



GKW Limited

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

Telephone: 033 2668 5247/ 033 2668 4763

Fax: 033 2668 0128

E-mail: gkwro@gkw.in

CIN: L27310WB1931PLC007026

Website: www.gkw ltd.com

7th March, 2025

Ref: GKW/11/2025

National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block-G,
Bandra-Kurla Complex, Bandra (E)
Mumbai -400 051

SYMBOL: GKWLIMITED

Dear Sir/Madam,

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot

Please find enclosed herewith the Notice of Postal Ballot dated 12th February 2025, seeking approval of the members to reappoint Mr. Amitabha Chakrabarti (DIN: 00137451) as a Whole time Director designated as an Executive Director of the Company.

In terms of the requirements specified in the various Circulars issued by the Ministry of Corporate Affairs from time to time, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent/Depository Participants as on **Friday, 28th February, 2025 ("Cut-off date")**. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited to provide remote e-voting facility to its Members. **The remote e-voting period will commence on Saturday, 8th March, 2025 at 9:00 A.M. (IST) and end on Sunday, 6th April, 2025 at 5:00 P.M. (IST).**

The Notice is also being made available on the website of the Company at www.gkw ltd.com.

This is for your information and record.

Thanking You,

Yours faithfully,
For **GKW LIMITED**

Raju Shaw
Company Secretary &
Compliance Officer
ACS-36111

Encl: As above



GKW LIMITED
CIN: L27310WB1931PLC007026

Regd. Office: "Administrative Building", 1st Floor, 97 Andul Road, Howrah-711103

Tel. No.: 033-26685247/26684763, **Fax No.:** 033-26680128

E-mail: gkwro@gkw.in; **Website:** www.gkwltd.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014]

Dear Shareholder(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'Act'**) (including any statutory modification or re-enactment thereof for the time being in force), further read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding extraordinary general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (hereinafter collectively referred to as **'MCA Circulars'**) that the Resolution appended below is proposed to be passed as a **Special Resolution** by the shareholders of GKW Limited (**'Company'**) through Postal Ballot, only by voting through electronic means (**'remote e-Voting'**).

As per the MCA Circulars, physical copies of this Notice, Postal Ballot Forms and prepaid Business Reply Envelopes are not being sent to shareholders. Shareholders are requested to provide their assent or dissent through remote e-Voting only. The Company is sending this Notice to those shareholders, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/M/s. C B Management Services Private Limited, the Company's Registrar and Transfer Agent (**'RTA'**) as on **Friday, 28th February, 2025, ('Cut-Off Date')**. The voting rights of the shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., **Friday, 28th February, 2025**. The detailed procedure for remote e-Voting forms part of the **'Notes'** section to this Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. The Board of Directors of your Company has appointed Mr. Arup Kumar Roy (C.P. No-9597), Practicing Company Secretary, as the Scrutinizer for scrutinizing the Postal Ballot through remote e-Voting process in a fair and transparent manner.

The remote e-Voting period commences from 9:00 a.m. (IST) on Saturday, 8th March, 2025 and ends at 5:00 p.m. (IST) on Sunday, 6th April, 2025.

The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-Voting. The results of the Postal Ballot will be announced within 2 (two) working days from the conclusion of remote e-Voting.

The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited (**'NSE'**), where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Notice Board of the Company's registered office and at its website www.gkwltd.com and on the website of National Securities Depository Limited (**'NSDL'**), at <https://www.evoting.nsdl.com>, the e-voting agency appointed by the Company for facilitating voting through electronic means.

SPECIAL BUSINESS:

- 1. To reappoint Mr. Amitabha Chakrabarti (DIN: 00137451) as a Whole time Director designated as Executive 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, 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), Article 127 of the Articles of Association of the Company and Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subject to such consents and permissions, as may be required, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Amitabha Chakrabarti (DIN: 00137451) as a Whole time Director designated as Executive Director of the Company for a period of 2 (two) years commencing from 1st April, 2025 till 31st March, 2027, not liable to retire by rotation, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice 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.

RESOLVED FURTHER THAT where in any financial year, the Company has no profit or its profits are inadequate, the Company do pay to Mr. Amitabha Chakrabarti remuneration, by way of total monthly remuneration as set out in the Explanatory Statement annexed to this Notice, as the minimum remuneration for the period mentioned above.

