kumar Goel, Mr. Ashok Kumar Das, CFO is the permanent invitee of the Committee. Ms. Shilpa Verma acts as the Secretary of the Committee.

During the Financial Year under review 1 (One) meetings of the Committee were held on Thursday, March 31, 2016. The detail of the SAT Committee is given in **Table 7**.

Table 7: Details of Share Allotment and Transfer Committee

Name of the Committee member	Position held	No. of meetings held during FY 2015-16	No. of meetings attended
Mr. Anil Kumar Goel	Chairman	1	1
Mr. Subodh Gupta	Member	1	1

Disclosures

Insider Trading

In compliance with the SEBI regulation on prevention of insider trading, the Company had instituted a comprehensive Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders. The said Code lays down guidelines which advise them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioned them on consequences of non-compliances.

Further the Company has put in place a Code of Practices and Procedures of Fair Disclosures of Unpublished Price Sensitive Information. Both the aforesaid Codes are in lines with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Related Party Transactions

All related party transactions pursuant to Section 188(1) of the Act that were entered into during the Financial Year were on an arm's length basis and in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which might have a potential conflict with the interest of the Company at large.



All Related Party Transactions are placed before the Audit Committee only for its approval as they are not required to be placed before the Board. However Related Party Transactions pursuant to Accounting Standard 18 (AS 18) are disclosed to the Board.

The policy on dealing with Related Party Transactions has been displayed at the website of the Company, www.gkconsultantsltd.com, under the heading “Investor”.

Disclosures on materially significant related party transactions that may have Potential Conflict with the Interest of the Company at large

There was no materially significant transaction made by the Company with its Promoters, Directors or Management or their relatives etc. that has potential conflict with the interest of the Company at large.

Accounting Treatment in preparation of Financial Statements

The guidelines/Accounting Standards lay down by the Institute of Chartered Accountants of India (ICAI) and notified by the Companies (Accounting Standards) Rules, 2006 are followed in preparation of the Financial Statements of the Company.

Compliances by the Company

There are neither any non-compliance of any legal provision of applicable law, nor any penalty, stricture imposed by the stock exchanges or SEBI or any other authority, on any matters related to capital market during the previous 3 (three) Financial Years.

Vigil Mechanism/Whistle Blower Policy

As per Regulation 22 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Audit Committee of the Company has approved the policy/mechanism on dealing with Whistle Blowers. The Audit Committee reviews the same as and when required. The said policy/mechanism has been displayed at the website of the Company, www.gkconsultantsltd.com, under the heading “Investor”.

During the Financial Year under review no complaint was received to be referred to the Audit Committee and no person was denied access to the Audit Committee.

CEO & CFO Certification

In terms of Regulation 17(8) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, a compliance certificate was placed before the Board of Director at the meeting held on May 24, 2016 and is annexed to the Corporate Governance Report.

Re-Appointment of Directors

Mr. Anil Kumar Goel, Executive Director of the Company shall retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible offer himself for re-appointment.

Brief resume of the Mr. Anil Kumar Goel proposed to be re-appointed is provided in the Notice of the AGM annexed to the Annual Report.

GENERAL BODY MEETING

Details of Extra Ordinary General Meeting (EGM)/Annual General Meeting (AGM)

Location, date and time of General Meetings held during the previous 3 (three) years and Ordinary and Special Resolutions passed thereat are given in Table 8.

**Table 8: Details of Extra Ordinary General Meeting (EGM)/Annual General Meeting (AGM)****Details of EGM held:**

No EGM was held during the previous 3 (three) years.

Details of AGM

Financial Year	Time, Day, Date and Location	Summary of Special Resolution(s) Passed
2014-15	09.30 A.M., 30 th September, 2015 301-302, G. K. House, 187A, Sant Nagar, East of Kailash, New Delhi- 110 065	Change the designation, Status & Power of Ms. Divya Malini Gupta from Executive to Non-executive
2013-14	10:00 A.M., 30 th September, 2014 301-302, G. K. House, 187A, Sant Nagar, East of Kailash, New Delhi- 110 065	None
2012-13	10:00 A.M., 30 th September, 2013 301-302, G. K. House, 187A, Sant Nagar, East of Kailash, New Delhi- 110 065	None

Postal Ballot

No resolution was put through Postal Ballot in the last 3 Annual General Meeting of the Company.

Means of Communication**Quarterly Results**

The Company's quarterly/ half yearly/annual financial results are sent to the Stock Exchanges where the securities of the Company are listed. Quarterly/half yearly and Annual Financial Results are also published in English, and Hindi newspapers, i.e. The Pioneer (English) and Pioneer (Hindi). Besides, Notices of the Board Meetings for adoption of the aforesaid results are also published in the same newspapers.

Website

Pursuant to Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's website www.gkconsultantsltd.com contained a dedicated functional segment called 'INVESTORS' where all the information meant for shareholders were available including Shareholding Pattern, Financial Results and Annual Reports.

Annual Report

The Annual Report containing inter alia, Audited Financial Statement, Board Report, Auditors' Report and other important information is circulated to members, Directors and other concerned including Auditors etc. Further, the Management Discussion and Analysis (MDA) Report, highlighting operations, business performance, financial and other important aspects of the Company's functioning forms an integral part of the Annual Report and is displayed on the Company's website at www.gkconsultantsltd.com.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre')

BSE's Listing Centre is a web-based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.



SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of action taken reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

E-mail IDs for Investors

Following designated Email Ids of the Compliance Officer is exclusively given on the website along with various materials including notices for creating investor awareness and to redress their grievances/ queries:

Mr. Ashok Kumar Das
CFO & Compliance Officer
E-mail: akg_gkcl@yahoo.co.in

or

M/s Beetal Financial & Computer Services (P) Limited,
99, Madangir, Behind Local Shopping Centre,
Near Dada Harshukhdas Mandir,
New Delhi-110 062
Phone : 011-29961281; Email- beetalrta@gmail.com

GENERAL SHAREHOLDER'S INFORMATION

Company Registration Details

The Company is registered in the State of Delhi, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L74140DL1988PLC034109.

Ensuing Annual General Meeting

Date of AGM : September 30, 2016
Day : Wednesday
Time : 09:30 A.M.
Venue : 301-302, G. K. House, 187A, Sant Nagar, East of Kailash, New Delhi- 110 065

Financial year: April 1, 2015 to March 31, 2016

For FY 2015 - 16	Results were announced on
First quarter ended June 30, 2015	Saturday, August 1, 2015
Second Quarter and half Year ended September 30, 2015	Monday, November 9, 2015
Third quarter and nine Months ended December 31, 2015	Saturday, February 6, 2016
Fourth quarter and financial Year ended March 31, 2016	Tuesday, May 24, 2016



For FY 2016-17	Results are likely to be announced on (Tentative and subject to change)
First quarter ending June 30, 2016	August, 2016 (2 nd Week)
Second quarter and half year ending September 30, 2016	November, 2016 (1 st Week)
Third quarter and nine months ending December 31, 2016	February, 2017 (1 st Week)
Fourth quarter and financial Year ending March 31, 2017	May, 2017 (3 rd Week)

Book closure

The register of members and share transfer books of the Company will remain closed from Saturday, September 24, 2016 to Friday, September 30, 2016 (both days inclusive).

Dividend payment

The Board has not recommended any dividend for FY 2015-16.

Listing on Stock Exchanges

The securities of the Company are listed on the following exchanges:

1. BSE Limited (BSE) based at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001;
2. Ahmedabad Stock Exchange Limited, Ahmedabad (ASE)
3. Calcutta Stock Exchange Limited, Lyons Range, Kolkata (CSE)
4. Delhi Stock Exchange Limited (DSE)*

* SEBI has withdrawn recognition of the Delhi Stock Exchange Limited (DSE).

Listing Fees

Listing fees for the year 2016-17 has been paid to the Stock Exchanges, wherein the equity shares of the Company are listed except ASE, CSE for the year 2016-17 as they have not sent the invoices of Annual Listing fee within the stipulated time.

Stock Codes

The Company's stock codes at the primary exchanges are:

	Scrip Code
Delhi Stock Exchange Limited	07190
Ahmedabad Stock Exchange	17973
Calcutta Stock Exchange Limited	17092
BSE Limited	531758

Stock Market Price Data for the year ended March 31, 2016

The Company's shares are listed on BSE Limited (BSE). Monthly high and low quotations as well as the volume of shares traded at the Bombay Stock Exchange Limited (BSE) and performance in comparison to BSE Sensex are given in **Table 9**.

**Table 9: Bombay Stock Exchange Limited**

Month	BSE				BSE SENSEX		
	High (Rs.)	Low (Rs.)	Close (Rs.)	No of Share traded	High (Rs.)	Low (Rs.)	Close (Rs.)
April, 2015	89.70	64.10	67.60	177478	29094.61	26897.54	27011.31
May, 2015	80.00	63.55	67.15	83036	28071.16	26423.99	27828.44
June, 2015	67.35	56.00	60.30	215487	27968.75	26307.07	27780.83
July, 2015	71.50	60.20	63.35	131130	28578.33	27416.39	28114.56
August, 2015	83.25	54.30	67.40	220303	28417.59	25298.42	26283.09
September, 2015	73.85	64.35	65.00	57118	26471.82	24833.54	26154.83
October, 2015	69.00	64.50	65.75	91242	27618.14	26168.71	26656.83
November, 2015	75.00	59.00	62.45	104603	26824.30	25451.42	26145.67
December, 2015	64.00	55.25	59.15	203070	26256.42	24867.73	26117.54
January, 2016	74.70	49.00	69.25	854051	26197.27	23839.76	24870.69
February, 2016	70.50	54.75	58.00	435082	25002.32	22494.61	23002.00
March, 2016	78.00	56.70	75.60	1080326	25479.62	23133.18	25341.86

(Source: This information is compiled from the data available from the website of BSE)

Registrar and Share Transfer Agent (For Physical as well as for Demat Segment)

All work related to Share Registry, both in physical form and electronic form, was handled by the Company's Registrar and Share Transfer Agent, M/s Beetal Financial & Computer Services (P) Limited.

The communication address of the Registrar and Share Transfer Agents is given hereunder.

M/s Beetal Financial & Computer Services (P) Limited,
99, Madangir, Behind Local Shopping Centre,
Near Dada Harshukhdas Mandir, New Delhi-110 062
Phone : 011-29961281,
Email- beetalrta@gmail.com

Share Transfer System

Shares received in physical form are transferred within 30 days from the date of lodgement subject to documents being valid and complete in all respects. In order to expedite the process of share transfer and in line with Regulation of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company has delegated the power of share transfer to R&T Agent "Beetal Financial & Computer Services (P) Limited". There are no overdue share transfers pending as on date.

