



GKW Limited

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

Telephone: 033 2668 5247/033 2668 4763

E-mail: gkwro@gkw.in

CIN No.: L27310WB1931PLC007026

Website: www.gkwltd.com

3rd July, 2025

Ref: GKW/43/2025

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

SYMBOL: GKWLIMITED

Dear Sir/Madam,

Sub: Notice of 95th Annual General Meeting to be held on 31st July, 2025.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of 95th Annual General Meeting ('AGM') of the Company scheduled to be held on Thursday, 31st July, 2025 at 11:00 A.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The Notice of the AGM is also being uploaded on the website of the Company at www.gkwltd.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

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

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

Email id: gkwro@gkw.in, **Website:** www.gkw ltd.com

NOTICE

Notice is hereby given that the 95th Annual General Meeting ('AGM') of the Members of GKW Limited will be held on Thursday, 31st July, 2025 at 11:00 A.M. ('IST') through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') for which purpose the Registered Office situated at "Administrative Building" 1st Floor, 97, Andul Road, Howrah – 711103, shall be deemed as the 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 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Shiva Balan (DIN:00055509) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.

AS SPECIAL BUSINESS

3. **To re-appoint Mr. Kishor Shah (DIN: 00193288) as an Independent Director of the Company and in this regard, to consider and pass the following Resolution as a Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Kishor Shah (DIN: 00193288), Independent Director holding office upto 22nd September, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, w.e.f. 23rd September, 2025 to 22nd September, 2030.

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

4. **To re-appoint Mr. Mohit Bhuteria (DIN: 00105745) as an Independent Director of the Company and in this regard, to consider pass the following Resolution as a Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Mohit Bhuteria (DIN: 00105745), Independent Director holding office upto 22nd September, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, w.e.f. 23rd September, 2025 to 22nd September, 2030.

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

5. To give loans/guarantees or provide security in connection with loans made to any person(s) or body corporate or acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act, 2013 and in this regard, to consider and pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, sanctions and permissions as may be required in that behalf and in terms of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution) to:

(a) give loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;

(b) give on behalf of any person, body corporate, any guarantee in connection with a loan made by any other person to, or to any other person by any body corporate; and

(c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 1500 crore (Rupees One Thousand Five Hundred Crore Only) outstanding at any time, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee is given along with the investments, loans, guarantee proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board or any Committee/Person(s) authorised by the Board, be and are hereby authorised to negotiate and finalise the terms and conditions of the aforesaid investments, loan(s) guarantee(s) and security(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to give effect to the resolution.

RESOLVED FURTHER THAT the Wholetime Director and the Company Secretary, be and are hereby jointly and/or severally authorised to do all acts, deeds, matters and things as they deem necessary, proper or expedient to give effect to this resolution.”

6. To appoint M/s. MKB & Associates, Practising Company Secretaries as the Secretarial Auditors of the Company for a period of 5 (five) years and in this regard, to consider and pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013, read with applicable Rules made thereunder and Regulation 24A (1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s MKB & Associates, (FRN: P2010WB042700), be and are hereby appointed as the Secretarial Auditors of the Company for a period of five consecutive years, w.e.f. 1st April, 2025 to 31st March, 2030 on such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditors.

RESOLVED FURTHER THAT the Wholetime Director and the Company Secretary, be and are hereby jointly and/or severally authorised to do all acts, deeds, matters and things as they deem necessary proper or expedient to give effect to this resolution.”

