

ARUP KUMAR ROY

Practicing Company Secretary

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Form No. MGT 13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Mr. J. D. Curavala
GKW Limited
"Central Plaza"
2/6, Sarat Bose Road,
Office Space No. 406, 4th Floor,
Kolkata 700 020.

Dear Sir,

I, Arup Kumar Roy, Practicing Company Secretary (Membership No. ACS 6784) was appointed as a Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 87th Annual General Meeting of the Equity Shareholders of GKW Limited held on Wednesday, 2nd August, 2017 at 2 P.M. at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017, submit as under :

1. After the time fixed for closing of the poll by the Chairman, 1 (One) Ballot box was kept for polling and the same was locked in my presence with due identification marks placed on the same.
2. The locked ballot box was subsequently opened in my presence (along with presence of two witnesses viz. Mr. Raja Mondal and Mr. Kajol Biswas, not in employment of the Company) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrars and Transfer Agents of the Company and the authorizations / Proxies lodged with the Company. The Signature of Members and Number of Shares held by respective Members were scrutinized and confirmed by the Registrar and Transfer Agent.
3. No poll papers were found to be invalid.
4. The result of the poll is as per annexure attached herewith.
5. The list of Equity Shareholders (a compact disc (CD) containing a list of Equity Shareholders) who voted 'for' or 'against' for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary and Representative of the Company/Director for keeping under safe custody.

Thanking You,

Yours faithfully,

Arup Kumar Roy
Company Secretary in Practice
(Scrutinizer)



Place: Kolkata

Date: 3rd, August, 2017

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.Curavala
Chairman
87th Annual General Meeting of the Equity Shareholders of
GKW Limited
Held on Wednesday, 2nd August, 2017

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 87th Annual General Meeting.

The Board of Directors of GKW Limited ('the Company') have vide resolution passed on 19th May, 2017 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 87th Annual General Meeting of the Company held on Wednesday, 2nd August 2017 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 19th May, 2017 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 87th Annual General meeting of the Company held on Wednesday, 2nd August, 2017 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 87th 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 19th May, 2017 convening the 87th Annual General Meeting of the Company held on Wednesday, 2nd August, 2017 along with statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to members of the Company.



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

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 members voted	No. of votes casted
				No. of members voted	No. of votes casted	% of valid votes	No. of members voted	No. of votes casted	% of valid votes			
ORDINARY BUSINESS												
1	1	To consider and adopt the audited financial statement and the Reports of Board of Directors and Auditors thereon and the audited consolidated financial statement for the year ended 31st March 2017.	Ordinary	17	4476956	99.99	2	30	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	17	4476966	99.99	2	30	0.01	0	0	
3	3	To approve the appointment of M/S Haribhakti & Co. LLP, Chartered Accountants, Bagrodia Niket, 1 st Floor, 19C, Sarat Bose Road, Kolkata 700020 (Firm's Registration No.103523W/W/100048), as Auditors and to fix their remuneration.	Ordinary	17	4476966	99.99	2	30	0.01	0	0	
SPECIAL BUSINESS												
4	4	To approve the revision of remuneration of Mr J. D. Carravala, (DIN 00277426) as Managing Director of the Company from 1 st April, 2017 to 10th August 2017 and re-appointment of Mr. J. D. Carravala as Managing Director of the Company from 11 th August, 2017 to 31 st March, 2018.	Special	16	4476957	99.99	3	39	0.01	0	0	

AIRUP KR. NISHY

(Signature) 3/8/2017
PRACTISING COMPANY SECRETARY
ACS 6784 * COP 9597

Annexure to Scrutinizer's Report
Result of Poll Conducted at 87th Annual General Meeting of GKW Limited held on Wednesday, 2nd August, 2017

Sr. No.	Resolu- tion 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
				No. of members voted	% of valid votes	No. of members voted	% of valid votes		
1	1	To consider and adopt the audited financial statement and the Reports of Board of Directors and Auditors thereon and the audited consolidated financial statement for the year ended 31st March 2017.	Ordinary	1	5	100	0	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	1	5	100	0	0	0
3	3	To approve the appointment of M/S Faribhakti & Co. LLP, Chartered Accountants, Bagrocia Niket, 1 st Floor, 19C, Sarat Bose Road, Kolkata 700020 (Firm's Registration No.103523W/W100048), as Auditors and to fix their remuneration.	Ordinary	1	5	100	0	0	0
4	4	To approve the revision of remuneration of Mr J. D.Curravala, (DIN 00277426), as Managing Director of the Company from 1 st April, 2017 to 10th August 2017 and re- appointment of Mr.J.D.Curravala as Managing Director of the Company from 11 th August, 2017 to 31 st March, 2018.	Special	1	5	100	0	0	0

ABUL K.R. MEY
(Signature)
 3/8/2017

Consolidated Voting Results of 87th 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
				No. of members voted	No. of votes casted	% of valid votes	No. of members voted	No. of votes casted	% of valid votes		
1	1	To consider and accept the audited financial statement and the Reports of Board of Directors and Auditors thereon and the audited consolidated financial statement for the year ended 31 st March 2017.	Ordinary	18	4476971	99.99	2	30	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	18	4476971	99.99	2	30	0.01	0	0
3.	3	To approve the appointment of M/S Har bhakti & Co. LLP, Chartered Accountants, Bagrodia Niket, 1 st Floor, 19C, Sarat Bose Road, Kolkata 700020 (Firm's Registration No.103523W/W100048), as Auditors and to fix their remuneration.	Ordinary	18	4476971	99.99	2	30	0.01	0	0
4	4	To approve the revision of remuneration of Mr J. D.Curravala, (DIN 00277426) as Managing Director of the Company from 1 st April, 2017 to 10th August 2017 and re-appointment of Mr.J.D.Curravala as Managing Director of the Company from 11 th August, 2017 to 31 st March, 2018.	Special	17	4476962	99.99	3	39	0.01	0	0

ARUP K.R. FREY

Arup K.R. Frey 3/8/2017

PRACTISING COMPANY SECRETARY
ACS 6784 ★ OCP 9597