Distribution of Shareholding

Shares held by different categories of Shareholders and according to size of holding as on March 31, 2016 are given below in **Table 10 & 11**:



Table 10 : Shareholding Pattern on the basis of ownership as on March 31, 2016

CATEGORY OF HOLDING	NUMBER OF SHARE HELD	% AGE OF HOLDING
A. Shareholding of Promoter & Promoter Group		
1 Indian Promoters	84600	1.59
2 Foreign Promoters	NIL	NIL
3 Persons acting in concern	NIL	NIL
Sub -Total	84600	1.59
B. Public Shareholding		
1. Institutions	NIL	NIL
2. Non-institutions	NIL	NIL
a. Bodies Corporate	1091283	20.54
b. Individual Holding		
i. Nominal Share Capital upto Rs 2 lakh	1857722	34.98
ii. Nominal Share Capital in excess of Rs 2 lakh	1907174	35.90
3. Any other	NIL	NIL
a. NRI	1024	0.02
b. Clearing Member	550	0.01
c. HUF	369447	6.96
Sub -Total	5227200	98.41
Grand Total	5311800	100.00

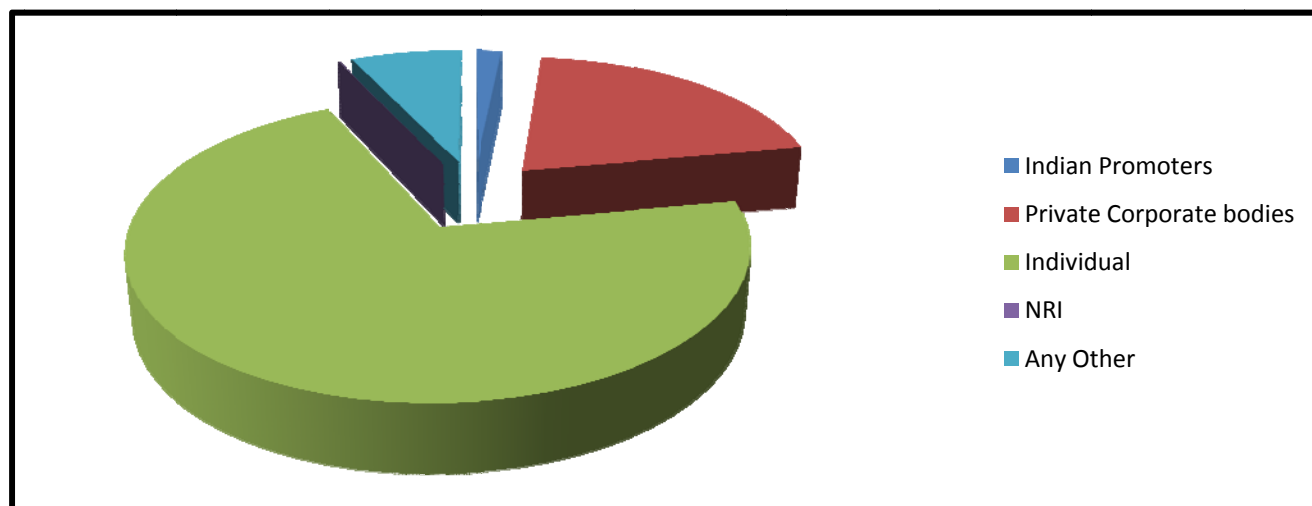




Table 11 : Distribution of Shareholding according to size and percentage of holding as on March 31, 2016

Shareholding of Nominal Value of Rs (Amount)	Holders	% of holders	Total Shares	Amount (In Rs.)	% of Amount
Upto 5000	1377	87.71	929176	9291760.00	17.49
5001-10000	90	5.73	714439	7144390.00	13.45
10001-20000	46	2.93	674119	6741190.00	12.69
20001-30000	17	1.08	415947	4159470.00	7.83
30001-40000	12	0.76	439871	4398710.00	8.28
40001-50000	6	0.38	287624	2876240.00	5.41
50001-100000	16	1.02	936533	9365330.00	17.63
100001- Above	6	0.38	914091	9140910.00	17.21
Total	1570	100	5311800	53118000	100.00

Dematerialisation of Shares and Liquidity

The shares of the Company are traded in compulsory demat segment. As on March 31, 2016, 83.89% of the total share capital was held in dematerialised form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Share Capital Audit Report regarding reconciliation of the total issued capital, listed capital and capital held by depositories in a dematerialized form with respect to the Equity Share Capital of the Company was obtained from the Practicing Company Secretary for each quarter during the year and submitted to the Stock Exchanges within the stipulated time.

Number of shares held in dematerialized and physical mode as on March 31, 2016

Category	No. of Holders	% to Total holders
Physical	855900	16.11
NSDL	3016687	56.80
CDSL	1439213	27.09
Total	5311800	100.00

Depository services

For guidance on depository services, Shareholders may write to the Company or to the respective Depositories:

National Securities Depository Limited,	Central Depository Services (India) Ltd.,
Trade World, 4 th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013 Tel: 022-24994200; Fax: 022-66608035/24976351 E-mail: info@nsdl.co.in Website: www.nsdl.co.in	Phiroze Jeejeebhoy Towers, 17 th Floor, Dalal Street, Mumbai-400023 Tel: 022-22723333/22723224; Fax: 022-22723199 E-mail- investors@cdslindia.com Website: www.cdslindia.com



Share Dematerialization Status: The following data indicates the extent of Dematerialization of the Company's Shares as on March 31, 2016:

No. of Shares Dematerialized	4455900	83.89% of Total Share Capital
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Outstanding GDR's/ADR's/Warrants or any Convertible Instruments Conversion Date and likely impact on equity

Not applicable.

Details of Public Funding Obtained in the previous three years

The Company has not obtained any public funding in the previous three years.

Nomination facility

Shareholders holding shares in physical form and desirous of making nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to submit to the Company the prescribed Form SH-13 for this purpose.

Bank details

Shareholders holding shares in physical form are requested to notify/send the following to the Company to facilitate better services:

- i) Any change in their address/bank details, and
- ii) Particulars of their bank account, in case the same have not been sent earlier

Address for correspondence

G.K. CONSULTANTS LIMITED
302, G.K House, 187 A, Sant Nagar,
East of Kailash, New Delhi – 110065

Adoption of Mandatory and Non-Mandatory Requirements of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (LODR)

The Company has complied with all mandatory requirements of Regulation 34 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015. The Company has adopted following non mandatory requirements of Regulation 27 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.

- **Audit Qualification**

The Company has unqualified financial statements.

- **Separate Posts of Chairman and Managing Director**

As on March 31, 2016 the Company has separate persons at the post of Chairman and Managing Director.



- **Reporting of Internal Auditor**

The Internal Auditor directly reports to the Audit Committee.

For and on behalf of the Board of Directors

Vijay Kumar Sinha

Managing Director

DIN: 01089578

CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT

I, hereby declare that all board members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year 2015-16.

For and on behalf of the Board of Directors

Vijay Kumar Sinha

Managing Director

DIN: 01089578



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,

**The Members of
G. K. Consultants Limited,**

We have examined the compliance conditions of Corporate Governance by G. K. Consultants Limited (“the Company”), for the year ended on 31st March, 2016 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchange for the period 1st April, 2015 and 30th November, 2015 and as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) as referred to in Regulation 15(2) of the Listing Regulations for the period 1st December, 2015 to 31st March, 2016.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to explanation given to us, and the representation made by the Directors and the Management, we certify that the company has materially complied with the conditions of Corporate Governance as stipulated Listing Agreement/ Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company

**For UMESH AMITA & CO.
Chartered Accountants
ICAI FRN: 007238C**

**(CA. AKASH GARG)
Partner, M. No. 420145**

**New Delhi
May 24, 2016**



CEO AND CFO CERTIFICATION

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015. The Annual Certificate given by the Managing Director and Chief Financial Officer is published in this Report.

To,
The Board of Directors
G.K. Consultants Ltd.

1. We have reviewed financial statements and the cash flow statement of G. K. Consultants Limited for the year ended March 31, 2016 and to the best of our knowledge and belief :
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal control.
4. We have indicated to the Auditors and the Audit Committee:
 - (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no Significant changes in accounting policies during the year; and
 - (iii) that there are no instances of significant fraud of which we have become aware.

For G.K Consultants Limited

For G.K Consultants Limited

(ASHOK KUMAR DAS)
Chief Financial Officer

(VIJAY KUMAR SINHA)
DIN: 01089578
Managing Director

New Delhi
May 24, 2016



Annexure III

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Financial Performance & Review

The Company's operations are classified into different segments viz. Shares Trading, Dealing in Derivatives and Options, Software Development, Professional Services, Marketing, Interest Income, IT Services and Investment Activities.

Your company has achieved significantly higher gross income during the financial year ended 31st March 2016 as compared to the last year on account of increase in share trading volumes. There was almost 1.023 times increase in Gross Revenue during the current period compare to last year. The net profit after tax has also increased during the current year as compared to last financial year.

Your company has achieved Gross Income/Revenue of Rs. 2,964.94 lacs in the current financial year as compared to Rs. 2,897.16 lacs of last year.

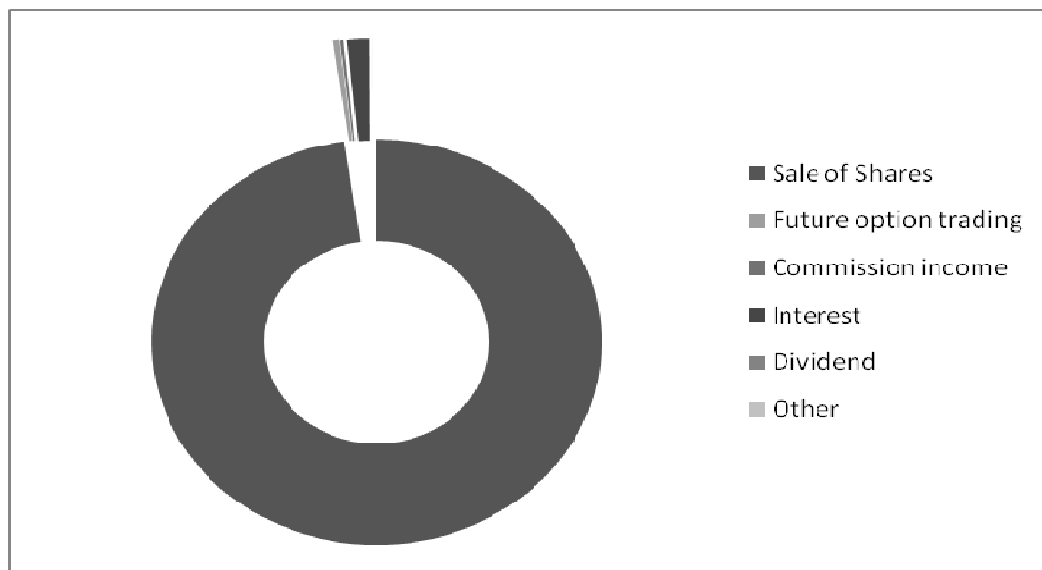
The Profit before tax during last year was Rs. Rs. 27.41 lacs and which has increased in the current year to Rs. 30.42 lacs. The Company had made a net profit after tax of Rs. 19.07 lacs during the last financial year which has increased to Rs. 21.39 lacs during the current year which is about 12.17 % higher than last year's NPAT.

The Net worth of the Company is Rs. 640.54 lacs as on 31.03.2016. The book value of shares of your company as on 31st March 2016 comes to Rs. 12.06 per share. The Earning per share has improved from Rs. 0.36 per share to Rs. 0.40 per share during the year under review.

During the Financial Year ended March 31 2016, the Segment wise gross revenue before allocating expenses of the Company under different segments was as under (all figures are in rupees):

Sale of Shares	289654158.11
Future option trading	1334443.05
Commission Income	685239.00
Interest	4608108.00
Dividend	143917.09
Other	68264.42

The Chart for Segment wise revenue before allocating expenses for the financial year 2015-16 is as under-



Industry Structure and Development

The Indian economy has weathered many challenges successfully in recent times. Markets are optimistic, as a result of various policy measures announced or taken by the Government. The key policy changes include liberalization of foreign direct investment and a large array of investment facilitation measures. However, some large-ticket changes such as modified labour laws, simplified land acquisition rules and nationwide Goods and Services Tax are still not in place.

Due to the sluggish global growth, especially in China, commodity prices have remained low, inflation has moderated and low crude prices have supported the Government's current account deficit commitment. A relatively stable rupee and rising foreign exchange reserves, are key indicators of an improved and stable macro-economic environment. The slowing global economy is not all positive for India, exports have suffered and domestic growth will be critical in FY 2016 -17.

In FY 2015-16, the Government focused on its theme "Transform India". The Budget for FY 2016-17 preferred fiscal prudence and stability over growth. The priorities of the Government were to provide additional resources for the vulnerable sections of society, to rural areas and for creating social and physical infrastructure. The Government encouraged private and public spending, but private investment is not likely to recover in FY 2016-17 as there is significant unutilized capacity and private sector Balance Sheets are stretched. By maintaining fiscal deficit at 3.5%, the Government has precluded the possibility of any direct fiscal stimulus. The positive effect of the Government's fiscal discipline is that it has created conditions for the Reserve Bank of India ("RBI") to cut rates, thereby indirectly benefiting the economy by bringing down the cost of borrowing for both the Government and the private sector. The RBI started cutting rates in FY 2015-16, the transmission of which is likely to happen in FY 2016-17.



The banking system in India saw a major shift with the RBI ending forbearance in April 2015 and, through the Asset Quality Review process, ensuring that banks were taking proactive steps to clean up their Balance Sheets by March 2017. In all adversity, there is opportunity and as a result of the stressed bank Balance Sheets, the NBFC sector has a significant opportunity to grow. NBFCs do not have the NPA problem of the magnitude of that of the banks and are already operating under strict regulatory supervision. The NBFC sector is likely to report higher NPAs in the initial period as it moves to the 90+ recognition norm, but the sector as a whole will emerge stronger after the implementation of these initiatives. Additionally, SARFAESI cover and a new bankruptcy code would make collections through the judicial system much simpler.

