

GKW Limited

Registered Office: "Administrative Building"

1st Floor, 97, Andul Road, Howrah-711 103

Telephone No: 033 2668 5247 / 033 2668 4763, Fax No.: 033- 2668 0128

Email Id: gkwcal@rediffmail.com

CIN L27310WB1931PLC007026

Website: www.gkw ltd.com

NOTICE

Notice is hereby given that the 91st Annual General Meeting of the Members of GKW Limited will be held on Thursday, 19 August, 2021 at 11.00 A.M. through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) for which purpose Registered Office situated at "Administrative Building" 1st Floor, 97, Andul Road, Howrah – 711 103, shall be deemed as venue for the meeting and proceedings of the AGM shall be deemed to be made thereat, to transact following businesses :

AS ORDINARY BUSINESS

1. To consider and adopt:

the Audited Financial Statement for the year ended 31 March, 2021 and the Reports of the Board of Directors and Auditors thereon;

AS SPECIAL BUSINESS

2 To appoint Mr. Krishna Kumar Bangur (DIN:00029427) as a Non-Executive Director and the Chairman of the Company and in this regard, to consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Krishna Kumar Bangur (DIN: 00029427), who was appointed as an Additional (non-executive & non-independent) Director and the Chairman of the Board, pursuant to Section 161 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee with effect from 23 September 2020 be and is hereby appointed as a Non-Executive Director and the Chairman of the Company, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

3. To appoint Mr. Kishor Shah (DIN: 00193288) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Kishor Shah (DIN : 00193288), who was appointed as an Additional

Director pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”), the Articles of Association of the Company and upon the recommendation of the Nomination & Remuneration Committee, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, Mr. Kishor Shah (DIN : 00193288), who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term from 23 September, 2020 upto 22 September, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To appoint Mr. Mohit Bhuteria (DIN: 00105745) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Mohit Bhuteria (DIN: 00105745), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”), the Articles of Association of the Company and upon the recommendation of the Nomination & Remuneration Committee, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, Mr. Mohit Bhuteria (DIN: 00105745), who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for 5 (five) consecutive years for a term from 23 September, 2020 upto 22 September, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To appoint Ms. Rusha Mitra (DIN: 08402204) as an Independent Director of the Company and

in this regard, to consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Ms. Rusha Mitra (DIN: 08402204), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”), the Articles of Association of the Company and upon the recommendation of the Nomination & Remuneration Committee, be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, Ms. Rusha Mitra (DIN: 08402204), who has submitted a declaration that she meets the criteria for independence as provided in Section 149 (6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for 5 (five) consecutive years for a term from 11 February, 2021 upto 10 February, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To appoint Mr. Shiva Balan (DIN: 00055509) as a Non-Executive Director of the Company and in this regard, to consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Shiva Balan (DIN: 00055509), who was appointed as an Additional (non-executive & non-independent) Director pursuant to Section 161 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee with effect from 23 September 2020 be and is hereby appointed as a Non-Executive Director of the Company, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

7. To appoint Mr. Amitabha Chakrabarti (DIN: 00137451) as a Whole-time Director of the Company and in this regard, to consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. Amitabha Chakrabarti (DIN: 00137451), who was appointed as an Additional Director of the Company with effect from 1 April, 2021 by the Board of Directors of the Company pursuant to Section 161 (1) of the Companies Act, 2013 and Article 127 of the Articles of

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Association of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 188, 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 approval of the Company be and is hereby accorded to the appointment of Mr. Amitabha Chakrabarti (DIN: 00137451) as a Whole-time Director and Chief Financial Officer of the Company for a period of 1 (one) year commencing from 1 April, 2021 till 31 March, 2022 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting and approved by the Board of Directors, upon recommendation made by the Nomination and Remuneration Committee of the Board in accordance with Schedule V of the Companies Act, 2013 and also approved by the Audit Committee of the Board in accordance with the Policy of the Company on related party transactions.

RESOLVED FURTHER THAT any re-appointment as a Director immediately on retirement by rotation shall not be deemed to constitute a break in his appointment / service as Whole-time Director of the Company;

RESOLVED FURTHER THAT the Board of Directors, including any Committee thereof, be and is hereby authorized to do and perform all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to the aforesaid resolution.”

