



GKW Limited

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CIN No. : L 27310 WB 1931 PLC007026
Website : www.gkw ltd.com

Our Ref: GKW/372/ 2018

9th August, 2018

The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051

Dear Sirs,

This is to inform you that the 88th Annual General meeting (AGM) of the Members of the Company was held on Wednesday the 8th August, 2018 at 2:00 p.m. at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017 (at Kala Mandir Premises at the crossing of Shakespeare Sarani and AJC Bose Road).

We are also enclosing the proceedings of the said AGM held on 8th August, 2018 for your information.

You are requested to kindly take note of the same.

Yours faithfully,
For GKW Limited

(J.N. GHOSH)
Vice President & Secretary

End: As above

Proceedings of the 88th Annual General Meeting of the Company held on Wednesday the 8th August, 2018 at 2 p.m. at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017 (at Kala Mandir Premises at the crossing of Shakespeare Sarani and AJC Bose Road).

The meeting commenced at 2 P.M.

Mr. J.D. Curravala was unanimously elected as Chairman of the meeting pursuant to the provisions of Article 89 of Articles of Association of the Company. Mr. J.D. Curravala, Managing Director thereafter chaired the meeting.

As the requisite quorum was present, Chairperson called the meeting to order. The Members were informed the following:-

- The Company has received 1 proxy for 894500 shares comprising 14.99% of the total shareholding.
- Notice convening the AGM along with the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts relating to the business stated under item No. 1 to 4 was sent to all members by e-mail whose email addresses were registered with the Company/Depository Participant(s) and also to all the members physical copy of the notice by courier and that the Notice of AGM was also available on the Company's website www.gkw ltd.com
- Chairman then declared the meeting as open. With the permission of the shareholders present the notice of the AGM was taken as read. The Chairman had briefly stated over all the business position of the Company and then items of the Notice were taken up for approval of the shareholders.
- The Chairman stated that in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended vide Notification No. G.S.R. 207(E) dated 19th March, 2015, the Company has provided the facility to exercise their right to vote at the Annual General Meeting by electronic voting system through remote e-voting. Mr. Arup Kumar Roy, Practicing Company Secretary at 201, Sarat Bose Road, Kolkata 700 029 has been appointed as a Scrutinizer to conduct e-voting in a fair and transparent manner. He stated that the ballot papers were distributed to the Members present to exercise their vote on each of the resolutions which are set out in the Notice after all the items of the Resolutions are taken up for voting.

The Chairman informed the meeting that in compliance with Section 108 of the Companies Act, 2013, Companies (Management & Administration) Rules 2014 and Regulation 44 of the SEBI Listing Regulations 2015 the Company conducted e-voting from 5th August, 2018 at 9.00 a.m. to 7th August, 2018 at 5.00 p.m. on all the 4 resolutions through NSDL platform.

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During e-voting 12 shareholders comprising 4474918 of votes have been received. Before the Shareholders took up the ballot papers for voting, the Chairman also outlined the existing business of the company.

The Chairperson thereafter ordered for voting the Resolutions.

- The ballot papers were issued. The proxy attending on behalf of members filled and signed the ballot paper and put the same in the ballot box kept in front of the stage.
- The Board of Directors have appointed Mr. Arup Kumar Roy, a practicing Company Secretary in whole time practice as the scrutinizer to scrutinize the voting process (e-voting, ballot through post & voting through ballot at the AGM) in a fair and transparent manner.
- The e-voting period commenced on 5th August, 2018 at 9.00 a.m and ended on 7th August, 2018 at 5.00 p.m.
- He then moved the following resolutions which were duly proposed and seconded and were then put to vote through ballot paper (to be voted by only those shareholders who have not voted earlier through e-voting):-

Resolution No.	Particulars of the Resolutions
	<u>ORDINARY BUSINESS / ORDINARY RESOLUTIONS</u>
1.	Adoption of Audited Financial Statement for the year ended 31st March, 2018 and the Reports of the Directors and the Auditor's thereon of the Company for the year ended 31st March, 2018.
2.	To appoint a Director in place of Mr. J.D. Curravala (DIN: 00277426) who retires by rotation and being eligible, offers himself for re-appointment.
	<u>(SPECIAL BUSINESS) SPECIAL RESOLUTIONS</u>
3.	To adopt new Articles of Association of the Company in conformity with the Companies Act, 2013.
4.	Approval for re-appointment of Mr. J. D. Curravala (DIN: 00277426) as Managing Director of the company from 1st April, 2018 to 31st March, 2019 and payment of salary of Rs.530,000/- from 1st April, 2018 to 31st March, 2019 in the scale of Rs.200,000/- - Rs.700,000/-.

