GKW Limited

Registered Office : Central Plaza, 2/6, Sarat Bose Road
Office Space No. 406, 4th Floor, Kolkata - 700 020
Telephone : 033 4008 0742 / 033 4008 0744
Fax : 033 4008 0741
E-mail : gkwcal@rediffmail.com
CIN No. : L27310 WB 1931 PLC007026
Website : www.gkwltd.com

Our Ref: GKW/444/2019

27th March, 2019

The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051
(Fax No. 022-2659823/38)

Sub : Compliance under Regulation 44 of SEBI (LODR)

We enclose the disclosure of voting results of Postal Ballot together with the Scrutiniser's Report pursuant to section 110 of the Companies Act, 2013 passed by way of special Resolutions in terms of the Notice of the Postal Ballot dated 7th February,2019.

Thanking you,

Yours faithfully,
For GKW LIMITED

(J N GHOSH)
VICE PRESIDENT & SECRETARY

Encl: As above

VOTING RESULT UNDER REG 44(3)

DATE OF THE ~~AGM/EGM/~~DECLARATION OF RESULTS OF POSTAL BALLOT				27-03-2019	
TOTAL NUMBER OF SHAREHOLDERS AS ON RECORD DATE				24829	
NO. OF SHAREHOLDERS PRESENT AT THE MEETING EITHER IN PERSON OR THROUGH PROXY					
PROMOTERS AND PROMOTERS GROUP					
PUBLIC					
NO. OF SHAREHOLDERS ATTENDED THE MEETING THROGH VIDEO CONFERENCING			NIL		
PROMOTERS AND PROMOTERS GROUP			N.A.		
PUBLIC	N.A.				

AGENDA WISE DISCLOSURES RESOLUTION 1

TO RE-APPOINTMENT OF MR. MOHAN LAL LAHOTI AS INDEPENDENT DIRECTOR UPTO THE PERIOD OF 5 (FIVE) CONSECUTIVE YEARS FROM 1ST APRIL, 2019 AND IN ACCORDANCE WITH REGULATION 17(1A) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIRMENTS) REGULATION, 2015 AS HE EXCEEDED THE AGE OF 75 YEARS

WHETHER PROMOTER/PROMOTER GROUP ARE INTERESTED IN THE AGENDA/RESOLUTION ?	NO

CATEGORY	MODE OF VOTING	NO.OF SHARES HELD	NO. OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO. OF VOTES IN FAVOUR	NO. OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
		[1]	[2]	(3)=[(2)/(1)]*100	[4]	[5]	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
PROMOTERS AND PROMOTERS GROUP	EVOTING	4474875	4474875	100.000	0	0	0.000	0.000
	POLL			0.000	4474875	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	**4474875**	**4474875**	**100.000**	**4474875**	**0**	100.000	**0.000**
PUBLIC INSTITUTIONS	EVOTING	299718	0	0.000	0	0	0.000	0.000
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	**299718**	**0**	**0.000**	**0**	**0**	0.000	**0.000**
PUBLIC NON INSTITUTIONS	EVOTING	1191907	306	0.026	263	43	85.948	**14.052**
	POLL		10	0.001	0	10	0.000	**100.000**
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	**0.000**
	TOTAL	**1191907**	**316**	**0.027**	**263**	**53**	83.228	**16.772**
TOTAL		**5966500**	**4475191**	**75.005**	**4475138**	**53**	**99.9988**	**0.0012**

* this fields are optional

Details of invalid votes	
Category	No of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non Institutions	0

TO RE-APPOINTMENT OF MR. NIRMAL KUMAR NAVALAKHA AS INDEPENDENT DIRECTOR UPTO THE PERIOD OF 5 (FIVE) CONSECUTIVE YEARS FROM 1ST APRIL, 2019 AND IN ACCORDANCE WITH REGULATION 17(1A) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIRMENTS) REGULATION, 2015 AS HE EXCEEDED THE AGE OF 75 YEARS

