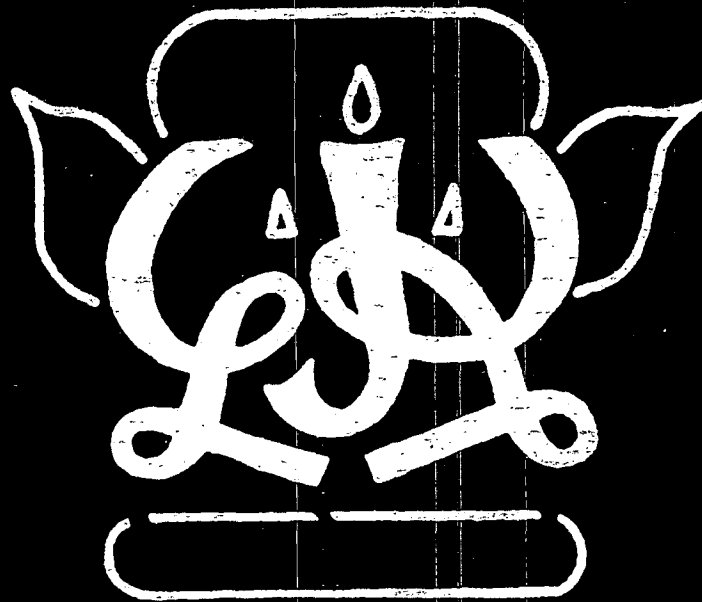


G. K. CONSULTANTS LIMITED



ANNUAL REPORT  
2008-2009



## **ANNUAL REPORT : 2008-2009**

### **BOARD OF DIRECTORS**

Shri Vijay Kumar Sinha	Managing Director/ Independent Director
Shri Anil Kumar Goel	Director
Shri Suboadh Gupta	Prof. Director
Shri Vinay Kumar Mittal	Director/ Independent Director
Shri Brij Mohan Sharma	Director/ Independent Director

### **AUDITORS**

M/s Alok B. Mathur & Co.  
Chartered Accountants  
New Delhi

### **COMPANY SECRETARY**

Ashhok Saxena

### **COMPLIANCE OFFICER**

Ashok Kumar Das

### **BANKERS**

ABN AMRO Bank  
Corporation Bank

### **REGISTERED OFFICE**

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

### **REGISTRARS & TRANSFER AGENT**

M/s Beetal Financial & Computer Services (P) Ltd.  
99, Madangir, Behind Local Shopping Centre,  
Near Dada Harshukhdas Mandir, New Delhi-110 062

### **LISTED AT :**

- The Delhi Stock Exchange Association Ltd.
- The Stock Exchange, Mumbai.
- The Calcutta Stock Exchange Association Ltd.
- The Ahemdabad Stock Exchange.

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## **NOTICE**

Notice is hereby given that the 21<sup>st</sup> Annual General Meeting of the members of G.K. Consultants Limited will be held at 10:00 A.M. on Wednesday the 30<sup>th</sup> day of September, 2009 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 Balance Sheet as on 31<sup>st</sup> March, 2009 and the Profit and Loss Account for the year ended on that date together with the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Vinay Kumar Mittal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration (including out of pocket expenses).

**For & on behalf of the Board**

**Date : 06.08.2009**  
**Place: New Delhi**

**(Vijay Kumar Sinha)**  
**Chairman & Managing Director**

### **NOTES :**

1. A Member entitled to attend and vote is eligible to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy so appointed need not be a member of the company. Proxies, in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered office of the Company not less than 48 hours before the time fixed for the meeting. Proxy Form is attached herewith.
2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution, pursuant to section 187 of the Act authorizing their representative to attend and vote on their behalf at the meeting.
3. The register of members and the share transfer books of the Company will remain closed from 25<sup>th</sup> September 2009 to 30<sup>th</sup> September 2009 (both days inclusive).
4. Members are requested to notify immediately any change in their address.
5. Members are requested to send their queries, if any, on the Annual Report so as to reach the Company on or before 25<sup>th</sup> September 2009 to enable to furnish the replies at the Annual General Meeting.
6. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days except Sunday and Public Holiday between 10.00 a.m. to 12.30 p.m. upto the date of Annual General Meeting.



7. Members are requested to bring their copy of the Annual Report at the meeting as well as their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
8. Members/Proxy should bring the Attendance Slips duly filled in for attending the meeting.
9. The information required to be provided under the Listing Agreement entered into with various Stock Exchanges, regarding the Director who is proposed to be reappointed is annexed hereto.
10. Shareholders holding shares in identical order of names *in more than one folio* are requested to write to the Company or the Registrar enclosing their Share Certificate(s), to enable the Company to consolidate their holdings in *one folio*.
11. Since the Company is yet to declare any dividend, disclosure regarding compliance of provisions relating to unpaid dividends u/s 205 and other applicable provisions of the Companies Act, 1956 does not arise.

**ANNEXURE TO NOTICE**

**INFORMATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT:**

**Details of the Director seeking reappointment under Item No. 2 of the Notice in Annual General Meeting fixed on 30<sup>th</sup> SEPTEMBER 2009.**

<b>Name of the Director</b>	<b>Shri Vinay Kumar Mittal</b>
<b>Age</b>	41
<b>Date of Appointment</b>	20.12.2005
<b>Expertise in specific functional area</b>	Post Graduate with commerce. He is having very wide experience in handling financial matters.
<b>Qualification</b>	M. Com
<b>List of outside Directorship held</b>	Bliss Bhoomi Buildwell Pvt Ltd
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	<b>Member of :</b> 1) Share Allotment and Transfer Committee. 2) Auditor Committee; 3) Shareholders Grievance Committee; 4) Remuneration Committee

For & on behalf of the Board

**(Vijay Kumar Sinha)**  
**Chairman & Managing Director**

Date : 06.08.2009  
Place: New Delhi

G.K.C.L.



## **DIRECTORS' REPORT**

Dear Shareholders,

Your Directors have immense pleasure in presenting the twenty first Annual Report together with Audited Accounts for the year ended 31<sup>st</sup> March 2009.

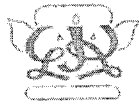
### **FINANCIAL RESULTS**

#### **Profitability Statement**

<b>PARTICULARS</b>	<b>For the year ended MARCH 31, 2009</b>	<b>For the year ended MARCH 31, 2008</b>
Income	19094247.85	9369516.54
Expenditure	18233601.80	8649169.62
Profit before Depreciation & Tax (PBDT)	860646.05	720346.92
Depreciation	73796.06	87445.85
Profit (Loss) Before Tax (PBT)	786849.99	632901.07
Less : Provision for Current Year Income Tax	249518.00	156728.00
Less: Provision for Fringe Benefit Tax	12780.00	9391.00
Add/Less : Provision for Deferred Tax Asset	5665.00	59.19
Less/Add: Provision for Deferred Tax Liability	12041.62	19062.21
<b>Net Profit after Tax (NPAT)</b>	<b>506845.37</b>	<b>447779.05</b>
<b><u>APPROPRIATIONS</u></b>		
Deficit Brought Forward From Last Year	<b>(998493.72)</b>	<b>(1446272.77)</b>
Net Profit for the Current Year	506845.37	447779.05
Less: Adjustment of Previous Year's taxes	516.00	0.00
Deficit Carried Forward To Balance Sheet	<b>(492164.35)</b>	<b>(998493.72)</b>
<b>Earning Per Share (EPS)</b>	<b>0.10</b>	<b>0.08</b>

### **OPERATIONS**

During the current period for which the accounts are finalized your Company carried on business activities in the areas of Financing, Share Trading, Professional Services, Textile Trading, Information Technology and Investments.



## **DIVIDEND**

Your Directors have decided not to recommend any dividend for the financial year under review on account of the low levels of profits as well as to absorb the carry forward losses which have reduced considerably in last two years.

## **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.

## **DEPOSITS**

No information is required to be appended to this report in terms of Non Banking Financial Companies (Reserve Bank) Directions, 1977, as the Company did not accept any deposit from the public during the financial period concerned.

## **DIRECTORS**

Shri Vinay Kumar Mittal, the retiring director by rotation, offers himself for re-appointment. The board recommends his reappointment.

## **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 217(2AA) of the Companies Act, 1956, the directors hereby confirm:

1. That in the preparation of annual accounts for the year ended March 2009, the applicable Accounting Standards have been followed;
2. That the appropriate accounting policies have been selected and applied consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2009 and of the profit of the Company for the year ended on that date;
3. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of this act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the annual accounts for the year ended March 31, 2009, are prepared on a going concern basis.

## **DEMATERIALISATION OF EQUITY SHARES**

The Company had entered into agreement with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Limited (CDSIL) for dealing of equity shares of the Company in dematerialize form. Company has been allotted ISIN NO. INE131D01019. The shareholders may send their share certificates through their depository participants for having the shares converted into electronic form. As on 31<sup>st</sup> March 2009, 82.25% shares of the company were in dematerialized form.

## **CORPORATE GOVERNANCE**

In terms of the Listing Agreement, a report on Corporate Governance along with the Auditor's Report on its compliance is annexed hereto which is forming part of the Annual Report. The report is self explanatory.

Your Company has followed necessary guidelines and regulations made for better corporate governance for the benefit of the shareholders.



## **AUDITORS**

M/s. Alok B. Mathur & Co., Chartered Accountants, New Delhi, Auditors of the company retire at the conclusion of ensuing Annual General Meeting and being eligible offer themselves for reappointment. The board recommends their reappointment as Auditor for the Financial Year 2009-2010. They have furnished certificate in terms of Section 224 (1B) of the Companies Act, 1956.

## **AUDITOR'S REPORT**

As regards observations contained in the Auditor's Report, the respective notes to the accounts are self explanatory and therefore, do not call for any further comments.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS**

Information required under Section 217(1)(e) of the Companies Act 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, your Company, being an investment Company, having no manufacturing activities, the Directors have nothing to report on "Conservation of Energy" and "Technology Absorption".

During the period under consideration there are no earnings and outgo of foreign exchange.

## **PARTICULARS OF EMPLOYEES**

There is no such employee in the company who is drawing remuneration in excess of limits laid down u/s 217(2A) of Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 and therefore, no such particulars are furnished herewith.

## **LISTING OF SECURITIES**

The shares of your Company are listed at Delhi, Mumbai, Calcutta and Ahmedabad Stock Exchanges. In pursuance to clause 38 of the listing agreement the Annual listing fee for the year 2009-2010 has already been paid to DSE, BSE, CSE and Ahmedabad Stock Exchange. DSE is taking positive steps to restart trading of shares very soon on this stock exchange and this will provide great relief to shareholders who are unable to trade on BSE.

## **ACKNOWLEDGEMENT**

Your company and its Directors wish to extend sincere thanks to all the members for their support and co-operation. Your directors also place on record their appreciation for the services rendered by all the employees of the Company.

