



## GKW Limited

Registered Office: Administrative Building, 1st Floor,  
97, Andul Road, Howrah-711 103, West Bengal

Telephone: 033 2668 5247/033 2668 4763

E-mail: gkwro@gkw.in

CIN No.: L27310WB1931PLC007026

Website: www.gkw ltd.com

15<sup>th</sup> December, 2025

Ref: GKW/92/2025

National Stock Exchange of India Ltd.  
Exchange Plaza, C-1, Block-G,  
Bandra-Kurla Complex, Bandra (E)  
Mumbai -400 051

**SYMBOL: GKWLIMITED**

Dear Sir/Madam,

**Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot**

Please find enclosed herewith the Notice of Postal Ballot dated 11<sup>th</sup> November 2025, seeking approval of the members to reappoint Mrs. Rusha Mitra (DIN: 08402204) as an Independent Woman Director of the Company for a period of 5 (Five) years w.e.f. 11<sup>th</sup> February, 2026.

The Notice is being sent only to those Members, whose names appear in the Register of Members/List of Beneficial Owners and whose email IDs are registered with the Company/Depository Participant(s) as on **Friday, 5<sup>th</sup> December, 2025 ("Cut-off date")**. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The Company has engaged the services of National Securities Depository Limited to provide remote e-voting facility to its members. **The remote e-voting period will commence from Tuesday, 16<sup>th</sup> December, 2025 at 9:00 A.M. (IST) and end on Wednesday, 14<sup>th</sup> January, 2026 at 5:00 P.M. (IST).**

The Notice is also being made available on the website of the Company at [www.gkw ltd.com](http://www.gkw ltd.com).

This is for your information and record.

Thanking You,

Yours faithfully,  
For **GKW LIMITED**

**Raju Shaw**  
Company Secretary &  
Compliance Officer  
ACS-36111

Encl: As above



**GKW LIMITED**

**CIN: L27310WB1931PLC007026**

**Regd. Office:** "Administrative Building", 1st Floor, 97 Andul Road, Howrah-711103

**Tel. No.:** 033-26685247/26684763

**E-mail:** gkwro@gkw.in; **Website:** www.gkw ltd.com

### **NOTICE OF POSTAL BALLOT**

**[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014]**

Dear Shareholder(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'Act'**) (including any statutory modification or re-enactment thereof for the time being in force), and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the various circulars issued by the Ministry of Corporate Affairs (**'MCA'**) and the Securities and Exchange Board of India (**'SEBI'**) from time to time for holding extraordinary general meetings / conducting postal ballot process through e-voting (hereinafter collectively referred to as **'Circulars'**), the Resolution appended below is proposed to be passed **as a Special Resolution** by the shareholders of GKW Limited (**'Company'**) through Postal Ballot, only by voting through electronic means (**'remote e-Voting'**).

As per the Circulars, physical copies of this Notice, Postal Ballot Forms and prepaid Business Reply Envelopes are not being sent to shareholders. Shareholders are requested to provide their assent or dissent through remote e-Voting only. The Company is sending this Notice to those shareholders, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ M/s. C B Management Services Private Limited, the Company's Registrar and Transfer Agent (**'RTA'**) as on **Friday, 5<sup>th</sup> December, 2025, ('Cut-Off Date')**. The voting rights of the shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. The detailed procedure for remote e-Voting forms part of the **'Notes'** section to this Notice. The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) to facilitate the remote e -Voting process.

A statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Mr. Arup Kumar Roy (Membership No. A6784; C.P. No. 9597), Practicing Company Secretary, has been appointed as the Scrutinizer to conduct the Postal Ballot through remote e-Voting process in a fair and transparent manner.

**The remote e-Voting period commences from 9:00 a.m. (IST) on Tuesday, 16<sup>th</sup> December, 2025 and ends at 5:00 p.m. (IST) on Wednesday, 14<sup>th</sup> January, 2026.** Shareholders are requested to cast their votes through remote e-Voting process not later than 5:00 p.m. (IST) on Wednesday, 14<sup>th</sup> January, 2026, failing which it will be considered that no vote has been received from the shareholder. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

The Scrutinizer will submit the report to the Chairman of the Company or any person authorized by him, upon completion of the scrutiny of the votes cast through remote e-Voting. The results of the Postal Ballot will be announced on or before 4:00 p.m. (IST) on Friday, 16<sup>th</sup> January, 2026.

The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited (**'NSE'**), where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Notice Board of the Company's registered office and at its website [www.gkw ltd.com](http://www.gkw ltd.com) and on the website of NSDL at <https://www.evoting.nsdl.com>.

The Special Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. , **14<sup>th</sup> January, 2026**. Further, resolution passed by the Shareholders through Postal Ballot shall be deemed to have been passed as if they are passed at a general meeting of the shareholders.

