



## **GKW Limited**

Registered Office : Administrative Building, 1st Floor,  
97, Andul Road, Howrah-711 103, West Bengal  
Telephone : 033 2668 5247 / 033 2668 4763  
Fax : 033 2668 0128  
E-mail : gkwcal@rediffmail.com  
CIN No. : L 27310WB1931PLC007026  
Website : www.gkwLtd.com

Our Ref: GKW/945/2024

23 February, 2024

The National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor  
Bandra-Kurla Complex  
Bandra (E)  
MUMBAI -400 051

### **NSE SYMBOL: GKWLIMITED**

Dear Sir / Madam,

#### **Sub: Postal Ballot Notice**

Please find enclosed herewith the Notice of Postal Ballot being sent to the members of the Company seeking approval to reappoint Mr. Amitabha Chakrabarti (DIN: 00137451) as a Wholetime Director designated as an Executive Director of the Company. The dispatch has been completed on 23 February, 2024.

The Postal Ballot Notice is also available on the website of the Company [www.gkwLtd.com](http://www.gkwLtd.com) .

This is for your information and record.

Yours faithfully,  
**For GKW LIMITED**

**Sudhir Kumar Banthiya**  
**Company Secretary**

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: gkwcal@rediffmail.com; 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), read with 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 requirements prescribed by the Ministry of Corporate Affairs (**‘MCA’**) for holding extraordinary general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 02/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (**MCA**) (hereinafter collectively referred to as **‘MCA Circulars’**) that the Resolution appended below for seeking approval to reappoint Mr. Amitabha Chakrabarti (DIN: 00137451) as a Whole time Director designated as an Executive Director of the Company, 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”). Communication of assent or dissent of the shareholders would take place only through the remote e-voting system.

As per the MCA 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/C B Management Services Private Limited, the Company’s Registrar and Transfer Agent (**‘RTA’**) as on Friday, February 16, 2024 (**‘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 i.e., Friday, February 16, 2024 .

An explanatory statement pursuant to Sections 102, 110 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. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed CS Arup Kumar Roy (C.P. No -9597), Practicing Company Secretary, 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 Saturday, February 24, 2024 and ends at 5.00 p.m. (IST) on Sunday, March 24, 2024.** The Scrutinizer will submit the report to the



## **GKW Limited**

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 within 2 (two) working days from the conclusion of e-voting.

The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be up-loaded on the Company's website [www.gkw ltd.in](http://www.gkw ltd.in) and on the website of e-voting agency ("NSDL") <https://www.evoting.nsd.com>

### **SPECIAL BUSINESS:**

- 1. To reappoint Mr. Amitabha Chakrabarti (DIN: 00137451) as a Whole time Director designated as an Executive Director of the Company 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 152, 188, 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Article 127 of the Articles of Association of the Company and Regulation 17(1C) & 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subject to such consents and permissions, as may be required, approval of the members of the Company be and is hereby accorded for the reappointment of Mr. Amitabha Chakrabarti (DIN: 00137451) as a Whole time Director designated as an Executive Director of the Company for a period of 1 (one) year commencing from 1 April, 2024 till 31 March, 2025, liable to retire by rotation, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice and approved by the Board of Directors, upon recommendation made by the Nomination and Remuneration Committee of the Board in accordance with Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any reappointment as a Director immediately on retirement by rotation shall not be deemed to constitute a break in his appointment/service as Whole time Director of the Company.

**RESOLVED FURTHER THAT** where in any financial year, the Company has no profit or its profits are inadequate, the Company do pay to Mr. Amitabha Chakrabarti remuneration by way of total monthly remuneration as set out in the Explanatory Statement annexed to this Notice, as the minimum remuneration for the period mentioned above.

**RESOLVED FURTHER THAT** the Board of Directors, including any Committee thereof, be and is hereby authorized to alter or vary the terms of appointment of Mr. Amitabha Chakrabarti including the terms relating to remuneration, as it may at its discretion, deem fit, provided that the remuneration is within the prescribed limit, do and perform all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to the aforesaid resolution.”

