



GKW Limited

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Our Ref: GKW/221/ 2017

3rd August, 2017

**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 87th Annual General meeting (AGM) of the Members of the Company was held on Wednesday the 2nd August, 2017 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 2nd August, 2017 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 87th Annual General Meeting of the Company held on Wednesday the 2nd August, 2017 at 2 p.m. at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017 (at Kala Mandir Premises at the crossing of Shakespeare Sarani and A.J.C 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 2 proxies for 894510 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.gkwlttd.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 vis-à-vis economic scenario of the Country 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 will be 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 30th July, 2017 to 1st August, 2017 on all the 4 resolutions through NSDL platform.

During e-voting 19 shareholders comprising 4476996 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 30th July, 2017 at 9.00 A.M and ended on 1st August, 2017 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 RESOLUTION</u>
1.	Adoption of Audited Financial Statement for the year ended 31 st March, 2017 and the Reports of the Directors and the Auditor's thereon and the Audited Consolidated Financial Statement of the Company for the year ended 31 st March, 2017.
2.	To appoint a Director in place of Mr. G. Srinivasan (DIN: 00277494) who retires by rotation and being eligible, offers himself for re-appointment.



(3)

3.	To approve the appointment of M/s Haribhakti & Co. LLP, Chartered Accountants, Bagrodia Niket, 1st Floor, 19C, Sarat Bose Road, Kolkata 700 020 and to fix their remuneration.
	(SPECIAL BUSINESS) SPECIAL RESOLUTION
4.	Approval for revision of remuneration from 1 st April, 2017 to 10 th August, 2017 and re-appointment of Mr. J. D. Curravala (DIN: 00277426) as Managing Director 11 th August, 2017 to 31 st March, 2018 of the company from.

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 3rd August, 2017 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 where the share of the Company are listed.

After conclusion of the voting process the meeting ended at 2.30 p.m. with a vote of thanks to the Chair.