Registered Office:

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

Dated: 15th May, 2025

By Order of the Board

Sd/-
Raju Shaw
Company Secretary
Membership No. A36111

NOTES:

- i) **The relevant Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) forms part of this Notice Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.**
- ii) **Since, the meeting is being held through VC/OAVM, the route map, proxy form, and attendance slip are not annexed in the notice.**
- iii) Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, bank mandate details etc. to their Depository Participant (“DP”), in case the shares are held in electronic form and to the Registrar and Share Transfer Agent of the Company at C.B. Management Services Private Limited, Rasoi Court, 5th Floor, Sir R.N. Mukherjee Road, Kolkata- 700001 [Phone No. 033-40116700 (100 lines), Email: rta@cbmsl.com, in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
- iv) As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for nomination or would want to opt-out, are requested to fill out and submit Form no. ISR-3. The said forms can be downloaded from the Company’s website at <https://gkwltid.com/investor-relation/>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
- v) 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.
- vi) 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.
- vii) 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 SH-13 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 Agent of the Company.
- viii) All the documents referred in the accompanying notice will be available for inspection through electronic mode on all working days from 11:00 A.M. to 2:00 P.M. till the date of this Annual General Meeting. Members seeking inspection can send an email to the Company at gkwro@gkw.in.
- ix) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.
- x) To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

VOTING THROUGH ELECTRONIC MEANS

1. Pursuant to the Ministry of Corporate Affairs(‘MCA’) latest General Circular No. 09/2024 dated 19th September, 2024 read with General Circular No 20/2020 dated 5th May, 2020, allowing companies to hold its Annual General Meeting (‘AGM’) through video conferencing (VC) or other audio-visual means (OAVM), without the physical presence of members at a common venue. The forthcoming AGM will thus be held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), 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 engaged Central Depository Services (India) Limited (‘CDSL’), for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. **Only those members can vote at the AGM who have not cast their vote through remote e-voting.**

3. The voting period begins on **Monday, 28th July, 2025 from 9:00 A.M. and ends on Wednesday, 30th July, 2025 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** (record date) i.e. **Thursday, 24th July, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Any person who is not a member as on the said cut-off date should treat this Notice for information purpose only.
4. 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 to at least 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. All shareholders including Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
7. In line with the MCA Circulars the Notice calling the AGM has been uploaded on the website of the Company at www.gkw ltd.com. The Notice can also be accessed from the website of the Stock Exchange, i.e., National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL at www.evotingindia.com.
8. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (i) 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 or joining virtual meeting & voting during the meeting. 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 & My Easi New (Token) 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is 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 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL.

Login type	Helpdesk details
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
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.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant Company Name, i.e. **GKW Limited**.

- 11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(ii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- 1) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 2) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 3) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- 4) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- 5) It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 6) Alternatively, Non-Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at arupkroy@rediffmail.com and to the Company at gkwcal@rediffmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER

- 1) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6) 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.
- 7) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **atleast 7(seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at gkwcal@rediffmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7(seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at gkwcal@rediffmail.com. These queries will be replied to by the company suitably by email.
- 8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

- 9) Only those shareholders, who are 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 available during the AGM.
- 10) If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES

- 1) **For Physical shareholders-** please provide necessary details like 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 Company/RTA email id.
- 2) **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

GENERAL GUIDELINES FOR SHAREHOLDERS

- 1) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 2) Any person, who acquires shares of the Company and become a member of the Company after dispatch of the Notice and holding shares as on the **cut-off date i.e. Thursday, 24th July, 2025** may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or rta@cbmsl.com. However, if you are already registered with CDSL for remote e-Voting then you can use your existing user ID and password for casting your vote.
- 3) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-voting at the Meeting.
- 4) Mr. Arup Kumar Roy, Company Secretary in Wholetime Practice (Membership No. A6784; C.P.: 9597), has been appointed as the Scrutinizer to scrutinize the e-voting and remote e-Voting process in a fair and transparent manner and shall submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the AGM.
- 5) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.gkwtd.com and on the website of CDSL at <https://www.evotingindia.com>. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited, where the shares of the Company are listed.

STATEMENT/EXPLANATORY STATEMENT**(Pursuant to Section 102 of the Companies Act, 2013)**

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

ITEM NO. 3 and 4

Mr. Kishor Shah and Mr. Mohit Bhuteria were appointed as Independent Directors of the Company, for a period of 5 years w.e.f. 23rd September, 2020. Their first term as Independent Director is set to complete on 22nd September, 2025. As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each.