WHETHER PROMOTER/PROMOTER GROUP ARE INTERESTED IN THE AGENDA/RESOLUTION ?	NO

CATEGORY	MODE OF VOTING	NO.OF SHARES HELD	NO. OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO. OF VOTES IN FAVOUR	NO. OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
		[1]	[2]	(3)=[(2)/(1)]*100	[4]	[5]	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
PROMOTERS AND PROMOTERS GROUP	EVOTING	4474875	4474875	100.000	0	0	0.000	0.000
	POLL			0.000	4474875	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	**4474875**	**4474875**	**100.000**	**4474875**	**0**	100.000	**0.000**
PUBLIC INSTITUTIONS	EVOTING	299718	0	0.000	0	0	0.000	0.000
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	**299718**	**0**	**0.000**	**0**	**0**	0.000	**0.000**
PUBLIC NON INSTITUTIONS	EVOTING	1191907	306	0.026	263	43	85.948	**14.052**
	POLL		10	0.001	0	10	0.000	**100.000**
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	**0.000**
	TOTAL	**1191907**	**316**	**0.027**	**263**	**53**	83.228	**16.772**
TOTAL		**5966500**	**4475191**	**75.005**	**4475138**	**53**	**99.9988**	**0.0012**

* this fields are optional

Details of invalid votes	
Category	No of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non Institutions	0

TO RE-APPOINTMENT OF MR. PADAM SINGH LODHA AS INDEPENDENT DIRECTOR UPTO THE PERIOD OF 5 (FIVE) CONSECUTIVE YEARS FROM 1ST APRIL, 2019 AND IN ACCORDANCE WITH REGULATION 17(1A) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIRMENTS) REGULATION, 2015 AS HE EXCEEDED THE AGE OF 75 YEARS

WHETHER PROMOTER/PROMOTER GROUP ARE INTERESTED IN THE AGENDA/RESOLUTION ?	NO

CATEGORY	MODE OF VOTING	NO.OF SHARES HELD	NO. OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO. OF VOTES IN FAVOUR	NO. OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
		[1]	[2]	(3)=[(2)/(1)]*100	[4]	[5]	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
PROMOTERS AND PROMOTERS GROUP	EVOTING	4474875	4474875	100.000	0	0	0.000	0.000
	POLL			0.000	4474875	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	**4474875**	**4474875**	**100.000**	**4474875**	**0**	100.000	**0.000**
PUBLIC INSTITUTIONS	EVOTING	299718	0	0.000	0	0	0.000	0.000
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	**299718**	**0**	**0.000**	**0**	**0**	0.000	**0.000**
PUBLIC NON INSTITUTIONS	EVOTING	1191907	306	0.026	263	43	85.948	**14.052**
	POLL		10	0.001	0	10	0.000	**100.000**
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	**0.000**
	TOTAL	**1191907**	**316**	**0.027**	**263**	**53**	83.228	**16.772**
TOTAL		**5966500**	**4475191**	**75.005**	**4475138**	**53**	**99.9988**	**0.0012**

* this fields are optional

Details of invalid votes	
Category	No of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non Institutions	0

TO CONTINUATION OF APPOINTMENT OF MR. GOPAL SRINIVASAN AS NON EXECUTIVE DIRECTOR FROM 29TH JUNE, 2019 AND IN ACCORDANCE WITH REGULATION 17(2A) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIRMENTNS) REGULATIONS 2015 AS HIS AGE WILL EXCEED 75 YEARS AS ON 29TH JUNE, 2019

