ARUP KUMAR ROY
Practicing Company Secretary

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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.Curravala
Chairman
85th Annual General Meeting of the Equity Shareholders of
GKW Limited
Held on Wednesday, 12th August, 2015

Dear Sir,

Re: Scrutinizer's Report on E-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 as amended by the Companies (Management and Administration) Amendment Rules, 2015 for 85th Annual General Meeting.

The Board of Directors of GKW Limited ('the Company') have vide resolution passed on 13th May, 2015 decided to provide to the members of the company, a facility to exercise their right to vote by way of remote e-voting on the resolutions as set out in the notice of 85th Annual General Meeting of the Company held on Wednesday, 12th August 2015 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, 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 13th May, 2015 as required under Section 108 of the Companies Act, 2013 read with Rule 20 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 in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the 85th Annual General meeting of the Company held on Wednesday, 12th August, 2015 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 remote e-voting on the resolutions contained in the notice for the 85th Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the remote e-voting process is restricted to ensure that the remote e-voting 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.

The Notice dated 13th May, 2015 convening the 85th Annual General Meeting of the Company held on Wednesday, 12th August, 2015 along with statement setting out material facts under Section [illegible] Companies Act, 2013 were sent to members of the Company.

ARUP KR. ROY
ACS 6784
COP 9597
PRACTICING COMPANY SECRETARY

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The Members holding shares as on the "cut off" date i.e. 5th August, 2015 were entitled to vote on the proposed 5 (Five) Resolutions as mentioned in the notice dated 13th May, 2015 of the 85th Annual General Meeting of the Company.

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

1. The remote e-voting period remained open from 9:00 a.m. Sunday, 9th August, 2015 to 5:00 p.m. Tuesday, 11th August, 2015.

2. At the end of the remote e-voting period, I have unblocked the electronic votes in the presence of two witnesses, Ms. Sonia Shahdadpuri residing at 26B, Dr. Suresh Sarkar Road, Kolkata – 700014 and Ms. Shalini Ojha, residing at 132H, Syed Abdul Rahman Road, Kolkata-700 082 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).

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

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

6. The results of the 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 Annual General 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 * PRACTICING COMPANY SECRETARY * ACS 6784 COP 9597

Place : Kolkata

Date: 12th August, 2015
Encl ;

Consolidated Voting Results of 85th Annual General Meeting of GKW Limited (E- Voting and Poll at AGM)

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 consider and adopt the audited financial statement Reports of Board of Directors and Auditors thereon and the audited consolidated financial statement for the year ended 31st March 2015.	Ordinary	15	4474958	99.99	3	40	0.01	0	0
2	2	To appoint a director in place of Mr G Srinivasan DIN 00277494 who retires by . rotation and being eligible offers himself for reappointment.	Ordinary	15	4474958	99.99	3	40	0.01	0	0
3.	3	To ratify the appointment of Auditors of the Company.	Ordinary	15	4474958	99.99	3	40	0.01	0	0
4	4	To appoint Ms Sucharita Basu De DIN 06921540 as an independent Director Ordinary Resolution.	Ordinary	14	4474948	99.99	4	50	0.01	0	0
5	5	Reappointment of Mr J D Curravala DIN 00277426 as Managing Director of the Company for one year with effect from 11th August 2015 and payment of remuneration to him.	Special	14	4474948	99.99	4	50	0.01	0	0

ARUP KR. ROY

PRACTICING COMPANY SECRETARY
ACS 6784 ★ COP 9597