The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Mr. Kishor Shah and Mr. Mohit Bhuteria during their first term of 5 (five) years and considering their knowledge, acumen, expertise, experience, contribution and time commitment, has recommended the reappointment of Mr. Kishor Shah and Mr. Mohit Bhuteria as Independent Directors, for a second term of 5 (five) years, on the Board of the Company.

The Board of Directors, based on the performance evaluation and as per the recommendation of the NRC considers that, given their professional background and experience and contributions made by them during their present tenure, their continuance as Independent Directors would be beneficial to the Company. Accordingly, it is proposed to re-appoint Mr. Kishor Shah and Mr. Mohit Bhuteria as Independent Directors of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years.

Mr. Kishor Shah and Mr. Mohit Bhuteria are qualified to be appointed as Directors in terms of Section 164 of the Act, and have given their consent to act as a Director. The Company has also received declarations from Mr. Kishor Shah and Mr. Mohit Bhuteria stating that they meet the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that they are not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received notices under Section 160 of the Act from members proposing the candidature of Mr. Kishor Shah and Mr. Mohit Bhuteria for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Kishor Shah and Mr. Mohit Bhuteria both fulfil the conditions for re-appointment as Independent Directors as specified in the Act and the Listing Regulations. Mr. Kishor Shah and Mr. Mohit Bhuteria are independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Brief Profile of Mr. Kishor Shah

Mr. Kishor Shah (61 years) is a Chartered Accountant by qualification. He has about four decades of experience in business management, accounting & finance and risk management. His areas of expertise include Accounting, Financial Management, Treasury Management, Foreign Trade, Project Finance and Compliance Management. A professional turned entrepreneur, he has held position of Wholtime Director and CFO for over two decades in Balrampur Chini Mills Limited, one of the largest sugar manufacturing Company in India. Currently, he is one of the founders of Aamara Capital Private Limited, a privately managed principal investment firm, focussed on Private Investment in Public Equities (PIPE). In view of these, the re-appointment of Mr. Kishor Shah as an Independent Director is in the interest of the Company.

Brief Profile of Mr. Mohit Bhuteria

Mr. Mohit Bhuteria (55 years) is a Chartered Accountant by qualification. He is also an Insolvency Resolution Professional and a Registered Valuer (Securities or Financial Assets). A Co-opted member/special invitee of ICAI's Expert Advisory Committee for over seven years, he actively engages in professional associations. With expertise in Audit Assurances, NBFC & Corporate Laws, Taxation, Valuation, he is a regular speaker at various professional forums, MCA, ICAI & CAG. He has represented ICAI before CBI. He is empanelled as a Quality Reviewer with Quality Review Board. In view of these, the re-appointment of Mr. Mohit Bhuteria as an Independent Director is in the interest of the Company.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice. Mr. Kishor Shah and Mr. Mohit Bhuteria shall be paid remuneration by way of fee for attending the meetings of the Board or

GKW LIMITED

Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the Listing Regulations, re-appointment of Mr. Kishor Shah and Mr. Mohit Bhuteria as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for re-appointment of Mr. Kishor Shah and Mr. Mohit Bhuteria as Independent Directors.

Draft letter of re-appointment to be issued to Mr. Kishor Shah and Mr. Mohit Bhuteria setting out the terms and conditions of their re-appointment are available for inspection, by the Members, electronically. Members seeking to inspect the same can send an email to gkwro@gkw.in.

Mr. Kishor Shah is interested in the resolution set out at Item No. 3 of the Notice with regard to his re-appointment. Relatives of Mr. Kishor Shah may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Mr. Mohit Bhuteria is interested in the resolution set out at Item No. 4 of the Notice with regard to his re-appointment. Relatives of Mr. Mohit Bhuteria may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Promoters/Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item Nos. 3 and 4 of the Notice for approval by the Members.

