



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 : 033 4008 0741
E-mail : gkwcal@rediffmail.com
CIN No. : L27310 WB 1931 PLC007026
Website : www.gkw ltd.com

Our Ref: GKW/436/2019

26th February, 2019

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

Dear Sir,

Sub: Postal Ballot Notice

The Board of Directors at its meeting held on 7th February, 2019 had inter alia approved the postal ballot notice ("Notice") for seeking approval of shareholders of the Company for business as specified therein.

Please find enclosed the Notice together with the Explanatory Statement and Postal Ballot Form sent to the shareholders whose names appear on the Register of Members/List of beneficiaries as on Monday, 18th February, 2019.

This is for your information and record.

Thanking you,

Yours faithfully,
FOR GKW LIMITED


(J N GHOSH)
VICE PRESIDENT & SECRETARY

Encl: As above



GKW Limited

CIN:L27310WB1931PLC007026

Regd. Office : "Central Plaza", 2/6, Sarat Bose Road,

Office Space No.406, 4th Floor, Kolkata-700 020

Tel. No.033-40080742 and 033 40080744, Fax No. 91-33-4008741

E-mail: gkwcal@rediffmail.com; Website; www.gkwLtd.com

NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108 and 110 of the Companies Act, 2013]

Dear Member(s),

NOTICE pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule of the Companies (Management and Administration) Rules, 2014, is hereby given, seeking approval of the members of the company by means of Postal Ballot as also through voting by the electronic means for re-appointment of Mr. Mohan Lal Lahoti, Mr. Nirmal Kumar Navalakha and Mr. Padam Singh Lodha as Independent Directors and continuation of directorship by Mr. Gopal Srinivasan as Non Executive Director.

Member's consent is sought for the proposals contained in the Resolutions given in this Notice. The explanatory statement pertaining to the said Resolutions setting out the material facts and related particulars are annexed hereto along with postal ballot form.

The Company has appointed Mr. Arup Kumar Roy, a practicing Company Secretary as Scrutiniser for conducting the Postal Ballot in a fair and transparent manner.

The voting shall commence on Monday, 25th February, 2019.

Please read carefully the instructions printed on the postal ballot form and return the postal ballot form duly completed in all respects in the enclosed self-addressed pre-paid posted envelopes, so as to reach the Scrutiniser on or before Tuesday, 26th March, 2019.

Please note that postal ballot received from any Member beyond 5.00 pm on Tuesday, 26th March, 2019 will not be allowed.

Members may choose to vote using the e-voting facility, details whereof under instructions to the postal ballot form.

The Scrutiniser will submit his report to Chairman to the Board of Directors after completion of the scrutiny and the results of the voting by postal ballot and e-voting will be announced on Thursday, 28th March, 2019 at 5.00 pm through the website of the Company (www.gkwLtd.com) and by way of intimation to the National Stock Exchange on which the Company is listed.

RESOLUTIONS

Special Business

To consider and if thought fit, to pass, with or without modification(s) the following Resolutions as Special Resolutions:

- i) **"RESOLVED THAT Pursuant to the provisions of Sections 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 and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) and/or re-enactment(s) thereof and other applicable laws, if any, Mr. Mohan Lal Lahoti (DIN 00277041) who was appointed as Independent Director and holds the office upto 31st March, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term upto 5 (five) consecutive years from 1st April, 2019".**

"RESOLVED FURTHER THAT the Board of Directors and/or Managing Director and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

- ii) **"RESOLVED THAT Pursuant to the provisions of Sections 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 and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) and/or re-enactment(s) thereof and other**

applicable laws, if any, Mr. Nirmal Kumar Navalakha (DIN 00277245) who was appointed as Independent Director and holds the office upto 31st March, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term upto 5 (five) consecutive years from 1st April, 2019”.

“RESOLVED FURTHER THAT the Board of Directors and/or Managing Director and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution“.

- iii) ”RESOLVED THAT Pursuant to the provisions of Sections 149, 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 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) and/or re-enactment(s) thereof and other applicable laws, if any, Mr. Padam Singh Lodha (DIN 02720217)who was appointed as an Independent Director and who holds office be upto 31st March, 2019 and being eligible, be and is hereby re-appointed as Independent Director of the Company and not liable to retire by rotation, to hold office for second term upto 5 (five) consecutive years from 1st April, 2019”.