A normal monsoon and further rate cuts by RBI are expected to facilitate rural and urban consumption. The year ahead will be challenging on many fronts, credit quality and shifts in operating model, to name a couple. Accepted norms and rules of doing business are likely to be rewritten with digital innovation, increased use of technology in financial services and payment and small banks coming on stream. Each individually, and all of them collectively, have the ability to change the face of the financial services sector. The NBFC sector appears to be best placed to take advantage and succeed in this changing environment.

Opportunities

NBFC sector in India is large with significant growth potential and has consistently created value for its shareholders. The NBFC sector has a 13% credit share, gaining 3% market share from banks over the last 10 years. The growth in the sector appears sustainable as India has a low GDP to credit penetration. Further, many structural factors are supportive of NBFC growth namely weak banks, RBI initiatives on policy alignment and latent credit demand in certain segments not catered to by banks. The sector has been delivering approximately 1.5% to 2% better ROEs as compared to select banks over the last 10 years. In order for the sector to sustain its advantages, companies in the sector need to grow in a prudent manner while focusing on financial innovation, analytics and adequate risk management systems and procedures.

The Reserve Bank of India constantly issues new regulations and / or modifies existing regulations endeavouring to balance the multiple objectives of financial stability, consumer and depositor protection and regulatory arbitrage concerns. The RBI, however, implements major changes in a structured manner providing companies operating in the sector adequate time to adapt and adjust.

Company has engaged in business of investment and acquiring or otherwise and hold sell, by or otherwise deal in shares, debentures, debenture stocks, bonds, units, obligations and securities issued or guaranteed by Indian, states, dominions, sovereigns, municipalities or public authorities or bodies and by any company, corporation, firm or person whether incorporated in India or elsewhere and to manage investment pools. Once, the market is identified, the management is hopeful of making optimum use of the fixed assets available in the company.

G.K Consultants Limited has team of experience and result oriented entrepreneurs and businessman. The promoters has varied experience in line of financial Services and conversant with intricacies and nuances of the trade. The main promoter Mr. Subodh Gupta is a qualified Chartered Accountant. He has experience in the matter of Company Law, Finance and Stock and Shares.



Your Company, like in the past, will continue to invest in the stock market and provide Project Consultancy, Project Financing and Software Development thereby benefiting from the Industrial Growth and in turn contributing to the economic growth of the country.

Newer regulatory updates pose a constant challenge for smooth operations of the Company. The Company needs to be equipped to quickly adapt to the constant changes in regulations and competitive landscape. With new entities like the payment banks, small banks, new universal banks entering the market place, the Company needs to maintain its competitive edge through constant adaptation and creating strategies to protect its niche.

Future Outlook

India is a rapidly transforming society. The country's demographic advantage and enhanced investments in infrastructure, manufacturing, education and socio-economic wellbeing are expected to create new opportunities for growth. India's sub-urban and rural population are creating room for further growth as their quality of life is improving at a rapid pace. The Government's reforms will further strengthen investor confidence in the country's potential and unleash a free flow of entrepreneurial energy. At the same time, India's consumer spending is rising consistently. It is expected to double in another decade or so. This will make India the world's fifth largest consumer market, leading to major growth in all contributing sectors. G. K. Consultants Limited as a NBFC is invested in the various corporate and will continue to take relevant strategies to grow.

G. K. Consultants Limited as a NBFC intends to continue its investment in the various corporate and its business in the Service Sector. Your company is planning to explore the benefits of Stock Markets to the maximum possible extent in the year 2016-17.

Risks and Concerns

Effective risk management is essential to success and is an integral part of our culture. While we need to accept a level of risk in achieving our goals, sound risk management helps us to make the most of each business opportunity, and enables us to be resilient and respond decisively to the changing environment.

Our approach to risk management assists us in identifying risks early and addressing them in ways that manage uncertainties, minimize potential hazards, and maximize opportunities for the good of all our stakeholders including shareholders, customers, suppliers, regulators and employees. Risks can be broadly classified as Strategic, Operational, Financial, and Legal/Regulatory.

G. K. Consultants Limited like any other company in the service sector is exposed to various specific risks that are particular to its businesses and the general environment or economic risks within which it operates, including economic cycle, market risk and credit risk. G. K. Consultants Limited manages risks by maintaining a conservative financial profile, and by following prudent business and risk management practices.

In the software segment the major risk which the company is exposed is that it is very fast evolving and developing sector, with which one needs to keep pace with otherwise survival would be difficult due to the existing stiff competition.



Stock Markets have always been very volatile and are influenced by a number of factors such as change in government, civil disturbances, government policies, foreign treaties and relations, etc. Therefore the company before investing makes a thorough analysis of the scrip and the industry concerned but if some one is trading in the stock market, the losses and profits as a result of the various unprecedented changes are a part of the entire deal.

Internal Control Systems and their adequacy

Internal Control Culture is pervasive in the company. The Company has a comprehensive internal control system for all the major processes to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedures, laws and regulations, safeguarding of assets and economical and efficient use of resources.

The Internal Control system is basically cover the area of Accounting Control, Compliance Audit at regular intervals by the Internal Auditor.

The Internal Auditors also assesses opportunities for improvement in business processes, systems and controls, provides recommendations, designed to add value to the organization and follow up the implementation of corrective actions and improvements in business processes after review by the Audit Committee.

Material development in Human resources

G. K. Consultants Limited has a team of able and experienced industry professionals. The maximum number of employees at any point of time in the company was 9.

Related Party Disclosure

1. Related parties and transactions with them as required under Accounting Standard 18 (AS-18) are furnished under Note No. 15.07 of Part C of the Notes to Accounts attached with the Financial Statement for the year ended March 31, 2016. There are no other pecuniary relationships or transactions with non-executive independent directors.
2. The transaction with related parties are neither materially significant nor they have any potential conflict with interests of the Company at large.

Cautionary Statement

Statements in the Management Discussions and Analysis describing the company's objectives, projections, estimates or predictions may be considered to be "forward-looking statements" as of the date of this report and are stated as required by applicable laws and regulations. Actual performance and results could differ materially from those expressed or implied and the Company owes no obligation to publicly update these forward looking statements to reflect subsequent events or circumstances. Market data and analysis contained in this report has been obtained from internal Company reports and industry publications, but their accuracy and completeness are not guaranteed and their reliability cannot be assured.



Annexure – IV**Secretarial Audit Report For the Financial Year 2015-16**

To,

The Members**G.K. CONSULTANTS LIMITED**

302, G K House, 187A, Sant Nagar,
East of Kailash
New Delhi - 110065

Subject: Secretarial Audit Report for the financial year 2015 – 16.

Dear Sirs,

We have conducted the Secretarial compliances Audit for compliance of applicable statutory provisions and adherence to good corporate practices by **G.K. Consultants Limited (hereinafter called the Company)**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the **Company's** books, papers, minutes' books, forms and returns filed, other records maintained by the Company and also the information provided by the Company, its officers, agents, and authorized representative during the conduct of Secretarial Audit, we hereby report that in our opinion the Company, during the audit period covering the financial year ended on March 31, 2016 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns and other records maintained by **G.K. Consultants Limited**, for the financial year ended on March 31, 2016 according to the provisions of:

- I The Companies Act, 2013 to and Rules made there under;
- II The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV Foreign Exchange Management Act, 1999 and rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;



- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

VI Other Laws Applicable to the Company as a Business Unit and also Laws applicable to various Manufacturing Units and Other Offices:

(We have examined the framework, mechanism, systems, process and procedures of compliance of laws applicable on the Company in detail. We have examined reports, compliances with respect to all laws on test basis.)

Select few are mentioned herein:

- **Taxation Laws**– Income Tax Act, 1961; Service Tax Act, 1994;
- **Labour Laws**-Payment of Wages Act, 1948; Minimum Wages Act, 1948; Payment of Bonus Act, 1965; Payment of Gratuity Act, 1972; Maternity Benefit Act, 1961; Sexual Harassment of Women at workplace (Prevention, Prohibition and Regulation) Act, 2013.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India notified with effect from July 1, 2015; and
- (ii) The listing agreement/provisions SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of Act, Rules, Regulations, Guidelines, standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except where the shorter notice was applicable) and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The System Provides for a Majority view being carried after recording the views of dissenting members. However, there was no such instance during the period under review.



We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This report is to be read with our letter of even date which is annexed as Annexure “A” and forms an integral part of this Report.

**For Anshul Singla & Associates
Company Secretaries**

**ANSHUL AGARWAL
Proprietor
ACS 25695, CP No. 9165**

**New Delhi
May 24, 2016**

**“ Annexure A ”**

To,
The Members
G.K. CONSULTANTS LIMITED.
302, G K House, 187A, Sant Nagar,
East of Kailash
New Delhi – 110065

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Anshul Singla & Associates
Company Secretaries

ANSHUL AGARWAL
Proprietor
ACS 25695, CP No. 9165

New Delhi
May 24, 2016



Annexure – V

EXTRACT OF THE ANNUAL RETURN
as on the financial year ended March 31, 2016
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

S.No	Particulars	Details
1	CIN	L74140DL1988PLC034109
2	Registration Date	December 2, 1988
3	Name of the Company	G.K. Consultants Limited.
4	Category / Sub-Category of the Company	Public Limited - Listed
5	Address of the Registered office and contact details	302, G.K. House, 187A Sant Nagar, East of Kailash, New Delhi 110065
6	Whether listed company Yes / No	Yes
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	Beetal Financial and Computer Services Private Limited Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping, Centre, Near Dada Harsukhdas Mandir, New Delhi – 110062 Phone- 91-11-2996 1281-83 Fax- 91-11-2996 1284 Email- beetalrta@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated.

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Non Banking Financial Services	N.A.	99.74%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NIL	NIL	NIL	NIL	NIL
2	NIL	NIL	NIL	NIL	NIL
3	NIL	NIL	NIL	NIL	NIL



IV SHARE HOLDING PATTERN (equity share capital breakup as percentage of total Equity)

i) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year (As on 01.04.2015)				No. of Shares held at the end of the year (As on 31.03.2016)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
1)	Indian									
(a)	Individual/ HUF	84600	-	84600	1.59	84600	0	84600	1.59	0
(b)	Central Govt	-	-	-	-	-	-	-	-	-
(c)	State Govt(s)	-	-	-	-	-	-	-	-	-
(d)	Bodies Corp.									
(e)	Banks/ FI	-	-	-	-	-	-	-	-	-
(f)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-total (A)(1)	84600		84600	1.59	84600	0	84600	1.59	0
2)	Foreign	-	-	-	-	-	-	-	-	-
(a)	NRIs - Individuals	-	-	-	-	-	-	-	-	-
(b)	Other - Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corp.	-	-	-	-	-	-	-	-	-
(d)	Banks/ FI	-	-	-	-	-	-	-	-	-
(e)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
	Total shareholding of Promoter (A) = (A)(1) + (A)(2)	84600		84600	1.59	84600	0	84600	1.59	0
B.	Public Shareholding									
1)	Institutions									
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-
(b)	Banks/ FI	-	-	-	-	-	-	-	-	-
(c)	Central Govt	-	-	-	-	-	-	-	-	-
(d)	State Govt(s)	-	-	-	-	-	-	-	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	-	-	-	-	-	-	-	-	-
(g)	FII's	-	-	-	-	-	-	-	-	-



(h)	Others (specify)	-	-	-	-	-	-	-	-	-
(i)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
	Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
2)	Non-Institutions									
(a)	Bodies Corp.									
	(i) Indian	626021	10300	636321	11.98	1080983	10300	1091283	20.54	+8.56
	(ii) Overseas (Foreign Bodies)	-	-	-	-	-	-	-	-	-
(b)	Individuals	-	-	-	-	-	-	-	-	-
	(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh.	764785	462700	1227485	23.11	877906	462700	1340606	25.24	+2.13
	(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	2493489	382900	2876389	54.15	2041390	382900	2424290	45.64	-8.51
(c)	Others (specify)									
	Non Resident Indians	24	0	24	0	1024	-	1024	0.02	+0.02
	Clearing Members	13356	0	13356	0.25	550	-	550	0.01	-0.24
	HUF	473625	0	473625	8.92	369447	-	369447	6.96	-1.96
	Sub-total (B)(2)	4371300	855900	5227200	98.41	4371300	855900	5227200	98.41	0
	Total Public Shareholding(B) = (B)(1) + (B)(2)	4371300	855900	5227200	98.41	4371300	855900	5227200	98.41	0

C.	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A + B + C)	4455900	855900	5311800	100.00	4455900	855900	5311800	100.00	0