Registered Office:
“Administrative Building”
1st Floor, 97, Andul Road
Howrah-711 103, West Bengal
Dated: 29 June 2021

By Order of the Board

Sudhir Kumar Banthiya
Company Secretary

NOTES:

- i) The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto. Since the meeting is being held through VC/OAVM, the route map, proxy form and attendance slip are not annexed in the notice.**
- ii) The Register of Members and Share Transfer Books will remain closed from 13 August 2021 to 19 August 2021, both days inclusive.
- iii) Members are requested to notify any change in their addresses to the Company’s Registrar and Share Transfer Agents, C.B. Management Services Private Limited, P-22, Bondel Road, Kolkata-700 019 [Phone No. 033-40116700 (100 lines), Email: rta@cbmsl.com] for recording of any change of address(es), bank mandate(s), NESC or nomination(s).

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- iv) The ISIN number allotted to the Company is INE528A01020. In view of the advantages offered by the depository system, members are requested to avail of the facility of dematerialization of the Company's shares.
- v) Members who have multi-accounts in identical name and address or in joint names in the same order are requested to intimate the Company, the ledger folios of such accounts for consolidating their shareholding into one account.
- vi) Individuals holding shares singly or jointly, with up to two persons may nominate another person to whom the shares shall vest in the event of the shareholders' death. Form SH13 has been prescribed for the purpose. Blank forms are available from the Company's Secretarial Department and at the office of the Registrar and Share Transfer Agents of the Company.
- vii) The Company had opened a Demat account "GKW Limited – Unclaimed Suspense Account" with Axis Bank Ltd., 7, Shakespeare Sarani, Kolkata-700 071 as one of the Depository Participants. The shares have been transferred into the Demat Account to comply with Clause 5A(h) of the erstwhile Listing Agreement and the Schedule VI E of the Regulation 39(4) of SEBI (LODR) Regulations, 2015 for the shares unclaimed by the Shareholders due to insufficient/ incorrect information or for any other reason, in demat mode to one folio. The required particulars of "GKW Limited–Unclaimed Suspense Account" have been provided in the Corporate Governance Report.
- viii) Mr. Krishna Kumar Bangur is being eligible to be appointed as a Non-Executive Director and the Chairman in the ensuing AGM with effect from 23 September, 2020 as proposed in the Notice as per item no. 2.
- Mr. Kishor Shah is being eligible to be appointed as an Independent Director in the ensuing AGM with effect from 23 September, 2020 up to 5(five) consecutive years as proposed in the Notice as per item no. 3.
- Mr. Mohit Bhuteria is being eligible to be appointed as an Independent Director in the ensuing AGM with effect from 23 September, 2020 up to 5(five) consecutive years as proposed in the Notice as per item no. 4.
- Ms. Rusha Mitra is being eligible to be appointed as an Independent Director in the ensuing AGM with effect from 11 February, 2021 up to 5(five) consecutive years as proposed in the Notice as per item no. 5.
- Mr. Shiva Balan is being eligible to be appointed as a Non-Executive Director in the ensuing AGM with effect from 23 September, 2020 as proposed in the Notice as per item no. 6.
- Mr. Amitabha Chakrabarti is being eligible to be appointed as a Whole-time Director in the ensuing AGM with effect from 1 April, 2021 as proposed in the Notice as per item no. 7.
- The company has received separate notice in writing under the provisions of section 160 of the Companies Act, 2013 proposing the candidature of the each of the above-mentioned Directors, respectively.
- ix) All the documents referred in the accompanying notice will be available for inspection through electronic mode on all working days till the date of this Annual General Meeting.

VOTING THROUGH ELECTRONIC MEANS

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.gkwltd.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 02/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **Monday, 16 August 2021 at 09:00 A.M. and ends on Wednesday, 18 August 2021 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners **as on the record date (cut-off date) i.e. 12 August 2021** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company **as on the cut-off date, being 12 August 2021.**

How do I vote electronically using NSDL e-Voting system?