RESOLVED FURTHER THAT the Board of Directors and/or Managing Director and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution“.

- iv) ”RESOLVED THAT pursuant to the Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) and/or re-enactment(s) thereof and other applicable laws, if any, the approval of the members of the Company be and is hereby accorded for the continuation of directorship by Mr. Gopal Srinivasan (DIN 00277494) as Non-Executive Director being eligible, liable to retire by rotation, after 29th June, 2019”.

“RESOLVED FURTHER THAT the Board of Directors and/or Managing Director and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution“.

By Order of the Board

Place : Kolkata
Date : 7th February, 2019

J N GHOSH
Vice President & Secretary

NOTES:

1. Pursuant to the Section 102 of the Companies Act, 2013 the explanatory statement setting out material facts and reasons for the proposed special businesses are appended herein.
2. The Postal Ballot Notice is being sent to all Members of the Company whose names appear on the Register of Members/list of Beneficial Owners as on 18th February,2019, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).
3. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self-addressed envelope to the scrutiniser.
4. Unsigned Postal Ballot Form(s) will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the business reply envelope.
5. The duly completed Postal Ballot Form(s) should reach the Scrutiniser on or before Tuesday, 26th March, 2019 upto 5.00 pm to be eligible for being considered, it will be strictly treated as rejected if reply has been received from the Member(s) beyond the said period. The e-voting shall also be disabled by NSDL for voting thereafter.
6. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays.

EXPLANATORY STATEMENT

Pursuant to Section 102 read with Section 110 of the Companies Act, 2013

1. Members are informed that the Board of Directors in its meeting held on 7th February, 2019, has proposed for the re-appointment of Mr. Mohan Lal Lahoti (Mr. M. L. Lahoti DIN 00277041) as an Independent Director and holds the office upto 31st March, 2019 and being eligible be re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term upto 5 (five) consecutive years from 1st April, 2019 on the basis of recommendation of Nomination and Remuneration Committee.

Mr. M. L. Lahoti is Master of Commerce and has wide experience in the field of Finance and Accounts apart from managerial experiences in organisations of repute. The Board of Directors justifies and consider the re-appointment of Mr. M.L. Lahoti as Independent Director for a second term upto 5 (five) consecutive years for the benefit of the Company with his wide experience. In the opinion of the Nomination and Remuneration Committee and Board of Directors of the Company the re-appointment of Mr. M. L. Lahoti as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term upto 5 (five) consecutive years from 1st April, 2019, would be beneficial to the overall functioning of the Company as he has got considerable number of years of experience and the Company would be immensely benefitted by his expertise.

He is also a Chairman of the Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee and he is also a member of Transfer Committee and Committee of Directors. He is a Director of Dhrupad Traders Private Limited.

The present age of Mr. M. L. Lahoti is 83 years and has already exceeded the age of 75 years and in accordance with Regulation 17(1A) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 a special resolution is required for the re-appointment of Mr. M. L. Lahoti as Independent Director.

Mr. M. L. Lahoti has duly consented to act as Director and has not been disqualified in terms of the provisions of Section 164 of the Companies Act, 2013. The Company has received a declaration from Mr. M. L. Lahoti that he meets the criteria under section 149 of the Companies Act, 2013 and Listing Regulation.

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

None of the Directors, all other key managerial personnel and their respective relatives, except Mr. M. L. Lahoti is in any way concerned or interested in the resolution.

The Board of Directors recommend passing of this Resolution.

2. Members are informed that the Board of Directors in its meeting held on 7th February, 2019 has proposed for the re-appointment of Mr. Nirmal Kumar Navalakha (Mr. N. K. Navalakha DIN 00277245) as an Independent Director and holds the office upto 31st March, 2019 and being eligible be re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term upto 5 (five) consecutive years from 1st April, 2019" upto 5 (five) consecutive years on the basis of recommendation of Nomination and Remuneration Committee.

Mr. N. K. Navalakha is B.E. (Mech) and has wide experience in Corporate Management. The Board of Directors justifies and consider the re-appointment of Mr. N.K. Navalakha as Independent Director for a second term upto 5 (five) consecutive years for the benefit of the Company with his wide experience. In the opinion of the Nomination and Remuneration Committee and Board of Directors of the Company the re-appointment of Mr. N. K. Navalakha as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term upto 5 (five) consecutive years from 1st April, 2019, would be beneficial to the overall functioning of the Company as he has got considerable number of years of experience and the Company would be immensely benefitted by his expertise.