**(ii) Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of total Shares pledged/ encumbered to total shares	No. of shares	% of total shares of the company	% of total Shares pledged / encumbered to total shares	
1	Anil Kumar Goel	30000	0.56	0	30000	0.56	0	-
2	Subodh Gupta	54600	1.03	0	54600	1.03	0	-
	Total	84600	1.59	0	84600	1.59	0	-

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	No Change			
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. - Sale				
	At the end of the year				



(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

SL. NO	Name of the Shareholder	Shareholding		Cumulative Shareholding during the year (01.04.15 to 31.03.16)	
		No of Shares	% of total shares of the Company	No. of Share	% of total shares of the company
1.	Sunil Khandelwal*				
	At the Beginning of the year	208384	3.92	208384	3.92
	Bought during the year	-	-	208384	3.92
	Sold during the year	-	-	208384	3.92
	At the end of the year	208384	3.92	208384	3.92
2.	Kriti Garg @				
	At the Beginning of the year	200000	3.77	200000	3.77
	Bought during the year	-	-	-	-
	Sold during the year	200000	3.77	200000	3.77
	At the end of the year	-	-	-	-
3.	Sanjeev Mittal*				
	At the Beginning of the year	168000	3.16	168000	3.16
	Bought during the year	-	-	168000	3.16
	Sold during the year	-	-	168000	3.16
	At the end of the year	168000	3.16	168000	3.16
4.	Satish Chand Agarwal HUF				
	At the Beginning of the year	116160	2.19	116160	2.19
	Bought during the year	-	-	116160	2.19
	Sold during the year	30030	0.57	86130	1.62
	At the end of the year	86130	1.62	86130	1.62
5.	Satya Prakash Farsaiya*				
	At the Beginning of the year	105800	1.99	105800	1.99
	Bought during the year	-	-	105800	1.99
	Sold during the year	52827	0.99	52973	1.09
	At the end of the year	52973	1.09	52973	1.09



6.	Anurag Gupta*				
	At the Beginning of the year	103000	1.94	103000	1.94
	Bought during the year	-	-	103000	1.94
	Sold during the year	-	-	103000	1.94
	At the end of the year	103000	1.94	103000	1.94
7.	Shuchi Gupta*				
	At the Beginning of the year	102990	1.94	102990	1.94
	Bought during the year	-	-	102990	1.94
	Sold during the year	-	-	102990	1.94
	At the end of the year	102990	1.94	102990	1.94
8.	Deepika Bansal*				
	At the Beginning of the year	101600	1.91	101600	1.91
	Bought during the year	-	-	101600	1.91
	Sold during the year	-	-	101600	1.91
	At the end of the year	101600	1.91	101600	1.91
9.	Longview Infrastructure Private Limited@				
	At the Beginning of the year	100000	1.88	100000	1.88
	Bought during the year			100000	1.88
	Sold during the year	100000	1.88	-	-
	At the end of the year	-	-	-	-
10.	Brijdham Properties and Estates Private Limited*				
	At the Beginning of the year	100000	1.88	100000	1.88
	Bought during the year	-	-	100000	1.88
	Sold during the year	40000	0.75	60000	1.13
	At the end of the year	60000	1.13	60000	1.13
11.	Swetank Agarwal@				
	At the Beginning of the year	100000	1.88	100000	1.88
	Bought during the year	-	-	100000	1.88
	Sold during the year	100000	1.88	-	-
	At the end of the year	-	-	-	-
12.	Vineet Sinha#				
	At the Beginning of the year	27528	0.52	27528	0.52
	Bought during the year	49188	0.93	76713	1.44
	Sold during the year	-	-	76713	1.44
	At the end of the year	76713	1.44	76713	1.44



13.	Shiv Prakash Agarwal#				
	At the Beginning of the year	75000	1.41	75000	1.41
	Bought during the year	-	-	75000	1.41
	Sold during the year	-	-	75000	1.41
	At the end of the year	75000	1.41	75000	1.41
14.	Vivek Bansal#				
	At the Beginning of the year	60000	1.13	60000	1.13
	Bought during the year	-	-	60000	1.13
	Sold during the year	-	-	60000	1.13
	At the end of the year	60000	1.13	60000	1.13
15.	Alok Farsaiya#				
	At the Beginning of the year	78000	1.47	78000	1.47
	Bought during the year	-	-	78000	1.47
	Sold during the year	24478	0.46	53522	1.01
	At the end of the year	53522	1.01	53522	1.01

*denotes Top 10 Shareholders on both 01.04.2015 and 31.03.2016.

@ denotes Top 10 Shareholders only on 01.04.2015.

denotes Top 10 Shareholders only on 31.03.2016.

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1. Mr. Subodh Gupta					
	At the beginning of the year	54600	1.03	54600	1.03
	Date of Increase/Decrease in Shareholding Reasons for increase/decrease	No change during the year			
	At the end of the year	54600	1.03	54600	1.03
2. Mr. Anil Kumar Goel					
	At the beginning of the year	30000	0.56	30000	0.56
	Date of Increase/Decrease in Shareholding Reasons for increase/decrease	No change during the year			
	At the end of the year	30000	0.56	30000	0.56
3. Mr. Ashok Kumar Das					
	At the beginning of the year	9500	0.18	9500	0.18
	Date of Increase/Decrease in Shareholding Reasons for increase/decrease	No change during the year			
	At the end of the year	9500	0.18	9500	0.18
4. Mr. Piyush Prakash					
	At the beginning of the year	200	0.00	200	0.00
	Date of Increase/Decrease in Shareholding Reasons for increase/decrease	No change during the year			
	At the end of the year	200	0.00	200	0.00

* No other Director or KMP holds shares in the Company



V. INDEBTNESS - Indebtedness of the company including interest outstanding /accrued but not due for payment

Particulars		Secured Loans	Unsecured Loans	Deposit	Total Indebtness
Indebtness at the beginning of the financial year					
i)	Principal Amount	NIL	NIL	NIL	NIL
ii)	Interest due but not paid	NIL	NIL	NIL	NIL
iii)	Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i + ii + iii)		NIL	NIL	NIL	NIL
Change in Indebtness during the financial year					
•	Addition	NIL	NIL	NIL	NIL
•	Reduction	NIL	NIL	NIL	NIL
Net Change		NIL	NIL	NIL	NIL
Indebtness at the end of the financial year					
i)	Principal Amount	NIL	NIL	NIL	NIL
ii)	Interest due but not paid	NIL	NIL	NIL	NIL
iii)	Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i + ii + iii)		NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager Vijay Kumar Sinha	Total Amount
1.	Gross Salary	NIL	NIL
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission	NIL	NIL
	- as % of profit	NIL	NIL
	- others, specify	NIL	NIL
5.	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act	NIL	NIL

**B. Remuneration to other directors:****1. Independent Directors**

Sl. No	Particulars of Remuneration	Name of Independent Director			Total Amount
		Mr. Brij Mohan Sharma	Mr. Piyush Prakash	Ms. Preety Tosh	
1	Fee for attending board / committee meetings	NIL	NIL	NIL	NIL
2	Commission	NIL	NIL	NIL	NIL
3	Others, please specify	NIL	NIL	NIL	NIL
	Total B (1)	NIL	NIL	NIL	NIL

2. Other Non- Executive Directors

Sl. No	Particulars of Remuneration	Name of Non- Executive Director				Total Amount
		Mr. Brij Mohan Sharma	Mr. Piyush Prakash	Ms. Preeti Tosh	Ms. Divya Malini Gupta	
1	Fee for attending board / committee meetings	NIL	NIL	NIL	NIL	NIL
2	Commission	NIL	NIL	NIL	NIL	NIL
3	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total B (2)	NIL	NIL	NIL	NIL	NIL
	Total (B) = (1)+(2)					NIL
Total Managerial Remuneration (A+B)						NIL

C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	300000	480000	780000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	0.00	0.00	0.00



2	Stock Option	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00
4	Commission	0.00	0.00	0.00
	- as % of profit	0.00	0.00	0.00
	- others, specify	0.00	0.00	0.00
5	Others, please specify	0.00	0.00	0.00
	Total	300000	480000	780000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ Court]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



INDEPENDENT AUDITORS' REPORT

To the Members of
G.K. CONSULTANTS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **G.K. CONSULTANTS LIMITED** “the Company” which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.



Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its Profit and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 3 (i) to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

FOR UMESH AMITA & CO
CHARTERED ACCOUNTANTS
ICAI FRN: 007238C

(CA. AKASH GARG)
PARTNER
M. NO. 420145
New Delhi
May 24, 2016



“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31,2016:

- (1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) There are no immovable properties which are held by the company.
- (2) (a) The management has conducted the physical verification of inventory at reasonable intervals.
- (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material
- (3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- (4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, to the extent the same are applicable, in respect of loans, investments, guarantees, and security.
- (5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- (7) (a) According to the records of the company, there are no undisputed dues of sale tax, income tax, customs tax/wealth-tax, excise duty/cess which have not been deposited with the appropriate authorities.
- (b) According to the records of the company and as per explanations given to us, It is informed that income tax case for the assessment year 1998-99 is still pending with CIT(A).The case was set aside by the Hon’ble ITAT, Delhi Bench-C with the direction to decide the issue on merit. Disputed demand which are pending is as under :-
- Rs. 1551442/- and Interest thereon for the Asst. Year 1998-99 out of which company has deposited Rs. 1085071/- under dispute with the department.
- (8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.



- (9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- (10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (11) Based upon the audit procedures performed and the information and explanations given by the management, no managerial remuneration has been paid by the company and hence not commented upon.
- (12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- (13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the notes to the financial Statements as required by the applicable accounting standards.
- (14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- (15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- (16) In our opinion, the company is a Non-Banking Financial Company registered with Reserve Bank of India vide certificate of registration no B-14-00143 dated 12-09-2001. The Company is making compliance of various rule and regulation made by Reserve Bank of India for NBFCs.

FOR UMESH AMITA & CO
CHARTERED ACCOUNTANTS
ICAI FRN: 007238C

(CA. AKASH GARG)
PARTNER
M. NO. 420145

New Delhi
May 24, 2016



Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of G.K. CONSULTANTS LIMITED**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of G.K. CONSULTANTS LIMITED (“the Company”) as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of internal Financial control over Financial Reporting issue by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide



reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedure that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR UMESH AMITA & CO
CHARTERED ACCOUNTANTS
ICAI FRN: 007238C

(CA. AKASH GARG)
PARTNER
M. NO. 420145

New Delhi
May 24, 2016

Balance Sheet as at 31st March, 2016

(Amount in Rs.)

No.	Particulars	Note Part B	As at 31 st March, 2016	As at 31 st March, 2015
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	1	53,118,000.00	53,118,000.00
	(b) Reserves and surplus	2	10,936,149.14	8,796,795.77
	(c) Money received against share warrants		0.00	0.00
			64,054,149.14	61,914,795.77
2	Share application money pending allotment		0.00	0.00
3	Non-current liabilities			
	(a) Long-term borrowings		0.00	0.00
	(b) Deferred tax liabilities (net)	C-15.10	8,822.61	14,321.67
	(c) Other long-term liabilities		0.00	0.00
	(d) Long-term provisions		0.00	0.00
			8,822.61	14,321.67
4	Current liabilities			
	(a) Short-term borrowings		0.00	0.00
	(b) Trade payables	3	221,644.94	523,261.41
	(c) Other current liabilities	4	47,800.00	88,736.00
	(d) Short-term provisions	5	905,599.00	864,520.00
			1,175,043.94	1,476,517.41
	TOTAL		65,238,015.69	63,405,634.85
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	6.A	126,374.13	137,481.44
	(ii) Intangible assets	6.B	0.00	0.00
	(iii) Capital work-in-progress		0.00	0.00
	(iv) Intangible assets under development		0.00	0.00
	(v) Fixed assets held for sale		0.00	0.00
			126,374.13	137,481.44
	(b) Non-current investments	7	4,506,551.44	4,471,681.47
	(c) Deferred tax assets (net)	C-15.10	0.00	0.00
	(d) Long-term loans and advances		0.00	0.00
	(e) Other non-current assets		0.00	0.00
			4,632,925.57	4,609,162.91
2	Current assets			
	(a) Current investments		0.00	0.00
	(b) Inventories	8	13,420,114.63	7,699,744.26
	(c) Trade receivables	9	0.00	264,934.00
	(d) Cash and cash equivalents	10	834,960.45	3,465,157.64
	(e) Short-term loans and advances	11	46,350,015.04	47,366,636.04
	(f) Other current assets		0.00	0.00
			60,605,090.12	58,796,471.94
	TOTAL		65,238,015.69	63,405,634.85
	Accounting Policies	Part A		
	Other Notes on accounts & additional information	Part C		
	Notes from Part A to Part C form integral part of Accounts			
As per our report of even data		For and on behalf of the Board of Directors		
For UMESH AMITA & CO.				
Chartered Accountants				
FRN: 007238C				
(CA. AKASH GARG)		VIJAY KUMAR SINHA		
Partner, M.No. 420145		(Managing Director)		
Place : New Delhi.		DIN - 01089578		
Date : 24.05.2016		SUBODH GUPTA		
		(Director)		
		DIN - 00006243		
		SHILPA VERMA		
		(Company Secretary)		
		ASHOK KUMAR DAS		
		(CFO)		

Statement of Profit and Loss for the year ended 31st March, 2016

(Amount in Rs.)

