ARUP KUMAR ROY
Practicing Company Secretary

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Report of Scrutinizer Voting Process

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

To,
Mr.J.D.Curravala
Chairman
84th Annual General Meeting of the Equity Shareholders of
GKW Limited
To be held on Wednesday, 13th August, 2014

Dear Sir,

Re: Scrutinizer's Report on Voting Process conducted pursuant to the provisions of Section 108 of the Companies Act,2013('the Act') read with Rule 20 of the Companies of the Companies (Management and Administration) Rules, 2014 for 84th Annual General Meeting.

The Board of Directors of GKW Limited ('the Company') have vide resolution passed on 8th May, 2014 decided to provide to the members of the company, a facility to exercise their right to vote by way of Electronic means and postal ballot on the resolutions as set out in the notice of 84th Annual General Meeting of the Company to be held on Wednesday, 13th August 2014 as required under the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Arup Kumar Roy, Company Secretary in Practice having membership no. ACS 6784 and Certificate of Practice bearing No. 9597 has been appointed as Scrutinizer by the Board of Directors of the Company vide resolution passed on 8th July,2014 as required under section 108 of the Companies Act,2013 read with rule 20(ix) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the voting process in affair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the 84th Annual General meeting of the Company to be held on Wednesday, 13th August, 2014 at Kala Kunj,48, Shakespeare Sarani, Kolkata 700 017.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and postal ballot on the resolutions contained in the notice for the 84th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the voting process is restricted to ensure that the voting process is conducted in affair and transparent manner and make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL) the authorized agency to provide

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e-voting facilities and the ballot paper as received by the share registrar & transfer agents CB Management Services Pvt. Ltd., as engaged by the Company.

The Notice dated 8th May, 2014 convening the 84th Annual General meeting of the Company to be held on Wednesday, 13th August, 2014 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. 30th June, 2014 were entitled to vote on the proposed 9 (Nine) resolutions as mentioned in the notice dated 8th May, 2014 of the 84th Annual General Meeting of the Company.
In this regard, I submit my report as under:-

1. The e-voting period remained open from 9:00 a.m. Wednesday, 6th August, 2014 to 6:00 p.m. Friday,8th August,, 2014.

2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses, Ms.Ankita Banerjee residing at 20, B.M. Roy Road, Kolkata-700 008 and Ms.Saumita Roy residing at D-46/1 Katjunagar, Jadavpur, Kolkata-700 032 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 e-voting website of NSDL (https://www.evoting.nsdl.com) and obtained from the share registrar and transfer agents' "C B Management Services Pvt. Ltd" having registered office at P-22, Bondel Road, Kolkata- 700 019.

4. We have scrutinized the votes casted through electronic means and postal ballot for the purpose of this report.

5. The particulars of all the electronic votes casted by the members through e-voting process have been recorded in a register separately maintained for the purpose.

6. The cumulative result of the e-voting and postal ballot is as per annexure attached herewith along with an annexure relating to the Invalid Votes.

7. The Registers, all other paper and relevant record relating to electronic voting and postal ballot shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the company.

ARUP KR. ROY ★ PRACTICING COMPANY SECRETARY ★ ACP 9597

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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 * COP 9597 * PRACTICING COMPANY SECRETARY

Place : Kolkata

Date: 10th August, 2014

Encl ;

Annexure to the Scrutinizer's Report
Result of Voting through Electronic Means

(A) ORDINARY BUSINESS:

Resolution 1 (Ordinary Resolution)

Adoption of Audited Statement of Profit and Loss for the year ended 31st March,2014 and the Balance sheet as on that date and the Reports of the Directors and the Auditor's thereon.

No. of votes casted	In Favour		Against		Results
	No. of votes	% of votes	No. of votes	% of votes	
4476220	4476190	99.999	30	0.001	Passed by Majority

Resolution 2 (Ordinary Resolution)

Appoint a Director in place of Mr.J.D.Curravala, who retires by rotation and being eligible, offers himself for re-appointment.

No. of votes casted	In Favour		Against		Results
	No. of votes	% of votes	No. of votes	% of votes	
4476220	4475999	99.995	221	0.005	Passed by Majority

Resolution 3 (Ordinary Resolution)

Appoint M/S Lodha & Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.

No. of votes casted	In Favour		Against		Results
	No. of votes	% of votes	No. of votes	% of votes	
4476220	4476210	99.999	10	0.001	Passed by Majority

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(B) SPECIAL BUSINESS:

Resolution 4 (Ordinary Resolution)

Appoint Mr. M.L.Lahoti as an Independent Director of the Company

No. of votes casted	In Favour		Against		Results
	No. of votes	% of votes	No. of votes	% of votes	Passed by Majority
4476207	4475932	99.994	275	0.006	

Resolution 5 (Ordinary Resolution)

Appoint Mr.N.K.Navalakha as an Independent Director of the Company.

No. of votes casted	In Favour		Against		Results
	No. of votes	% of votes	No. of votes	% of votes	Passed by Majority
4476207	4475943	99.994	264	0.006	

Resolution 6 (Ordinary Resolution)

Appointment Mr.P.S.Lodha as an Independent Director of the Company.

No. of votes casted	In Favour		Against		Results
	No. of votes	% of votes	No. of votes	% of votes	Passed by Majority
4476207	4475922	99.994	285	0.006	

Resolution 7 (Ordinary Resolution)

Appointment and remuneration of M/S.Sib Sankar Chakraborty & Associates, Cost Auditors for the financial year ending 31st March, 2015.

No. of votes casted	In Favour		Against		Results
	No. of votes	% of votes	No. of votes	% of votes	Passed by Majority
4476220	4476138	99.998	82	0.002	

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Resolution 8 (Special Resolution)

Approval for change in terms and conditions of appointment of Mr.J.D.Curravala as Managing Director of the Company for the period 1st April, 2014 to 10th August, 2014

No. of votes casted	In Favour		Against		Results
	No. of votes	% of votes	No. of votes	% of votes	
4476207	4475937	99.994	270	0.006	Passed by Requisite Majority

Resolution 9 (Special Resolution)

Approval for re-appointment and remuneration of Mr.J.D.Curravala as Managing Director of the Company for the period 11th August, 2014 to 10th August, 2015.

No. of votes casted	In Favour		Against		Results
	No. of votes	% of votes	No. of votes	% of votes	
4476207	4475943	99.994	264	0.006	Passed by Requisite Majority



Arup Kumar Roy
Practicing Company Secretary
Membership No. ACS 6784
CP No. 9597

Place: Kolkata
Date: 10th August,2014

Annexure to the Scrutinizer's Report
Report of Invalid Ballots

Ballot no.	Name of Shareholder	Folio No.	Shareholding	Status	Reason
330	Mohinder Kaur	112489	19	Rejected	Not signed by member
3789	Satyanarayan Sarda	S10302	10	Rejected	Not signed by member

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Membership No. ACS 6784
CP No. 9597

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Place: Kolkata
Date: 10th August,2014