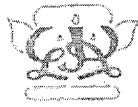
**For & on behalf of the Board**

**(Vijay Kumar Sinha)  
Chairman & Managing Director**

**DATE : 06.08.2009  
PLACE : New Delhi**

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

**G.K.C.L.**



## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **Financial Review**

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

Your company has achieved better gross income during the financial year ended 31<sup>st</sup> March 2009 as compared to the last year mainly on account of increase in share trading volumes. There was almost thirteen times increase in share trading volumes during the current period compare to last year. The gross profit as well as net profit after tax has also increased during the current year as compared to last financial year.

Your company has achieved Gross Income of Rs. 19094247.85 in current financial year as compared to Rs. 9369516.54 of last year.

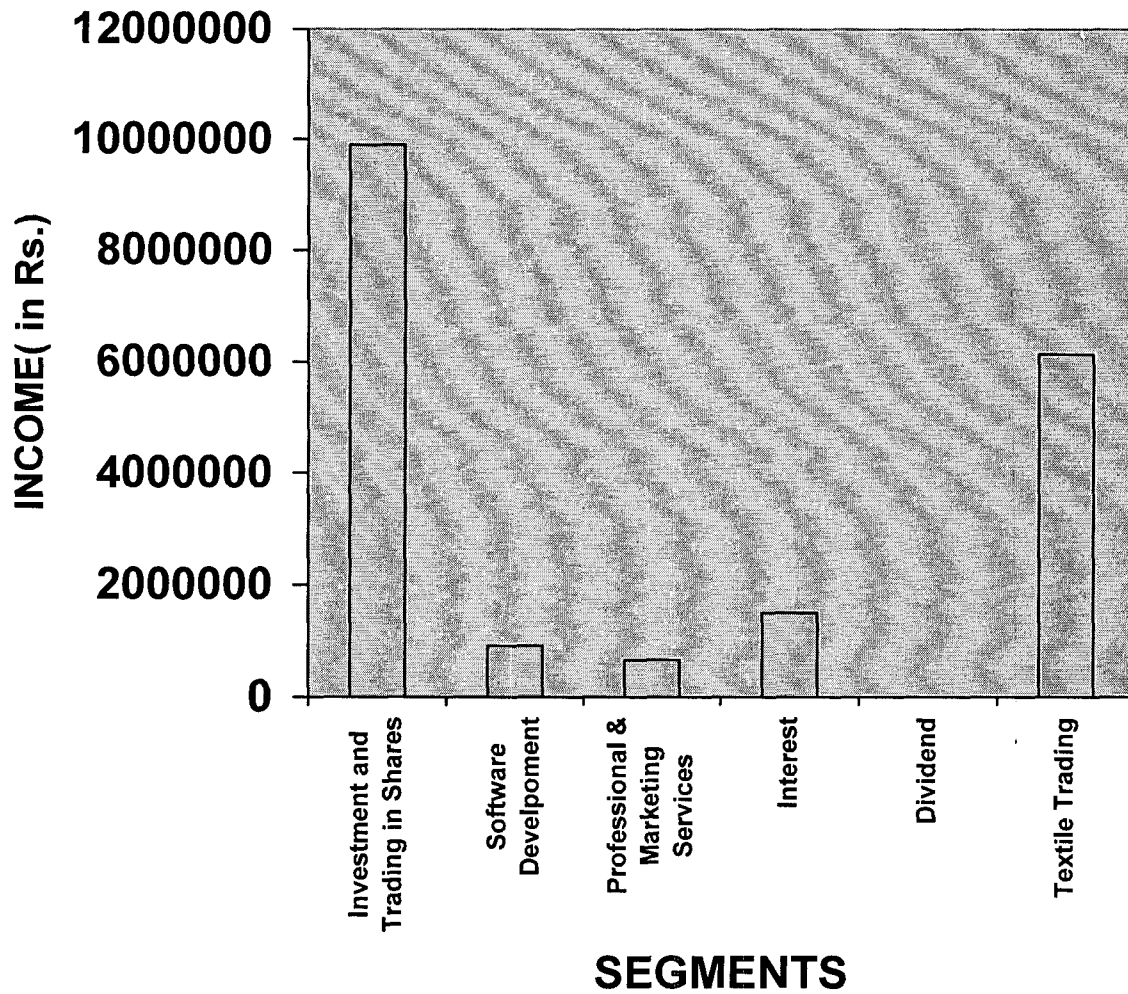
The Profit after Depreciation during last year was Rs. 632901.07 and which has increased in the current year to Rs. 786849.99 despite off very dull financial market & recessionary conditions in later half of the current financial year. The Company had made a net profit after tax of Rs. 447779.05 during the last financial year which has increased to Rs. 506845.37 during the current year after making provision of taxes.

The Net worth of the Company is Rs. **54125167.71** as on 31.03.2009 which is more than the paid up Capital of the company on that date. The book value of shares of your company as on 31<sup>st</sup> March 2009 comes to Rs. 10.19 per share.

During the Financial Year ended 31.03.2009, the Segment wise revenue before allocating expenses of the Company under different segments was as under:

• Investment and Trading in Share	: Rs. 9891924.95
• Textile Fabric Trading	: Rs. 6140276.90
• Software Development & Data Processing	: Rs. 909225.00
• Professional & Marketing Services	: Rs. 656030.00
• Interest	: Rs. 1494371.00
• Dividend	: Rs. 2420.00

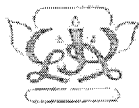




### Industry Structure and Development

In 2008-2009, the Indian economy is estimated, as per revised estimates, to have grown by approx. 7% compared to approx. 9% in the previous year. On account of global slowdown and recession observed in several economies of the world, industrial activity in India has been adversely affected, more so in the second half of the fiscal 2008-09; the month-on-month growth in general index revealed a negative growth during December 2008 and February 2009. Overall, cumulative growth for the period between April-February 2008-09 stood at 2.8% over the corresponding period of the previous year.

As per estimates of the Ministry of Agriculture released in February 2009, the total food grains production in 2008-09 stood at 227.9 million tones, lower than the production of 230.8 million tones in the previous year. However, subsequent information on goods sowing for Rabi crops and the trend in procurement suggests that agricultural production during 2008-09 may turn out to be better than earlier anticipated.



The estimated growth in GDP for the trade, hotels, transport and communication sectors during 2008-09 is placed at 10.3 per cent. The sector, 'financing, insurance, real estate and business services', is expected to show a growth rate of 8.6% during 2008-09. The growth rate of 'community, social and personal services' during 2008-09 is estimated to be 9.3%, mainly on account of increase in the revenue expenditure of central government.

Total foreign exchange reserve as on May 01, 2009 was valued at USD 251702 million and recorded a decline of 283 million over end-March 2009 level. During 2009, FII net investments in equity segment amounted to USD 780.06 million while there was net disinvestment in the debt segment to the tune of USD 537 million.

On account of worldwide recessionary trends, in India, reforms moved forwarded at a hesitant pace. However, having encountered the worst, the telltale signs of recovery are manifesting.

### **Opportunities**

The financial services and corporate finance sectors are presently in a phase of consolidation because of recessionary conditions. The significant entities engaged in project finance are Banks and Financial/Investment Institutions. The Indian Government has taken various effective steps during third & fourth quarters of the financial year 2008-09 to fight with the recessionary conditions prevailing in the market. Some of them are:

- Increase in additional plan expenditure.
- Cuts in tax and duty rates.
- Lowering of interest rates in various segments.
- Changes in REPO rates to improve liquidity, etc..

The stock market has shown downward trend through out the financial year 2008-2009. In second half of the year it has declined considerably on account of eruption of sub-prime crisis, rise in prices of oil, gold and commodities impacting both the financial sector and the real sector. The BSE Sensex registered approx. downfall of 44% over the year. Following the bankruptcy of Lehman Bros. in September 2008, the World witnessed extreme tightening of liquidity, shortage of capital and a shaken confidence leading to collapse and merger of several revered institutions. The Global Economy expanded by 3.2%. While the Advanced Economies expanded by 0.9% the Emerging Economies by 6.1%

Government on its part has been trying to attract private sector investment and foreign investment for the development of the infrastructure but on account of severe recessionary conditions prevailing worldwide, the steps taken by Indian Government suffered setback. However, additional plan expenditure in major rural, infrastructure & social security areas are likely to provide significant business opportunities in the future.

There has been major growth in the service sector in India in past. This was particularly so because of the development of Business Process Outsourcing System being adopted both by Indian and overseas corporate. As a result there had emerged a large group of BPO companies which render various services to the other corporate be it financial consultancy, Human resource management, Software development, Data Processing, LPO, etc. However, due to recessionary conditions, the most adversely affected areas in Indian economy were Exports & Service Industries. The steps taken by Indian Government for development of infrastructure shall definitely show a positive trend for Indian economy in coming years.



G. K. Consultants Ltd. started dealing in Textiles for the first time in the year 2006-07 and captured good business and the same trend continued in the year 2008-09 also. 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.

### **Challenges**

The tumultuous happenings the world over did have the effect on Indian economy. Despite India not being directly exposed to sub-prime markets and Indian growth story being largely domestic consumption and domestic investment driven, it got impacted. It was observed that liquidity position was tightening in mid September 2008, a sudden curtailment of demand – especially for exports and contraction in general *economic activity*.

Clearly there is a slow down, which was aptly handled by the Govt. of India and the Reserve Bank of India. Government of India responded swiftly through two ‘Stimulus Packages’ in December 2008 and January 2009 aimed at enhancing Public Spending, Government guaranteed funds for infrastructure spending, cut in indirect taxes, enhanced guarantee cover of MSME and package for exports which had the quantifiable impact of about 3% of GDP.

While the Government came with the Stimulus Packages, RBI was equally swift in its Monetary Policy response aimed at ensuring comfortable Rupee and Forex liquidity and maintaining a policy framework that would keep credit delivery on track and arrest moderation in growth. The various measures and primary liquidity potential of about 7% of GDP. As a result money markets were stable and the banks reduced their PLRs and ensured credit expansion so that growth is not moderated.

The entire NBFC sector faces competitive pressures from the banking sector, which enjoys access to lower cost financing. The spreads in the lending business have also narrowed considerably.

G. K. Consultants Limited being a zero debt company has a strong financial position and has been following prudent business strategies, which has enabled it to improve its performance despite these competitive & recessionary conditions.

G. K. Consultants Limited being a Non Banking Financial Company has been regularly investing in the stock market. However, due to downward trends persisting in stock markets during fiscal 2008-09, the company has changed its policy and mostly kept stocks for shorter period thereby earned profits particularly in first half of the fiscal. Though the company has in general made good profits from its investments, but the uncertainties of the stock market hit one and all at some or the other time.

It is true that the growth in the IT industry has been manifold but then it has its own share of risks and challenges in the form of rapid technological change, evolving industry standards, rapid increase in competition, changing client preferences/requirements and new product and service introductions. Thus the future success of the Company in this field depends upon its capability to keep pace with these changes and thereafter render satisfactory services to its clients.



### **Outlook**

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 has already started dealing in Textile Fabrics and is also planning to venture in the fields of Steel and Metals.