Particulars		Note Part B	For the year ended 31 st March, 2016	For the year ended 31 st March, 2016
A	CONTINUING OPERATIONS			
1	Revenue from operations (gross)	12	296,425,865.25	289,716,408.49
	Less: Excise duty		-	-
	Revenue from operations (net)		296,425,865.25	289,716,408.49
2	Other income	13	68,264.42	-
3	Total revenue (1+2)		296,494,129.67	289,716,408.49
4	Expenses			
	(a) Cost of materials consumed	14.a	-	-
	(b) Purchases of stock-in-trade	14.b	295,250,000.09	287,539,099.56
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	14.c	-5,720,370.37	-5,647,984.81
	(d) Employee benefits expense	15	2,516,985.00	2,717,669.00
	(e) Finance costs	16	-	-
	(f) Depreciation and amortisation expense	6.C	39,142.31	91,987.97
	(g) Other expenses	17	1,365,995.33	2,274,453.53
	Total expenses		293,451,752.36	286,975,225.25
5	Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		3,042,377.31	2,741,183.24
6	Exceptional items		-	-
7	Profit / (Loss) before extraordinary items and tax (5 ± 6)		3,042,377.31	2,741,183.24
8	Extraordinary items		-	-
9	Profit / (Loss) before tax (7 ± 8)		3,042,377.31	2,741,183.24
10	Tax expense:			
	(a) Current tax expense for current year		905,599.00	864,520.00
	(b) (Less): MAT credit (where applicable)		-	-
	(c) Current tax expense relating to prior years		2,924.00	3,090.00
	(d) Net current tax expense		908,523.00	867,610.00
	(e) Deferred tax		-5,499.06	-33,646.30
	Sub Total (10)		903,023.94	833,963.70
11	Profit / (Loss) from continuing operations (9 ± 10)		2,139,353.37	1,907,219.54
12	Profit / (Loss) for the year		2,139,353.37	1,907,219.54
13	Earnings per share (of Rs 10/- each):			
	(a) Basic			
	(i) Continuing operations	C:15.09	0.40	0.36
	(ii) Total operations	C:15.09	0.40	0.36
	(b) Diluted			
	(i) Continuing operations	C:15.09	0.40	0.36
	(ii) Total operations	C:15.09	0.40	0.36
	See accompanying notes in part A to C forming integral part of the financial statements			

As per our report of even data
For UMESH AMITA & CO.
Chartered Accountants
FRN: 007238C

(CA. AKASH GARG)
Partner, M.No. 420145

Place : New Delhi.
Date : 24.05.2016

For and on behalf of the Board of Directors

VIJAY KUMAR SINHA
(Managing Director)
DIN - 01089578

SHILPA VERMA
(Company Secretary)

SUBODH GUPTA
(Director)
DIN - 00006243

ASHOK KUMAR DAS
(CFO)

Cash Flow Statement for the year ended 31st March, 2016

(Amount in Rs.)

Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
A. Cash flow from operating activities		
Net Profit before extraordinary items and tax	3,042,377.31	2,741,183.24
<u>Adjustments for:</u>		
Depreciation and amortisation	39,142.31	91,987.97
Others-Loss/Adjustment on sale of Fixed Assets	-	41,765.53
Operating profit before working capital changes	3,081,519.62	2,874,936.74
<u>Changes in working capital:</u>		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Inventories	-5,720,370.37	-5,647,984.81
Trade receivables	264,934.00	2,440,687.28
Short-term loans and advances	1,016,621.00	-3,208,430.00
Long-term loans and advances	-	-
Other current assets	-	-
Other non-current assets	-	-
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Trade payables	-301,616.47	523,261.41
Other current liabilities	-40,936.00	-4,631.00
Other long-term liabilities	-	-
Short-term provisions	41,079.00	246,708.00
Long-term provisions	-	-
	-1,658,769.22	-2,775,452.38
Cash flow from extraordinary items	-	-
Cash generated from operations before tax	-1,658,769.22	-2,775,452.38
Net income tax (paid) / refunds	-908,523.00	-867,610.00
Net cash flow from / (used in) operating activities (A)	-2,567,292.22	-3,643,062.38
B. Cash flow from investing activities		
Capital expenditure on fixed assets, including capital advances	-28,035.00	-
Proceeds from sale of fixed assets	-	32,500.00
Purchase (-)/Sale(+) of long-term investments (Others)	-34,869.97	1,363,632.03
Net cash flow from / (used in) operating activities (B)	-62,904.97	1,396,132.03
C. Cash flow from financing activities		
Proceeds from issue of shares capital – Pending call money	-	60,600.00
Proceeds from long-term borrowings	-	-
Repayment of long-term borrowings	-	-
Proceeds from short-term borrowings	-	-
Repayment of short-term borrowings	-	-
Others	-	-
Net cash flow from / (used in) financing activities (C)	-	60,600.00
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	-2,630,197.19	-2,186,330.35
Cash and cash equivalents at the beginning of the year	3,465,157.64	5,651,487.99
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents	-	-
Cash and cash equivalents at the end of the year	834,960.45	3,465,157.64
Details of Cash & Cash Equivalent at the end of the year-		
Cash in hand	553,550.53	107,680.57
Cash at bank	281,409.92	3,357,477.07
Total Cash & Cash Equivalent at the end of the year	834,960.45	3,465,157.64
As per our report of even data For UMESH AMITA & CO. Chartered Accountants FRN: 007238C	For and on behalf of the Board of Directors	
(CA. AKASH GARG) Partner, M.No. 420145	VIJAY KUMAR SINHA (Managing Director) DIN - 01089578	SUBODH GUPTA (Director) DIN - 00006243
Place : New Delhi. Date : 24.05.2016	SHILPA VERMA (Company Secretary)	ASHOK KUMAR DAS (CFO)



Notes forming part of the financial statements

PART A

Note	Particulars
1	<p>Corporate information</p> <p>M/s G.K. Consultants Limited is a Non Banking Financial Company registered with RBI. The company is engaged in business of consultancy, share trading, investment, hiring of assets, software business and other activities of a non banking finance company. It's registered office is situated in Delhi.</p>
2	<p>Significant accounting policies</p> <p>The significant accounting policies have been predominantly presented below in the order of the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended). "The Company is not a Small and Medium Sized Company as defined in the General Instructions in respect of Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended). Accordingly, the Company has complied with the all the Accounting Standards as applicable to Non Small and Medium Sized Company."</p>
2.1	<p>Basis of accounting and preparation of financial statements</p> <p>The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956 and the Companies Act, 2013. The financial statements have been prepared on accrual basis. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.</p>
2.2	<p>Use of estimates</p> <p>The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.</p>
2.3	<p>Inventories</p> <p>Inventories are valued at cost (on FIFO).</p>
2.4	<p>Cash and cash equivalents (for purposes of Cash Flow Statement)</p> <p>Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.</p>
2.5	<p>Cash flow statement</p> <p>Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.</p>
2.6	<p>Depreciation and amortisation</p> <p>Depreciation has been provided on the Straight Line Method as per the rates prescribed in Schedule II to the Companies Act, 2013.</p>
2.7	<p>Revenue recognition</p> <p>All incomes are generally accounted for on accrual basis as they are earned.</p>
2.8	<p>Other income</p> <p>Dividend income is accounted for on receipt basis.</p>
2.9	<p>Tangible fixed assets</p> <p>Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition up to the date the asset is ready for its intended use & other incidental expenses incurred up to that date. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits.</p>
2.10	<p>Intangible assets</p> <p>Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates</p>



Notes forming part of the financial statements

Part A contd.

Note Significant accounting policies (contd.)

Note	Particulars
2.11	<p>Foreign currency transactions and translations Not applicable to the company.</p>
2.12	<p>Government grants, subsidies and export incentives Not applicable to the company.</p>
2.13	<p>Investments Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary if any, in the value of such investments. Current investments are nil in the company.</p>
2.14	<p>Employee benefits Employee benefits which include provident fund, superannuation fund, gratuity fund, compensated absences, long service awards and post-employment medical benefits, are nil in the company as per terms of employment.</p>
2.15	<p>Employee share based payments Not applicable to the company.</p>
2.16	<p>Borrowing costs Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan wherever applicable. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets wherever applicable.</p>
2.17	<p>Segment reporting The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance. The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment wherever applicable.</p>
2.18	<p>Leases The company has not undertaken any lease agreement.</p>
2.19	<p>Earnings per share Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the number of equity shares outstanding during the year.</p>
2.20	<p>Research and development expenses The company has not incurred any research and development expenses.</p>
2.21	<p>Taxes on income Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company, if applicable. Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of</p>


Notes forming part of the financial statements
Part A contd.
Note Significant accounting policies (contd.)

Note	Particulars
	unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.
2.22	Joint venture operations
	Not applicable to the company.
2.23	Impairment of assets
	No impairment of assets has been done during the financial year 2014-15 and in current financial year 2015-16.
2.24	Provisions and contingencies
	A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.
2.25	Provision for warranty
	The provision for warranty is nil in the company.
2.26	Hedge accounting
	Not applicable to the company.
2.27	Derivative contracts
	Not applicable to the company.
2.28	Share issues expenses
	Not applicable to the company.
2.29	Insurance claims
	Not applicable to the company.
2.30	Service tax input credit
	Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is no uncertainty in availing / utilising the credits.



Notes forming part of the financial statements

PART B

Note 1 Share capital

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised				
Equity shares of Rs. 10 each with voting rights	6,000,000	60,000,000.00	6,000,000	60,000,000.00
(b) Issued #				
Equity shares of Rs. 10 each with voting rights	5,311,800	53,118,000.00	5,311,800	53,118,000.00
(c) Subscribed and fully paid up				
Equity shares of Rs. 10 each with voting rights	5,311,800	53,118,000.00	5,311,800	53,118,000.00
(d) Subscribed but not fully paid up				
Equity shares of Rs. 10 each with voting rights	-	-	-	-
Total	5,311,800	53,118,000.00	5,311,800	53,118,000.00

The Company has only one class of equity shares having par value of Rs. 10 per share. Each shareholder is entitled to one vote per share.

Note 1 Share capital (contd.)

Particulars								
Notes:								
(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:								
Particulars	Opening Balance	Fresh issue	Bonus	ESOP	Conversion	Buy back	Other changes (give details)-(vi)	Closing Balance
Equity shares with voting rights (Issued,Subscribed & Fully Paid up) Year ended 31 st March, 2016								
- Number of shares	5,311,800	-	-	-	-	-	-	5,311,800
- Amount (Rs)	53,118,000	-	-	-	-	-	-	53,118,000
Year ended 31 st March, 2015								
- Number of shares	5,311,800	-	-	-	-	-	-	5,311,800
- Amount (Rs)	53,118,000	-	-	-	-	-	-	53,118,000
Equity shares with voting rights (Issued,Subscribed but not Fully Paid up) Year ended 31 st March, 2016								
- Number of shares	-	-	-	-	-	-	-	-
- Amount (Rs)	-	-	-	-	-	-	-	-
Year ended 31 st March, 2015								
- Number of shares	-	-	-	-	-	-	-	-
- Amount (Rs)	-	-	-	-	-	-	-	-

**PART B Contd.**

(ii) Arrears of fixed cumulative dividends on preference shares as at 31 st March, 2016 is nil. (As at 31 st March, 2015 is Nil)				
(iii) Shareholding of holding company, ultimate holding company, subsidiaries of holding company, associates of holding company, subsidiaries of ultimate holding company, associates of ultimate holding company as at 31 st March, 2016 is Nil. (As at 31 st March, 2015 is Nil)				
(iv) There is no shareholder in company holding more than 5% shares as at 31 st March 2016. (As at 31 st March 2015 also Nil)				
(v) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash, bonus shares and shares bought back for the period of 5 years immediately preceding the Balance Sheet date is nil as at 31 st March 2016. (As at 31 st March 2015 also Nil)				
(vi) Details of calls unpaid : During the year old unpaid shares were made fully paid-up on receipt of pending call money.				
Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
	Number of shares	Amount Unpaid	Number of shares	Amount Unpaid
<u>Equity shares with voting rights</u>				
Aggregate of calls unpaid				
- by directors	-	-	-	-
- by officers	-	-	-	-
- by others	-	-	-	-
(vii) Details of forfeited shares : Nil as at 31 st March 2016 and also Nil as at 31 March 2015.				

