



GU CONSULTANCY FOUNDATION
GUJARAT UNIVERSITY

RESOLUTIONS PROPOSED TO BE PASSED BY CIRCULATION

[Pursuant to Section 175 of the Companies Act, 2013 read with the Rules prescribed there under]

TO
THE MEMBERS OF THE BOARD OF DIRECTORS
GU CONSULTANCY FOUNDATION
GUSEC WEST WING, UNIVERSITY SCHOOL OF SCIENCES,
GUJARAT UNIVERSITY, AHMEDABAD - 380009

DATE OF CIRCULATION : 22ND SEPTEMBER, 2023

TOTAL NUMBER OF ITEMS PROPOSED :

Date of Circulation	22nd September, 2023
Total number of items proposed	03

We give below the resolutions which are proposed to be passed by circulation pursuant to provisions contained in Section 175 of the Companies Act, 2013 read with Rules prescribed there under and Article 60 of Articles of Association of the Company.

THE BOARD IS REQUESTED TO CONSIDER AND TO PASS THE FOLLOWING
RESOLUTIONS BY THIS CIRCULAR:

ITEM NO.	01	SUBJECT: APPOINTMENT OF THE CHAIRPERSON & DIRECTOR
NOTE:		
The Board noted that as per the Gujarat Government Notification No.: GH/SH/22/GJY/1123/560/KH-2 dated June 30, 2023 attached as Annexure, Dr. Neerja A. Gupta had been appointed as the Vice-Chancellor of Gujarat University. The Board noted that as per the Articles of Association of the Company, the Chairperson of the Company is the Vice-Chancellor of Gujarat University, and therefore, the Board resolved as follows:		
DRAFT OF THE PROPOSED RESOLUTION:		
RESOLVED FURTHER THAT that pursuant to the provisions of Section 149, 150 with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2013, the Board resolved as follows:		





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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 Neerja A. Gupta as an Chairperson and Director on the Board of the Company to hold office till she holds the Office of the Vice-Chancellor of Gujarat University.

RESOLVED FURTHER THAT any of the Directors 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 be considered expedient and necessary in this regard.

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

ITEM NO.	02	SUBJECT: REGARDING ADDITION OF THE DIRECTOR
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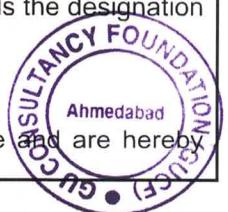
NOTE:

The Board noted that appointment of the new director is required to be done. The Board resolved the following:

DRAFT OF THE PROPOSED RESOLUTION:

RESOLVED 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 Shri Kanaiya Krishnakunmar Thaker, Chief Account Officer (I/c), Gujarat University as Director on the Board of the Company with effect from 22nd September, 2023 until he holds the designation of Chief Account Officer at Gujarat University.

RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby





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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 be 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."

ITEM NO.	03	SUBJECT: SCHEDULING ANNUAL GENERAL MEETING (AGM)
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NOTE:

The Company is required to hold an Annual General Meeting (AGM) in accordance with the relevant legal and regulatory requirements;

DRAFT OF THE PROPOSED RESOLUTION:

RESOLVED THAT, that the 4th Annual General Meeting of the Company shall be scheduled for the following date, time, and location:

24th September, 2023 (Sunday) between 13:45 and 14:15 at the Registered office of the company.

RESOLVED FURTHER THAT, that the agenda for the AGM shall include the following key items:

1. Approval of minutes from previous AGM
2. Tabling books of accounts for the Financial Year 2022-23
3. Appointment of the Statutory Auditor for the Financial year 2023-24
4. Appointment of the Directors for the Board
5. Alteration in Articles of Association (AoA)
6. Any other agenda with the permission of the chair





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NOTE:

- A) The Companies Act, 2013, read with the Rules prescribed there under and SS-1, allows the company or its authorized person to sent the draft of the Resolution and the necessary papers to the postal address or e-mail address registered by the Director with the company or in the absence of such details or any change thereto, any of the addresses appearing in the Director Identification Number (DIN) registration of the Director.
- B) You can send your acceptance/rejection on the above resolutions: (i) By way of replying to your inbox email received from our side vc@gujaratuniversity.ac.in in the format prescribed below; or (ii) by way of sending a Xerox copy of this Circular, expressing your acceptance/rejection in the format prescribed below and signing there against, via hand delivery/post/courier to the registered office of the Company.
- C) You are requested to send your assent/dissent within 7 (seven) days of the date of this circulation.
- D) In case a Director is interested or concerned in the proposed resolution/(s) and such interest or concern is yet to be communicated to the Company, he shall disclose his interest before the last date specified above for response to this circular and abstain from voting.