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On queries from Shareholders, the same was replied by the Chairman.

The scrutinizer Mr. Arup Kumar Roy thereafter was advised to start the voting process through ballots and the Company Secretary to oversee the voting process.

The Members were thereafter informed in the Notice that consolidated Scrutinizer's Report of the total votes cast in favour or against, would be available latest by 9th August, 2018 on the conclusion of the meeting. The Company shall declare the result of the voting forthwith. It was further informed that the results will be posted on the Notice Board at the Registered Office, website of the Company at www.gkwlttd.com and the NSDL website www.evoting.nsdl.com. The results will also be informed to The National Stock Exchange of India Ltd., where the shares of the Company are listed.

After conclusion of the voting process the meeting ended at 3.10 p.m. with a vote of thanks to the Chair.

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Report of Scrutinizer Voting Process

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
Mr.J.D.Curravala
Chairman
88th Annual General Meeting of the Equity Shareholders of
GKW Limited
Held on Wednesday, 8th August, 2018

Dear Sir,

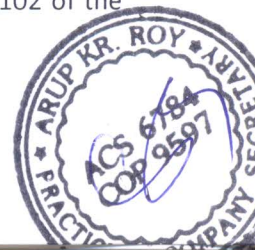
Re: Scrutinizer's Report on E-Voting Process conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 for 88th Annual General Meeting.

The Board of Directors of GKW Limited ('the Company') have vide resolution passed on 10th May, 2018 decided to provide to the members of the company, a facility to exercise their right to vote by way of remote e-voting on the resolutions as set out in the notice of 88th Annual General Meeting of the Company held on Wednesday, 8th August 2018 as required under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015.

I, Arup Kumar Roy, Company Secretary in Practice having Membership No. ACS 6784 and Certificate of Practice bearing No. 9597 have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 10th May, 2018 as required under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the 88th Annual General meeting of the Company held on Wednesday, 8th August, 2018 at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting on the resolutions contained in the notice for the 88th Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the remote e-voting process is restricted to ensure that the remote e-voting process is conducted in a fair and transparent manner and make a Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated above, based on the reports generated from the remote e-voting system provided by the National Securities Depository Limited (NSDL) the authorized agency to provide e-voting facilities as engaged by the Company.

The Notice dated 10th May, 2018 convening the 88th Annual General Meeting of the Company held on Wednesday, 8th August, 2018 along with statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to members of the Company.





The Members holding shares as on the "cut off" date i.e. 1st August, 2018 were entitled to vote on the proposed 4 (Four) Resolutions as mentioned in the notice dated 10th May, 2018 of the 88th Annual General Meeting of the Company.

In this regard, I submit my report as under:-

1. The remote e-voting period remained open from 9:00 a.m. Sunday, 5th August, 2018 to 5:00 p.m. Tuesday, 7th August, 2018.
2. At the end of the remote e-voting period, I have unblocked the electronic votes in the presence of two witnesses, Mr. Raja Mondal residing at Krishnapur, Rajbongshipara Kolkata-700102 and Mr. Tapabrata Mukherjee, Residing at 96, Dr. Saraj Nath Mukherjee street, Uttarpada-712258 who are not in employment of the Company.
3. The details containing list of shareholders who voted 'for' or 'against' each of the resolutions that were put to vote were downloaded from the remote e-voting website of NSDL (<https://www.evoting.nsdl.com>).
4. We have scrutinized the votes casted through electronic means for the purpose of this report.
5. The particulars of all the electronic votes casted by the members through remote e-voting process have been recorded in a register separately maintained for the purpose.
6. The result of the remote e-voting is as per the annexure attached.
7. The Registers, all other paper and relevant record relating to remote e-voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the company.