Note 2. Reserve and Surplus

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
(a) Capital reserve	-	-
(b) Capital redemption reserve	-	-
(c) Securities premium account	-	-
(d) Debenture redemption reserve	-	-
(e) Revaluation reserve	-	-
(f) Share options outstanding account	-	-
<u>(g) General reserve</u>		
Opening balance	1,472,482.42	1,472,482.42
Add: Transferred from surplus in Statement of Profit and Loss	-	-
Less: Utilised / transferred during the year	-	-
Closing balance	1,472,482.42	1,472,482.42
(h) Foreign currency translation reserve	-	-
(i) Hedging reserve	-	-
<u>(j) Other reserves (Contingent reserve for Standard Assets)</u>		
Opening balance	106,598.79	73,546.83
Add: Additions / transfers during the year	-	-
Less/Add: Utilisations / transfers during the year	20,273.91	33,051.96
Closing balance	126,872.70	106,598.79
<u>(k) Surplus / (Deficit) in Statement of Profit and Loss</u>		
Opening balance	7,217,714.56	5,334,252.20
Add: Profit / (Loss) for the year	2,139,353.37	1,907,219.54
Add : Retained Earnings due to adjustment in depreciation as per Sch-II to Companies Act 2013	-	9,294.78
Less: Transferred to/from Contingent Reserve for Standard Assets	20,273.91	33,051.96
Closing balance	9,336,794.02	7,217,714.56
Total Reserves & Surplus	10,936,149.14	8,796,795.77

**PART B Contd.****Note 3 Trade payables ***

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
Trade payables:		
Acceptances	221,644.94	523,261.41
Other than Acceptances	-	-
Total Trade Payables	221,644.94	523,261.41

* Trade payables are dues in respect of goods purchased or services received (including from employees, professionals and others under contract) in the normal course of business.

Note 4 Other current liabilities

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
(a) Current maturities of long-term debt	-	-
(b) Current maturities of finance lease obligations	-	-
(c) Interest accrued but not due on borrowings	-	-
(d) Interest accrued and due on borrowings	-	-
(e) Income received in advance (Unearned revenue)	-	-
(f) Unpaid matured deposits and interest accrued thereon	-	-
(g) Unpaid matured debentures and interest accrued thereon	-	-
(h) Other payables	-	-
(i) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.)	-	-
(ii) Advances from customers	-	-
(iii) Others (Audit fee, Legal Fee & TDS payable)	47,800.00	88,736.00
Total Other Current Liabilities	47,800.00	88,736.00

Note 5 Short-term provisions

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
(a) Provision for employee benefits	-	-
(b) Provision - Others:	-	-
(i) Provision for tax (without deducting taxes paid)	905,599.00	864,520.00
Total Short Term Provisions	905,599.00	864,520.00



PART B Contd.

Note 6A. Fixed assets

A	Tangible Assets	Gross block					Balance as at 31 st March, 2016
		Balance as at 1 April, 2015	Additions	Disposals	Borrowing cost capitalised	Other adjustments	
	(a) Land	-	-	-	-	-	-
	(b) Buildings	-	-	-	-	-	-
	(c) Plant and Equipment Owned	331,700.00	28,035.00	-	-	-	359,735.00
	(d) Furniture and Fixtures Owned	90,505.00	-	-	-	-	90,505.00
	(e) Vehicles Owned	0.00	-	-	-	-	0.00
	(f) Office equipment Owned	79,500.00	-	-	-	-	79,500.00
	(g) Leasehold improvements	-	-	-	-	-	-
	(h) Others	-	-	-	-	-	-
	Total	501,705.00	28,035.00				5,29,740.00
	Previous year	1,967,603.00	-	1,465,898.00			501,705.00

Note 6A. Fixed assets (contd.)

A	Tangible assets	Accumulated depreciation and impairment			Net block	
		Balance as at 1 st April, 2015	Depreciation / amortisation expense for the year	Eliminated on disposal of assets & Sch-II effect	Balance as at 31 st March, 2016	Balance as at 31 st March, 2015
	(a) Land	-	-	-	-	-
	(b) Buildings	-	-	-	-	-
	(c) Plant and Equipment Owned	243,936.23	29,538.87	-	273,475.10	87,763.77
	(d) Furniture and Fixtures Owned	85,979.75	-	-	85,979.75	4,525.25
	(e) Vehicles Owned	-	-	-	-	-
	(f) Office equipment Owned	34,307.58	9,603.44	-	43,911.02	45,192.42
	(g) Leasehold improvement	-	-	-	-	-
	(h) others	-	-	-	-	-
	Total	364,223.56	39,142.31		403,365.87	137,481.44
	Previous year	1,673,163.84	91,987.97	1,400,928.25	364,223.56	294,439.16

(i) Information regarding assets under lease (taken or given), is not applicable in the company.

(ii) Asset disposals through demergers and amounts written off on reduction of capital is not applicable to the company.

(iii) None of the assets has been revalued during the period.



PART B Contd.

Note 6B. Fixed assets (contd.)

B	Intangible assets	Gross block					Balance as at 31 st March, 2016
		Balance as at 1 st April, 2015	Additions	Disposals	Borrowing cost capitalised	Other adjustment	
	(a) Goodwill						
	(b) Brands / trademarks						
	(c) Computer software						
	(d) Mastheads and publishing titles						
	(e) Mining rights						
	(f) Copyrights, patents and other intellectual property rights, services and operating rights						
	(g) Recipes, formulae, models, designs and prototypes						
	(h) Licenses and franchise						
	(i) Others						
	Total						
	Previous year	198,680.00	-	198,680.00	-	-	

B	Intangible assets	Accumulated depreciation and impairment			Net block		
		Balance as at 1 st April, 2015	Depreciation /amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31 st March, 2016	Balance as at 31 st March, 2016	Balance as at 31 st March, 2015
	(a) Goodwill	-	-	-	-	-	-
	(b) Brands / trademarks	-	-	-	-	-	-
	(c) Computer software	-	-	-	-	-	-
	(d) Mastheads and publishing titles	-	-	-	-	-	-
	(e) Mining rights	-	-	-	-	-	-
	(f) Copyrights, patents and other intellectual property rights, services and operating rights	-			-	-	-
	(g) Recipes, formulae, models, designs and prototypes	-	-	-	-	-	-
	(h) Licenses and franchise	-	-	-	-	-	-
	(i) Others	-	-	-	-	-	-
	Total	-	-	-	-	-	-
	Previous years	198,679.00	-	198,679.00	-	-	1.0

**PART B Contd.**

- (i) Information regarding assets under lease (taken or given), is not applicable in the company.
(ii) Asset disposals through demergers and amounts written off on reduction of capital is not applicable to the company.
(iii) None of the assets has been revalued during the period.

C.	Depreciation and amortisation relating to continuing operations	For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
	Particulars		
1	Depreciation and amortisation for the year on tangible assets as per Note 6 A	39,142.31	91,987.97
2	Depreciation and amortisation for the year on intangible assets as per Note 6 B	-	-
3	Less: Utilised from revaluation reserve	-	-
4	Depreciation and amortisation relating to discontinuing operations (Refer Note 30.11)		
5	Depreciation and amortisation relating to continuing operations	39,142.31	91,987.97
(i) There were no reduction of capital or revaluation of assets or sums added to assets on revaluation during the preceding 5 years. (ii) No assets were acquired under hire purchase agreements. (iii) There are no assets jointly owned by the Company with others			

Note 7 Non-current Investment

Particulars	As at 31 st March, 2016			As at 31 st March, 2015		
	Face Value	Number	Amount in Rs	Face Value	Number	Amount in Rs
A. Trade Investments (Quoted/Unquoted)						
(a) Investment in equity instruments	-	-	-	-	-	-
(b) Investment in preference shares	-	-	-	-	-	-
(c) Investment in debentures or bonds	-	-	-	-	-	-
(d) Investment in partnership Firm,	-	-	-	-	-	-
(e) Other non-current investments	-	-	-	-	-	-
Total - Trade (A)			-			-
B. Other than Trade Investments (Quoted/Unquoted)						
(a) Investment property (specify nature), (net off accumulated depreciation and impairment)	-	-	-	-	-	-
(b) Investment in equity instruments of other entities-	-	-	-	-	-	-
I. Quoted Investments-						
1. Natura Hue Chem Ltd (Fully paid up)*	10.00	400,000	4,000,000.00	10.00	400,000	4,000,000.00
Sub Total (b)			4,000,000.00			4,000,000.00
(c) Investment in preference shares	-	-	-	-	-	-
(d) Investment in government or trust securities	-	-	-	-	-	-
(e) Investment in debentures or bonds	-	-	-	-	-	-
(f) Investment in mutual funds (Quoted)						
1. Reliance Vision Fund		4177.619	175,267.63		3718.057	158,536.39
2. Reliance Opportunity Fund		4180.619	100,000.00		4180.619	100,000.00
3. DSP Merrill Lynch-Tiger		1389.970	50,000.00		1389.970	50,000.00
4. Reliance Growth Fund		3642.805	181,283.81		3297.952	163,145.08
Sub Total (f)			506,551.44			471,681.47

**PART B Contd.**

(g) Investment in partnership firms	-	-	-	-	-	-
(h) Other non-current investments (specify nature)	-	-	-	-	-	-
Total - Other investments (B)	-	-	4,506,551.44	-	-	4,471,681.47
Total Investments (A+B)	-	-	4,506,551.44	-	-	4,471,681.47
Less: Provision for diminution in value of investments	-	-	-	-	-	-
Total Non Current Investments	-	-	4,506,551.44	-	-	4,471,681.47
Aggregate amount of quoted investments	-	-	4,506,551.44	-	-	4,471,681.47
Aggregate market value of listed and quoted investments	-	-	1,210,186.91	-	-	1,470,325.08
Aggregate value of listed but not quoted investments	-	-	-	-	-	-
Aggregate amount of unquoted investments	-	-	-	-	-	-

* Note : These shares are given under loan agreements for use to different parties and are overdue for recovery as on 31.3.2016.

Note 8 Inventories (Valued at cost of acquisition)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
(a) Raw materials	-	-
Goods-in-transit	-	-
(b) Work-in-progress	-	-
Goods-in-transit	-	-
(c) Finished goods (other than those acquired for trading)	-	-
Goods-in-transit	-	-
(d) Stock-in-trade (shares acquired for trading) at cost	13,420,114.63	7,699,744.26
Goods-in-transit	-	-
(e) Stores and spares	-	-
Goods-in-transit	-	-
(f) Others	-	-
Goods-in-transit	-	-
Total	13,420,114.63	7,699,744.26

Note 9 Trade Receivables

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
Trade receivables outstanding for a period exceeding six months from the date they were due for payment	-	-
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
Less: Provision for doubtful trade receivables	-	-
Sub Total	-	-
Other Trade receivables	-	-
Secured, considered good	-	-
Unsecured, considered good	-	264,934.00
Doubtful	-	-
Less: Provision for doubtful trade receivables	-	264,934.00
Sub Total	-	264,934.00
Total Trade Receivable	-	264,934.00

Note- There are no Trade receivables including debts due from Directors, their relatives, companies/firms in which directors are interested.