### **Risk and Concern**

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.

### **Financial Performance**

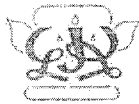
The Company's turnover stood at Rs. 190.94 lacs in the year under review as compared to Rs. 93.69 lacs in the previous year. The net profits after taxes have also increased in current fiscal to Rs. 5.07 lacs as compared to Rs. 4.48 lacs in previous year.

There are no borrowings in the company and Your Company is a debt free company. This has saved the company from facing the adversities of the recession.

The earning per share has slightly improved from Rs. 0.08 per share to Rs. 0.10 per share during the year under review.

### **Adequacy of Internal Control**

G. K. Consultants Limited has a proper and adequate system of internal controls to ensure that all activities are monitored and controlled against any unauthorized use or disposition of assets, and that the transactions are authorized, recorded and reported correctly.



G. K. Consultants Limited ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines. The audit committee of the Board of Directors reviews the adequacy of internal control.

### **Human Resource Development**

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 14.

### **Related Party Disclosure**

1. Related parties and transactions with them as required under Accounting Standard 18 (AS-18) are furnished under Note No. 14 of the Notes to Accounts attached with the Financial Statement for the year ended 31<sup>st</sup> March 2009. There are no other pecuniary relationships or transactions with non-executive independent directors.

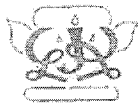
2. The transaction with related parties are neither materially significant nor they have any potential conflict with interests of the Company at large.

### **Others**

The trading of the shares of the company has been suspended by BSE and CSE in the year 2005. The company has already submitted its representation for removal of suspension and reinstatement of trading of shares on the exchange. Extensive efforts are being taken by the Management to restore trading of shares on BSE.

### **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.



## **CORPORATE GOVERNANCE REPORT**

In compliance with requirements for providing a “Report on Corporate Governance” as per Clause 49 of the Listing Agreement entered into with the Stock Exchanges, your Directors present the Company’s Report on Corporate Governance as under:

### **1. COMPANY PHILOSOPHY ON THE CODE OF GOVERNANCE.**

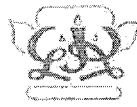
The company believes in adopting best practices in the area of Corporate Governance and follows the principles of full transparency and accountability by providing information on various issues concerning the Company’s business and financial performance to its shareholders.

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, with the Stock Exchanges wherein the shares of the company are listed.



## **2. BOARD OF DIRECTORS**

The Board of Directors consists of experienced and eminent persons with considerable professional experience in the field of business, industry, management, law, finance and marketing.

The Board of Directors of G.K. Consultants Limited as on 31.03.2009 comprises of 5 Directors, of which one is Executive and four are Non Executive Directors which meets the requirements of Clause 49(I) (A) of the Listing Agreement.

The Independent and Non Executive Director(s) do not have material pecuniary relationship or transactions with the company, promoters, management which may affect their judgments in any manner. The day to day affairs of the Company are taken care of by Shri Anil Kumar Goel and Shri Suboadh Gupta. Sh. Vijay Kumar Sinha, in his professional capacity as Managing Director of the Company provides the necessary guidance to them whenever required. Further, apart from the managing director, the following comprises the Board of Directors of the Company as on 31<sup>st</sup> March 2009:

- Shri. Anil Kumar Goel : Executive Director
- Shri Suboadh Gupta : Non-Executive Director
- Shri Vinay Kumar Mittal : Independent Director/ Non Executive Director
- Shri Brij Mohan Sharma : Independent Director/ Non Executive Director

The details of other directorship, chairmanship and attendance at the various general and board meetings, of the above named directors during financial year 2008-09 are as follows:

S. No.	Name of Director	Category Of Director	No. Of Board Meeting Held	No. Of Board Meeting Attended	No. Of Other Director - ships*	Commi-tee Member - Ships	Committee Chairman —Ships	Last AGM attended
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
1.	Shri Anil K. Goel **	Executive Director	26	26	2	1	NIL	Yes
2.	Shri Suboadh Gupta **	Non-Executive Director	26	26	5	4	1	Yes
3.	Shri Vijay Kumar Sinha	Managing Director/ Independent Director	26	26	NIL	4	3	Yes
4.	Shri Vinay Kumar Mittal	Non-Executive Independent Director	26	17	1	4	NIL	Yes
5.	Shri Brij Mohan Sharma	Non-Executive Independent Director	26	25	NIL	4	NIL	Yes

\* Includes Directorship in Private Limited Companies, foreign Companies and alternate Directorship(s) during 2008-2009

\*\* Shri Anil K. Goel and Shri Suboadh Gupta are related to each other as father-in-law and son-in-law.



### **Board Meetings and Attendance**

During the financial year ended 31<sup>st</sup> March, 2009, the Board of Directors met Twenty Six times, the detail of which is given as under:-

<b>S. No.</b>	<b>Date of Board Meeting</b>	<b>Board Strength</b>	<b>No. Of Directors Presents</b>
1.	02.04.2008	5	4
2.	10.04.2008	5	5
3.	15.04.2008	5	4
4.	22.04.2008	5	4
5.	28.04.2008	5	5
6.	22.05.2008	5	4
7.	06.06.2008	5	5
8.	09.07.2008	5	4
9.	14.07.2008	5	5
10.	19.07.2008	5	5
11.	30.07.2008	5	5
12.	04.08.2008	5	4
13.	09.09.2008	5	5
14.	23.09.2008	5	4
15.	04.10.2008	5	5
16.	14.10.2008	5	5
17.	18.10.2008	5	4
18.	27.10.2008	5	5
19.	04.12.2008	5	4
20.	07.01.2009	5	4
21.	15.01.2009	5	5
22.	17.01.2009	5	5
23.	27.01.2009	5	5
24.	03.02.2009	5	5
25.	27.03.2009	5	5
26.	31.03.2009	5	5

### **Board's Processes**

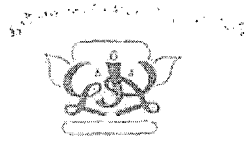
As per the Company's policies the Board besides taking various decisions relating to the management of the Company as per the laws of the land, also takes care of the following matters:

- Approval of the Unaudited Quarterly Financial Results,
- Approval of the Quarterly Secretarial Audit Report,
- Consideration of the Minutes of the various committees,
- Sale and acquisition of assets,
- Donation & Charity,
- Capital expenditure/investment proposals.

### **3. COMMITTEES OF THE BOARD**

In order to facilitate smooth and efficient functioning of the operations of the company and to ensure due compliance with the provisions of the Clause 49 of the Listing Agreement the Board of the Directors have constituted the following four Committees of the Board:





- The Share Allotment and Transfer Committee
- The Audit Committee
- The Remuneration Committee
- The Shareholders Grievance Committee

#### **A. The Share Allotment and Transfer Committee**

The composition of the Share Allotment and Transfer Committee and the attendance of the members is as under:

<b>Name</b>	<b>Position held in the committee</b>	<b>No. of meetings attended</b>
Shri Suboadh Gupta	Chairman	05
Shri Vinay Kumar Mittal	Independent Director	05
Shri Brij Mohan Sharma	Independent Director	05
Shri Anil Kumar Goel	Executive Director	05
Shri Ashhok Saxena	Company Secretary	05
Shri Ashok Kumar Das	Compliance Officer	05
Mrs. Geeta A. Hans	Member	05

M/s Beetal Financial & Computer Services (P) Limited – The Registered Share Transfer Agent of the Company are handling the majority of the work relating to share transfer, issue of duplicate share certificates, dematerialisation of shares as per demat request received from the shareholders, etc.

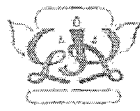
During the year 2008 – 2009, Five meetings of the Share Allotment and Transfer Committee were held to consider and give its approval, as per the details received from the Registered Share Transfer Agent, to the demat, share transfer request, share consolidation requests etc, received from the shareholders.

#### **B. Audit Committee**

The Audit Committee formed in pursuance to Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956 is instrumental in overseeing the financial reporting besides reviewing the quarterly and annual financial results of the company, reviews the company's financial policies, and the internal control systems, internal audit systems, etc. in consultation with the auditors of the company:

During the year 2008 – 2009 Six meetings of the committee were held. The composition and attendance in the committee is as under:

<b>Name</b>	<b>Position held in the committee</b>	<b>No. of meetings attended</b>
Shri Vijay Kumar Sinha	Chairman/ Independent Director	6
Shri Suboadh Gupta	Non – Executive Director	6
Shri Vinay Kumar Mittal	Non - Executive Director / Independent Director	6
Shri Brij Mohan Sharma	Non - Executive Director / Independent Director	6



The Committee has powers similar to those stated in the listing agreements and exercises most of the functions as per the terms of reference in line with the requirements of the code of Corporate Governance.

The details of the Audit Committee meetings held during the year 2008-2009 are as follows:

S. No.	Date of the Audit Committee Meeting	Committee Strength	No. of members present
1.	10.04.2008	4	4
2.	06.06.2008	4	4
3.	04.08.2008	4	4
4.	27.10.2008	4	4
5.	15.01.2009	4	4
6.	31.03.2009	4	4

Statutory Auditors, Executives responsible for Finance and Accounts Functions, Compliance Officer of the Company were invited to the meetings of the Audit Committee. The Company Secretary acts as the Secretary to the Audit Committee.

### C. Remuneration Committee

The composition of the Remuneration Committee of the Board of Directors is as follows:

Name	Position held in the committee
Shri Vijay Kumar Sinha	Chairman/ Independent Director
Shri Suboadh Gupta	Non – Executive Director
Shri Vinay Kumar Mittal	Non Executive Director / Independent Director
Shri Brij Mohan Sharma	Non Executive Director / Independent Director

The basic activity of the Committee is that of fixation of remuneration of the Directors of the Company. No remuneration is paid to any director of the Company therefore no meeting of the said committee was required to be held during the year.

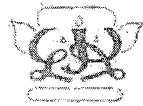
### **Details of Remuneration paid to all Directors for the year:-**

No remuneration & sitting fee has been paid to Directors of the Company.

### D. Shareholders Grievance Committee

Shareholders Grievance Committee constituted by the Board of Directors to redress grievances of the shareholders comprises the following directors during the Financial year 2008-09:

Name	Position held in the committee
Shri Vijay Kumar Sinha	Chairman/ Independent Director
Shri Suboadh Gupta	Non – Executive Director
Shri Vinay Kumar Mittal	Non – Executive Director/ Independent Director
Shri Brij Mohan Sharma	Non – Executive Director/ Independent Director



The committee looks into the investor's complaints, if any, and to redress the same within 15 days of the receipt of the letter, except in those cases that are constrained by dispute or legal impediment.

During the year ended 31<sup>st</sup> March, 2009 no complaints have been received from any shareholder.

However, the committee met twice during the year under review and all the details of attendance at the meeting is produced below:

S. No.	Date of the Share Holder Grievance Committee Meeting	Committee Strength	No. of members present
1.	22.09.2008	4	4
2.	31.03.2009	4	4

#### **4. COMPLIANCE OFFICER**

Mr. Ashok Das has been registered as Compliance Officer with NSDL/ CDSL. Mr. Ashok Saxena Company Secretary, is also acting as Compliance Officer of the Company as per the requirement of Clause 49 of the Listing Agreement.