## **SPECIAL BUSINESS:**

- 1. To reappoint Mrs. Rusha Mitra (DIN: 08402204) as an Independent Woman Director of the Company for a period of 5 (Five) years and in this regard, to consider and if thought fit, to pass the following Resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder and applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Rusha Mitra (DIN: 08402204), Independent Director holding office upto 10<sup>th</sup> February, 2026 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible, be and is hereby re-appointed as a Non-Executive Independent Woman Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, w.e.f. 11<sup>th</sup> February, 2026 to 10<sup>th</sup> February, 2031.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### **Registered Office:**

“Administrative Building”  
1<sup>st</sup> Floor, 97, Andul Road  
Howrah-711 103, West Bengal

By Order of the Board

Sd/-

**Raju Shaw**

Company Secretary  
Membership No. A36111

**Dated:** 11<sup>th</sup> November, 2025

### **Notes:**





- The relevant Statement pursuant to Section 102 of the Act and additional information as required under SEBI Listing Regulations, Circulars issued thereunder and SS-2 forms part of this Notice.
- In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company/Depositories Participants. It is however clarified that, all Shareholders of the Company as on the Cut-Off Date (including those Shareholders who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/ Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
- Shareholders may note that this Postal Ballot Notice will also be available on the Company’s website, [www.gkw ltd.com](http://www.gkw ltd.com), website of the Stock Exchanges where the equity shares of the Company are listed i.e., NSE, [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL, <https://www.evoting.nsdl.com>.
- The Securities and Exchange Board of India vide its Circular No. SEBI/HO/MIRSD/MIRSD PoD/P/CIR/2025/97 dated 2<sup>nd</sup> July, 2025 has facilitated mechanism for a “Special Window for Re-lodgement of Transfer Requests of Physical Shares” and accordingly all physical share transfer deeds lodged for transfer with the Company or its Registrar and Transfer Agent (RTA) prior to discontinuation of physical mode of transfer, have been provided with an opportunity to re-lodge the same with the Company/RTA during a special window period of six months from July 07, 2025 till January 06, 2026. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the Company/ RTA, as on date) shall be issued only in demat mode. For further details you may contact the RTA of the Company.
- The instructions for remote e-voting are as under:

## Step 1: Access to NSDL e-Voting system

### A) Login method for remote e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI Master circular dated 11<sup>th</sup> November, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on <b>company name</b> or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name</b> or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for <b>CDSL Easi / Easiest</b> facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> </ol>

	<p>3. If the user is not registered for <b>Easi/Easiest</b>, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode login through their depository participants)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911.

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting System?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [arupkroy@rediffmail.com](mailto:arupkroy@rediffmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Help/FAQs tab for Shareholders at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL and/ or Mr. Amit Vishal, Deputy Vice President, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).



**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [gkwro@gkw.in](mailto:gkwro@gkw.in).

In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [gkwro@gkw.in](mailto:gkwro@gkw.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI Master circular dated 11<sup>th</sup> November, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **ITEM NO. 1:**

Mrs. Rusha Mitra (DIN: 08402204) was appointed as Independent Director of the Company for a period of 5 years w.e.f. 11<sup>th</sup> February, 2021. Her first term as Independent Director is set to complete on 10<sup>th</sup> February, 2026. As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each.

#### **Performance evaluation summary and skill and capabilities required for the role:**

The Nomination and Remuneration Committee (NRC), after taking in to account the performance evaluation of Mrs. Rusha Mitra during the first term of 5(five) years and considering her knowledge, acumen, expertise, experience, contribution and time commitment, has recommended her reappointment as Independent Director, for a second term of 5 (five) years, on the Board of the Company.

The Board of Directors, based on the performance evaluation and as per the recommendation of the NRC, considers that given her expertise in navigating legal matters, ensuring compliance, enhancing governance and overall contributions made by her during her present tenure, her continuance as Independent Directors would be beneficial to the Company.

In the opinion of the Board of Directors, Mrs. Rusha Mitra also fulfills the conditions for re-appointment as Independent Director as specified in the Act and the SEBI Listing Regulations. Mrs. Rusha Mitra is Independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Accordingly, it is proposed to re-appoint Mrs. Rusha Mitra as Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years.

#### **Qualifications, Brief Resume, Experience, nature of expertise in specific functional areas :**

Mrs. Rusha Mitra, 39 years of age, is a B.A. LL.B (Hons.) from National University of Juridical Sciences (NUJS), West Bengal. She has over 18 years of experience in the legal domain and is currently a Partner in Khaitan & Co., Kolkata. Mrs. Mitra specialises in corporate restructuring, mergers, acquisitions, demergers, reconstructions, re-organisation and advises companies on wide range of corporate law and Insolvency & Bankruptcy related matters. Mrs. Mitra has over the years advised prominent clients in various business sectors on wide-ranging areas of practice including constitutional writs, suits, arbitrations, mismanagement and oppression petitions, winding up and other commercial and civil litigation matters. She is on the board of various listed companies including Lux Industries Limited, Texmaco Rail & Engineering Limited and Harrisons Malayalam Limited.