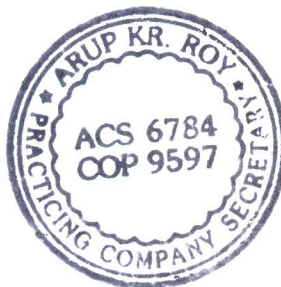
Recommendations:

All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours faithfully,

Arup Kumar Roy
Practicing Company Secretary
Membership No. ACS 6784
CP No. 9597



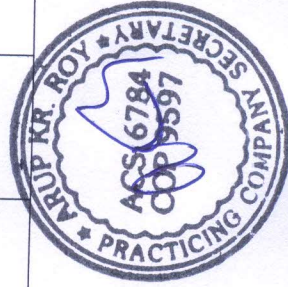
Place : Kolkata

Date: 8th August, 2018

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Annexure to the Scrutinizer's Report
Result of Voting through Electronic Means

Sr. No.	Reso. No. / Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes	
				Voting in Favour (Assent)			Voted Against (Dissent)				
				No. of members voted	No. of votes casted	% of valid votes	No. of members voted	No. of votes casted	% of valid votes	No. of members voted	No. of votes casted
ORDINARY BUSINESS											
1	1	To consider and adopt the audited financial statement for the year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon.	Ordinary	12	4474918	100	0	0	0	0	0
2	2	To appoint a Director in place of Mr. J. D. Curravala (DIN 00277426) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	12	4474918	100	0	0	0	0	0
SPECIAL BUSINESS											
3	3	To adopt New Articles of Association of the company in conformity with the Companies Act, 2013.	Special	12	4474918	100	0	0	0	0	0
4	4	To approve the re-appointment and payment of salary of Mr. J. D. Curravala (DIN 00277426) as Managing Director of the Company from 1st April, 2018 to 31st March, 2019.	Special	11	4474917	99.999	1	1	0.001	0	0



Annexure to Scrutinizer's Report
Result of Poll Conducted at 88th Annual General Meeting of GKW Limited held on Wednesday, 8th August, 2018

Sr. No.	Resol ution No./ Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes	
				Voted in Favour (Assent)			Voted Against (Dissent)				
				No. of members voted	No. of votes casted	%of valid votes	No. of members voted	No. of votes casted	% of valid votes	No. of members voted	No. of votes casted
1	1	To consider and adopt the audited financial statement for the year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon.	Ordinary	8	16	100	0	0	0	0	0
2	2	To appoint a Director in place of Mr. J. D. Curavala (DIN 00277426) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	8	16	100	0	0	0	0	0
SPECIAL BUSINESS											
3.	3	To adopt New Articles of Association of the company in conformity with the Companies Act, 2013.	Special	8	16	100	0	0	0	0	0
4	4	To approve the re- appointment and payment of salary of Mr. J. D. Curavala (DIN 00277426) as Managing Director of the Company from 1st April, 2018 to 31st March, 2019.	Special	8	16	100	0	0	0	0	0



Consolidated Voting Results of 88th Annual General Meeting of
GKW Limited (E- Voting and Poll at AGM)

Sr. No.	Resolution No./ Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes	
				Voted in Favour (Assent)			Voted Against (Dissent)				
				No. of members voted	No. of votes casted	% of valid votes	No. of members voted	No. of votes casted	% of valid votes	No. of members voted	No. of votes casted
1	1	To consider and adopt the audited financial statement for the year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon.	Ordinary	20	4474934	100	0	0	0	0	0
2	2	To appoint a Director in place of Mr. J. D. Curravala (DIN 00277426) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	20	4474934	100	0	0	0	0	0
SPECIAL BUSINESS											
3.	3	To adopt New Articles of Association of the company in conformity with the Companies Act, 2013.	Special	20	4474934	100	0	0	0	0	0
4	4	To approve the re-appointment and payment of salary of Mr. J. D. Curravala (DIN 00277426) as Managing Director of the Company from 1st April, 2018 to 31st March, 2019.	Special	19	4474933	99.999	1	1	100	0	0



GKW LIMITED

Disclosure of voting results by listed entities in terms of Clause 44 of the Listing Agreement					
	Date of the AGM	:			08.08.2018
Total number of shareholders on Cut-off date 01.08.2018		:			25468
No. of Shareholders present in the meeting either in person or through proxy:					72
Promoters and Promoter Group		:			2
Public		:			70
No. of Shareholders attended the meeting through Video Conferencing		:			
Promoters and Promoter Group		:			Not Applicable
Public		:			Not Applicable

Details of Agenda :

Resolution No : 1 -To consider and adopt the audited financial statements for the year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon.