#### **5. DISCLOSURES**

1. Related parties and transactions with them as required under Accounting Standard 18 (AS-18) are furnished under Note No. 14 of the Notes to Accounts attached with the Financial Statement for the year ended 31<sup>st</sup> March, 2009. 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 potential conflict with interests of the Company at large.

3. The trading of the shares of the company has been suspended by BSE and CSE in the year 2005. The company has already submitted its representation for removal of suspension and reinstatement of trading of shares on the exchange.

#### **6. DETAILS OF LAST THREE ANNUAL GENERAL MEETINGS**

Year	Location	Date	Time
2008	301-302, G. K. House, 187A, Sant Nagar, East of Kailash, New Delhi- 110 065	30 <sup>th</sup> September, 2008	10.00 A.M.
2007	301-302, G. K. House, 187A, Sant Nagar, East of Kailash, New Delhi- 110 065	29 <sup>th</sup> September, 2007	10.00 A.M.
2006	301-302, G. K. House, 187A, Sant Nagar, East of Kailash, New Delhi- 110 065	30 <sup>th</sup> September, 2006	10.00 A.M.

#### **7. POSTAL BALLOT**

No resolution was put through Postal Ballot in the last Annual General Meeting. At the ensuing Annual General Meeting, there is no resolution proposed to be passed through Postal Ballot.



## **8. MEANS OF COMMUNICATION**

### **Print Media**

The company publishes Unaudited Quarterly Financial Results in the following English/Hindi newspapers:

- ⊕ The Financial Express (English)
- ⊕ Veer Arjun (Hindi)
- ⊕ Business Standard (English & Hindi)

Besides, notice of the Board Meetings for adoption of the aforesaid results is also published in the same newspapers.

### **Internet**

In addition to this, the Company has its own website: [www.gkconsultants.com](http://www.gkconsultants.com) and (i) the Director– Shri Anil Kumar Goel, and (ii) the Compliance Officer – Shri Ashok Kumar Das can be contacted on the following e-mail addresses respectively:

- ✓ Shri Anil Kumar Goel – [akg\\_gkcl@yahoo.co.in](mailto:akg_gkcl@yahoo.co.in)
- ✓ Shri Ashok Kumar Das – [akg\\_gkcl@yahoo.co.in](mailto:akg_gkcl@yahoo.co.in)

## **9. GENERAL SHAREHOLDER INFORMATION**

### **I. Annual General Meeting**

**Date** : 30<sup>th</sup> September, 2009  
**Day** : Wednesday  
**Time** : 10.00 a.m.  
**Venue** : 301-302, G. K. House, 187A, Sant Nagar,  
East of Kailash, New Delhi- 110 065

**Book Closure Date:** 25<sup>th</sup> September to 30<sup>th</sup> September, 2009 (Both days inclusive)

**Dividend Payment:** Nil

### **II. Financial Calendar - 2009-2010 (Tentative)**

<b>Adoption of Quarterly Results Ended</b>	<b>Date of Meeting</b>
30 <sup>th</sup> June, 2009	30 <sup>th</sup> July 2009
30 <sup>th</sup> September, 2009	On or before 30 <sup>th</sup> October, 2009
31 <sup>st</sup> December, 2009	On or before 30 <sup>th</sup> January, 2010
31 <sup>st</sup> March, 2010	On or before 30 <sup>th</sup> April, 2010



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

- M/s Beetal Financial & Computer Services (P) Limited,  
99, Madangir, Behind Local Shopping Centre,  
Near Dada Harshukhdas Mandir, New Delhi-110 062

### IV. Investor Correspondence

All queries of investors regarding the Company's shares in Physical/Demat form may be sent to the following:

Name	Address	Contact Numbers	E-mail ID
<b>Shri Ashok K. Das,</b> Compliance Officer	302, G. K. House, 187A, Sant Nagar, East of Kailash, New Delhi- 65	Tel.: 91-11-26489431 Fax: 91-11-26489299	akg_gkcl@yahoo.co.in

### V. Listing on Stock Exchange

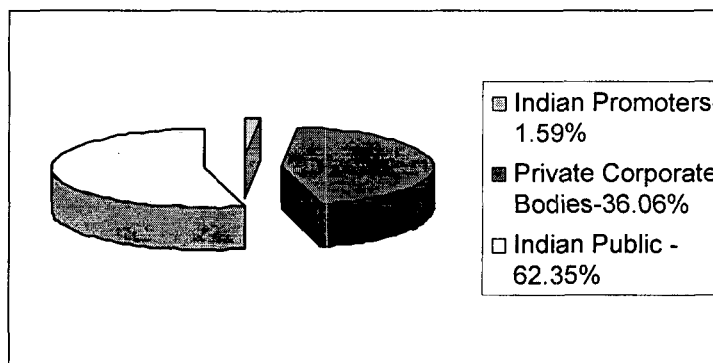
Stock Exchange	Scrip Code
The Delhi Stock Exchange Association Limited	07190
The Ahmedabad Stock Exchange	17973
The Calcutta Stock Exchange Association Limited	17092
The Stock Exchange Mumbai	531758
ISIN NO.	INE131D01019

The annual listing fee of the above mentioned stock exchanges has been paid in time.

### VI. Share Transfer System

Physical Shares Certificates lodged for transfer are processed and returned to the Shareholders within the stipulated time, provided the documents submitted with the Registrar/Company are complete in all respects. Duplicate share certificates have been issued to all such shareholders who had requested for consolidation of their shareholding & issue of minimum number of share certificates.

### VII. A) Shareholding Pattern of the Company as on 31<sup>st</sup> March, 2009 is as follows:





CATEGORY OF HOLDING	NUMBER OF SHARE HELD	% AGE OF HOLDING
<b>A. Promoter's holding</b>		
1.Promoters*		
- Indian Promoters	84600	1.59
- Foreign Promoters	NIL	NIL
2.Persons acting in concern #	NIL	NIL
Sub -Total	84600	1.59
<b>B. Non-Promoter's holding</b>	NIL	NIL
<b>C. Institutional Investors</b>		
1. Mutual Funds and UTI	NIL	NIL
2. Banks, Financial Institutions, Insurance Companies, (Central/State Gov. Institutions, Non-Government Institutions)	NIL	NIL
3. FII's	NIL	NIL
Sub -Total	NIL	NIL
<b>D. Others</b>		
1.Private Corporate Bodies	1915697	36.06
2.Indian Public	3311399	62.34
3.NRIs/OCBs	NIL	NIL
4.Any other	104	0.01
Sub -Total	5227200	98.41
<b>Grand Total</b>	<b>5311800</b>	<b>100.00</b>

\*As defined in Regulation 2(h) of SEBI (Substantial Acquisition of shares and Takeover) Regulations, 1977. The Promoter's holding shall include all entities in the promoter's group – individual or body corporate.

# As defined in Regulation 2(e) of SEBI (Substantial Acquisition of shares and Takeover) Regulation, 1997.

**PERSONS/ENTITIES HOLDING MORE THAN 1% OF SHARES OF THE COMPANY UNDER EACH HEAD**

NAME	NUMBER OF SHARES HELD.	%AGE OF HOLDING	CATEGORY OF HOLDING
1. Suboadh Gupta	54600	1.03	Promoter Holding
2. Anukaran Vinimay Pvt. Limited	191200	3.60	Private Corporate Bodies
3. Nirmitt Vinimay Pvt. Limited	154502	2.91	Private Corporate Bodies
4. Shyam Sunder Sureka	145700	2.74	Individual
5. Anurag Gupta	103000	1.94	Individual
6. Shuchi Gupta	103000	1.94	Individual
7. Aayushi Stock Brokers Pvt. Ltd.	102700	1.93	Private Corporate Bodies
8. Brijdham Properties & Estates Pvt. Ltd	100000	1.88	Private Corporate Bodies
9. Longview Infrastructure Pvt Limited	100000	1.88	Private Corporate Bodies
10. Rahish Khan Malik	100000	1.88	Individual
11. Facit Vyappar Private Limited	82398	1.55	Private Corporate Bodies
12. Mayank Vinimay Pvt. Limited	76700	1.44	Private Corporate Bodies
13. Rahul Traders Pvt. Limited	70351	1.32	Private Corporate Bodies
14. Nakshatra Commercial Pvt. Ltd.	66500	1.25	Private Corporate Bodies
<b>TOTAL</b>	<b>1450651</b>	<b>27.31</b>	



**B) Distribution of Shareholding as on 31<sup>st</sup> March, 2009 is as follows:**

Category (Amount)	No. of Cases	% of Cases	Total Shares	Amount	% of Amount
1-5000	182	19.51	39092	390920	0.7359
5001-10000	284	30.44	207323	2073230	3.9031
10001-20000	105	11.25	182721	1827210	3.4399
20001-30000	65	6.97	165359	1653590	3.1131
30001-40000	39	4.18	145850	1458500	2.7458
40001-50000	47	5.04	223400	2234000	4.2057
50001-100000	107	11.47	848400	8484000	15.9720
100001- Above	104	11.15	3499655	34996550	65.8845
<b>Total</b>	<b>933</b>	<b>100.00</b>	<b>5311800</b>	<b>53118000</b>	<b>100.00</b>

**10. DEMATERIALIZATION OF SHARES**

In order to enable the shareholders to hold their shares in electronic form and to facilitate scrip less trading, the Company has enlisted its shares with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). The Company is also continuing with the transfer-cum-demat scheme to facilitate the shareholders.

**Share Dematerialization Status:** The following data indicates the extent of Dematerialization of the Company's Shares as on 31<sup>st</sup> March, 2009:

No. of Shares Dematerialized	4369000	82.25% of Total Share Capital
No. of Shareholders in Demat Form	557	59.70% of Total number of shareholders

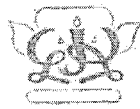
**11. BANK DETAILS**

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

**12. MARKET DATA : BSE PRICES**

	HIGH-Rs.	LOW-Rs.
<b>April, 2008</b>	N.A.	N.A.
<b>May, 2008</b>	N.A.	N.A.
<b>June, 2008</b>	N.A.	N.A.
<b>July, 2008</b>	N.A.	N.A.
<b>August, 2008</b>	N.A.	N.A.
<b>September, 2008</b>	N.A.	N.A.
<b>October, 2008</b>	N.A.	N.A.
<b>November, 2008</b>	N.A.	N.A.
<b>December, 2008</b>	N.A.	N.A.
<b>January, 2009</b>	N.A.	N.A.
<b>February, 2009</b>	N.A.	N.A.
<b>March, 2009</b>	N.A.	N.A.



### **13. SHARE PRICE PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES.**

The under noted table shows the comparison of the closing share price of the Company with the closing Sensex of the Stock Exchange, Mumbai .