**PART B Contd.****Note 10 Cash and cash equivalents**

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
(a) Cash on hand	553,550.53	107,680.57
(b) Cheques, drafts on hand	-	-
(c) Balances with banks	-	-
(i) In current accounts	281,409.92	3,357,477.07
(ii) In EEFC accounts	-	-
(iii) In deposit accounts	-	-
(d) Others- FDR with Bajaj Fin	-	-
Total	834,960.45	3,465,157.64

Note 11 Short term loans and advances

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
(a) Loans and advances to related parties	-	-
(b) Security deposits		
Secured, considered good	-	-
Unsecured, considered good	70000	70000
Doubtful	-	-
	70000	70000
Less: Provision for doubtful deposits	-	-
	70000	70000
(c) Loans and advances to employees		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
	-	-
(d) Prepaid expenses - Unsecured, considered good	-	-
(e) Balances with government authorities		
Unsecured, considered good		
(i) Service Tax credit receivable	-	-
(ii) Advance Tax, TDS, STT & FBT	2,251,474.04	2,217,719.04
	2,251,474.04	2,217,719.04
(f) Inter-corporate deposits		
Secured, considered good	-	-
Unsecured, considered good	13,550,812.00	14,812,480.00
Doubtful	-	-
	13,550,812.00	14,812,480.00
Less: Provision for doubtful inter-corporate deposits	-	-
	13,550,812.00	14,812,480.00
(g) Others (Advance Recoverable in cash or kind)		
Secured, considered good	-	-
Unsecured, considered good	30,477,729.00	30,266,437.00
Doubtful	-	-
	30,477,729.00	30,266,437.00
Less: Provision for other doubtful loans and advances	-	-
	30,477,729.00	30,266,437.00
Total Short Term Loan & Advances	46,350,015.04	47,366,636.04

@ Details of loans and advances to related parties has been given in accordance with the disclosure requirements contained in AS 18 Related Party Disclosures. (Refer Note Part C 15.07). There are no Short term Loans & Advances due from Directors, their relatives, Companies/firms in which directors are interested except a security deposits of Rs 70000/- given for rented office premises.

**PART B Contd.****Note 12 Revenue from operations**

Sl.No.	Particulars	For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
(a)	Sale of products (Refer Note (i) below)	290,988,601.16	284,125,100.47
(b)	Sale of services (Refer Note (ii) below)	685,239.00	1,313,436.00
(c)	Other operating revenues (Refer Note (iii) below)	4,752,025.09	4,277,872.02
		296,425,865.25	289,716,408.49
(d)	<u>Less:</u> Excise duty	-	-
	Total	296,425,865.25	289,716,408.49
Note	Particulars	For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
(i)	Sale of products comprises:		
	<u>Manufactured goods</u>		
	Product	-	-
	Others	-	-
	Total - Sale of manufactured goods	-	-
	<u>Traded goods</u>		
	Product -Shares	289,654,158.11	282,686,403.84
	Product - Fabrics	-	-
	Future & Options trading	1,334,443.05	1,438,696.63
	Total - Sale of traded goods	290,988,601.16	284,125,100.47
	Total - Sale of products	290,988,601.16	284,125,100.47
(ii)	Sale of services comprises :		
	Commission on marketing services	685,239.00	1,313,436.00
	Professional Advisory Income	-	-
	Total - Sale of services	685,239.00	1,313,436.00
(iii)	Other operating revenues # comprise:		
	Interest income on Short Term Loans & Advances & FDRs	4,608,108.00	4,183,040.81
	Dividend	143,917.09	94,831.21
	Total - Other operating revenues	4,752,025.09	4,277,872.02
<p># 1. The company is NBFC and one of the main business activity is giving short term loans and advances and interest earned on such loans, advance & bank deposits is shown as other operating revenue.</p> <p># 2. The company is dealing in trading of shares & securities and dividend earned on such dealings of shares is shown as other operating revenue.</p>			

Note 13 Other income

	Particulars	For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
(a)	Interest income	-	-
(b)	Dividend income:		
(c)	Net gain on sale of Current Or Long Term Investments	-	-
(d)	Adjustments to the carrying amount of investments - reversal of reduction in the carrying amount of Current or Lon Term Investments	-	-
(e)	Net gain on foreign currency transactions	-	-
(f)	Other non-operating income (net of expenses directly attributable to such income)	68,264.42	-
	Total	68,264.42	-

**PART B Contd.**

Note 14.a Cost of materials consumed : Not Applicable		
Note 14.b Purchase of traded goods-		
Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Traded good - Shares & expenses	295,250,000.09	287,539,099.56
Other items	-	-
Total	295,250,000.09	287,539,099.56
Note 14.c Changes in inventories of finished goods, work-in-progress and stock-in-trade		
Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
<u>Inventories at the end of the year:</u>		
Finished goods	-	-
Work-in-progress	-	-
Stock-in-trade (Shares)	13,420,114.63	7,699,744.26
	13,420,114.63	7,699,744.26
<u>Inventories at the beginning of the year :</u>		
Finished goods	-	-
Work-in-progress	-	-
Stock-in-trade (Shares)	7,699,744.26	2,051,759.45
	7,699,744.26	2,051,759.45
Net (increase) / decrease	(5,720,370.37)	(5,647,984.81)
Notes-		
(i) Traded goods comprises of share.		
(ii) Stock in trade comprises of stock of shares and securities.		

Note 15 Employee benefits expense

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Salaries and wages #	2,441,750.00	2,623,422.00
Staff welfare expenses **	75,235.00	94,247.00
Total	2,516,985.00	2,717,669.00
# Salaries and wages includes: Salaries, wages, bonus, compensated allowances and all other amounts payable to employees in respect of services rendered as per their employment terms under a contract of service / employment.		
** Staff welfare expenses include employees' medical expenses, cost of food provided during employments to the employees, etc.		

**PART B Contd.****Note 16 Finance costs**

Particulars	For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
(a) Interest expense on:		
(i) Borrowings	-	-
(ii) Trade payables	-	-
(iii) Others	-	-
(b) Other borrowing costs	-	-
Total	-	-

Note 17 Other expenses

Particulars	For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
Advertisement	69,858.00	222,503.00
Annual Custody Fee	57,226.00	33,708.00
Annual Listing Fee	245,788.00	150,282.00
Payments to auditors (Refer Note (i) below)	45,800.00	69,944.00
Loss & Rebate	-	598,227.19
Bank Charges	1,729.28	2,687.31
Books, Journals & Periodicals	40,205.00	32,335.00
Business Promotion	39,571.04	42,809.20
CIBIL's Fee	5,725.00	5,618.00
Communication-Telephone	33,816.76	34,383.30
Donation	-	15,000.00
Legal and professional *	121,250.00	236,776.00
News Paper	850.00	776.00
Office Expenses	63,760.00	50,166.00
Postage & Courier	21,012.00	44,690.00
Power and fuel	84,900.00	77,810.00
Rent for Office Premises	90,000.00	90,000.00
Repairs and maintenance - Machinery	39,775.25	34,685.00
Repairs and maintenance - Others	34,198.00	76,445.00
Loss/Adjustment on sale of Fixed Assets	-	41,765.53
Share Department Expenses	68,391.00	79,242.00
Stationery & Photo Stat Expenses	68,579.00	58,108.00
Travelling and conveyance	225,379.00	276,493.00
Website Expenses	8,182.00	-
Total	1,365,995.33	2,274,453.53

Notes:

Particulars	For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	28,625.00	28,090.00
For taxation matters	17,175.00	16,854.00
Total	45,800.00	44,944.00

Payment for

- taxation matters include tax audit fees, certifications under the Income Tax Act, tax advisory services, etc.
- company law matters include certifications (e.g. certificate for buy-back of shares, etc.), company law advisory services

**PART C****Additional information to the financial statements**

Note	Particulars		
1	Monies received against share warrants The company has not created, offered or issued any share warrants and not received any money against the same.		
2	Share application money pending allotment The company has not received any share application money which is pending for allotment.		
3	Contingent liabilities and commitments (to the extent not provided for)	As at 31st March, 2016	As at 31st March, 2015
(i)	Contingent liabilities (a) Claims against the Company not acknowledged as debt # 1. Disputed income tax dues for A. Y. 1998-99 (b) Guarantees (c) Other money for which the Company is contingently liable		
		466,371.00	466,371.00
		-	-
		-	-
	# The total disputed income tax liability is of Rs. 1551442/- and interest thereon for the assessment year 1998-99 out of which Rs. 1085071 has already been deposited by company under dispute with I.T. Department to avoid any coercive action against it. The said amount has been levied as income tax for the assessment year 1998-99 and the case was set aside by the Hon'ble ITAT, Delhi Bench – C with the direction to decide the issue on merit. The case is still pending as on date with CIT (A)..		
(ii)	Commitments (a) Estimated amount of contracts remaining to be executed on capital account and not provided for Tangible assets Intangible assets (b) Uncalled liability on shares and other investments partly paid (c) Other commitments (specify nature)		
		As at 31st March, 2016	As at 31st March, 2015
		-	-
		-	-
		-	-
		-	-
4	Details of unutilised amounts out of issue of securities made for specific purpose Not applicable to the company.		
5	Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 Dues to Micro and Small Enterprises are nil on the basis of information collected by the Management. This has been relied upon by the auditors.		
6	Disclosure as per the Listing Agreements with the Stock Exchanges/SEBI (LODR), 2015 Loans and advances in the nature of loans given to subsidiaries, associates and others related party and investment in shares of the Company of such parties are nil.		
7	Details on derivatives instruments and unhedged foreign currency exposures The derivative transaction were done under normal course of business. At the end of the financial year, there were no outstandings. There were no foreign currency dealings & exposures.		
8	Disclosure required in terms of Clause 13.5A of Chapter XIII on Guidelines for preferential issues, SEBI (Disclosure and Investor Protection) Guidelines, 2000 There was no preferential issue during the year ended 31 March 2016 as well as in the Previous Year ended 31 March 2015.		

**PART C Contd.**

9	Details of fixed assets held for sale No assets were held for sale neither on 31.03.2016 nor on 31.03.2015.
10	Value of imports calculated on CIF basis Not applicable to the company.
11	Expenditure in foreign currency No foreign currency expenditure in the company.
12	Details of consumption of imported and indigenous items Not applicable to the company because it is not engaged in manufacturing activities.
13	Earnings in foreign exchange : There were no earnings in foreign exchange.
14	Amounts remitted in foreign currency during the year on account of dividend Not Applicable to the company.

Note 15 : Disclosures under Accounting Standards

15.01	Details of contract revenue and costs (AS-7) The company is a RBI approved NBFC and all revenues & expenses are accounted for on accrual basis. There were no construction related contracts.																																										
15.02	Details of government grants (AS-12) The Company has not received any government grant either in the year ended 31.3.2016 or in the year ended 31.3.2015.																																										
15.03	Details of amalgamations (AS-14) The company has neither floated/approved any scheme of amalgamations nor participated in any such scheme.																																										
15.04	Employee benefit plans (AS-15) As per terms of employment, the employees are not entitled to any other benefit e.g. PF, Gratuity, Pension, etc except the annual salary and ex-gratia allowance paid for their work.																																										
15.05	Details of borrowing costs capitalised (AS-16) There were no such borrowings neither in the year ended 31.3.2016 nor in the year ended 31.3.2015.																																										
15.06	Segment information (AS-17) The segment wise information for Income & Profits is as under but considering nature of business it is not possible to segregate assets segment wise-																																										
	<table border="1"> <thead> <tr> <th>PARTICULARS</th> <th>For the Year ended 31.03.2016</th> <th>For the Year ended 31.03.2015</th> </tr> </thead> <tbody> <tr> <td>Segment Revenue (Sales/Income)</td> <td></td> <td></td> </tr> <tr> <td>Share Account</td> <td>289654158.11</td> <td>282686403.84</td> </tr> <tr> <td>Future Option Trading</td> <td>1334443.05</td> <td>1438696.63</td> </tr> <tr> <td>Commission Income</td> <td>685239.00</td> <td>1313436.00</td> </tr> <tr> <td>Interest Account</td> <td>4608108.00</td> <td>4183040.81</td> </tr> <tr> <td>Other Income</td> <td>68264.42</td> <td>0.00</td> </tr> <tr> <td>Dividend</td> <td>143917.09</td> <td>94831.21</td> </tr> <tr> <td>Total Income from Operations</td> <td>296494129.67</td> <td>289716408.49</td> </tr> <tr> <td>Segment Results (Profit before Tax and Interest)</td> <td></td> <td></td> </tr> <tr> <td>Share Account</td> <td>124528.39</td> <td>795289.09</td> </tr> <tr> <td>Future Option Trading</td> <td>1334443.05</td> <td>1438696.63</td> </tr> <tr> <td>Commission Income</td> <td>685239.00</td> <td>1313436.00</td> </tr> <tr> <td>Interest Account</td> <td>4608108.00</td> <td>4183040.81</td> </tr> </tbody> </table>	PARTICULARS	For the Year ended 31.03.2016	For the Year ended 31.03.2015	Segment Revenue (Sales/Income)			Share Account	289654158.11	282686403.84	Future Option Trading	1334443.05	1438696.63	Commission Income	685239.00	1313436.00	Interest Account	4608108.00	4183040.81	Other Income	68264.42	0.00	Dividend	143917.09	94831.21	Total Income from Operations	296494129.67	289716408.49	Segment Results (Profit before Tax and Interest)			Share Account	124528.39	795289.09	Future Option Trading	1334443.05	1438696.63	Commission Income	685239.00	1313436.00	Interest Account	4608108.00	4183040.81
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**PART C Contd.**

