



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/856/2023

29 May, 2023

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

NSE SYMBOL: GKWLIMITED

Ref: **Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015**

Sub: **Annual Secretarial Compliance for the year ended 31 March, 2023**

Dear Sir / Madam,

Please find attached Annual Secretarial Compliance Report for the year ended 31st March, 2023 under Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements)_Regulation, 2015.

This is for your information and record.

Yours faithfully,
For GKW LIMITED

SUDHIR
KUMAR
BANTHIYA

Digitally signed by
SUDHIR KUMAR
BANTHIYA
Date: 2023.05.29
19:01:47 +05'30'

Sudhir Kumar Banthiya
Company Secretary



Secretarial Compliance Report
of GKW Ltd for the financial year ended 31st March, 2023

We, M/s D. Raut & Associates, Company Secretaries, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by GKW Ltd, CIN:L27310WB1931PLC007026, having its registered office at Administrative Building, 1st Floor, 97, Andul Road, Howrah- 711103. The Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on **31st March, 2023** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We have examined:

- a) All the documents and records made available to us and explanation provided by the Company ("the listed entity"),
- b) The filings/submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) Any other document/filing as may be relevant, which has been relied upon to make this report for the year ended **31st March, 2023** ("Review Period") in respect of compliance with the provisions of:
 - a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations circulars, guidelines issued there under and
 - b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued there under have been examined include:-

- a) Securities and exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e) Securities and exchange Board of India (Share Based Employees Benefits) Regulations, 2021;



- f) Securities and exchange Board of India (Issue and Listing of Non-Convertible and Securities) Regulations,2021;
- g) Securities and exchange Board of India (Prohibition of Insider Trading) Regulations,2015;
- h) (other regulations as applicable)

And circulars/guidelines issued there under;

And based on the above examination, we hereby report that, during the Review Period;

- a) The listed entity has complied with the provisions of the Regulations and circulars/guidelines issued there under, except in respect of matters specified below:-

| Sr. No | Compliance requirement (Regulations/circulars/guidelines including specific clause) | Regulation/Circular No. | Deviations | Action Taken By | Type of Action | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|--------|---|-------------------------|--------------------------------------|-----------------|----------------|--|---------------|--|--|--------------|
| 1 | Submission of Annual Report | Regulation 34 | Delay in submission of Annual Report | NSE | Penalty | 3 days delay in submission of Annual Report for the financial year 31.03.2022. | Rs. 6000+ GST | Penalty paid | Compliance due on 11 July 2022 was complied on 14 July 2022, much before the issue of Notice by NSE. | Acknowledged |

- b) The listed entity has taken the following actions to comply with the observations made in previous reports;

| Sr. No | Compliance requirement (Regulations/circulars/guidelines including specific clause) | Regulation/Circular No. | Deviations | Action Taken By | Type of Action | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|--------|---|-------------------------|------------|-----------------|----------------|----------------------|-------------|--|---------------------|---------|
| | | | | | | | | | | |

1. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019: **NOT APPLICABLE**

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS* |
|---------|-------------|-------------------------------|------------------------------|
| | | | |



| | | | |
|----|--|--|--|
| 1. | Compliance with the following conditions while appointing/re-appointing an auditor | | |
| | <p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/audit report for the last quarter of such financial year as well as the audit report for such financial year.</p> | | |
| 2. | Other conditions relating to resignation of statutory auditor | | |
| | i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: | | |
| | <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information/non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposed resignation mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, in case where the listed entity/its material subsidiary has not provided information as required by the auditor.</p> | | |

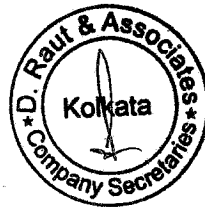


| | | | |
|----|---|--|--|
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019. | | |
|----|---|--|--|

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

II. I/we hereby report that, during the review period the compliance status of the listed entity is appended as below:

| Sr.No. | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS* |
|--------|--|-------------------------------|------------------------------|
| 1. | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI). | Yes | |
| 2 | Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI | Yes | |
| 3 | Maintenance and disclosure on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirect to the relevant document(s)/section of the website | Yes | |
| 4 | Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. | Yes | |
| 5 | Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries | Yes | |



| Sr.No. | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS* |
|--------|--|---|------------------------------|
| 6. | Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | Yes | |
| 7 | Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations. | Yes | |
| 8 | Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. | Yes | |
| 9 | Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | |
| 10 | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | |
| 11 | Action taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein (**). | Yes, except as stated above in point no. a. | |
| 12 | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | Yes | |



Notes:

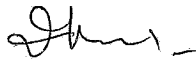
- Provide the list of all the observations in the report for the previous financial along with the action taken by the listed entity on those observations. - **Not applicable**
- Add the list of all observations in the reports pertaining to the periods prior to the previous financial year in case the entity has not taken sufficient steps to address the concerns raised/observations. - **Not applicable**

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Account of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **D. Raut & Associates**
Company Secretaries




Debendra Raut,
Proprietor
ACS-16626,
CP-5232

UDIN: A016626E000332227

Place: Kolkata

Date: 18.05.2023