Mr. N. K. Navalakha is also a member of the Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee, Committee of Directors and also Chairman of the Transfer Committee.

The present age of Mr. N. K. Navalakha is 76 years and has already exceeded the age of 75 years and in accordance with Regulation 17(1A) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 a special resolution is required for the re-appointment of Mr. N. K. Navalakha as Independent Director.

Mr. N. K. Navalakha has duly consented to act as Director and has not been disqualified in terms of the provisions of Section 164 of the Companies Act, 2013. The Company has received a declaration from Mr. N. K. Navalakha that he meets the criteria under section 149 of the Companies Act, 2013 and Listing Regulation.

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

None of the Directors, all other key managerial personnel and their respective relatives, except Mr. N. K. Navalakha is in any way concerned or interested in the resolution.

The Board of Directors recommend passing of this Resolution.

3. Members are informed that the Board of Directors in its meeting held on 7th February, 2019. has proposed for the re-appointment of Mr. Padam Singh Lodha (Mr. P. S. Lodha DIN 02720217) as an Independent Director and holds the office upto 31st March, 2019 and being eligible be re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term upto 5 (five) consecutive years from 1st April, 2019” upto 5 (five) consecutive years on the basis of recommendation of Nomination and Remuneration Committee.

Mr. P. S. Lodha is B.Com., FCA and practicing Chartered Accountant and has wide experience in Accounts, Finance, Audit & Taxation. The Board of Directors justifies and considers the re-appointment of Mr. P. S. Lodha as Independent Director for a second term upto 5(five) consecutive years for the benefit of the Company with his wide experience. In the opinion of the Nomination and Remuneration Committee and Board of Directors of the Company the re-appointment of Mr. P. S. Lodha as Independent Director of the Company not liable to retire by rotation, to hold office for a second term upto 5 (five) consecutive years from 1st April, 2019,would be beneficial to the overall functioning of the Company as he has got considerable number of years of experience and the Company would be immensely benefitted by his expertise.

Mr. P. S. Lodha is also a member of the Audit Committee, Stakeholder Relationship Committee, Nomination and Remuneration Committee, Transfer Committee and Committee of Directors.

The present age of Mr. P. S. Lodha is 77 years and has already exceeded the age of 75 years and in accordance with Regulation 17(1A) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 a special resolution is required for the re-appointment of Mr. P. S. Lodha as Independent Director.

Mr. P. S. Lodha has duly consented to act as Director and has not been disqualified in terms of the provisions of Section 164 of the Companies Act, 2013. The Company has received a declaration of Mr. P. S. Lodha that he meets the criteria under section 149 of the Companies Act, 2013 and Listing Regulation.

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

None of the Directors, all other key managerial personnel and their respective relatives, except Mr. P. S. Lodha is in any way concerned or interested in the resolution.

The Board of Directors recommend passing of this Resolution.

4. Members are informed that the Board of Directors in its meeting held on 7th February, 2019. has proposed for the continued appointment of Mr. Gopal Srinivasan (Mr. G. Srinivasan DIN 00277494) as Non Executive Director from 29th June, 2019 subject to retiring by rotation on the basis of recommendation of Nomination and Remuneration Committee.

Mr. G. Srinivasan is B.E. (Mech), DIM. and has wide experience in the Industry with the expertise in the field of Engineering and Operations. Mr. G. Srinivasan is also a member of the Committee of Directors. He is the Director of Dignity Lifestyle Private Limited. The Board of Directors justifies and considers the continuation of appointment of Directorship by Mr. G. Srinivasan for the benefit of the Company with his wide experience. In the opinion of the Nomination and Remuneration Committee and Board of Directors of the Company the continuation of appointment of directorship by Mr. G. Srinivasan would be beneficial to the overall functioning of the Company as he has got considerable number of years of experience and the Company would be immensely benefitted by his expertise.

The present age of Mr. G. Srinivasan is 74 years and will exceed the age of 75 years on 29th June, 2019 and in accordance with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a special resolution is required for the continuation of appointment of Mr. G. Srinivasan.

Mr. G. Srinivasan is holding jointly 50 equity shares in the Company.