Other income	68264.42	0.00
Dividend	143917.09	94831.21
Total	6964499.95	7825293.74
Less: i) Interest	0.00	0.00
ii) Other un-allocable Expenses	3922122.64	5084110.50
iii) Transferred to Contingent Reserve	20273.91	-
Total Profit before tax	3022103.40	2741183.24
Tax Expenses including deferred tax	900099.94	833963.70
Net Profit after tax	2122003.46	1907219.54

Note	Particulars		
15.07	Related party transactions (AS-18)		
15.07.a	Details of related parties:		
	Description of relationship	Names of related parties	
	Mr. Anil Kumar Goel and Mr. Subodh Gupta are common directors	Divas Construction Co Pvt Ltd	
	Note: Related parties have been identified by the Management.		
	Details of related party transactions during the year ended 31 March, 2016 and balances outstanding as at 31 March, 2016 as per AS-18:		
15.07.b	Particulars	Amount	Names of related parties
	<u>Payments</u>		
	Rent for Office Accommodation paid	90000 (90000)	Divas Construction Co Pvt. Ltd.
	<u>Balances outstanding at the end of the year</u>		
	Security Deposit	70000 (70000)	Divas Construction Co Pvt. Ltd.
	Note: Figures in bracket relates to the previous year		
15.08	Details of leasing arrangements (AS-19)		
	There were no lease agreements as per AS-19 neither in the year ended 31.3.2016 nor in the year ended 31.3.2015.		
15.09	Earnings per share (AS-20)		
	Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
	<u>Continuing operations/Total Operations</u>		
	Net profit / (loss) for the year from continuing operations	2,139,353.37	1,907,219.54
	Less: Preference dividend and tax thereon	-	-
	Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	2,139,353.37	1,907,219.54
	Weighted average number of equity shares	5,311,800	5,311,800
	Par value per share	10	10
	Earnings per share from continuing operations - Basic	0.40	0.36



Note	Particulars	As at 31 March, 2016	As at 31 March, 2015
15.10	Deferred tax (liability) / asset (AS-22)		
	<u>Tax effect of items constituting deferred tax liability</u>		
	On difference between book balance and tax balance of fixed assets	8,822.61	14,321.67
	On expenditure deferred in the books but allowable for tax purposes	-	-
	On items included in Reserves and surplus pending amortisation into the Statement of Profit and Loss	-	-
	Others	-	-
	Tax effect of items constituting deferred tax liability	8,822.61	14,321.67
	<u>Tax effect of items constituting deferred tax assets</u>		
	Provision for compensated absences, gratuity and other employee benefits	-	-
	Provision for doubtful debts / advances	-	-
	Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961	-	-
	On difference between book balance and tax balance of fixed assets	-	-
	Unabsorbed depreciation carried forward	-	-
	Brought forward business losses	-	-
	Tax effect of items constituting deferred tax assets	-	-
	Net deferred tax (liability) / asset	(8,822.61)	(14,321.67)
	The Company has recognized deferred tax on difference in value of fixed assets as per Income Tax Laws and as per Companies Act.		
15.11	Discontinuing operations (AS-24)		
	The company has not discontinued any operations which it was carrying on in past as per its main business objects, except trading in Textile/Fabric.		
15.12	Details of research and development expenditure recognized as an expense (AS-26)		
	No specific expenditure has been incurred on research & development considering nature of business of the company. The company is mainly engaged in financial activities as NBFC and keeps incurring expenditure to upgrade technology from time to time.		
15.13	Interest in joint ventures (AS-27)		
	The company has no interest, right and sharing in any joint venture project.		
15.14	Details of provisions (AS-29)		
	The Company has not made any provision for any contractual obligations and disputed liabilities because no such obligation or liability was pending at year end. However, disputed income tax liabilities are disclosed under contingent liabilities.		
16	Employee Stock Option Scheme		
	The company has never issued any ESOP and therefore, no disclosure is required to be made in this connection.		
17	Note on Previous year's figures		
	Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.		
18	Tax Deducted at Source		
	Particulars	Figures as at 31.03.2016	Figures as at 31.03.2015
	Interest	309568	289869
	Software & Data Processing Charges	-	-
	Commission	70401	131345
	Professional Fee	-	-
As per our report of even data		For and on behalf of the Board of Directors	
For UMESH AMITA & CO.		VIJAY KUMAR SINHA	
Chartered Accountants		(Managing Director)	
FRN: 007238C		DIN - 01089578	
(CA. AKASH GARG)		SUBODH GUPTA	
Partner, M.No. 420145		(Director)	
Place : New Delhi.		DIN - 00006243	
Date : 24.05.2016		SHILPA VERMA	
		(Company Secretary)	
		ASHOK KUMAR DAS	
		(CFO)	



**Schedule to the
Balance Sheet of a Non-Banking Financial Company**
(as required in terms of Paragraph 9BB of
Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998

(Rs. In lakhs)

Particulars			
Liabilities side :			
(1)	Loans and advances availed by the NBFs inclusive of interest accrued thereon but not paid:	Amount outstanding	Amount overdue
	(a) Debentures : Secured : Unsecured (other than falling within the meaning of public deposits*)	Nil Nil	Nil Nil
	(b) Deferred Credits	Nil	Nil
	(c) Term Loans	Nil	Nil
	(d) Inter-corporate loans and borrowing	Nil	Nil
	(e) Commercial Paper	Nil	Nil
	(f) Public Deposits*	Nil	Nil
	(g) Other Loans (specify nature) * Please see Note 1 below	Nil	Nil
(2)	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):		
	(a) In the form of Unsecured debentures	Nil	Nil
	(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	Nil	Nil
	(c) Other public deposits * Please see Note 1 below	Nil	Nil
Assets side :		Amount outstanding	
(3)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
	(a) Secured		Nil
	(b) Unsecured		463.50
(4)	Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities		Nil
	I. Lease assets including lease rentals under sundry debtors :		
	(a) Financial lease		Nil
	(b) Operating lease		Nil
	II. Stock on hire including hire charges under sundry debtors		
	(a) Assets on hire		Nil
	(b) Repossessed Assets		Nil
	III. Hypothecation loans counting towards EL/HP activities		
	(a) Loans where assets have been repossessed		Nil
	(b) Loans other than (a) above		Nil



(5)	Break-up of Investments :		
	<u>Current Investments:</u>		
	I. <u>Quoted :</u>		
	(i) Shares : (a) Equity		134.20
	(b) Preference		Nil
	(ii) Debentures and Bonds		Nil
	(iii) Units of mutual funds		Nil
	(iv) Government Securities		Nil
	(v) Others (please specify)		Nil
	II. <u>Unquoted :</u>		
	(i) Shares : (a) Equity		Nil
	(b) Preference		Nil
	(ii) Debentures and Bonds		Nil
	(iii) Units of mutual funds		Nil
	(iv) Government Securities		Nil
	(v) Others (please specify)		Nil
	<u>Long Term investments :</u>		
	I. <u>Quoted :</u>		
	(i) Shares : (a) Equity		40.00
	(b) Preference		Nil
	(ii) Debentures and Bonds		Nil
	(iii) Units of mutual funds		Nil
	(iv) Government Securities		Nil
	(v) Others (please specify)		Nil
	II. <u>Unquoted :</u>		
	(i) Shares : (a) Equity		Nil
	(b) Preference		Nil
	(ii) Debentures and Bonds		Nil
	(iii) Units of mutual funds		5.07
	(iv) Government Securities		Nil
	(v) Others (please specify)		Nil
	(iv) Government Securities		Nil
	(v) Others (please specify)		Nil
(6)	Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :		
	Please see Note 2 below		
	Category	Amount net of provisions	
		Secured	Unsecured
			Total
	1. Related Parties **		
	(a) Subsidiaries	Nil	Nil
	(b) Companies in the same Group	Nil	Nil
	(c) Other related parties	Nil	0.70
	2. Other than related parties	Nil	462.80
	Total	Nil	463.50



(7)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): Please see note 3 below		
	Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
	1. Related Parties **		
	(a) Subsidiaries	Nil	Nil
	(b) Companies in the same Group	Nil	Nil
	(c) Other related parties	Nil	Nil
	2. Other than related parties	146.30	179.27
	Total	Nil	Nil

** As per Accounting Standard of ICAI (Please see Note 3)

(8)	Other information		
	Particulars		
	(i)	Gross Non-Performing Assets	
		(a) Related parties	Nil
		(b) Other than related parties	Nil
	(ii)	Net Non-Performing Assets	
		(a) Related parties	Nil
		(b) Other than related parties	Nil
	(iii)	Assets acquired in satisfaction of debt	Nil

Notes:

1. As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
2. Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (5) above.

G.K. CONSULTANTS LIMITED

CIN: L74140DL1988PLC034109,

Registered Office: 302, G.K House, 187-A, Sant Nagar, East of Kailash, New Delhi – 110065

Phone: 011- 26489431, Fax: 011- 26489299

Email Id: akg_gkcl@yahoo.co.in, Website: www.gkconsultantsltd.com

PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L74140DL1988PLC034109
Name of the company:	G.K. Consultants Limited
Registered office:	302, G.K House, 187-A, Sant Nagar, East of Kailash, New Delhi -110065
Name of the Member(s)	
Registered address:	
Email Id:	
Folio No./Client Id/ DP ID	

I/We, being the member (s) of shares of G.K. Consultants Limited, hereby appoint:

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

Above as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Friday, September 30, 2016 at 09.30 AM at 301-302, G.K House, 187A, Sant Nagar, East of Kailash, New Delhi – 110065 and at any adjournment thereof in respect of such Resolutions as are indicated below:

S. NO	Resolution	For	Against
Ordinary Business			
1	Consider and approve the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 and the reports of the Board of Directors and Auditor's thereon.		
2.	Re-appointment of Mr. Anil Kumar Goel (DIN: 01050857), Director who retire by rotation.		
3.	Ratify the Appointment of M/s Umesh Amita & Co. Chartered Accountants, the Statutory Auditors of the Company and Fixing their Remuneration		
Special Business			
4.	Re-appointment of Mr. Vijay Kumar Sinha (DIN: 01089578), Managing Director who has attained the age of 70 year, for a period of 5 (Five) year w.e.f 08 th January, 2016 to 07 th January, 2021.		
5.	Determination of fees to be charged for service of document in a particular mode		

Signed this..... day of..... 2016

Signature of shareholder

Signature of Proxy holder(s)

**Affix
Revenue
Stamp of
Re 1 (One)**

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

G.K. CONSULTANTS LIMITED

CIN: L74140DL1988PLC034109

Registered Office: 302, G.K House, 187-A, Sant Nagar, East of Kailash, New Delhi – 110065

Phone: 011- 26489431, Fax: 011- 26489299

Email Id: akg_gkcl@yahoo.co.in, Website: www.gkconsultantsltd.com

ATTENDANCE SLIP

- 1 Name :
2. Registered Address of the
Sole/First named Shareholder :
3. Name(s) of the Joint Shareholder(s) if any :
 - 1.
 - 2.
4. Registered Folio/ DP ID & Client ID :
5. No of Shares held :

I/We, being the Registered Shareholder/Proxy for the Registered Shareholder of the Company hereby record my presence at the 28th Annual General Meeting of the company, held on Friday, September 30, 2016 at 09.30 A.M at 301-302, G.K House, 187A, Sant Nagar, East of Kailash, New Delhi – 110065 and at any adjournment thereof.

Signature as per Specimen registered with the Company or its Registrar:

1st Holder 2nd Holder 3rd Holder Proxy

NOTES:

1. Shareholders / Proxy holders are requested to complete this attendance slip and hand it over at the entrance of the meeting hall after affixing their signature on it.
2. Joint shareholders may obtain additional attendance slips on request.

ROUTE MAP TO THE AGM VENUE