<b>As on</b>	<b>Company's Share Price</b>	<b>BSE Sensex</b>
31 <sup>st</sup> March, 2008	N.A	15644
31 <sup>st</sup> March, 2009	N.A	9708
Movement( %)	N.A.	(-) <sup>38</sup> %

### **14. DEPOSITORY SERVICES**

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

<b>National Securities Depository Limited,</b>	<b>Central Depository Services (India) Ltd.,</b>
Trade World, 4 <sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013 Tel: 022-24994200; Fax: 022-66608035/24976351 E-mail: <a href="mailto:info@nsdl.co.in">info@nsdl.co.in</a> Website: <a href="http://www.nsdl.co.in">www.nsdl.co.in</a>	Phiroze Jeejeebhoy Towers, 28 <sup>th</sup> Floor, Dalal Street, Mumbai-400023 Tel: 022-22723333/22723224; Fax: 022-22723199 E-mail- <a href="mailto:investors@cdslindia.com">investors@cdslindia.com</a> Website: <a href="http://www.cdslindia.com">www.cdslindia.com</a>

### **15. 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 109A of the Companies Act, 1956, are requested to submit to the Company the prescribed Form 2B for this purpose.

### **16. ADDRESS FOR CORRESPONDENCE**

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

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### **CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT**

As provided under Clause 49 of the Listing Agreement relating to Corporate Governance with the Stock Exchanges, all the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct during the financial year 2008-09.

**For G.K. CONSULTANTS LIMITED**

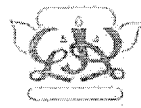
**DATE : 06.08.2009**  
**PLACE : New Delhi**

**(Vijay Kumar Sinha)**  
Chairman & Managing Director

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**G.K.C.L.**





**AUDITORS' CERTIFICATE**  
**(CORPORATE GOVERNANCE CERTIFICATE)**

To,

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

We have examined the compliance of conditions of Corporate Governance by G. K. Consultants Limited for the year ended on 31<sup>st</sup> March, 2009, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to 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 the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Shareholders Grievance Committee.

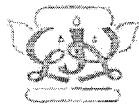
We further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For ALOK B. MATHUR & CO.**  
**Chartered Accountants**

**CA. ALOK B. MATHUR**  
**Prop. M. No. 85487**

**Place: New Delhi**  
**Date: 06.08.2009**

**G.K.C.L.**



## **AUDITORS' REPORT**

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The Members,  
**G.K. CONSULTANTS LIMITED,**  
302, G.K. House, 187A, Sant Nagar,  
East of Kailash, New Delhi-110 065

Dear Sirs,

1. We have audited the attached Balance Sheet of G. K. Consultants Limited as at 31<sup>st</sup> March 2009, and also the Profit & Loss Account for the year ended on that date and the Cash Flow Statement for the year ended on that date, both annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditors Report) (Amendment) Order, 2004 (the "Order") issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956 (the "Act"), we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that:

- (a) We have obtained all information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
- (b) In our opinion, proper books of accounts 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, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion and to the best of our information and according to the explanations given to us, the financial statements, read together with the notes thereon, comply with the accounting standards referred to in sub-section (3C) of section 211 of the Act, 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, in the case of :



- i. the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March 2009;
- ii. the Profit & Loss Account, of the Profit for the year ended on that date.
- iii. the Cash Flow Statement, of the Cash Flow for the year ended on that date.

On the basis of written representations received from the directors, as on 31<sup>st</sup> March 2009, and taken on record by the board of directors, we report that none of the director is disqualified as on 31<sup>st</sup> March 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

**For ALOK B. MATHUR & CO.**  
**Chartered Accountants**

**Place: New Delhi**  
**Date: 6<sup>th</sup> August, 2009**

**CA. ALOK B. MATHUR**  
**Prop. M. No. 85487**

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**ANNEXURE REFERRED TO IN PARAGRAPH 3 OF THE AUDITORS' REPORT TO THE MEMBERS OF G. K. CONSULTANTS LIMITED, ON THE ACCOUNTS FOR THE YEAR ENDED MARCH 31<sup>ST</sup>, 2009.**

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a programme for physical verification of its fixed assets by which all fixed assets are verified at reasonable intervals. No material discrepancies were noticed on such verification.

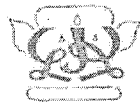
(c) No Fixed assets have been disposed off during the year.

2. (a) The inventory has been physically verified by management during the current year. In our opinion, the frequency of verification is reasonable.

(b) The procedures for the physical verification of inventory followed by management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) The Company has maintained proper records of inventory. No material discrepancies were noticed on physical verification of inventory.

3. In our opinion, and according to the information and explanations given to us, the company has neither granted nor taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the Act.



4. In our opinion, and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business for the purchase of inventory and fixed assets. Further on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, we have neither come across nor have been informed of any instances of major weaknesses in the aforesaid internal control procedure.

5. (a) In our opinion, and according to the information and explanations given to us, the Company has maintained register in pursuance to section 301 of the Companies Act, 1956 and necessary particulars are recorded therein.

(b) In our opinion, and according to the information and explanations given to us, the Company has made transactions covered u/s 301 at prevailing market prices.

6. According to the information and explanations given to us, the Company has not accepted any deposits from the public and consequently, the directives issued by the Reserve Bank of India and the provisions of Section 58A and 58AA of the Companies Act, 1956 and the rules framed there under are not applicable.

7. In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.

8. According to the information and explanations given to us, the Company is not required to maintain cost records under section 209(1)(d) of the Companies Act, 1956.

9. (a) According to the records of the company, there are no undisputed dues of sales tax, income tax, customs tax/wealth-tax, excise duty/cess, service tax which have not been deposited.

(b) According to the records of the company and as per explanations given to us, there are following disputed Statutory dues of Income Tax and Interest thereon pending against the company. It is informed that the company has filed appeals before the concerned CIT (A), New Delhi against the said disputed demands which are pending as on date-

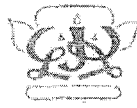
- Rs 1551442/- and Interest thereon for the Asst. Year 1998-99 out of which company has deposited Rs. 794558/- under dispute with the department.

- Rs 14651102/- and Interest thereon for the Asst. Year 2004-05.

10. The accumulated losses at the end of the financial year are less than 50% of the net worth of the company and the Company has not incurred cash losses in the current financial year and in the financial year immediately preceding such financial year.

11. The Company has no dues pending towards financial institutions or banks.

12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.



13. The Company is not a chit fund/nidhi/mutual benefit fund/society.
14. In respect of the Company's dealing in shares, proper records have been maintained and timely entries have been made thereof. Since the principal business of the company consists of buying and selling of securities, the provisions of Section 49(1) of the Companies Act, 1956, regarding holding of investments in its own name are not applicable to it.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The Company has not taken any term loans and hence there is no need to comment on this clause.
17. According to the information and explanations given to us, the Company has not raised any short term funds and hence there is no need to comment on this clause.
18. The company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Act.
19. The Company has not issued any debentures and hence there is no need to comment on this clause.
20. The Company has not raised any money by public issues during the year.
21. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year nor have we been informed of such case by the management.

**For ALOK B. MATHUR & CO.**  
**Chartered Accountants**

**Place: New Delhi**  
**Date: 6<sup>th</sup> August, 2009**

**CA. ALOK B. MATHUR**  
**Prop. M. No. 85487**



## **BALANCE SHEET OF G.K. CONSULTANTS LIMITED**

**As at March 31, 2009**

Sl. No.	Particulars	Sch. No.	Figures as at 31.03.2009		Figures as at 31.03.2008
A.	<b><u>SOURCE OF FUNDS</u></b>				
1.	<b><u>Shareholders Fund</u></b>	"A"		54529882.42	54529882.42
a.	Capital		53057400.00		53057400.00
b.	Reserves & Surplus		1472482.42		1472482.42
2.	<b><u>Loan Fund</u></b>			0.00	0.00
a.	Secured Loans		0.00		0.00
b.	Unsecured Loans		0.00		0.00
3.	<b><u>Deferred Tax Liability</u></b>			87449.64	69743.02
a.	Deferred Tax Liability		87881.54		75839.92
b.	Less : Deferred Tax Assets		431.90		6096.90
	<b>TOTAL</b>			<b>54617332.06</b>	<b>54599625.44</b>
B.	<b><u>APPLICATION OF FUNDS</u></b>				
1.	<b><u>Fixed Assets</u></b>	"B"		440138.16	477634.22
a.	Gross Block		1930483.00		1894183.00
b.	Less : Depreciation		1490344.84		1416548.78
c.	Net Block		440138.16		477634.22
d.	Capital Work-in-Progress		0.00		0.00
2.	<b><u>Investments</u></b>	"C"		24379010.35	26879010.35
3.	<b><u>Current Assets, Loans &amp; Advances</u></b>	"D"		29593270.20	26529714.15
a.	Inventories		1029407.04		610782.60
b.	Sundry Debtors		1567904.09		1646968.69
c.	Cash & Bank Balances		1079262.31		1411285.14
d.	Other Current Assets		0.00		0.00
e.	Loans & Advances		25916696.76		22860677.72
	<b><u>Less: Current Liabilities &amp; Provisions</u></b>	"E"		287251.00	285227.00
a.	Liabilities		171.00		84608.00
b.	Provisions		287080.00		200619.00
	Net Current Assets			29306019.20	26244487.15
4.	<b>Miscellaneous Expenditure to the extent not written off or adjusted</b>			0.00	0.00
5.	<b>Profit &amp; Loss Account (Dr. Balance)</b>			492164.35	998493.72
	<b>TOTAL</b>			<b>54617332.06</b>	<b>54599625.44</b>
	<b>NOTES TO THE ACCOUNTS</b>	"H"			

As per our separate report of even date

for and on behalf of Board

For ALOK B. MATHUR & CO.  
Chartered Accountants

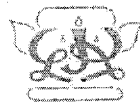
(VIJAY KUMAR SINHA)  
Managing Director

(CA. ALOK B. MATHUR)  
Prop. M. No. 85487

(SUBOADH GUPTA)  
Director

Place: New Delhi.  
Date: 06.08.2009

(ASHHOK SAXENA)  
Company Secretary



## **PROFIT & LOSS ACCOUNT OF G.K. CONSULTANTS LIMITED**

**For the year ended March 31, 2009**

S.No.	Particulars	Sch. No.	Current Year's Figures	Previous Year's Figures
A.	Gross Income	"F"	19094247.85	9369516.54
B.	Gross Expenditure other than Depreciation	"G"	18233601.80	8649169.62
C.	Profit Before Depreciation		860646.05	720346.92
D.	Depreciation		73796.06	87445.85
E.	Profit Before Tax		786849.99	632901.07
F.	<u>Provision for Taxes</u>			
1.	Provision for Current Year Income Tax		249518.00	156728.00
2.	Provision for Fringe Benefit Tax		12780.00	9391.00
3.	Provision for Deferred Tax Asset		5665.00	59.19
4.	Provision for Deferred Tax Liability		12041.62	19062.21
G.	<b>Net Profit After Tax</b>		506845.37	447779.05
	<b><u>APPROPRIATIONS</u></b>			
H.	Deficit Brought Forward From Last Year		(998493.72)	(1446272.77)
I.	Add : Current Year's Profits		506845.37	447779.05
J.	Less: Adjustment of Previous Year's taxes		516.00	0.00
K.	Loss Carried Forward To Balance Sheet		(492164.35)	(998493.72)
L.	<b>Earning Per Share (EPS)</b>		0.10	0.08