Mr. G. Srinivasan has duly consented to act as Director and has not been disqualified in terms of the provisions of Section 164 of the Companies Act, 2013. Under Section 160 of the Companies Act, 2013 the company has received from a member signifying his intention to propose Mr. G. Srinivasan as Non-Executive Director of the Company.

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

None of the Directors, all other key managerial personnel and their respective relatives, except Mr. G. Srinivasan is in any way concerned or interested in the resolution.

The Board of Directors recommend passing of this Resolution.

By Order of the Board

Place : Kolkata

Date : 7th February, 2019

J N GHOSH
Vice President & Secretary

IMPORTANT INSTRUCTIONS

- (1) The voting rights for the Equity Shares are one vote per Equity Share, as registered in the name of the Member(s)/ Beneficial Owner(s).
- (2) Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Member or his/her duly constituted attorney or in case of bodies corporate, the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
- (3) Voting period commences on and from Monday, 25th February, 2019 from 9.00 a.m. and ends on Tuesday, 26th March, 2019 at 5.00 p.m.
- (4) Kindly note that the Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through e-voting will be treated as valid.
- (5) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- (6) Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to Mr. Arup Kumar Roy, Practicing Secretary, C/o C.B. Management Services (P) Ltd., P-22 Bondel Road, Kolkata -700 019 email : arupkroy@rediffmail.com, Mobile No.09831687785 and also Mr. Subhabrata Biswas / Mr. Sujit Sengupta, C/o C.B. Management Services (P) Ltd., P-22 Bondel Road, Kolkata -700 019, Phone 033 4011 6760, email: rta@cbmsl.com
- (7) The result of voting will be announced on or before 28th March, 2019.

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

- (1) A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- (2) The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
- (3) The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Registrar/ Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA.
- (4) Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on 26th March, 2019. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been

received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.

- (5) In case of Equity Shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
- (6) Members are requested not to send any paper (other than the Resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self- addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- (7) There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
- (8) A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website (www.gkwLtd.com) and the duly completed Postal Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned above.
- (9) The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
- (10) Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.

INSTRUCTIONS FOR E-VOTING

- (1) In case of Members receiving e-mail from NSDL:
Open e-mail and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (2) Launch internet browser by typing the following URL: <https://www.evoting.nsdL.com/>
Click on Shareholder-Login.
- (3) Put user ID and Password as initial password noted in step (i) above. Click Login.
- (4) Password change menu appears, Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (5) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (6) Select Electronic Voting Event Number (EVEN) of 110397.
- (7) Now you are ready for "e-voting" as "Cast Vote" page opens.
- (8) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (9) 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. together with attested specimen signature of the duly authorized signatory(s) who are authorized to vote, to the Scrutinizer through e-mail: arupkroy@rediffmail.com with a copy marked to evoting@nsdl.co.in.
- (10) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (11) Once you have voted on the Resolution(s), you will not be allowed to modify your vote.
- (12) In case of Members receiving Postal Ballot Form by Post and desiring to cast e-vote:
- (13) Initial password, along with User ID and e-voting Event Number is provided in the table given in the Postal Ballot Form.
- (14) Please follow all steps from Sl. No. 1 to Sl. No. 12 given above to cast your vote.
- (15) If you are already registered with NSDL for e-voting, you may use your existing User ID and Password for casting your e-vote.
- (16) You can also update your mobile/phone number and e-mail id in the user profile details of the folio.
- (17) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the "downloads" section of www.evoting.nsdL.com or contact NSDL at Telephone Number: 022-2499 4600