WHETHER PROMOTER/PROMOTER GROUP ARE INTERESTED IN THE AGENDA/RESOLUTION ?	NO

CATEGORY	MODE OF VOTING	NO.OF SHARES HELD	NO. OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO. OF VOTES IN FAVOUR	NO. OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
		[1]	[2]	(3)=[(2)/(1)]*100	[4]	[5]	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
PROMOTERS AND PROMOTERS GROUP	EVOTING	4474875	4474875	100.000	0	0	0.000	0.000
	POLL		0	0.000	4474875	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	**4474875**	**4474875**	**100.000**	**4474875**	**0**	100.000	**0.000**
PUBLIC INSTITUTIONS	EVOTING	299718	0	0.000	0	0	0.000	0.000
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	**299718**	**0**	**0.000**	**0**	**0**	0.000	**0.000**
PUBLIC NON INSTITUTIONS	EVOTING	1191907	308	0.026	287	21	93.182	**6.818**
	POLL		10	0.001	0	10	0.000	**100.000**
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	**0.000**
	TOTAL	**1191907**	**318**	**0.027**	**287**	**31**	90.252	**9.748**
TOTAL		**5966500**	**4475193**	**75.005**	**4475162**	**31**	**99.9993**	**0.0006927**

* this fields are optional

Details of invalid votes	
Category	No of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non Institutions	0

ARUP KUMAR ROY
Practicing Company Secretary

201, Sarat Bose Road, Kolkata 700 029
Phone +91 33 4004 0045, Mobile 98316 87785
arupkroy@rediffmail.com

Report of Scrutinizer Voting Process

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014*]*

To,
Mr. J.D. Curravala
Chairman
E-Voting & Postal Ballot of the Equity Shareholders of GKW Ltd.
Held on 26th March, 2019

Dear Sir,

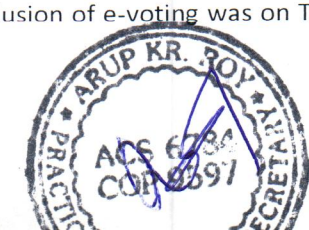
Re: Scrutinizer's Report on E-Voting and Postal Ballot Process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.

The Board of Directors of GKW Limited ('the Company') have vide resolution passed on 7th February, 2019 decided to provide to the members of the company, a facility to exercise their right to vote by way of postal ballot and e-voting on the resolutions as set out in the notice of postal ballot of the Company dated 7th February 2019 as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 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 7th February, 2019 as required under Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 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 and postal ballot in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice of postal ballot dated 7th February, 2019.

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 and postal ballot on the resolutions contained in the notice. My responsibility as a scrutinizer for the e-voting and postal ballot process is restricted to ensure that the e-voting and postal ballot 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 and my verification of the postal ballots.

The Notice dated 7th February, 2019 conducting the e-voting and postal ballot along with statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to members of the Company and the last date for receipt of postal ballots and conclusion of e-voting was on Tuesday, 26th March, 2019 at 5.00 pm.



ARUP KUMAR ROY
Practicing Company Secretary

201, Sarat Bose Road, Kolkata 700 029
Phone +91 33 4004 0045, Mobile 98316 87785
arupkroy@rediffmail.com

The Members holding shares as on the "cut off" date i.e. 18th February, 2019 were entitled to cast their vote through e-voting or Postal Ballot on the Proposed 4 (Four) Resolutions as mentioned in the notice dated 7th February, 2019.

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

1. The remote e-voting period and postal ballot remained open from 9 a.m. Monday, 25th February, 2019 to 5 p.m. Tuesday, 26th March, 2019.
2. At the end of the respective voting periods, I have unblocked the electronic votes and opened the postal ballots 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, Uttarpara – 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) as also those received as postal ballot.
4. We have scrutinized the votes casted through electronic means and postal ballots for the purpose of this report.
5. The particulars of all the electronic votes and postal ballots casted by the members have been recorded in a register separately maintained for the purpose.
6. The result of the remote e-voting and postal ballots is as per the annexure attached.
7. The Registers, all other paper and relevant record relating to remote e-voting and postal ballot shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 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

ARUP KR. ROY * ACS 6784 COP 9597 * PRACTICING COMPANY SECRETARY

Place: Kolkata

Date: 26th March, 2019

Encl:

