



**Report of Scrutinizer Voting Process**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]*

To,  
**Mr. J.D. Curavala**  
Chairman  
Postal Ballot of the Equity Shareholders of  
GKW Limited

Dear Sir,

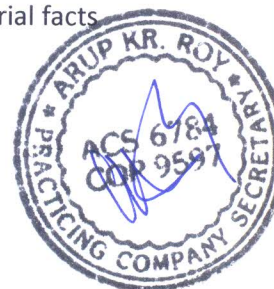
**Re: Scrutinizer's Report on E-Voting Process and Postal Ballot conducted pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20,21 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.**

The Board of Directors of GKW Limited ('the Company') have vide resolution passed on 12<sup>th</sup> February, 2020 decided to provide to the members of the company, a facility to exercise their right to vote by way of postal ballot and remote e-voting on the resolution as set out in the Notice of Postal Ballot of the Company as required under the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20,21 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 12<sup>th</sup> February, 2020 as required under Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20,21 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 and postal ballot process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the Notice of Postal Ballot.

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 resolution contained in the notice dated 12<sup>th</sup> February, 2020. My responsibility as a scrutinizer for the remote e-voting and postal ballot process is restricted to ensure that the remote e-voting process and postal ballot is conducted in a fair and transparent manner and make a Scrutinizer's Report of the votes casted "in favour" or "against" the resolution 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 the postal ballots received by me as scrutinizer.

The Notice of Postal Ballot dated 12<sup>th</sup> February, 2020 along with statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to members of the Company.





The Members holding shares as on the "cut off" date i.e. 14<sup>th</sup> February, 2020 were entitled to vote on the proposed 1 (one) Resolution as mentioned in the Notice of Postal Ballot dated 12<sup>th</sup> February, 2020.

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

1. The postal ballot and remote e-voting period remained open from 9:00 a.m. Friday, 28<sup>th</sup> February, 2020, to 5:00 p.m. Saturday, 28<sup>th</sup> March, 2020.
2. At the end of the remote e-voting period, I have unblocked the electronic votes as well as unlocked the postal ballot boxes 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' the resolution that were put to vote were downloaded from the remote e-voting website of NSDL (<https://www.evoting.nsdl.com>).
4. We have scrutinized the votes casted through postal ballot as well as electronic means for the purpose of this report.
5. The particulars of all the postal ballots as well as the electronic means casted by the members have been recorded in a register separately maintained for the purpose.
6. The result of the postal ballot as well as remote e-voting is as per the annexure attached.
7. The Registers, all other paper and relevant record relating to remote e-voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid meeting conducted through Postal Ballot and remote e-voting and thereafter the same will be handed over to the company.

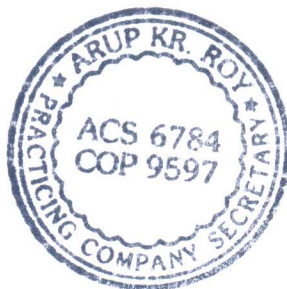
**Recommendations:**

The resolution having secured requisite majority of votes, the resolution 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

Place : Kolkata  
Date: 30<sup>th</sup> March, 2020  
Encl:



**GKW Ltd. - Annexure to the Scrutinizer's Report - Result of Voting through Electronic Means – Notice of Poll Ballot dated 12<sup>th</sup> February, 2020**

| 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 consider the appointment of Mr.Jemi Dorabji Curravala (DIN: 00277426) as Director designated as “Non-Executive Chairman’, being eligible, liable to retire by rotation, to hold office from 1 <sup>st</sup> April,2020 till the conclusion of the Annual General Meeting.  | Special            | 17                        | 4475072             | 99.99999         | 2                       | 2                   | 0.00001          | 0                    | 0                   |
|                                                                                                                                       |                     |                                                                                                                                                                                                                                                                               |                    |                           |                     |                  |                         |                     |                  |                      |                     |
| GKW Ltd. – Annexure to the Scrutinizer’s Report – Result of Postal Ballot- Notice of Poll Ballot dated 12 <sup>th</sup> February,2020 |                     |                                                                                                                                                                                                                                                                               |                    |                           |                     |                  |                         |                     |                  |                      |                     |
| 1                                                                                                                                     | 1                   | To consider the appointment of Mr.Jemi Dorabji Curravala (DIN: 00277426) as Director designated as “Non-Executive Chairman’, being eligible, liable to retire by rotation, to hold office from 1 <sup>st</sup> April,2020 till the conclusion of the Annual General Meeting.” | Special            | 2                         | 51                  | 100              | 0                       | 0                   | 0                | 0                    | 0                   |
|                                                                                                                                       |                     |                                                                                                                                                                                                                                                                               |                    |                           |                     |                  |                         |                     |                  |                      |                     |

**GKW Ltd. - Annexure to the Scrutinizer's Report – Consolidated Results - Notice of Poll Ballot dated 12<sup>th</sup> February, 2020**

|   |   |                                                                                                                                                                                                                                                                               |         |    |         |          |   |   |         |  |  |
|---|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|----|---------|----------|---|---|---------|--|--|
| 1 | 1 | To consider the appointment of Mr.Jemi Dorabji Curravala (DIN: 00277426) as Director designated as "Non-Executive Chairman", being eligible, liable to retire by rotation, to hold office from 1 <sup>st</sup> April, 2020 till the conclusion of the Annual General Meeting. | Special | 19 | 4475123 | 99.99999 | 2 | 2 | 0.00001 |  |  |
|---|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|----|---------|----------|---|---|---------|--|--|

**ARUP KR. ROY**

*Arup KR. Roy*  
**PRACTISING COMPANY SECRETARY**  
 ACS 6784 \* COP 9597  
 30/03/2020