EXPLANATORY STATEMENT

PARTICULARS OF DIRECTORS FOR RE-APPOINTMENT / CONTINUATION OF APPOINTMENT

Name of Director	Mr. M. L. Lahoti (DIN 00277041)	Mr. N. K. Navalakha (DIN 00277245)	Mr. P. S. Lodha (DIN 02720217)	Mr. G. Srinivasan (DIN 00277494)
Age	83 years	76 years	77 years	74 years
Date of first Appointment	01.04.2014	01.04.2014	01.04.2014	10.05.2013
Qualifications	M. Com.	B.E, (Mech.)	B.Com., F.C.A.	B.E.(Mech.) DIM
Exposure in specific functional areas	Having wide experience in Corporate Management	Having wide experience in Corporate Management	Having wide experience in Accounts, Finance, Audit & Taxation. He is a practicing Chartered Accountant.	Having wide experience in the Industry with the expertise in the field of Engineering and Operations
Terms & Conditions of Appointment or Re-appointment	To be re-appointed as Independent Director not liable to retire by rotation	To be re-appointed as Independent Director not liable to retire by rotation	To be re-appointed as Independent Director not liable to retire by rotation	Continuation of appointment as Non Executive Director liable to retire by rotation
Details of remuneration last drawn (2017-18)	Rs.200,000 (sitting fees for attending Board/Committee Meetings)	Rs.200,000 (sitting fees for attending Board/Committee Meetings)	Rs.200,000 (sitting fees for attending Board/Committee Meetings)	Rs.30,000 (sitting fees for attending Board Meetings)
Directorship held in other companies (excluding foreign companies)	Dhrupad Traders Private Limited	NIL	NIL	Dignity Lifestyle Private Limited
Member of Committees of the Board of Directors	i)Committee of Directors ii)Transfer Committee iii) Stakeholder Relationship Committee(Chairman) iv)Nomination and Remuneration Committee (Chairman) v) Audit Committee (Chairman)	i)Committee of Directors ii) Transfer Committee (Chairman) iii) Stakeholder Relationship Committee iv)Nomination and Remuneration Committee v) Audit Committee	i)Committee of Directors ii) Transfer Committee iii)) Stakeholder Relationship Committee (iv)Nomination and Remuneration Committee v) Audit Committee	i)Committee of Directors

Name of Director	Mr. M. L. Lahoti (DIN 00277041)	Mr. N. K. Navalakha (DIN 00277245)	Mr. P. S. Lodha (DIN 02720217)	Mr. G. Srinivasan (DIN 00277494)
Member of Committee of Directors of other Companies	NIL	NIL	NIL	NIL
Shareholding in Company	NIL	NIL	NIL	50 Equity Shares @ Rs.10/- each (Joint Holder)
Service contracts, notice period & severance fees	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Relationship with other Directors	NIL	NIL	NIL	NIL
Manager and other Key Managerial Personnel of the Company	Not Applicable	Not Applicable	Not Applicable	Not Applicable
The No. of Meetings of the Board attended during the year and other Directorship, Membership/ Chairmanship of Committees of other Boards	4	4	4	3
Performance Evaluation	As per criteria for evaluation Mr. M. L. Lahoti has been assessed as Excellent	As per criteria for evaluation Mr. N. K. Navalakha has been assessed as Excellent	As per criteria for evaluation Mr. P. S. Lodha has been assessed as Excellent	As per criteria for evaluation Mr. G. Srinivasan has been assessed as Excellent



GKW Limited

CIN:L27310WB1931PLC007026

Registered Office : "Central Plaza" 2/6, Sarat Bose Road, Office Space No.406, 4th Floor, Kolkata-700 020

Telephone No. : 033-40080742 and 033 40080744, Fax No. : 91-33-4008741,

E-mail: gkwcal@rediffmail.com; Website: www.gkw ltd.com

POSTAL BALLOT FORM

(Please read the instructions before completing the Form)

ENV No. :

(1) Name & Registered Address of :
Sole / First named member

(2) Name(s) of the joint-holders, if any :

(3) Folio No./ DP ID / Client ID :

(4) Number of equity share(s) held :

(5) I / we hereby exercise my / our vote(s) in respect of the following resolutions to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated 7th February, 2019 issued by the Company, by conveying my / our assent or dissent to the said special resolutions by placing a tick mark (✓) in the appropriate box below :