As per our separate report of even date

**For ALOK B. MATHUR & CO.**  
Chartered Accountants

**(CA. ALOK B. MATHUR)**  
Prop. M. No. 85487

Place: New Delhi.  
06.08.2009

For and on behalf of Board

**(VIJAY KUMAR SINHA)**  
Managing Director

**(SUBOADH GUPTA)**  
Director

**(ASHHOK SAXENA)** ate:  
Company Secretary



**SCHEDULE "A" : SHAREHOLDER'S FUND**

Sl. No.	Particulars	Figures as at 31.03.2009	Figures as at 31.03.2008
<b>A.</b>	<b><u>CAPITAL</u></b>		
1.	<b><u>Authorised Capital</u></b> 6000000 Equity Shares of Rs. 10/- each	60000000.00	60000000.00
2.	<b><u>Issued, Subscribed &amp; Paid-up Capital</u></b> 5311800 Equity shares of Rs. 10/- Less: Allotment money receivable	53118000.00 60600.00	53118000.00 60600.00
	<b>Sub Total A</b>	53057400.00	53057400.00
<b>B.</b>	<b><u>RESERVE &amp; SURPLUS</u></b>		
1.	General Reserves	1472482.42	1472482.42
	<b>Sub Total B</b>	1472482.42	1472482.42
<b>C.</b>	<b>TOTAL SHARE HOLDERS' FUNDS</b>	<b>54529882.42</b>	<b>54529882.42</b>

**SCHEDULE "B" : FIXED ASSETS**

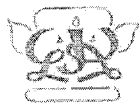
Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.08	Additions	Deductions	As at 31.03.09	Upto 31.03. 08	Additions	Deductions	Upto 31.03.09	As at 31.03.09	As at 31.03.08
Air Conditioners	157200.00			157200.00	64325.84	7467.00		71792.84	85407.16	92874.16
Cellular Phones	52000.00			52000.00	29227.21	2470.00		31697.21	20302.79	22772.79
Computers & Printers	1248200.00	29550.00		1277750.00	1154328.26	20312.48		1174640.74	103109.26	93871.74
Cycle		2750.00		2750.00	0.00	54.43		54.43	2695.57	0.00
Designing Software	185580.00			185580.00	60165.04	30082.52		90247.56	95332.44	125414.96
Fax	72598.00			72598.00	38522.09	3448.41		41970.50	30627.50	34075.91
Furniture	90505.00			90505.00	42037.27	5728.97		47766.24	42738.76	48467.73
Invertor	40600.00			40600.00	11903.14	1928.50		13831.64	26768.36	28696.86
Photostate Machine	17500.00			17500.00	2493.75	831.25		3325.00	14175.00	15006.25
Refrigerator	23500.00			23500.00	9625.84	1116.25		10742.09	12757.91	13874.16
Toaster/Grille		4000.00		4000.00	0.00	47.50		47.50	3952.50	0.00
Typewriter	6500.00			6500.00	3920.34	308.75		4229.09	2270.91	2579.66
<b>TOTAL</b>	<b>1894183.00</b>	<b>36300.00</b>	<b>NIL</b>	<b>1930483.00</b>	<b>1416548.78</b>	<b>73796.06</b>	<b>NIL</b>	<b>1490344.84</b>	<b>440138.16</b>	<b>477634.22</b>





## SCHEDULE "C" : INVESTMENTS

S.No.	Particulars	Figure as at 31.03.2009	Figure as at 31.03.2008
<b>A.</b>	<b><u>LONG TERM INVESTMENTS IN SHARES/SECURITIES</u></b>		
<b>I</b>	<b><u>QUOTED: -</u></b>		
1.	Natura Hue Chem Ltd. (400000 Equity Shares of Rs. 10 each )	4000000.00	4000000.00
<b>II</b>	<b><u>UNQUOTED: -</u></b>		
1.	ABN Ispat & Power Pvt. Limited (2000 Equity Shares of Rs. 100 each )	200000.00	200000.00
2.	ABS Biofuels & Minerals Pvt. Ltd. (5000 Equity Shares of Rs. 100 each)	500000.00	500000.00
3.	Adarsh Buildtech Pvt. Ltd. (4500 equity shares of Rs. 200 each)	900000.00	900000.00
4.	A to Z Stock Trade Pvt. Ltd. (10000 equity shares of Rs. 100 each)	1000000.00	1000000.00
5.	Bonjour Estates (P) Limited (10000 equity shares of Rs. 200 each)	2000000.00	0.00
6.	Cadix Electronics Pvt. Limited (3000 Equity Shares of Rs. 400 each)	1200000.00	1200000.00
7.	Channel Auto Electric Pvt. Limited (10000 equity shares of Rs. 50 each)	500000.00	0.00
8.	Jay Gauri Projects (India) Pvt. Limited (2750 Equity Shares of Rs. 200 each)	550000.00	0.00
9.	Micro Textiles Pvt. Limited (7500 Equity Shares of Rs. 200 each)	1500000.00	0.00
10.	Nistha Agro Comm. Pvt. Ltd. (4000 equity shares of Rs. 100 each)	400000.00	400000.00
11.	Pranjal Krishi Pvt. Limited (5000 Equity Shares of Rs. 100 each)	500000.00	500000.00



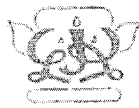
	12.	Pragmatic Machvision Pvt. Limited (6000 equity shares of Rs. 50 each)	300000.00	300000.00
	13.	SSAP Steels Pvt. Limited (40000 equity shares of Rs. 25 each)	1000000.00	1000000.00
	14.	Sunil Steels Wires Pvt. Limited (20000 equity shares of Rs. 100 each)	2000000.00	2000000.00
	15.	RMG Polyvinyl India Ltd. (5000 equity shares of Rs. 40 each)	0.00	2000000.00
	16.	Sharda Flour Pvt. Limited (300 equity shares of Rs. 10000 each)	3000000.00	3000000.00
	17.	Sri Vishwanath Enterprises Ltd. (68000 equity shares of R.s 25 each)	0.00	1700000.00
	18.	Elite Manufacturing Pvt. Limited (25000 Equity Shares of Rs. 100 each)	2500000.00	2500000.00
	19.	Reliance Vision Fund – MF (C.Y. -1894.067 units; P.Y.-1550.268 units)	90524.34	90524.34
	20.	Reliance Opportunity Fund (C.Y. -4180.619 units)	100000.00	100000.00
	21.	Reliance Growth Fund – MF (C.Y. -1770.386 units; P.Y.-1458.852 units)	88486.01	88486.01
	22.	DSP Merrill Lynch – Tiger (C.Y. – 1389.970 units)	50000.00	50000.00
		<b>Sub Total “A”</b>	<b>22379010.35</b>	<b>21529010.35</b>
<b>B.</b>		<b>SHARES APPLICATION MONEY (Pending Allotment)</b>	<b>Figure as at 31.03.2009</b>	<b>Figure as at 31.03.2008</b>
	1.	Orient Exim (P.) Ltd.	0.00	1600000.00
	2.	Forthright Securities Pvt. Limited	500000.00	500000.00
	3.	Kwik Info Services Pvt. Limited	0.00	1500000.00
	4.	O. N. Engineering Pvt. Limited	1000000.00	1000000.00
	5.	Milange Buildcon (P) Limited	0.00	250000.00
	6.	Elite Manufacturing Pvt. Limited	500000.00	500000.00
		<b>Sub Total “B”</b>	<b>2000000.00</b>	<b>5350000.00</b>
<b>C.</b>		<b>TOTAL INVESTMENTS (A+B)</b>	<b>24379010.35</b>	<b>26879010.35</b>

Note: All the investments reported in Schedule ‘C’ are on non trade basis



**SCHEDULE "D" : CURRENT ASSETS, LOANS & ADVANCES**

S.No.	Particulars	Figure as at 31.03.2009	Figure as at 31.03.2008
<b>A.</b>	<b>CLOSING STOCK (Shares)</b> (As valued & certified by management)	1029407.04	610782.60
	<b>Sub Total – A</b>	1029407.04	610782.60
<b>B.</b>	<b>SUNDRY DEBTORS</b> (Unsecured & Considered good)		
1	Debts outstanding for a period exceeding six months	1567904.09	482000.00
2	Other Debts (Considered good)	0.00	1164968.69
	<b>Sub Total – B</b>	1567904.09	1646968.69
<b>C.</b>	<b>CASH &amp; BANK BALANCE</b>		
1	Balance with Schedule Banks	663740.52	1102322.35
2	Cash in Hand	415521.79	308962.79
	<b>Sub Total – C</b>	1079262.31	1411285.14
<b>D.</b>	<b>LOANS AND ADVANCES</b> ( Unsecured , considered Good )		
1	Advance Tax, TDS, STT & FBT	1259752.76	1110034.72
2	Advances recoverable in Cash or Kind for value to be received (Unsecured & Considered good)	4894000.00	5844000.00
3	Other Loans & Deposits (Unsecured & Considered good)	19762944.00	15906643.00
	<b>Sub Total – D</b>	25916696.76	22860677.72
<b>E.</b>	<b>TOTAL CURRENT ASSETS</b>	<b>29593270.20</b>	<b>26529714.15</b>

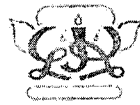


**SCHEDULE "E" : CURRENT LIABILITIES & PROVISIONS**

S.No.	Particulars	Figures as at 31.03.2009	Figures as at 31.03.2008
A.	<b>SUNDRY CREDITORS</b>	171.00	84608.00
	<b>Sub Total - A</b>	171.00	84608.00
B.	<b>PROVISIONS &amp; PAYABLES</b>		
1	Expenses Payable	19854.00	34500.00
2	Provision for Fringe Benefit Tax	12780.00	9391.00
3	Provision for Taxation	249518.00	156728.00
4	TDS payable	4928.00	0.00
	<b>Sub Total - B</b>	287080.00	200619.00
C.	<b>TOTAL CURRENT LIABILITIES</b>	<b>287251.00</b>	<b>285227.00</b>

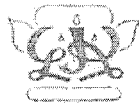
**SCHEDULE "F" : INCOME**

S.No.	Particulars	Current Year's Figures	Previous Year's Figures
A.	Sale of Shares	9891924.95	769365.36
B.	Sale of Textile Fabrics	6140276.90	5687338.50
C.	Capital Gain on Mutual Fund	0.00	36727.00
D.	Interest	1494371.00	1378528.00
E.	Dividend Income	2420.00	31917.68
F.	Software Development & Processing Charges	909225.00	489140.00
G.	Commission	656030.00	976500.00
H.	<b>TOTAL INCOME</b>	<b>19094247.85</b>	<b>9369516.54</b>