The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system
A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="460 1002 1271 1465">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="460 1470 1271 1623">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digitdemat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;">  <p>The image shows a promotional banner for the NSDL Mobile App. At the top, it says "NSDL Mobile App is available on" in blue. Below this, there are two logos: the Apple App Store logo and the Google Play logo. Under each logo is a square QR code for scanning.</p> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

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3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with

attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to arupkroy@rediffmail.com with a copy marked to evoting@nsdl.co.in.

2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 12 August 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990** and **1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **12 August 2021** may follow steps mentioned in the Notice of the AGM under Step 1 :“Access to NSDL e-Voting system”(Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request toto Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to gkwcal@rediffmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to gkwcal@rediffmail.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/ OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under **Join General Meeting** menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat

GKW LIMITED

account number/folio number, email id, mobile number at gkwcal@rediffmail.com latest by 5 p.m. (IST) on Friday, 13th day of August, 2021.

6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at gkwcal@rediffmail.com latest by 5 p.m. (IST) on Friday, 13th day of August, 2021. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL and / or Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.
11. For redressal of grievances, the members may contact Mr. Subhabrata Biswas or Mr. Tanmoy Biswas, C/o C.B. Management Services (P) Ltd., P-22 Bondel Road, Kolkata-700019, Phone no. (033)4011-6700/4011-6739 and email ID : rta@cbmsl.com and tanmoyb@cbmsl.com.
12. The scrutinizer shall after the conclusion of voting at the Annual General Meeting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.
13. The Chairman shall on receipt of such report from the scrutinizer declare the result of the voting latest by 21 August, 2021 and the same shall also be uploaded on the website of the Company at www.gkw ltd.com along with the website of NSDL at www.evoting.nsd.com.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The Explanatory Statement under Section 102 of Companies Act, 2013 ('the Act') for Item Nos. 2, 3, 4, 5, 6 and 7 of the accompanying Notice set out herein above is as under:

Item No. 2

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("the Board") at its meeting held on 23 September, 2020, appointed Mr. Krishna Kumar Bangur as an Additional (non-executive & non independent) Director designated as a Non-Executive Director and the Chairman of the Company with effect from 23 September, 2020 and to hold the office up to the date of ensuing Annual

General Meeting, pursuant to Section 161 of the Companies Act, 2013 and the Articles of Association of the Company.

The Company proposes to appoint Mr. Krishna Kumar Bangur as a Non-Executive Director and the Chairman of the Board of the Company, pursuant to the provision of Companies Act, 2013 read with applicable rules, if any.

Mr. Krishna Kumar Bangur is the Chairman of Graphite India Limited since July 1993 and he is an industrialist of repute. He has been exposed to business and industry at an early age and has around 4 decades of experience in managing the affairs of Companies and business activities. Mr. Krishna Kumar Bangur forms part of promoter group of GKW Limited. He is Director of Carbon Finance Ltd., Emerald Company Private Limited, Matrix Commercial Private Limited, Shree Laxmi Agents Private Limited, West Bengal Properties Ltd. and The Marwar Textiles (Agency) Pvt. Ltd.

In accordance with the Secretarial Standards and relevant provisions of the Act, and SEBI(LODR) Regulations, 2015, the detailed particulars of Mr. Krishna Kumar Bangur are exhibited in the Annexures.

Except Mr. Krishna Kumar Bangur, none of the other Directors, Key Managerial Personnel and/or their relatives are concerned and interested in his appointment as a Director of the Company.

Accordingly, the Board recommends this Resolution for approval as an Ordinary Resolution set out in item no. 2 of the Notice for approval by the members.

Item No. 3

Mr. Kishor Shah was appointed as an Additional Director with effect from 23 September, 2020 in the meeting of Board of Directors held on 23 September, 2020 who will hold office upto this Annual General Meeting in terms of Section 161 (1) of the Companies Act, 2013 and Article 133 (ii) of the Articles of Association of the Company.

The Company proposes to appoint Mr. Kishor Shah as Independent Director on the Board of Directors of the Company pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Kishor Shah is a Chartered Accountant by profession and presently Panel member of CARE Advisory Research & Training Limited, Mumbai and Founder & Director of Aamara Capital Private Limited, Mumbai.