Consolidated Voting Results of E-Voting and Postal Ballot of GKW Limited held on 26th March, 2019

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 re-appointment of Mr. Mohan Lal Lahoti as Independent Director upto the period of 5 (Five) consecutive years from 1st April, 2019 and in accordance with Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as he exceeded the age of 75 years.	Special	23	4475138	99.9988	5	53	0.0012	-	-
2	2	To re-appointment of Mr. Nirmal Kumar Navalakha as Independent Director upto the period of 5 (Five) consecutive years from 1st April, 2019 and in accordance with Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as he exceeded the age of 75 years.	Special	23	4475138	99.9988	5	53	0.0012	-	-
3.	3	To re-appointment of Mr. Padam Singh Lodha as Independent Director upto the period of 5 (Five) consecutive years from 1st April, 2019 and in accordance with Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as he exceeded the age of 75 years.	Special	23	4475138	99.9988	5	53	0.0012	-	-
4	4	To continuation of appointment of Mr. Gopal Srinivasan as Non Executive Director from 29th June, 2019 and in accordance with Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as his age will exceed 75 years as on 29th June, 2019.	Special	26	4475162	99.9993	3	31	0.0007	-	-

ARUP KR. ROY ACS 6784 COP 9597 PRACTICING COMPANY SECRETARY

Annexure to Scrutinizer's Report

Result of Postal ballot of GKW Limited held on Tuesday, 26th March, 2019

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 re-appointment of Mr. Mohan Lal Lahoti as Independent Director upto the period of 5 (Five) consecutive years from 1st April, 2019 and in accordance with Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as he exceeded the age of 75 years.	Special	-	-	-	1	10	100	-	-
2	2	To re-appointment of Mr. Nirmal Kumar Navalakha as Independent Director upto the period of 5 (Five) consecutive years from 1st April, 2019 and in accordance with Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as he exceeded the age of 75 years.	Special	-	-	-	1	10	100	-	-
3.	3	To re-appointment of Mr. Padam Singh Lodha as Independent Director upto the period of 5 (Five) consecutive years from 1st April, 2019 and in accordance with Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as he exceeded the age of 75 years.	Special	-	-	-	1	10	100	-	-
4	4	To continuation of appointment of Mr. Gopal Srinivasan as Non Executive Director from 29th June, 2019 and in accordance with Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as his age will exceed 75 years as on 29th June, 2019.	Special	-	-	-	1	10	100	-	-

ARUP KR. ROY
PRACTICING COMPANY SECRETARY
ACS 6784
COP 9597

Annexure to the Scrutinizer's Report

Result of Voting through Electronic Means of GKW Ltd. held on Tuesday,26th March,2019

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
SPECIAL BUSINESS											
1	1	To re-appointment of Mr. Mohan Lal Lahoti as Independent Director upto the period of 5 (Five) consecutive years from 1st April, 2019 and in accordance with Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as he exceeded the age of 75 years.	Special	23	4475138	99.999	4	43	0.001	-	-
2	2	To re-appointment of Mr. Nirmal Kumar Navalakha as Independent Director upto the period of 5 (Five) consecutive years from 1st April, 2019 and in accordance with Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as he exceeded the age of 75 years.	Special	23	4475138	99.999	4	43	0.001	-	-
3	3	To re-appointment of Mr. Padam Singh Lodha as Independent Director upto the period of 5 (Five) consecutive years from 1st April, 2019 and in accordance with Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as he exceeded the age of 75 years.	Special	23	4475138	99.999	4	43	0.001	-	-
4	4	To continuation of appointment of Mr. Gopal Srinivasan as Non Executive Director from 29th June, 2019 and in accordance with Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as his age will exceed 75 years as on 29th June, 2019.	Special	26	4475162	99.9995	2	21	0.0005	-	-

ARUP KR. ROY * PRACTICING COMPANY SECRETARY * ACS 6784 COP 9507