**SCHEDULE "G" : EXPENDITURE**

S.No.	Particulars	Current Year's Figures	Previous Year's Figures
<b>A.</b>	<b>PURCHASE ACCOUNT</b>		
1	Fabric Purchases & Dyeing Expenses	5110949.00	5191885.00
2	Share Purchases & Share Expenses	10380703.87	1088767.51
3	Add: Opening Stock of Shares	610782.60	139705.79
4	Less : Closing Stock of Shares	1029407.04	610782.60
5	Cost of shares sold (2+3-4)	9962079.43	617690.70
	<b>Sub Total-A (1+5)</b>	<b>15073028.43</b>	<b>5809575.70</b>
<b>B.</b>	<b>ADMINISTRATIVE &amp; OTHER OVERHEADS</b>		
1	Advertisement	55293.00	50731.00
2	Annual Custody Fee	20000.00	20000.00
3	Auditors' Remuneration	19854.00	19500.00
4	Bank Charges	9771.67	13330.66
5	Books & Periodicals	18773.00	17486.00
6	Car running & maintenance	52207.00	47017.00
7	Conveyance	72538.00	60431.00
8	Courier expenses	0.00	4653.00
9	Electricity expenses	56044.00	60846.00
10	Computer Repair	26980.00	29454.00
11	Donation	101000.00	0.00
12	Listing fee	46326.00	46300.00
13	Legal expenses	57500.00	39000.00
14	Loss & Rebate	2220.40	0.00
15	Misc.Exp	1000.00	0.00
16	News Papers	581.00	490.00
17	Office expenses	0.00	26272.00
18	Photostat expenses	26412.00	12530.20
19	Printing & Stationery	41202.00	56908.00
20	Professional Expenses	51500.00	36000.00
21	Postage	0.00	2150.00
22	Rent	90000.00	120000.00
23	Repairs & Maintenance	31697.00	23203.00
24	Salary	2198367.00	2048000.00
25	Share Dept. expenses	13025.30	14351.56
26	Stipend	0.00	2000.00
27	Staff Food Expenses	30081.00	26840.00
28	Staff Welfare Expenses	15568.00	2500.00
29	Telephone expenses	20215.00	19532.00
30	Travelling expenses	102508.00	40068.50
	<b>Sub Total-B (1 to 30)</b>	<b>3160573.37</b>	<b>2839593.92</b>
<b>C.</b>	<b>TOTAL EXPENDITURE (A+B)</b>	<b>18233601.80</b>	<b>8649169.62</b>



## **SCHEDULE – “H”**

### **SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS**

#### **1. General**

The financial statements are prepared under the historical cost convention and on the accrual basis.

#### **2. Revenue & Expenses**

All income and expenses are generally accounted for on accrual basis as they are earned or incurred.

#### **3. Fixed Assets**

Fixed assets are stated at historical cost (inclusive of freight, duties, taxes and other incidental expenses relating to the acquisition and installation) less accumulated depreciation.

#### **4. Depreciation**

Depreciation on fixed assets has been provided for on straight line method by adopting the rates as prescribed in Schedule XIV to the Companies Act 1956. Depreciation on newly acquired assets is provided on pro-rata basis.

#### **5. Investments**

Investments are stated at cost of acquisition inclusive of related expenses.

#### **6. Retirement Benefits**

The provisions relating to retirement benefits are not applicable to the company.

#### **7. Current Tax**

For the Financial Year 2008-2009, provision for current tax of Rs. 249518/- has been made in books of accounts. Income tax u/s 115JB (MAT) of the Income Tax Act, 1961 is not applicable. Provision for Fringe Benefit Tax of Rs. 12780/- for the financial year 2008-2009 has also been made in books of account.

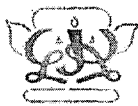
#### **8. Deferred Tax Asset/Liability**

Provisions of Deferred Tax Assets & Liabilities have been made in accordance to Accounting Standards AS-22 for the financial year ended 31<sup>st</sup> March, 2009.

The Deferred tax liability is increased to Rs. 87881.54 from Rs. 75839.92 of last year and Deferred Tax Asset is decreased to Rs. 431.90 from Rs. 6096.90 of last year.

#### **9. Preliminary Expenses**

There were no Preliminary expenses and therefore no provision is made in this regard.



## 10. Grouping

Previous year figures have been re-grouped wherever considered necessary.

## 11. Compliances

The company is a Non-Banking Financial Company (NBFC) within the meaning of Reserve Bank of India (Amendment) Act, 1997. Under the NBFC Guidelines issued by the RBI on January 2, 1998, it is categorized as “NBFC not accepting deposits and engaged in loan/investment activity”.

As required by the RBI guidelines:

- i. The company has been granted registration under Sec 45-IA of the RBI Act.
- ii. The Board of Directors of the company has passed a resolution to the effect that it will not accept any public deposit.

Prudential norms as applicable to NBFCs and prescribed by RBI are not applicable to the company, as it is having Net Owned Funds exceeding Rs. 25.00 lacs/Rs. 200.00 lacs & it does not accept Public Deposits.

## 12. Auditor’s Remuneration

The particulars of Auditor’s remuneration as required by the Part II of Schedule VI to the Companies Act, 1956 are as under:

	<u>Current Year</u>	<u>Last Year</u>
As Audit Fee Rs. (including Service Tax)	12133.00	12500.00
As Tax Audit Fee Rs. (including Service Tax)	7721.00	7000.00

## 13. Foreign Exchange Transactions

The company has neither received/earned nor paid any amount in foreign exchange.

## 14. Related Party Disclosure

In accordance with the requirements of the Accounting Standard (AS)-18 on “Related Party Disclosures”, the names of the related parties where control exists and/or with whom transactions have taken place during the year and description of relationships, as identified and certified by the management are:

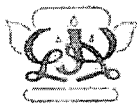
### List of Related Parties:

Divas Construction Company Private Limited

- Common Director – Shri Anil Kumar Goel
- Common Director – Shri Subodh Gupta

### Transaction with Related Parties

Rent of Rs. 90000/- is paid to Divas Construction Company Private Limited for Office Accommodation.



## 15. Segment Reporting

The company operates in seven segments: i.e. Shares Trading, Trading in Textile fabrics, Software Development, Professional Services, Marketing, Interest Income and Investment Activities. Segments have been identified and reported based on the guiding principles of the Accounting Standard 17 (AS 17) issued by the Institute of Chartered Accountants of India

Financial information about the business segments is presented in the table given below.

S. No.	PARTICULARS	AMOUNT (31.03.2009)	AMOUNT (31.03.2008)
<b>1.</b>	<b>Segment Revenue (Net Sales/Income)</b>		
	a) Share Account	9891924.95	769365.36
	b) Sale of Textile Fabrics	6140276.90	5687338.50
	c) Commission Income	656030.00	976500.00
	d) Interest Account	1494371.00	1378528.00
	e) Software & Processing Charges	909225.00	489140.00
	f) Capital Gain on redemption of Mutual Fund	0.00	36727.00
	g) Dividend	2420.00	31917.68
	<b>Total Income from Operation</b>	<b>19094247.85</b>	<b>9369516.54</b>
<b>2.</b>	<b>Segment Results (Profit before tax and interest)</b>		
	a) Share Account	-70154.48	151674.66
	b) Textile Fabric Account	1029327.90	495453.50
	c) Commission Income	656030.00	976500.00
	d) Interest Account	1494371.00	1378528.00
	e) Software & Processing Charges	909225.00	489140.00
	f) Capital Gain on redemption of Mutual Fund	0.00	36727.00
	g) Dividend	2420.00	31917.68
	<b>TOTAL</b>	<b>4021219.42</b>	<b>3559940.84</b>
	Less : i. Interest ii. Other un-allocable exp.	3234369.43	2927039.77
	<b>Total Profit Before Tax</b>	<b>786849.99</b>	<b>632901.07</b>

## 16. EPS

The computation of Basic & Diluted earnings per share as required by Accounting Standard (AS)-20 is shown below:

PARTICULARS	Figures as at 31.03.2009	Figures as at 31.03.2008
Profit After Taxes	506845.37	447779.05
No. of Equity Shares	5311800	5311800
Basic & Diluted EPS in Rs.	0.10	0.08





**17. Additional Information pursuant to paragraphs 3 & 4 of part II of schedule VI to the Companies Act, 1956.**

**A. Statement showing Details of Purchase & Sale of Shares**

S.No.	Particulars	Opening Stock		Purchase		Sales		Closing Stock	
		Qty.	Amount	Qty.	Amount	Qty.	Amount	Qty.	Amount
1	Kedia Infotech	5140	17123.27					5140	17123.27
2	Mega Corpor	100	3808.00					100	3808.00
3	Ranbaxy Labs Ltd.	70	33610.00					70	33610.00
4	Reliance Petroleum	100	8943.00	25000	3832171.95	23400	3107791.70	1700	218579.35
5	Tata Tele	700	19238.16					700	19238.16
6	UCO Bank	1000	35548.36					1000	35548.36
7	Vanasthali Tex	100	3055.00					100	3055.00
8	Ansal Properties	2800	438883.76	2500	209145.70	5300	652786.00	0	0.00
9	Noida Toll	500	16925.00	17200	594087.05	4200	135854.65	13500	484463.85
10	OK Play	300	33648.05					300	33648.05
11	Reliance Power	0	0.00	1000	142735.00	1000	148905.00	0	0.00
12	Hero Honda	0	0.00	100	80239.00	100	80683.00	0	0.00
13	IFCI	0	0.00	500	22745.00	500	23685.00	0	0.00
14	DLF	0	0.00	6200	2532463.10	5700	2315505.60	500	168900.00
15	Satyam Computers	0	0.00	500	19055.00	200	11714.00	300	11433.00
16	Other shares	0	0.00	292500	2925800.00	292500	3415000.00	0	0.00
	<b>TOTAL</b>	<b>10810</b>	<b>610782.60</b>	<b>345500</b>	<b>10358441.80</b>	<b>332900</b>	<b>9891924.95</b>	<b>23410</b>	<b>1029407.04</b>

**B. Statement showing details of purchase and sale of Textile Fabrics**

S.No.	Particulars	Opening Stock		Purchase		Sales		Closing Stock	
		Qty. (Mtrs.)	Amount (Rs.)	Qty. (Mtrs.)	Amount (Rs.)	Qty. (Mtrs.)	Amount (Rs.)	Qty. (Mtrs.)	Amount (Rs.)
1	Fabric/Textile Cloth	0.00	0.00	156080.00	5072633.00	156080.00	6140276.90	0.00	0.00
	<b>TOTAL</b>	<b>0.00</b>	<b>0.00</b>	<b>156080.00</b>	<b>5072633.00</b>	<b>156080.00</b>	<b>6140276.90</b>	<b>0.00</b>	<b>0.00</b>

**18. Tax Deducted at Source:**

Particulars	Figures as at 31.03.2009	Figures as at 31.03.2008
Interest	108422	109638
Software Sale & Processing Charges	23150	12453
Commission	67567	50290



## 19. Contingent Liability

- a) There is a net contingent liability of disputed income tax dues of Rs 756884/- and Interest thereon. The total disputed income tax liability is of Rs. 1551442/- and interest thereon and out of which Rs. 794558/- 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 Asst. Year 1998-99 and the company has filed an appeal in CIT (A), XV, New Delhi against the impugned order of the Assessing Officer which is pending as on date. No provision of said contingent liability has been made in books of account by the company.
- b) There is another contingent liability of disputed income tax dues of Rs 14651102/- and Interest thereon. The said amount has been levied as income tax for the Asst. Year 2004-05 and the company has filed an appeal in CIT (A), XV, New Delhi against the impugned order of the Assessing Officer which is pending as on date. No provision of said contingent liability has been made in books of account by the company.

