



GU CONSULTANCY FOUNDATION

GUJARAT UNIVERSITY

ATTENDANCE SHEET OF THE FOURTH ANNUAL GENERAL MEETING OF GU CONSULTANCY FOUNDATION HELD AT 13.45 HOURS ON SUNDAY, THE 24TH OF SEPTEMBER OF THE YEAR 2023, AT REGISTERED OFFICE OF THE COMPANY

NAME OF THE SHAREHOLDERS

SIGNATURE

1) **DR NEERJA A GUPTA**
VICE-CHANCELLOR
ON BEHALF OF GUJARAT UNIVERSITY

2) **PROF. MEENU SARAF**
DIRECTOR, GUCF

24/9/23

INVITEES

3) **DR PIYUSH M PATEL**
REGISTRAR, GUJARAT UNIVERSITY
PERMANENT INVITEE, GUCF

4) **SHRI KANAIYA THAKER**
CAO (I/C) & DIRECTOR, GUCF

5) _____

6) _____



GUJARAT UNIVERSITY CONSULTANCY FOUNDATION

MINUTES OF THE FOURTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GU CONSULTANCY FOUNDATION (GUCF) HELD ON 24TH SEPTEMBER, 2023 (SUNDAY) BETWEEN 13:45 AND 14:15 AT THE REGISTERED OFFICE OF THE COMPANY.

THE FOLLOWING SHAREHOLDERS WERE PRESENT:

- (1) DR NEERJA A GUPTA, VICE-CHANCELLOR, GUJARAT UNIVERSITY
- (2) PROF MEENU SARAF, DIRECTOR, GUCF

THE FOLLOWING INVITEES WERE PRESENT:

- (1) DR PIYUSH PATEL, REGISTRAR, GUJARAT UNIVERSITY
- (2) SHRI KANAIYA THAKER, CAO (I/c) & DIRECTOR, GUCF

MINUTES OF THE MEETING:

4.1. LEAVE OF ABSENCE

All the Shareholders were present for the Annual General Meeting.

4.2. APPROVAL OF MINUTES OF THE PREVIOUS ANNUAL GENERAL MEETING

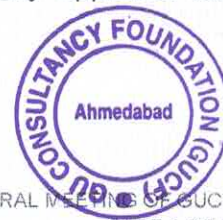
To appoint the minutes of the third Annual General Meeting of GUCF and resolved as follows:

“RESOLVED THAT the minutes of the third Annual General Meeting of GUCF is approved attached as Annexure - 4.A.”

4.3. TABLING BOOKS OF ACCOUNTS FOR THE FINANCIAL YEAR 2022-23

To consider and adopt the Balance Sheet as at 31st March, 2023 and Income and Expenditure Statement for the period ending as on that date together with Directors Report & Auditors Report thereon and to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED, that the independent audit report for the fiscal year ending on 31st March 2023, as presented to the Board of Directors, is hereby approved and accepted.





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FURTHER RESOLVED, that the director's report for the fiscal year ending on 31st March, 2023 as presented to the Board of Directors, is hereby approved and accepted.

FURTHER RESOLVED, The Board noted and agreed that The company believes that it is unfair for its directors, to assume the risk and responsibility of decisions, transactions and other expenses which may have occurred under governance of previous Board members before the appointment of the new director.

The Company recognises that the new director appointed between 22nd September, 2023 and 24th September, 2023 should not be liable for any damage litigation responsibility or liability whether financial or otherwise for the period before formal appointment and that such director be adequately indemnified for any such occurrence."

4.4. APPOINTMENT OF THE STATUTORY AUDITOR FOR F.Y 2023-24

To appoint auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. Chirag R. Shah & Associates, Chartered Accountants, Ahmedabad with Firm Registration Number 118791W be and are hereby appointed as the Statutory Auditors of the Company for the Financial Year 2023-24, at a remuneration as may be mutually agreed upon between the Board and the aforesaid Auditors"





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4.5. MATTERS PERTAINING TO DIRECTORS OF THE COMPANY

4.5.1. APPOINTMENT OF CHAIRPERSON & DIRECTOR

To approve the appointment of Dr Neerja Gupta, DIN No. (10325104) as a Chairperson & Director (Exofficio): To consider and if thought fit, to pass with or without modification(s) the following resolution as an Special Resolution:

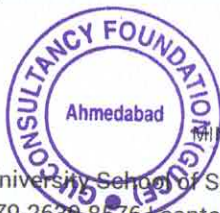
"RESOLVED THAT Dr Neerja A Gupta DIN No. (10325104), who was appointed as an Chairperson and Director (Exofficio) w.e.f 22nd September, 2023 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director (Exofficio) of the Company whose period of office will not be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013."

RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

RESOLVED FURTHER THAT any one of the Directors for the time being be and are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required."

4.5.2. APPOINTMENT OF DIRECTOR

1. To approve the appointment of Dr Kanaiya Krishnakunmar Thaker, DIN No. (10329534) as a Director (Exofficio): To consider and if thought fit, to pass with or without modification(s) the following resolution as an Special Resolution: "RESOLVED THAT Dr Kanaiya Krishnakunmar Thaker DIN No. (10329534), who was appointed as an Director w.e.f 22nd September, 2023 pursuant to the provisions of Section 161 of the Companies Act, 2013 and





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who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director (Exofficio) of the Company whose period of office will not be liable to determination by retirement of directors by rotation under the provisions of Section 152 of the Companies Act, 2013."

RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

RESOLVED FURTHER THAT any one of the Directors for the time being be and are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required."

2. To approve the appointment of Dr Piyush Patel, DIN No. (applied for) as a Director (Exofficio): To consider and if thought fit, to pass with or without modification(s) the following resolution as an Special Resolution:

RESOLVED THAT that pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Board be and is hereby accorded, to appoint Dr Piyush Patel, Registrar, Gujarat University as Director on the Board of the Company with effect from the DIN allotment date until he holds the designation of Registrar at Gujarat University.

RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this





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regard.

RESOLVED FURTHER THAT any one of the Directors for the time being be and are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required."

4.5.3. REGARDING RESIGNATION OF THE DIRECTORS

The Board noted that (1) Prof Meenu Saraf (2) Dr Nainesh Modi (3) Dr Hitesh Patel (4) Dr Gurudutta Japee (5) Prof Himanshu Pandya had submitted a resignation as Directors of GUCF, attached as Annexure 4.B. It was noted that these resignations from the directors require the approval from the Board. The Board resolved the following:

"RESOLVED THAT that the Board accepts the resignations of (1) Prof Meenu Saraf (2) Dr Nainesh Modi (3) Dr Hitesh Patel (4) Dr Gurudutta Japee (5) Prof Himanshu Pandya from their positions as directors, effective 25th September, 2023 and all necessary operational processes required for the same should be undertaken."

4.6. REGARDING ALTERATION IN ARTICLES OF ASSOCIATION (AOA)

"RESOLVED THAT pursuant to the provisions of section 14 of the Companies Act, 2013 ("the Act") and any other applicable provisions of the Act and rules framed thereunder, including any modifications thereto or re-enactment thereof for the time being force, the consent of the members of the company hereby accorded for the substitution of the existing Article 41 of the Articles of Association of the company, with the amended provisions as provided hereunder:

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Article No.	Existing Provision	Proposed Provision
63	<p>The Board of GU CONSULTANCY FOUNDATION shall consist of the following permanent members:</p> <ol style="list-style-type: none"> 1. The Hon'ble Vice- Chancellor of Gujarat University (ex-officio) 2. Coordinator of GU Consultancy Foundation (ex-officio) <p>Alongside the permanent members, the board shall also consist of at least two non-permanent members.</p> <p>The non-permanent structure of the company shall consist of independent directors who could be distinguished industrialists; renowned social innovators; distinguished university faculty members; distinguished professionals from respective fields and professions such as corporate lawyers, chartered accountants, company secretaries; executives of GU Consultancy Foundation or its immediate parent body; and representatives of various funding agencies.</p> <p><u>Tenure of Non-Permanent Members.</u></p> <p>The tenure of these members will be one (1) year, which then can be extended.</p> <p><u>Appointment of Non-Permanent Members.</u></p> <p>The non-permanent members shall be appointed by the Hon'ble Vice-Chancellor only upon the joint advice of the Coordinator and CEO of GU Consultancy Foundation. Each non-permanent member shall serve a minimum term of 1 (one) year on the board. The maximum term of each non-permanent member can be determined by the majority advice of the board.</p>	<p>The Board of GU CONSULTANCY FOUNDATION shall consist of the following permanent members:</p> <ol style="list-style-type: none"> 1. The Hon'ble Vice-Chancellor of Gujarat University (ex-officio) 2. The Registrar of Gujarat University (ex-officio) 3. Chief Account Officer, Gujarat University (ex-officio).

4.7. VOTE OF THANKS

The meeting concluded with a vote of thanks to the members.



(DR NEERJA A GUPTA)
CHAIRPERSON