RESOLVED FURTHER THAT the Board of Directors, including any Committee thereof, be and is hereby authorized to alter or vary the terms of appointment of Mr. Amitabha Chakrabarti including the terms relating to remuneration, as it may at its discretion, deem fit, provided that the remuneration is within the prescribed limit, 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: 12th February, 2025

By Order of the Board

Sd/-

Raju Shaw

Company Secretary

ACS-36111

Notes:

1. An Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company/Depositories Participants. It is however clarified that, all shareholders of the Company as on the Cut-Off Date (including those shareholders who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/ Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
3. Shareholders may note that this Postal Ballot Notice will also be available on the Company's website, www.gkw ltd.com website of the Stock Exchanges where the equity shares of the Company are listed i.e., NSE, www.nseindia.com and on the website of NSDL, <https://www.evoting.nsdl.com>
4. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-Voting i.e., Sunday, 6th April, 2025.
5. The instructions for remote e-voting are as under:


Step 1: Access to NSDL e-Voting system

A) Login method for remote e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI Master circular dated 11th November, 2024, 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">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. 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" |

| | |
|---|--|
| | <p>which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="774 611 1220 819" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |

| | |
|--|---|
| 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. |
|--|---|

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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.com or call at 022 - 4886 7000 |
| 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 toll free no. 1800 21 09911 |

B) Login Method 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.
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'?
 - (i) 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'.
 - (ii) 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.com 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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

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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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 UserDetails/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

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: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL and/ or Mr. Amit Vishal, Deputy Vice President, NSDL at evoting@nsdl.com

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:

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 gkwro@gkw.in.

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 gkwro@gkw.in. If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.**

Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI Master circular dated 11th November, 2024, 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

The Board of Directors of the Company (“the Board”) at its meeting held on 12th February, 2025 has, subject to the approval of shareholders, reappointed Mr. Amitabha Chakrabarti (DIN: 00137451) as a Whole time Director designated as Executive Director for a period of 2 (two) years with effect from 1st April 2025 up to 31st March, 2027, on terms and conditions including remuneration, as recommended by the Nomination and Remuneration Committee. Further, As per Schedule II Part C (19) of SEBI Listing Regulations, the Audit Committee, has approved the continuation of Mr. Amitabha Chakrabarti as the Chief Financial Officer of the Company from 1st April 2025 up to 31st March, 2027, after assessing his qualifications, experience and background, etc. It is proposed to seek shareholders’ approval for the re-appointment of and remuneration payable to Mr. Amitabha Chakrabarti as a Whole time Director designated as Executive Director of the Company, in terms of the applicable provisions of the Act.

His brief profile is as follows:

Mr. Amitabha Chakrabarti, is a M.Com. and a Chartered Accountant by profession. He has been associated with GKW Limited since 1991. He has around 40 years of wide experience in the areas of Business Management, Accounting, Taxation & Finance. He is currently in-charge of the overall operations of the Company. Mr. Amitabha Chakrabarti has duly consented to act as a Whole time Director of the Company and has also confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act or debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority. The Company has received a notice proposing the candidature of Mr. Chakrabarti for the office of Director under Section 160 of the Act.

The brief terms of his reappointment are as follows:

- a) Basic Salary Rs. 2,90,000/- per month, with such annual increment/increase as may be recommended by the Nomination and Remuneration Committee and approved by the Board as it may deem fit from time to time. In addition, he is entitled to:
- b) House Rent Allowances, Other Allowances, Medical and Leave Travel Assistance.
- c) A Company maintained Car for use in Company’s business (not to be considered as perquisite) and other reimbursement for Official purpose as per Rules of the Company.
- d) Club Membership of maximum two clubs in India.

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.

Copy of the Letter of Appointment is open for inspection through electronic mode. Members seeking to inspect such documents can send an email to the Company at gkwro@gkw.in.

During the tenure of Mr. Amitabha Chakrabarti as a Whole time Director & Chief Financial Officer, if the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Chakrabarti, the above remuneration by way of basic pay, perquisites, allowances and other benefits as a minimum remuneration, after necessary compliance as may be prescribed from time to time.

The detailed particulars of Mr. Amitabha Chakrabarti are exhibited in the Annexure in accordance with SS-2 and relevant provisions of the Act and SEBI Listing Regulations.

Having regard to the qualifications and experience of Mr. Amitabha Chakrabarti, the Board of Directors of the Company is of the opinion that Mr. Amitabha Chakrabarti be reappointed as a Whole time Director designated as Executive Director of the Company for a period of 2(two) years from 1st April 2025 up to 31st March, 2027.

Section 196(3) and Part I of Schedule V to the Act provide that no company shall appoint or continue the employment of a person who has attained the age of seventy years, as Executive Director unless it is approved by the members by passing a special resolution.

Mr. Chakrabarti during the proposed tenure will attain the age of 70 years and accordingly approval of members is sought by way of a special resolution.

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.

Aforesaid may be treated as a written memorandum setting out the terms of appointment of Mr. Amitabha Chakrabarti under Section 190 of the Act and relevant Regulation(s) of SEBI Listing Regulations.

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. 1 of the Notice for approval by the shareholders.