**Registered Office:**  
**“Administrative Building”**  
**1st Floor, 97, Andul Road**  
**Howrah-711 103, West Bengal**  
**Dated: 14 February 2024**

**By Order of the Board**

**Sudhir Kumar Banthiya**  
**Company Secretary**  
**F8460**



Notes:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.
2. 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.
3. Shareholders may note that this Postal Ballot Notice will also be available on the Company’s website, [www.gkwLtd.com](http://www.gkwLtd.com) website of the Stock Exchanges where the equity shares of the Company are listed i.e., National Stock Exchange of India Limited, [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL, <https://www.evoting.nsdl.com>
4. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e., 24 March, 2024.
5. The instructions for remote e-voting are as under:

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

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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>1. 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 company name 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>2. 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>3. Visit the e-Voting website of NSDL. Open web</li> </ol>

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 (i.e. your sixteen digit demat account number hold 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 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.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest 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 [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website

	<p><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 evoting 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 abovementioned website.

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

<b>Login type</b>	<b>Helpdesk details</b>
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 and 022 - 2499 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 22 55 33

**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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 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 [gkwcal@rediffmail.com](mailto:gkwcal@rediffmail.com).

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 [gkwcal@rediffmail.com](mailto:gkwcal@rediffmail.com). 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 circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1:**

The Board of Directors of the Company (“the Board”) at its meeting held on 14 February 2024 has, subject to the approval of shareholders, reappointed Mr. Amitabha Chakrabarti (DIN: 00137451) as a Whole time Director designated as an Executive Director for a further period of 1 (One) year with effect from 1 April 2024 up to 31 March 2025, on terms and conditions including remuneration, as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board. As per Schedule II Part C (19) of SEBI Listing Regulations, the Audit Committee of the Board has approved the continuation of Mr. Amitabha Chakrabarti as the Chief Financial Officer of the Company from 1 April 2024 up to 31 March 2025 after assessing his qualifications, experience and background, etc. It is proposed to seek shareholders’ approval for the re-appointment of and remuneration payable to Mr. Amitabha Chakrabarti as a Whole time Director designated as an Executive Director of the Company, in terms of the applicable provisions of the Act.

His brief profile is as follows:

Mr. Amitabha Chakrabarti is a M. Com., A.C.A and he is in the services of GKW Limited since 1991. He has wide experience in the field of accounts & finance of the Company. During his long association with the Company, Mr. Amitabha Chakrabarti has also acquired knowledge of the operations of the Company. Mr. Amitabha Chakrabarti has duly consented to act as a Whole time Director designated as an Executive Director of the Company and not being disqualified to be reappointed as a Whole time Director of the Company.



**The brief terms of his reappointment are as follows:**

- a) Basic Salary Rs. 2,58,000 /- per month. In addition, he is entitled to:
- b) House Rent Allowances, Other Allowances, Medical and Leave Travel Assistance
- c) A Company maintained Car for use in Company's business (not to be considered as perquisite) and other reimbursement for Official purpose as per Rules of the Company.

**Other superannuation benefits:**

PF, Gratuity, Pension and leave encashment at the end of the tenure.

Other benefits, amenities and facilities as per Company's Rules, subject to overall remuneration mentioned herein above, Mr. Amitabha Chakrabarti may be given any other allowances, benefits and perquisites as the Board may from time to time decide.

Perquisites shall be evaluated as per the Income Tax Rules, 1962 wherever applicable and in the absence of any such Rules, perquisites shall be evaluated at cost. Other terms are set out in the Standard Terms and Conditions.

During the currency of tenure of Mr. Amitabha Chakrabarti as a Whole time Director designated as an Executive Director & Chief Financial Officer, if the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Amitabha Chakrabarti, the above remuneration by way of basic pay, perquisites, allowances and other benefits as a minimum remuneration, after necessary compliance as may be prescribed from time to time.