Mr. Kishor Shah is also Director on the Board of Directors of Ehaat Limited. He was Group Chief Financial Officer of Mercator Limited, Mumbai, Director Cum Chief Financial Officer of Balarampur Chini Mills Limited, Kolkata, from 1994 to 2015. Mr. Kishor Shah has duly consented to act as an Independent Director on the Board of the Company and he is not disqualified from being appointed as Director in terms of Section 164 of the Act, and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 22 September, 2020 and the Board of Directors at its meeting held on 23 September, 2020, the Board justifies the appointment of Mr. Kishor Shah as an Independent Director for a term of 5 (five) consecutive years w.e.f. 23 September, 2020 and in the opinion of the Board Mr. Kishor Shah fulfils the criteria specified in the Act for such appointment.

In accordance with the Secretarial Standards and relevant provisions of the Act, and SEBI (LODR) Regulations, 2015, the detailed particulars of Mr. Kishor Shah are exhibited in the Annexures.

No Director & Key Managerial Personnel (KMP) and their relatives other than Mr. Kishor Shah is concerned and interested in his appointment as a Director of the Company.

Accordingly, the Board recommends this Resolution for approval as an Ordinary Resolution set out in item no. 3 of the Notice for approval by the members.

Item No. 4

Mr. Mohit Bhuteria was appointed as Additional Director with effect from 23 September, 2020 in the meeting of Board of Directors held on 23 September, 2020 who will hold office upto this Annual General Meeting in terms of Section 161 (1) of the Companies Act, 2013 and Article 133 (ii) of the Articles of Association of the Company.

The Company proposes to appoint Mr. Mohit Bhuteria as Independent Director on the Board of Directors of the Company pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Mohit Bhuteria is a Chartered Accountant by profession and is presently Managing Partner of A C Bhuteria & Co., and a Director on the Board of Directors of various Companies. He is Trustee of Khemkaran Amarchand Bhuteria Charitable Trust besides being a Director in other companies.

Based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 22 September, 2020 and the Board of Directors at its meeting held on 23 September, 2020, the Board justifies the of Mr. Mohit Bhuteria as an Independent Director for a term of 5(five) consecutive years w.e.f. 23 September, 2020 and in the opinion of the Board Mr. Mohit Bhuteria fulfils the criteria specified in the Act for such appointment.

Mr. Mohit Bhuteria has duly consented to act as an Independent Director on the Board of the Company and he is not disqualified from being appointed as Director in terms of Section 164 of the Act, and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In accordance with the Secretarial Standards and relevant provisions of the Act, and SEBI (LODR) Regulations, 2015, the detailed particulars of Mr. Mohit Bhuteria are exhibited in the Annexures.

No Director & Key Managerial Personnel (KMP) and their relatives other than Mr. Mohit Bhuteria is concerned and interested in his appointment as a Director of the Company.

Accordingly, the Board recommends this Resolution for approval as an Ordinary Resolution set out in item no. 4 of the Notice for approval by the members.

Item No. 5

Ms. Rusha Mitra was appointed as Additional Director with effect from 11 February, 2021 in the meeting of Board of Directors held on 11 February, 2021 who will hold office upto this Annual General Meeting in terms of Section 161 (1) of the Companies Act, 2013 and Article 133 (ii) of the Articles of Association of the Company.

The Company proposes to appoint Ms. Rusha Mitra as Independent Director on the Board of Directors of the Company pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014.

Ms. Rusha Mitra is a Partner in the Corporate & Commercial Practice Group in Kolkata Office of M/s Khaitan & Co. Ms. Mitra specialises in Corporate restructuring, Mergers, Acquisitions, Demergers, Reconstructions, Re- organization and advises Companies on wide range of Corporate Law matters and Insolvency & Bankruptcy related matters. Ms. Mitra has over the years advised prominent clients in various business sectors on wide-ranging areas of practice including constitutional writs, suits, arbitrations, mismanagement and oppression petitions, winding up and other commercial and civil litigation matters. Ms. Mitra is on the board of directors of companies including Lux Industries Limited and Gmmco Limited.