For this purpose a Director shall be deemed to be interested or concerned in the resolution if contract or arrangement, which is subject matter of the proposed resolution, entered or proposed to be entered into by the Company – (i) With the Director himself or his relative; or (ii) with any body corporate, if such Director, along with other Directors holds more than two percent of the paid-up share capital of that body corporate, or he is a promoter, or manager or chief executive officer of that body corporate; or (iii) with a firm or other entity, if such Director or his relative is a partner, owner or Member, as the case may be, of that firm or other entity.

- E) The circulated resolution/(s) shall be deemed to have been passed by circulation when it is approved by a majority of the Directors, entitled to vote on the resolution.





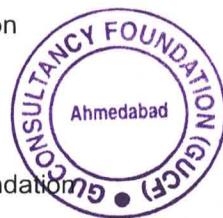
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- F) If the approval of the majority of Directors, entitled to vote, is not received by the last date specified for receipt of approval, the resolution shall be considered as not passed.
- G) The circulated resolution/(s), if passed, shall be deemed to have been passed on the last date specified for specifying assent/dissent by the directors or the date on which assent from more than two-thirds of the Directors have been received, whichever is earlier.
- H) The circulated resolution/(s), if passed, shall be effective from date on which the same is/are deemed to have been passed, if no other date is specified in such resolution/(s).
- I) In case a Director does not respond to the last date specified for signifying assent or dissent, it shall be presumed that he has abstained from voting.
- J) In case of where not less than one-third of the total number of directors of the company require that any of this resolution under circulation must be decided at duly convened meeting, then such resolution/(s) shall be placed before the next meeting of the Board for their approval.

We will be happy to provide you with any details/information/documents as may be required to provide your acceptance/rejection of the above said circulated resolution/(s).

Thanking you,
Sincerely Yours,
For GU Consultancy Foundation

Prof Meenu Saraf
Director, GU Consultancy Foundation



Encl:

Annexure 01 : Gujarat Government Notification No.: GH/SH/22/GJY/1123/560/KH-2 dated June 30, 2023

ANNEXURE

Notification

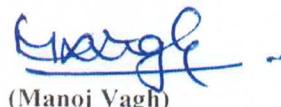
Government of Gujarat
Education Department,
Sachivalaya, Gandhinagar.

Dated 30th June, 2023

The
Gujarat
University
Act, 1949

No:GH/SH/22/GJY/1123/560/KH-2 :- In exercise of the powers conferred by the Section 10(1) of the Gujarat University Act, 1949, the Government of Gujarat hereby, appoints **Dr. Neerja A. Gupta**, Vice-Chancellor, Sanchi University of Buddhist-Indic Studies, Sanchi, Madhya Pradesh to be the **Vice Chancellor** of the said University for the term of three years with effect from the date she takes over charge of the office of the Vice Chancellor or till she attains the age of sixty five years, whichever is earlier.

By order and in the name of Governor of Gujarat,



(Manoj Vagh)

Deputy Secretary to Government of Gujarat
Education Department

Copy forwarded for information and necessary action To:

- The Principal Secretary to the Hon'ble Governor of Gujarat, Raj Bhavan, Gandhinagar.(By Letter)
- The Principal Secretary to the Hon'ble Chief Minister, Government of Gujarat, Gandhinagar.
- Personal Secretary to the Hon'ble Education Minister, Government of Gujarat, Gandhinagar.
- Personal Secretary to the Hon'ble Minister of State (Higher Education), Sachivalaya, Gandhinagar
- P.S. to Principal Secretary (Higher and Technical Education), Education Department, Government of Gujarat, Gandhinagar.
- Commissioner of Higher Education, Gujarat State, Dr. Jivraj Mehta Bhavan, Gandhinagar.
- Registrar, Gujarat University, Ahmedabad
- Accountant General, Ahmedabad / Rajkot.
- The Director of Information, Gandhinagar.
- Treasury Office, Dist. Ahmedabad
- The Director, Printing & stationery, Gandhinagar (with a request to print in the Government Gazette)
- Select file.