The detailed particulars of Mr. Amitabha Chakrabarti are exhibited in the Annexure in accordance with the Secretarial Standards and relevant provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Having regard to the qualifications and experience of Mr. Amitabha Chakrabarti as stated under the BACK GROUND DETAILS here under, the Board of Directors of the Company is of the opinion that Mr. Amitabha Chakrabarti be reappointed as a Whole time Director designated as an Executive Director of the Company from 1 April, 2024 to 31 March, 2025.

Mr. Amitabha Chakrabarti satisfies all the conditions set out in Schedule V of the Companies Act, 2013, as applicable, as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his reappointment.

Aforesaid may be treated as a written memorandum setting out the terms of appointment of Mr. Amitabha Chakrabarti under Section 190 of the Act and relevant Regulation(s) of SEBI Listing Regulations.

None of the Directors, Key Managerial Persons of the Company and / or their relatives, except Mr. Amitabha Chakrabarti is concerned or interested, financially or otherwise interested in the aforesaid Resolution.

Accordingly, the Board recommends this Resolution for approval as a Special Resolution set out in item No. 1 of the Notice for approval by the shareholders.



**STATEMENT PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013 TO BE CIRCULATED TO THE SHAREHOLDERS ALONG WITH THE POSTAL BALLOT NOTICE**

**I. General Information:**

Nature of industry - **Warehousing Business and Investment & Treasury.**

Date or expected date of commencement of commercial production - **Not Applicable**

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – **Not Applicable**

Financial performance based on given indicators

Particulars	Amount (Rs. In lakhs)	
	2022-23	2021-22
Total Income	2069	2434
Net profit/ (loss) (as computed under Section 198)	(14945)	(16458)
Net profit/ (loss) before Tax	1292	1715
Less Taxation	141	375
Net Profit/(loss) after Tax	877	1340
Other Comprehensive Income	9630	193925
Total Comprehensive Income	8753	195265

Foreign investments or collaborations, if any **NA**

**II. Information about the appointee:**

**(1) Background Details:**

Mr. Amitabha Chakrabarti is a M.Com. A.C.A and he is in the services of GKW Limited since 1991. He has wide experience in the field of accounts & finance of the Company. During his long association with the Company, Mr. Amitabha Chakrabarti has also acquired knowledge of the operations of the Company. Mr. Amitabha Chakrabarti is also the Chief Financial Officer of the Company.

**(2) Past remuneration:**

I. Basic Salary as per payroll is Rs 237600/- per month. In addition, he is entitled to:

II. House Rent Allowances, Other Allowances, Medical and Leave Travel Assistance

III. A Company maintained Car for use in Company's business (not to be considered as perquisite) and other reimbursement for Official purpose as per Rules of the Company.

**Other superannuation benefits:**

PF, Gratuity, Pension and leave encashment at the end of the tenure. Other terms are set out in the Standard Terms and Conditions.

**(3) Recognition or awards:** None



**(4) Job profile and his suitability:**

Mr. Amitabha Chakrabarti joined the Company since 16th August, 1991. Having regard of other qualifications, experience of Mr. Amitabha Chakrabarti as stated under BACKGROUND DETAILS, the Board of Directors of the Company is of the opinion that Mr. Amitabha Chakrabarti will be eminently suitable to be reappointed as a Whole time Director of the Company from 1 April, 2024 to 31 March, 2025.

**(5) Remuneration proposed**

- a) Basic Salary Rs. 2,58,000 /- per month. In addition, he is entitled to:
- b) House Rent Allowances, Other Allowances, Medical and Leave Travel Assistance
- c) A Company maintained Car for use in Company's business (not to be considered as perquisite) and other reimbursements for Official purposes as per Rules of the Company.

**Other superannuation benefits:**

PF, Gratuity, Pension and leave encashment at the end of the tenure.