Based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 10 February, 2021 and the Board of Directors at its meeting held on 11 February, 2021, the Board justifies the appointment of Ms. Rusha Mitra as an Independent Director for a term of 5 (five) consecutive years w.e.f. 11 February, 2021 and in the opinion of the Board Ms. Rusha Mitra fulfils the criteria specified in the Act for such appointment.

Ms. Rusha Mitra has duly consented to act as an Independent Director on the Board of the Company and he is not disqualified from being appointed as Director in terms of Section 164 of the Act, and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In accordance with the Secretarial Standards and relevant provisions of the Act, and SEBI (LODR) Regulations, 2015, the detailed particulars of Ms. Rusha Mitra are exhibited in the Annexures.

No Director & Key Managerial Personnel (KMP) and their relatives other than Ms. Rusha Mitra is concerned and interested in her appointment as a Director of the Company.

Accordingly, the Board recommends this Resolution for approval as an Ordinary Resolution set out in item no. 5 of the Notice for approval by the members.

Item No. 6

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (“the Board”) at its meeting held on 23 September, 2020, appointed Mr. Shiva Balan as an Additional (non-executive & non independent) Director designated as Non-Executive (Non-Independent) Director of the Company with effect from 23 September, 2020 and to hold the office upto the date of ensuing Annual General Meeting, pursuant to Section 161 of the Companies Act, 2013 and the Article of Association of the Company.

The Company proposes to appoint Mr Shiva Balan as a non-executive Director of the Board of the Company, pursuant to the provision of Companies Act, 2013 read with applicable rules, if any.

Mr. Shiva Balan is presently employed as Sr. VP (Legal) & Company Secretary of Graphite India Ltd. and Director on the Board of Directors of Emerald Company Pvt. Ltd., Extreme Learning Private Limited. He is a fellow member of the Institute of Company Secretaries of India.

In accordance with the Secretarial Standards and relevant provisions of the Act, and SEBI (LODR) Regulations, 2015, the detailed particulars of Mr. Shiva Balan are exhibited in the Annexures.

Except Mr. Shiva Balan, none of the other Directors, Key Managerial Personnel and/or their relatives are concerned and interested in his appointment as a Director of the Company.

Accordingly, the Board recommends this Resolution for approval as an Ordinary Resolution set out in item no. 6 of the Notice for approval by the members.

Item No. 7

It is proposed to appoint Mr. Amitabha Chakrabarti as “Whole-time Director” of the Company with effect from 1 April, 2021 for a period from 1 April, 2021 to 31 March, 2022. Mr. Amitabha Chakrabarti is presently the Chief Financial Officer of the Company. If appointed he will hold the post of the “Whole-time Director” of the Company as in Section 203(1) read with Schedule V and other applicable provisions of the Companies Act, 2013.

Mr. Amitabha Chakrabarti is a M. Com., A.C.A and he is in the services of GKW Limited since 1991. He has wide experience in the field of accounts & finance of the Company. During his long association with the Company, Mr. Amitabha Chakrabarti has also acquired knowledge of the operations of the Company. Mr. Amitabha Chakrabarti has duly consented to act as “Whole-time Director” and not being disqualified to be appointed as “Whole-time Director” of the Company.

The Nomination and Remuneration Committee and the Board of Directors considered, approved and justified the appointment of Mr. Amitabha Chakrabarti as Whole-time Director from 1 April, 2021 to 31 March, 2022. Having his background details, however, the Board

of Directors of the Company approved his appointment as Whole-time Director from 1 April, 2021 to 31 March, 2022.

The brief terms of his appointment are as follows:

- a) Basic Salary Rs. 195,000/- per month.
In addition, he is entitled to:
- b) House Rent Allowances, Other Allowances, Medical and Leave Travel Assistance and other reimbursement for Official purpose as per Rules of the Company.

Other superannuation benefits:

PF, Gratuity, Pension and leave encashment at the end of the tenure.

Other benefits, amenities and facilities as per Company's Rules, subject to overall remuneration mentioned herein above, Mr. Amitabha Chakrabarti may be given any other allowances, benefits and perquisites as the Board may from time to time decide.

Perquisites shall be evaluated as per the Income Tax Rules, 1962 wherever applicable and in the absence of any such Rules, perquisites shall be evaluated at cost.

Other terms are set out in the Standard Terms and Conditions.