Resolution required (Ordinary/ Special)

Ordinary

Whether Promoter/ Promoter group are interested in the agenda/ resolution ?

No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = $\frac{[(2)/(1)] * 100}{100}$	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $\frac{[(4)/(2)] * 100}{100}$	% of Votes against on votes polled (7) = $\frac{[(5)/(2)] * 100}{100}$
Promoter and Promoter Group	E-Voting		4474875	100.00	4474875	0	100.00	0.00
	Poll	4474875	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	4474875	4474875	100.00	4474875	0	100.00	0.00
Public - Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	299726	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	299726	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting		43	0.01	43	0	100.00	0.00
	Poll	1191899	16	0.00	16	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1191899	59	0.00	59	0	100.00	0.00
Total		5966500	4474934	75.00	4474934	0	100.00	0.00

Resolution No : 2 -To appoint a Director in place of J.D. Curraala (DIN 00277426) who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required (Ordinary/Special)	Ordinary
Whether Promoter/ Promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{[(2)/(1)] * 100}{100}$	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $\frac{[(4)/(2)] * 100}{100}$	% of Votes against on votes polled (7) = $\frac{[(5)/(2)] * 100}{100}$
Promoter and Promoter Group	E-Voting		4474875	100.00	4474875	0	100.00	0.00
	Poll	4474875	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	4474875	4474875	100.00	4474875	0	100.00	0.00
Public - Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	299726	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	299726	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting		43	0.01	43	0	100.00	0.00
	Poll	1191899	16	0.00	16	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1191899	59	0.00	59	0	100.00	0.00
Total		5966500	4474934	75.00	4474934	0	100.00	0.00

Resolution No : 3 - To adopt New Articles of Association of the Company, in conformity with the Companies Act, 2013.

Resolution required (Ordinary/Special)

Ordinary

Whether Promoter/ Promoter group are interested in the agenda/ resolution ?

No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes - in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting		4474875	100.00	4474875	0	100.00	0.00
	Poll	4474875	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	4474875	4474875	100.00	4474875	0	100.00	0.00
Public - Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	299726	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	299726	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting		43	0.01	43	0	100.00	0.00
	Poll	1191899	16	0.00	16	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1191899	59	0.00	59	0	100.00	0.00
Total		5966500	4474934	75.00	4474934	0	100.00	0.00

Resolution 4: To approve the re-appointment and payment of salary of Mr. J.D. Curavala (DIN 00277426) as Managing Director of the Company from 1st April, 2018 to 31st	
Resolution required (Ordinary/ Special)	Special
Whether Promoter/ Promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting	4474875	4474875	100.00	4474875	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	4474875	4474875	100.00	4474875	0	100.00	0.00
Public - Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	299726	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	299726	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting		43	0.01	42	1	97.67	2.33
	Poll	1191899	16	0.00	16	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1191899	59	0.00	58	1	98.31	1.69
Total		5966500	4474934	75.00	4474933	1	99.99	0.01

GKW LIMITED
PHYSICAL REPORT

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2 F		8	16 O		E01
3 F		8	16 O		E01
4 F		8	16 O		E01

GKW LIMITED
EVOTE RESULT

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			4474918		
2 F		10	43 O		E01
2 F		1	894500 P		A05
2 F		1	3580375 P		C07
			4474918		
3 F		10	43 O		E01
3 F		1	894500 P		A05
3 F		1	3580375 P		C07
			4474918		
4 A		1	1 O		E01
			1		
4 F		9	42 O		E01
4 F		1	894500 P		A05
4 F		1	3580375 P		C07

4474917

GKW LIMITED
MERGE REPORT

resol_no	resol_tag	Expr1002	Expr1003	tag	CODE
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1 F		1	894500 P		A05
1 F		1	3580375 P		C07
			4474934		
2 F		18	59 O		E01
2 F		1	894500 P		A05
2 F		1	3580375 P		C07
			4474934		
3 F		18	59 O		E01
3 F		1	894500 P		A05
3 F		1	3580375 P		C07
			4474934		
4 A		1	1 O		E01
			1		
4 F		17	58 O		E01
4 F		1	894500 P		A05
4 F		1	3580375 P		C07

4474933