Other benefits, amenities, and facilities as per Company's Rules, subject to overall remuneration mentioned hereinabove, Mr. Amitabha Chakrabarti may be given any other allowances, benefits and perquisites as the Board may from time to time decide.

**(6) The Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (In case of expatriates the relevant details would be with respect to the country of origin)**

While approving the remuneration payable to Mr. Amitabha Chakrabarti the Company took into account the challenges posed by the competitive environment prevailing the country during economic slowdown as well as the paucity of the availability of the senior personnel and the competitive remuneration packaging in the recent past and also the financial position of the Company trend in the industry which was being in a position to bring about the objectivity in determining the remuneration package, striking a balance between the Company and the shareholders in case of his reappointment as a Wholetime Director.

**(7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any -NIL**

**III Other information:**

**1. Reasons of loss or inadequate profits:**

Recession in the industry in general and downturn in global liquidity, coupled with high-interest burden and high manpower costs resulted in accumulated losses in the earlier years. Even though the Company has made profit in the recent past the accumulated losses has led to inadequacy of profits.

**2. Steps taken or proposed to be taken for improvement:**

The Company continues to take appropriate steps to improve its business However, the growth in overall demand for modern warehousing & logistic space will depend on rise in requirements of e-commerce firms and 3 PL logistic players.



**3. Expected increase in productivity and profits in measurable terms:**

The Company has already taken appropriate steps to restructure its businesses in order to attain profitability. The Company expects to have improved financial and operational performances going forward, However, at this point it is very difficult to quantify in measurable terms the likely increase in productivity, profits etc.



## GKW Limited

**Details of Director seeking appointment/reappointment and/or fixation of remuneration of Directors including Managing Director or Executive Director or Whole time Director or of Manager or variation of the terms of remuneration (pursuant to Section 196(4) of the Companies Act, 2013, Regulation 36 (3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended) and Secretarial Standards on General Meetings SS-2 of ICSI are as follows:**

Brief Resume, Name of Director, DIN, Age, Nationality, Date of first Appointment, Qualifications, Experience, nature of expertise in specific functional areas, shareholding in the company	Mr. Amitabha Chakrabarti (DIN: 00137451) aged 68, nationality Indian is a M. Com., A.C.A and he is in the services of GKW Limited since 1991. He was first appointed on 1 April 2021. He has been re-appointed as a Whole time Director designated as an Executive Director with effect from 1 April 2024, subject to necessary approvals. He continues to be the Chief Financial Officer of the Company. He has wide experience in the field of accounts & finance of the Company. During his long association with the Company, Mr. Amitabha Chakrabarti has also acquired knowledge of the operations of the Company. He is not a member of any of the Committee of the Board of Directors of the Company. As per Company records, he holds 1 (individually/ beneficially) equity share of the Company.
Terms & Conditions of reappointment along with remuneration sought to be paid	As mentioned in the Explanatory Statement.
Details of Remuneration last drawn	Mentioned under Statement pursuant to Schedule V of the Companies Act, 2013 annexed to this notice
Service Contracts, notice period & severance fees	Terminated by either side on the giving of three months' notice in writing or payment of all benefits in lieu of three months' notice as may be decided by the management.
Disclosure of Relationships with other Directors, Managers, and other Key Managerial Personnel of the Company	None of the Directors are inter-se related to each other, Manager, and other Key Managerial Personnel of the Company
The No. of Meetings of the Board attended during the year	<b>04 (Four)</b>
Other Directorship	<b>Nil</b>
Name of listed entities in which the person also holds the directorship and the membership of committees of such Board	<b>Nil</b>
Membership/Chairmanship of the Committees of other Board	<b>Nil</b>

**Registered Office:**  
**“Administrative Building”**  
**1st Floor, 97, Andul Road**  
**Howrah-711 103, West Bengal**  
**Dated: 14 February 2024**

**By Order of the Board**

**Sudhir Kumar Banthiya**  
**Company Secretary**  
**F8460**