The detailed particulars of Mr. Amitabha Chakrabarti are exhibited in the Annexure in accordance with the Secretarial Standards and relevant provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Having regard to the qualifications and experience of Mr. Amitabha Chakrabarti as stated under the BACK GROUND DETAILS here under, the Board of Directors of the Company is of the opinion that Mr. Amitabha Chakrabarti be appointed as Whole-time Director of the Company from 1 April, 2021 to 31 March, 2022.

Mr. Amitabha Chakrabarti satisfies all the conditions set out in Schedule V of the Companies Act, 2013, as applicable, as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment.

None of the Directors, Key Managerial Persons of the Company and / or their relatives, except Mr. Amitabha Chakrabarti is concerned or interested, financially or otherwise interested in the aforesaid Resolution.

Accordingly, the Board recommends this Resolution for approval as a Special Resolution set out in item No. 7 of the Notice for approval by the members.

GKW LIMITED

STATEMENT PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013 TO BE CIRCULATED TO THE MEMBERS ALONG WITH THE NOTICE CALLING THE ANNUAL GENERAL MEETING ON 19 AUGUST 2021 AT 11.00 A.M.

I. General Information :

Nature of industry - **Warehousing business and Investment & Treasury.**

Date or expected date of commencement of commercial production - **Not Applicable**

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus - **Not Applicable**

Financial performance based on given indicators

Particulars	Amount (Rs. In lakhs)	
	2020-21	2019-20
Total Income	4060	1146
Net profit/ (loss) (as computed under Section 198)	(17724)	(18468)
Net profit/ (loss) before Tax	3164	154
Less Taxation	437	(108)
Net Profit/(loss) after Tax	2727	262
Other Comprehensive Income	15402	(12856)
Total Comprehensive Income	18129	(12594)

Foreign investments or collaborations, if any

NA

II. Information about the appointee :

A. (1) Background Details:

Mr. Amitabha Chakrabarti is a M. Com., A.C.A and he is in the services of GKW Limited since 1991. He has wide experience in the field of accounts & finance of the Company. During his long association with the Company, Mr. Chakrabarti has also acquired knowledge of the operations of the Company. Mr. Amitabha Chakrabarti is also the Chief Financial Officer of the Company.

(2) Past remuneration

Basic Salary as per payroll is Rs 174900/- per month.

In addition, he is entitled to:

- I. House Rent Allowances, Other Allowances, Medical and Leave Travel Assistance as per Rules of the Company.
- II. Car expenses, club fees lunch expenses, telephone and other expenditures incurred for official purposes will be reimbursed to him as per Company's Rule.

Other superannuation benefits:

PF, Gratuity, Pension and leave encashment at the end of the tenure. Other terms are set out in the Standard Terms and Conditions.

(3) Recognition or awards: None

(4) Job profile and his suitability:

Mr. Amitabha Chakrabarti joined the Company since 16th August, 1991. Having regard of other qualifications, experience of Mr. Amitabha Chakrabarti as stated under BACK GROUND DETAILS, the Board of Directors of the Company is of the opinion that Mr. Amitabha Chakrabarti will be eminently suitable to be appointed as Whole-time Director of the Company from 1 April, 2021 to 31 March, 2022.

(5) Remuneration proposed

Present Basic Salary as per payroll is Rs 195,000/- per month.

In addition, he is entitled to :

- I. House Rent Allowances, Other Allowances, Medical and Leave Travel Assistance as per Rules of the Company.
- II. Car expenses, club fees lunch expenses, telephone and other expenditures incurred for official purposes will be reimbursed to him as per Company's Rule.

Other superannuation benefits:

PF, Gratuity, Pension and leave encashment at the end of the tenure. Other terms are set out in the Standard Terms and Conditions.

III. The Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (In case of expatriates the relevant details would be with respect to the country of origin)

While approving the remuneration payable to Mr. Amitabha Chakrabarti the Company took into account the challenges posed by the competitive environment prevailing the country during economic slowdown as well as paucity of the availability of the senior personnel and the competitive remuneration packaging in the recent past and also the financial position of the Company trend in the industry which was being in a position to bring about the objectivity in determining the remuneration package, striking a balance between the Company and the members in case of his appointment as Whole-time Director.