Sl. No.	Description of Resolution	No. of Equity Shares held by me/us	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
(1)	As Special Resolution : Pursuant to the provisions of Sections 149, 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 and in accordance with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications(s) and /or re-enactment(s) thereof and other applicable laws, if any, for re-appointment of Mr. Mohan Lal Lahoti (DIN 00277041) who was appointed as Independent Director and holds office upto 31 st March, 2019 as Independent Director and not liable to retire by rotation, to hold the office for a second term upto the period of 5(five) consecutive years from 1st April, 2019 .			
(2)	As Special Resolution : Pursuant to the provisions of Sections 149, 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 and in accordance with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications(s) and /or re-enactment(s) thereof and other applicable laws, if any, for re-appointment of Mr. Nirmal Kumar Navalakha (DIN 00277245) who was appointed as Independent Director and holds office upto 31 st March, 2019 as Independent Director and not liable to retire by rotation, to hold the office for a second term upto the period of 5(five) consecutive years from 1st April, 2019 .			
(3)	As Special Resolution : Pursuant to the provisions of Sections 149, 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 and in accordance with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications(s) and /or re-enactment(s) thereof and other applicable laws, if any, for re-appointment of Mr. Padam Singh Lodha (DIN 02720217) who was appointed as Independent Director and holds office upto 31 st March, 2019 as Independent Director and not liable to retire by rotation, to hold the office for a second term upto the period of 5(five) consecutive years from 1st April, 2019.			
(4)	As Special Resolution : Pursuant to the Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) and or re-enactment(s) thereof and other applicable laws for continuation of appointment of directorship by Mr. Gopal Srinivasan (DIN 00277494) as Non Executive Director liable to retire by rotation, from 29 th June, 2019.			

Place :

Date :

(Signature of the Member)

Note : Please read the instructions given overleaf carefully before exercising your vote .

Members opting to vote through E-Voting instead of voting through Physical Postal Ballot, may access the E-voting facility through the weblink : www.evotingindia.com. Particulars for E-voting are as under :-

EVEN (E-Voting Event Number)	User ID	Password
110397		

Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period :

Commencement of E-Voting	End of E-Voting
From 9.00 A.M. on Monday, the 25 th February, 2019	Up to 5.00 P.M. on Tuesday, 26 th March, 2019

The voting will not be allowed beyond 5.00 p.m. on Tuesday, 26th March, 2019 and the e-voting shall be disabled by National Securities Depository Limited (NSDL) upon expiry of the aforesaid date and time.

IMPORTANT INSTRUCTIONS

- (1) The voting rights for the Equity Shares are one vote per Equity Share, registered in the name of the Member(s)/Beneficial Owner(s).
- (2) Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Member or his/her duly constituted attorney or in case of bodies corporate, the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
- (3) Voting period commences on and from 25th February, 2019 from 9.00 a.m. and ends on 26th March, 2019 at 5.00 p.m.
- (4) Kindly note that the Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through e-voting will be treated as invalid.
- (5) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- (6) Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to Mr. Arup Kumar Roy, Practicing Secretary, C/o C.B. Management Services (P) Ltd., P-22 Bondel Road, Kolkata -700 019 email :arupkroy@rediffmail.com, Mobile No.09831687785 and also Mr. Subhabrata Biswas/Mr. Sujit Sengupta, C/o C.B. Management Services (P) Ltd., P-22 Bondel Road, Kolkata -700 019, Phone No. : 033 4011 6730, email : rta@cbmsl.com
- (7) The result of voting will be announced on or before 28th March , 2019.

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

- (1) A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- (2) The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
- (3) The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Registrar/ Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with) Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA.
- (4) Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m on 26th March, 2019. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
- (5) In case of Equity Shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
- (6) Members are requested not to send any paper (other than the Resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self- addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- (7) There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
- (8) A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website (www.gkwLtd.com) and the duly completed Postal Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned above
- (9) The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
- (10) Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.

INSTRUCTIONS FOR E-VOTING

- (1) In case of Members receiving e-mail from NSDL:
Open e-mail and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (2) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
Click on Shareholder-Login.
- (3) Put user ID and Password as initial password noted in step (i) above. Click Login.
- (4) Password change menu appears, Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (5) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (6) Select Electronic Voting Event Number (EVEN) of 110397.
- (7) Now you are ready for "e-voting" as "Cast Vote" page opens.
- (8) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (9) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: arupkroy@rediffmail.com with a copy marked to evoting@nsdl.co.in.
- (10) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (11) Once you have voted on the Resolution(s), you will not be allowed to modify your vote.
- (12) In case of Members receiving Postal Ballot Form by Post and desiring to cast e-vote:
- (13) Initial password, along with User ID and e-voting Event Number is provided in the table given in the Postal Ballot Form.
- (14) Please follow all steps from Sl. No. 1 to Sl. No. 12 given above to cast your vote.
- (15) If you are already registered with NSDL for e-voting, you may use your existing User ID and Password for casting your e-vote.
- (16) You can also update your mobile/phone number and e-mail id in the user profile details of the folio.
- (17) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the "downloads" section of www.evoting.nsd.com or contact NSDL at Telephone Number : 022-2499 4600