Mrs. Rusha Mitra has given her consent to act as Director. The Company has also received declarations from Mrs. Rusha Mitra stating that she meets the criteria of Independence as prescribed, both, under section 149(6) of the Act and the SEBI Listing Regulations and that she is not debarred/disqualified from holding the office of Directors by virtue of any order passed by SEBI/MCA or any such statutory authority and is qualified to be appointed as Director in terms of Section 164 of the Act. In terms of Regulation 25(8) of the Listing Regulations, Mrs. Mitra has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Mrs. Mitra has also declared that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has also received notice under Section 160 of the Act from member proposing the candidature of Mrs. Rusha Mitra for the office of Independent Director of the Company.

Mrs. Rusha Mitra shall be paid remuneration by way of fee for attending the meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

The other requisite details and information pursuant to the provisions of (i) SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided below:

Date of first Appointment	11 <sup>th</sup> February, 2021
Terms & Conditions of reappointment along with remuneration sought to be paid	As per the resolution set out in this Postal Ballot Notice read with statement provided above.



Details of Remuneration last drawn	F.Y. 2024-25: Rs. 1.05 lakhs as sitting fees for attending Board and Committee meetings.
Service contracts, notice period & severance fees	N.A.
Disclosure of Relationships with other Directors, Managers, and other Key Managerial Personnel of the Company	None.
No. of Meetings of the Board attended during the period (From 1 <sup>st</sup> April, 2025 to 30 <sup>th</sup> September, 2025)	2 out of 2
Name of other Companies in which she holds directorship	<ol style="list-style-type: none"> <li>1. Lux Industries Limited</li> <li>2. GMMCO Limited</li> <li>3. Harrisons Malayalam Limited</li> <li>4. Texmaco Rail &amp; Engineering Limited</li> <li>5. PCBL Chemical Limited</li> <li>6. Rainbow Investments Limited</li> <li>7. Naga Dhunseri Group Limited</li> <li>8. Quest Capital Markets Limited</li> <li>9. PCBL (TN) Limited</li> </ol>
Committee Membership/ Chairmanship in the Board of the Companies	<ol style="list-style-type: none"> <li>1. PCBL Chemicals Limited – <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee (Chairperson)</li> <li>• Nomination and Remuneration Committee (Member)</li> <li>• Corporate Social Responsibility Committee (Member)</li> </ul> </li> <li>2. Harrisons Malayalam Limited- <ul style="list-style-type: none"> <li>• Audit Committee (Chairperson)</li> <li>• Nomination and Remuneration Committee (Chairperson)</li> <li>• Stakeholders Relationship Committee (Member)</li> </ul> </li> <li>3. Quest Capital Markets Limited- <ul style="list-style-type: none"> <li>• Audit Committee(Chairperson)</li> <li>• Nomination and Remuneration Committee (Member)</li> <li>• Corporate Social Responsibility Committee (Member)</li> </ul> </li> <li>4. Texmaco Rail &amp; Engineering Limited- <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee (Member)</li> </ul> </li> <li>5. Lux Industries Limited- <ul style="list-style-type: none"> <li>• Audit Committee (Member)</li> <li>• Nomination and Remuneration Committee (Member)</li> <li>• Risk Management Committee (Member)</li> </ul> </li> <li>6. GMMCO Limited- <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee (Chairperson)</li> </ul> </li> <li>7. Rainbow Investments Limited- <ul style="list-style-type: none"> <li>• Audit Committee (Member)</li> </ul> </li> <li>8. GKW Limited- <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee (Member)</li> <li>• Nomination and Remuneration Committee (Chairperson)</li> </ul> </li> </ol>
Listed entities from which she resigned in the past three years	Nil
Shareholding in the Company (including as a beneficial owner)	Nil

Draft letter of re-appointment to be issued to Mrs. Rusha Mitra setting out the terms and conditions of her re-appointment is available for inspection, by the shareholders, electronically, during normal business hours on working days from the date of circulation of this Postal Ballot Notice until the last date of remote e-Voting. Shareholders seeking to inspect the same can send an email to gkwro@gkw.in.

Except Mrs. Rusha Mitra and/or her relatives, none of the Promoters/Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the SEBI Listing Regulations, re-appointment of Mrs. Rusha Mitra as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the Board proposes the special resolution of the Notice for approval by the members.

**Registered Office:**

"Administrative Building"  
1<sup>st</sup> Floor, 97, Andul Road  
Howrah-711 103, West Bengal

**Dated:** 11<sup>th</sup> November, 2025

By Order of the Board

Sd/-

**Raju Shaw**

Company Secretary  
Membership No. A36111