IV. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any - NIL

V. Other information:

(1) Reasons of loss or inadequate profits

Due to recession in the industry in general and engineering/automobile industry in particular, coupled with high interest burden and high manpower costs resulted in accumulated losses which arose in the earlier years. Even though the Company has made profit in the last fourteen years, there has been inadequacy of profits.

(2) Steps taken or proposed to be taken for improvement:

The Company has already taken appropriate steps to restructure its businesses in order to

attain profitability. The Company has been consistently making profits since 2005-06. The Company has already achieved net profit of Rs. 2727 lakhs for the year 2020-21

(3) Expected increase in productivity and profits in measurable terms:

The Company has already taken appropriate steps to restructure its businesses in order to attain profitability. The extent of impact of COVID-19 on the business operations and financial results of the Company are uncertain, at this point hence it would therefore, be inappropriate to quantify in measurable terms the likely increase in productivity, profits etc.

Registered Office:
“Administrative Building”
1st Floor, 97, Andul Road,
Howrah-711 103, West Bengal

Dated: 29 June 2021

By Order of the Board

Sudhir Kumar Banthiya
Company Secretary

Details of Director seeking appointment/re-appointment and/or fixation of remuneration of Directors including Managing Director or Executive Director or Whole - time Director or of Manager or variation of the terms of remuneration (pursuant to Section 196(4) of the Companies Act, 2013, Regulation 36 (3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended) and Secretarial Standards on General Meetings SS-2 of ICSI are as follows:

<p>Name of Director, DIN, Age, Nationality, Date of first Appointment, Qualifications, Exposure in specific functional areas, shareholding in the company</p>	<p>Mr. Krishna Kumar Bangur (DIN:00029427) aged 61 years, nationality Indian, Chairman is an industrialist of repute. He has been exposed to business and industry at an early age and has around 4 decades of experience in managing the affairs of companies and its business activities. He has been a Non-Executive Director and the Chairman of the Company since 23 September 2020. He is a past President of All India Organization of Employers (AIOE) and Member, Board of Governors of Indian Institute of Social Welfare and Business Management (IISWBM) and a past Chairman of Council of Indian Employers (CIE). He is a past President of Indian Chamber of Commerce, Kolkata and Executive Committee member of FICCI. He is the member of Nomination and Remuneration Committee of the Company. As per Company records, he holds 8,94,500 (individually/beneficially) shares of the Company.</p>	<p>Mr. Kishor Shah (DIN:00193288) aged 57 years, nationality Indian, is an active investor and a capital markets expert. He has been an Additional Director (Independent) of the Company since 23 September 2020. Prior to setting up Aamara Capital, he was associated with BalrampurChini as the Director & CFO, for over two decades. At 50, when most professionals are planning their retirement, Kishor took the entrepreneurial plunge and decided to pursue his passion for equities. He also spends his time advising a few companies as a management consultant. In 2016, Kishor was appointed as a member of the Sugar Industry Expert Committee by CARE Research (CART). Mr. Kishor Shah is a Chartered Accountant and a B. Com graduate. He is the Chairman of Audit Committee and a member of the Nomination and Remuneration Committee of the Company. As per Company records, he holds Nil (individually/beneficially) shares of the Company.</p>	<p>Mr. Mohit Bhuteria (DIN: 00105745) aged 51 years, nationality Indian, is a qualified Chartered Accountant. He has been an Additional Director (Independent) of the Company since 23 September 2020. He was a co-opted member of the Corporate Law Committee, EIRC, ICAI from 2013 and 2015, a special invitee in Capital Market Committee of Merchant Chamber of Commerce for the year 2016, 2017. He is a regular speaker on company law, taxation, and NBFC issues at ICAI, ICSI, MCA, Study Circles under ICAI, CAG and other platforms. He has considerable experience and expertise in Audit and Assurance, Corporate Laws, Taxation, Valuation, Mergers & Acquisitions, Wills and Codicils and Trusts and Non-Banking Financial Companies sector. He is the Chairman of Stakeholders Relationship Committee and a member of the Audit Committee of the Company. As per Company records, he holds Nil (individually/beneficially) shares of the Company</p>	<p>Mrs. Rusha Mitra (DIN: 08402204) aged 36 years, nationality Indian, has spent over a decade at Khaitan & Co. after having graduated from W.B. National University of Juridical Sciences, Kolkata in the year 2008. She has been an Additional Director (Independent) of the Company since 11 February 2021. She is specialized in corporate restructuring, mergers, acquisitions, demergers, reconstructions and reorganization. She also has considerable experience in various other areas of practicing and advising clients, in relation with various aspects of law, including commercial and civil litigation. She is presently holding the position of Partner at Khaitan & Co. She is the Chairperson of Nomination and Remuneration Committee and a member of the Stakeholders Relationship Committee of the Company. As per Company records, she holds Nil (individually/beneficially) shares of the Company.</p>	<p>Mr. Shiva Balan (DIN: 00055509) aged 61 years, nationality Indian, is presently employed as Sr. VP (Legal) & Company Secretary of Graphite India Ltd. and Director on the Board of Directors of Emerald Company Private Limited, Extreme Learning Private Limited. He is a fellow member of the Institute of Company Secretaries of India. He has been an Additional Director (Non-Executive) of the Company since 23 September 2020. He is the member of the Stakeholders Relationship Committee and Audit Committee of the Company. As per Company records, he holds 800 (individually/beneficially) shares of the Company.</p>	<p>Mr. Amitabha Chakrabarti (DIN: 00137451) aged 65, nationality Indian is a M. Com., A.C.A and he is in the services of GKW Limited since 1991. He has been appointed as a Whole-time Director (Additional) with effect from 1 April 2021. He has wide experience in the field of accounts & finance of the Company. During his long association with the Company, Mr. Amitabha Chakrabarti has also acquired knowledge of the operations of the Company. He is not a member of any the Committees of the Board of Directors of the Company. As per Company records, he holds 1 (individually/beneficially) share of the Company.</p>
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Details of Director seeking appointment/re-appointment and/or fixation of remuneration of Directors including Managing Director or Executive Director or Whole - time Director or of Manager or variation of the terms of remuneration (pursuant to Section 196(4) of the Companies Act, 2013, Regulation 36 (3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended) and Secretarial Standards on General Meetings SS-2 of ICSI are as follows:

