



GKW Limited

Registered Office : "Central Plaza", 2/6, Sarat Bose Road
Office Space No. 406, 4th Floor, Kolkata - 700 020
Telephone : 033 4008 0742 / 033 4008 0744
Fax No. : 033 4008 0741
E-mail : gkwcal@rediffmail.com
CIN No. : L27310 WB 1931 PLC007026
Website : www.gkw ltd.com

Our Ref: GKW/ 512 /2019

19th July, 2019

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

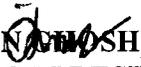
Dear Sirs,

This is to inform you that the 89th Annual General meeting (AGM) of the Members of the Company was held on Thursday, 18th July, 2019 at 11.00 a.m. at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700017 (at Kala Mandir Premises at the crossing of Shakespeare Sarani and A J C Bose Road).

We are also enclosing the proceedings of the said AGM held on 18th July, 2019 for your information.

You are requested to kindly take note of the same.

Yours faithfully,
For GKW Limited

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VICE PRESIDENT & SECRETARY

End: As above

Proceedings of the 89th Annual General Meeting of the Company held on Thursday, 18th July, 2019 at 11.00 a.m. at Kala Kunj, 48, Shakespeare Sarani, Kolkata 700 017 (at Kala Mandir Premises at the crossing of Shakespeare Sarani and A J C Bose Road).

The meeting commenced at 11.00 A.M.

Mr. J.D. Curravala was unanimously elected as Chairman of the meeting pursuant to the provisions of Article 99 of Articles of Association of the Company. Mr. J.D. Curravala, Managing Director thereafter chaired the meeting.

As the requisite quorum was present, Chairperson called the meeting to order. The Members were informed the following:-

- The Company has received proxy for 894673 shares comprising 14.992% of the total shareholding.
- Notice convening the AGM along with the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts relating to the business stated under item No. 1 to 5 was sent to all members by e-mail whose email addresses were registered with the Company/Depository Participant(s) and also to all the members physical copy of the notice by courier and that the Notice of AGM was also available on the Company's website www.gkwlt.com.
- Chairman then declared the meeting as open. With the permission of the shareholders present the notice of the AGM was taken as read. The Chairman had briefly stated over all the business position of the Company. The Chairman replied all the queries of the members present in the meeting and then items of the Notice were taken up for approval of the shareholders.
- The Chairman stated that in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended vide Notification No. G.S.R. 207(E) dated 19th March, 2015, the Company has provided the facility to exercise their right to vote at the Annual General Meeting by electronic voting system through remote e-voting. Mr. Arup Kumar Roy, Practicing Company Secretary at 201, Sarat Bose Road, Kolkata 700029 has been appointed as a Scrutinizer to conduct e-voting in a fair and transparent manner. He stated that the ballot papers were distributed to the Members present to exercise their vote on each of the resolutions which are set out in the Notice after all the items of the Resolutions are taken up for voting.

The Chairman informed the meeting that in compliance with Section 108 of the Companies Act, 2013, Companies (Management & Administration) Rules 2014 and Regulation 44 of the SEBI Listing Regulations 2015 the Company conducted e-voting from 15th July, 2019 at 9.00 a.m. to 17th July, 2019 at 5.00 p.m. on all the 5 resolutions through NSDL platform.



The Chairperson thereafter ordered for voting the Resolutions.

The ballot papers were issued. The proxy attending on behalf of members filled and signed the ballot paper and put the same in the ballot box kept in front of the stage.

- The Board of Directors have appointed Mr. Arup Kumar Roy, a practicing Company Secretary in whole time practice as the scrutinizer to scrutinize the voting process (e-voting, ballot through post & voting through ballot at the AGM) in a fair and transparent manner.
- The e-voting period commenced on 15th July, 2019 at 9.00 a.m. and ended on 17th July, 2019 at 5.00 p.m.
- He then moved the following resolutions which were duly proposed and seconded and were then put to vote through ballot paper (to be voted by only those shareholders who have not voted earlier through e-voting):-

Resolution No.	Particulars of the Resolutions
	ORDINARY BUSINESS
1.	To consider and adopt the Audited Financial Statement for the year ended 31st March, 2019 and the Reports of the Directors and Auditors thereon.
2.	To appoint a Director in place of Mr. Gopal Srinivasan (DIN 00277494) who retires by rotation and being eligible, offers himself for re-appointment.
	SPECIAL BUSINESS ORDINARY RESOLUTION:
3.	To appoint Ms. Kusum Dadoo (DIN 06967827) as (i) Director of the Company (ii) Independent Director of the Company upto 5 (five) consecutive years from 5 th November, 2018.
	SPECIAL BUSINESS SPECIAL RESOLUTIONS:
4.	To re-appointment Mr. Jemi Dorabji Curravala (DIN 00277426) as Managing Director of the Company from 1 st April, 2019 to 31 st July, 2019.
5.	To appoint Mr Jemi Dorabji Curravala (DIN 00277426) as Director designated as "Non-Executive Chairman" on the Board of Directors in terms of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 152 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and other applicable laws, being eligible, liable to retire by rotation with effect from 1 st August, 2019 to 31 st March, 2020.

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On queries from Shareholders, the same was replied by the Chairman.

The scrutinizer Mr. Arup Kumar Roy thereafter was advised to start the voting process through ballots and the Company Secretary to oversee the voting process.

The Members were thereafter informed in the Notice that consolidated Scrutinizer's Report of the total votes cast in favour or against, would be available latest by 20th July, 2019 on the conclusion of the meeting. The Company shall declare the result of the voting forthwith. It was further informed that the results will be posted on the Notice Board at the Registered Office, website of the Company at www.gkwLtd.com and the NSDL website www.evoting.nsdl.com. The results will also be informed to The National Stock Exchange of India Ltd., where the shares of the Company are listed.

After conclusion of the voting process the meeting ended at 12.25 p. m. with a vote of thanks to the Chair.