STATEMENT PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013 TO BE CIRCULATED TO THE SHAREHOLDERS ALONG WITH THE POSTAL BALLOT NOTICE

I. General Information:

1. Nature of industry - **Warehousing Business and Investment & Treasury.**
2. Date or expected date of commencement of commercial production - **Not Applicable**
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – **Not Applicable**
4. Financial performance based on given indicators

| Particulars | Amount (Rs. In lakhs) | | |
|---|-----------------------|---------|---------|
| | 2023-24 | 2022-23 | 2021-22 |
| Total Income | 3910 | 2069 | 2434 |
| Net profit/ (loss) (as computed under Section 198) | (14494) | (14945) | (16458) |
| Net profit/ (loss) before Tax | 1909 | 1292 | 1715 |
| Less Taxation | 524 | 415 | 375 |
| Net Profit/(loss) after Tax | 1385 | 877 | 1340 |
| Other Comprehensive Income | 13633 | 9630 | 193925 |
| Total Comprehensive Income | 15018 | 8753 | 195265 |

Foreign investments or collaborations, if any : **Nil**

II. Information about the appointee:

1. Background Details:

Kindly refer the Explanatory statement for details.

2. Past remuneration:

| Particulars | Amount (Rs. In lakhs) | | |
|----------------------------|---------------------------------|--------------|--------------|
| | F.Y. 2024-25 (Upto Jan-2025) | F.Y. 2023-24 | F.Y. 2022-23 |
| Salary | 41.28 | 45.61 | 41.47 |
| Perquisites and allowances | 9.64 | 11.69 | 11.26 |
| Total* | 50.92 | 57.30 | 52.73 |

* does not include superannuation benefits

3. Recognition or awards: None

4. Job profile and his suitability:

Mr. Amitabha Chakrabarti joined the Company since in the year 1991. Having regard to the qualifications, experience of Mr. Amitabha Chakrabarti as stated in the explanatory statement, the Board of Directors of the Company is of the opinion that Mr. Amitabha Chakrabarti will be eminently suitable to be reappointed as a Whole time Director of the Company from 1st April, 2025 to 31st March, 2027.

5. Remuneration proposed:

Kindly refer the Explanatory Statement for details.

6. 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):

Taking into consideration the size of the Company, the sector in which it operates, the profile of Mr. Chakrabarti, the knowledge, skills, responsibilities shouldered by him and the industry benchmarks, the remuneration payable to him commensurate with the remuneration packages paid to similar senior executives levels in other companies.

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

Mr. Amitabha Chakrabarti, does not have any pecuniary relationship (except managerial remuneration), directly or indirectly with the Company and does not hold any relationship with any other managerial personnel except that he holds 1 equity share in the Company.

III. Other information:

1. Reasons of loss or inadequate profits:

Recession in the industry in general and downturn in global liquidity, coupled with high-interest burden and high manpower costs resulted in accumulated losses in the earlier years. Even though the Company has made profit in the recent past the accumulated losses has led to inadequacy of profits.

2. Steps taken or proposed to be taken for improvement:

The Company continues to take appropriate steps to improve its business. However, the growth in overall demand for modern warehousing & logistic space will depend on rise in requirements of e-commerce firms and 3 PL logistic players.

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 Company expects to have improved financial and operational performances going forward, However, at this point it is very difficult to quantify in measurable terms the likely increase in productivity, profits etc.

IV. DISCLOSURES:

As required, the disclosures on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. shall be made in the Directors' Report under the heading "Report on Corporate Governance" forming part of the Annual Report for the year ending 31st March, 2025.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings.

| | |
|---|---|
| Brief Resume, Name of Director, DIN, Age, Nationality, Date of first Appointment, Qualifications, Experience, nature of expertise in specific functional areas, shareholding in the company | <p>Mr. Amitabha Chakrabarti (DIN: 00137451) aged 69, nationality Indian is a M. Com. and a Chartered Accountant. He is in the services of GKW Limited since 1991. He was first appointed as a Whole-time Director of the Company w.e.f on 1st April 2021 for a period of 1 (one) year.</p> <p>His last re-appointment as a Whole time Director designated as an Executive Director was effective for a period of 1 (one) from 1st April 2024 to 31st March, 2025. He continues to be the Chief Financial Officer of the Company. He has about 40 years of wide experience in the areas of Business Management, Accounting, Taxation & Finance. He is also in overall in-charge of the business operations of the Company.</p> <p>As per Company records, he holds 1 (individually/beneficially) equity share of the Company.</p> |
| Terms & Conditions of reappointment along with remuneration sought to be paid | As mentioned in the Explanatory Statement. |
| Details of Remuneration last drawn | Mentioned under Explanatory Statement pursuant to Schedule V of the Companies Act, 2013 annexed to this notice |
| Service Contracts, notice period & severance fees | 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. |
| Disclosure of Relationships with other Directors, Managers, and other Key Managerial Personnel of the Company | None of the 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 (From 1 st April, 2024 to 12 th February, 2025) | 5 out of 5 |
| Name of Companies in which he holds directorship | Nil |
| Committee Membership/Chairmanship in the Board of the Companies | GKW Limited – Investment Committee (Member) |
| Listed entities from which he resigned in the past three years | Nil |

Registered Office:
“Administrative Building”
1st Floor, 97, Andul Road
Howrah-711 103, West Bengal
Dated: 12th February, 2025

By Order of the Board
Sd/-
Raju Shaw
Company Secretary
ACS-36111