**For and on behalf of Board**

**For ALOK B. MATHUR & CO.**  
Chartered Accountants

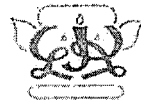
**(VIJAY KUMAR SINHA)**  
Managing Director

**(CA. ALOK B. MATHUR)**  
Prop. M. No. 85487

**(SUBOADH GUPTA)**  
Director

**Place: New Delhi.**  
**Date: 06.08.2009**

**(ASHHOK SAXENA)**  
Company Secretary



## **CASH FLOW STATEMENT OF G.K. CONSULTANTS LIMITED**

**For the year ended March 31, 2009**

S. No.	Particulars	Year Ended 31.03.2009	Year Ended 31.03.2008
A.	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit before tax and extraordinary items	786849.99	632901.07
	<i>Adjustments for:</i>		
	Depreciation	73796.06	87445.85
	Preliminary Expenses Written off	0.00	0.00
	Provision of Current Year's Tax & Fringe Benefit Tax	262298.00	166119.00
	Operating Profit before Working Capital Changes	597832.05	554227.92
	<i>Adjustment for:</i>		
	Decrease/(Increase) in Current Assets	(3395578.88)	(1792167.10)
	Increase/(Decrease) in Current Liabilities	2024.00	83122.00
	Cash Generated from/Utilized in Operations	(3393554.88)	(1709045.10)
	<b>NET CASH FROM OPERATING ACTIVITIES-A</b>	<b>(2795722.83)</b>	<b>(1154817.18)</b>
B.	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Purchase of Fixed Assets	(36300.00)	(109150.00)
	Purchase of Investment	0.00	0.00
	Sale of Investments	2500000.00	1368777.32
	Sale of Fixed Assets	0.00	0.00
	<b>NET CASH FROM/IN INVESTING ACTIVITIES-B</b>	<b>2463700.00</b>	<b>1259627.32</b>
C.	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Proceeds from issue of share capital	-	-
	Proceeds from long term borrowings	-	-
	Dividends paid	-	-
	<b>NET CASH FROM FINANCING ACTIVITIES-C</b>	<b>-</b>	<b>-</b>
D.	<b>NET CHANGES IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>(332022.83)</b>	<b>104810.14</b>
	OPENING BALANCE	1411285.14	1306475.00
	<b>CLOSING BALANCE</b>	<b>1079262.31</b>	<b>1411285.14</b>

**For and on behalf of Board**

As per our separate report of even date  
**For ALOK B. MATHUR & CO.**  
Chartered Accountants

**(VIJAY KUMAR SINHA)**  
Managing Director

**(CA. ALOK B. MATHUR)**  
Prop. M. No. 85487

**(SUBOADH GUPTA)**  
Director

Place: New Delhi.  
Date: 06.08.2009

**(ASHHOK SAXENA)**  
Company Secretary

**G.K.C.L.**



**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

**I. Registration Details**

Registration No.	34109
State Code	55
Balance Sheet Date	31/03/2009

**II. Capital Raised During the Year (Amount in Rs. `000)**

Public Issue	Nil	Right Issue	Nil
Bonus Issue	Nil	Private Placement	Nil

**III. Position of Mobilisation and Deployment of Funds (Amount in Rs.` 000 )**

<b><u>Total Liabilities</u></b>	<b><u>54617</u></b>	<b><u>Total Assets</u></b>	<b><u>54617</u></b>
<b><u>Sources of Funds</u></b>		<b><u>Application of Funds</u></b>	
Paid up Capital	53057	Net Fixed Assets	440
Reserve & Surplus	1473	Investments	24379
Secured Loans		Net Current Assets	29306
Unsecured Loans		Net Deferred Tax Asset	
Deferred Tax Liability	87	Miscellaneous Expenditure	
		Profit & Loss Account	492
<b>TOTAL</b>	<b><u>54617</u></b>	<b>TOTAL</b>	<b><u>54617</u></b>

**IV. Performance of the Company (Amount in Rs. `000)**

Turnover	19094
Total Expenditure	18307
Profit (Loss) Before Tax	787
Profit (Loss) After Tax	507
Earning Per Share (Rs.)	0.10
Dividend Rate	Nil

**V. Generic Names of Three Principal Products/ Services of the Company (as per Monetary terms)**

Item Code No. (ITC Code)	Not Applicable
Prod./ Service Description	1 CONSULTANCY 2 FINANCING & SOFTWARE BUSINESS 3 TRADING IN SECURITIES /INVESTMENT 4 MARKETING 5 TEXTILE FABRIC TRADING

**For and on behalf of Board**

As per our separate report of even date  
For **ALOK B. MATHUR & CO.**  
Chartered Accountants

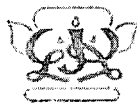
**(VIJAY KUMAR SINHA)**  
Managing Director

**(CA. ALOK B. MATHUR)**  
Prop. M. No. 85487

**(SUBOADH GUPTA)**  
Director

Place: New Delhi.  
Date: 06.08.2009

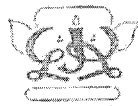
**(ASHHOK SAXENA)**  
Company Secretary



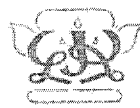
**Schedule to the**  
**Balance Sheet of a Non-Banking Financial Company**  
*(as required in terms of Paragraph 9BB of*  
*Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998*

(Rs. In lakhs)

<b>Particulars</b>			
<b>Liabilities side :</b>			
(1)	<b>Loans and advances availed by the NBFs inclusive of interest accrued thereon but not paid:</b>	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)	Nil	Nil
	* Please see Note 1 below		
(2)	<b>Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):</b>		
	(a) In the form of Unsecured debentures	Nil	Nil
	(b) In the form of Unsecured debentures	Nil	Nil
	(c) In the form of Unsecured debentures	Nil	Nil
	(d) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	Nil	Nil
	(e) Other public deposits	Nil	Nil
	* Please see Note 1 below		
<b><u>Assets side :</u></b>		Amount outstanding	
(3)	<b>Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :</b>		
	(a) Secured		Nil
	(b) Unsecured		274.84
(4)	<b>Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities</b>		Nil
	1. 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)	<b><u>Break-up of Investments :</u></b>	
	<b><u>Current Investments:</u></b>	
	2. <u>Quoted :</u>	
	(i) Shares : (a) Equity	10.29
	(b) Preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	Nil
	(iv) Government Securities	Nil
	(v) Others (please specify)	Nil
	3. <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
	<b><u>Long Term investments :</u></b>	
	4. <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
	5. <u>Unquoted :</u>	
	(i) Shares : (a) Equity	200.50
	(b) Preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	3.29
	(iv) Government Securities	Nil
	(v) Others (please specify)	Nil
(6)	<b><u>Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :</u></b> Please see Note 2 below	



	Category	Amount net of provisions		
		Secured	Unsecured	Total
	<b>1. Related Parties **</b>			
	(a) Subsidiaries	Nil	Nil	Nil
	(b) Companies in the same group	Nil	Nil	Nil
	(c) Other related parties	Nil	0.70	0.70
	<b>2. Other than related parties</b>	Nil	274.14	274.14
	<b>Total</b>	Nil	274.84	274.84
(7)	<b>Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):</b> Please see note 3 below			
	Category	Market Value / Break up or fair value or NAV		Book Value (Net of Provisions)
	<b>1. Related Parties **</b>			
	(a) Subsidiaries	Nil		Nil
	(b) Companies in the same group	Nil		Nil
	(c) Other related parties	Nil		Nil
	<b>2. Other than related parties</b>	262.00		254.08
	<b>Total</b>	Nil		Nil

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

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

Notes:

- As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
- 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.

**21<sup>ST</sup> ANNUAL GENERAL MEETING**

**G.K. CONSULTANTS LIMITED**

REGD. OFFICE: 302, G.K. HOUSE, 187A, SANT NAGAR, EAST OF KAILASH,  
NEW DELHI-110 065

**ATTENDANCE SLIP**

21<sup>st</sup> Annual General Meeting on 30<sup>th</sup> September, 2009 at 10.00 A.M.

Please complete this attendance slip and hand it over at the entrance of the Meeting Hall

Full Name of the Member	Full Name of the First Joint Holder (If First named joint holder does not attend meeting)	Full name of the Proxy (If Proxy Form is deposited with Company)
No. of Shares Held	Folio No./Client ID	Member's DP ID

I hereby record my presence at the 21<sup>st</sup> Annual General Meeting of the Company to be held on Wednesday, 30.09.2009 at 10.00 A.M. at 301-302, G.K. House, 187A, Sant Nagar, East of Kailash, New Delhi-110 065

Signature of the Share Holder or Proxy attending the meeting	
If Member, Please Sign Below	If Proxy, Please Sign Below

.....**TEAR OFF HERE**.....

**G.K. CONSULTANTS LIMITED**

REGD. OFFICE: 302, G.K. HOUSE, 187A, SANT NAGAR, EAST OF KAILASH,  
NEW DELHI- -110 065

**PROXY FORM**

I/We \_\_\_\_\_ of \_\_\_\_\_ in the district  
of \_\_\_\_\_ being a member /members of the Company, hereby  
appoint \_\_\_\_\_ of \_\_\_\_\_ in the district  
of \_\_\_\_\_ Or failing him/her \_\_\_\_\_ of \_\_\_\_\_ In the district of  
\_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of  
the company to be held on Wednesday the 30<sup>th</sup> day of September 2009 At 10.00 A.M. at 301- 302, G.K. House, 187A,  
Sant Nagar, East of Kailash, New Delhi- 110 065 and at any adjournment thereof.

As witness my/our hand(s) this \_\_\_\_\_ day of \_\_\_\_\_ 2009

Affix One Rupee Revenue Stamp
--

Note: This Proxy Form, in order to be effective, should be duly stamped, completed and signed and must be deposited at the registered office of the Company, not less than 48 hours before the meeting.



If undelivered please return to :

**G. K. CONSULTANTS LIMITED**

PROJECT CONSULTANTS-CONCEPT TO COMMISSIONING  
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

*Registered Office :*

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

*Branch Office :*

I-52, Sector -9, Noida-201301 Uttar Pradesh