Terms & Conditions of Appointment along with remuneration sought to be paid	As mentioned in the Explanatory Statement.					
Details of Remuneration last drawn	Nil				Mentioned under Statement pursuant to Schedule V of the Companies Act, 2013 annexed to this notice	
Service Contracts, notice period & severance fees	Nil				Terminated by either side on the giving of three months' notice in writing or payment of all benefits in lieu of three months' notice as may be decided by the management.	
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None of the above Directors are inter-se related to each other, Manager and other Key Managerial Personnel of the company					
The No. of Meetings of the Board attended during the year	3	3	3	1	3	NA
Other Directorship	Graphite India Limited Shree Laxmi Agents Private Limited Matrix Commercial Private Limited Carbon Finance Limited Emerald Company Private Limited The Marwar Textiles (Agency) Private Limited	Aamara Capital Private Limited Ehaat Limited Bhagiradha Chemicals & Industries Limited	Tirupati Fincon Private Limited Spatial Services Private Limited ACB Advisors Private Limited AXIS Properties Private Limited Alliance Mills (Leases) Limited Engo Tea Company Limited	Lux Industries Limited GMMCO Limited Harrisons Malayalam Limited Texmaco & Rail & Engineering Limited Rainbow Investment Limited Philips Carbon Black Limited Naga Dhunseri Group Limited	Extreme Learning Private Limited Emerald Company Private Limited	NIL
Membership/Chairmanship of the Committees of the Board	Graphite India Limited Chairman – Stakeholders Relationship Committee, Corporate Social Relationship Committee, Emerald Company Private Limited Chairman – Corporate Social Relationship Committee,	Bhagiradha Chemicals & Industries Limited Member - Audit Committee	Nil	GMMCO Limited Member – Nomination & Relationship Committee Harrison Malayalam Limited Chairman – Audit Committee, Nomination & Relationship Committee Member - Stakeholders Relationship Committee	Nil	Nil