ITEM NO. 5

Considering the cash flows that will be generated over a period of time pursuant to the development of land at Bhandup, Maharashtra and keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility, the Board of Directors of the Company in its meeting held on 15th May, 2025 has, subject to the approval of shareholders of the Company proposes to invest surplus funds by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required, upto an aggregate amount of Rs. 1500 Crores and to give powers to the Board of Directors or any duly constituted committee thereof to that effect under Section 186 of the Companies Act, 2013.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of shareholders by special resolution.

In view of the aforesaid requirement, it is proposed to take approval of the shareholders under Section 186 of the Companies Act, 2013, by way of special resolution for a limit of Rs. 1500 Crores or such limits prescribed under section 186 of Companies Act 2013, whichever is more.

None of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the Special Resolution.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 5 for approval by the members of the Company.

ITEM NO. 6

The Board of Directors, on the recommendation of the Audit Committee, has recommended the appointment of M/s. MKB & Associates, a peer reviewed firm of Practising Company Secretaries (FRN: P2010WB042700), as the Secretarial Auditors of the Company for a period of 5 consecutive years w.e.f. 1st April, 2025 to 31st March, 2030.

M/s. MKB & Associates, Practising Company Secretaries, is one of the reputed and leading firms of Company Secretaries, based out of Kolkata, and having an all-India presence. As per Cimply Five's Third Secretarial Auditor Report, 2017, M/s MKB & Associates is rated as the top Secretarial Audit firm of Eastern Region. They have a proven track record of serving top corporates all over the country and are acting as Secretarial Auditors of various large business houses. Their expertise covers corporate litigation, corporate governance, advisory and consulting.

M/s. MKB & Associates. have consented to their appointment as Secretarial Auditors and has confirmed that their appointment will be in accordance with Section 204 of Companies Act, 2015 read with SEBI Listing Regulations.

In view of their expertise and experience in undertaking Secretarial Audit, it is proposed to appoint M/s. MKB & Associates as Secretarial Auditors of the Company

M/s. MKB & Associates, will be paid a fee of Rs. 50,000/- per annum, plus applicable taxes and out of pocket expenses for conducting the Secretarial Audit, with power to be granted to the Board or any committee thereof to alter and vary the terms and conditions of appointment, including revision of fees, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

None of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the Ordinary Resolution.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

Registered Office:

"Administrative Building"
1st Floor, 97, Andul Road
Howrah-711 103, West Bengal

Dated: 15th May, 2025

By Order of the Board

Sd/-
Raju Shaw
Company Secretary
Membership No. A36111

Annexure

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.

Name and DIN	Mr. Kishor Shah (DIN: 00193288)	Mr. Mohit Bhuteria (DIN: 00105745)
Date of Birth (Age)	6 th February, 1964 (61 years)	26 th September, 1970 (55 years)
Qualification, Brief Resume, Experience, nature of expertise in specific functional areas,	Refer explanatory statement	Refer explanatory statement
Date of first Appointment,	23 rd September, 2020	23 rd September, 2020
Details of Remuneration last drawn	During the F.Y. 2024-25, Mr. Kishor Shah received Rs. 1.65 lakhs as sitting fees for attending Board and Committee meetings of the Company .	During the F.Y. 2024-25, Mr. Mohit Bhuteria received Rs. 1.65 lakhs as sitting fees for attending Board and Committee meetings of the Company.
Terms & Conditions of reappointment along with remuneration sought to be paid	As per the resolution set out at Item No. 3 of this Notice read with statement pursuant to Section 102 of the Act.	As per the resolution set out at Item No. 4 of this Notice read with statement pursuant to Section 102 of the Act.
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirement	Refer explanatory statement	Refer explanatory statement
Service Contracts, notice period & severance fees	N.A.	N.A.
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.	None of the Directors are inter-se related to each other, Manager, and other Key Managerial Personnel of the Company.

GKW LIMITED

The No. of Meetings of the Board attended during the financial year 2024-2025	6 out of 6	6 out of 6
Name of other Companies in which he holds directorship	1. Aamara Capital Private Limited 2. Bhagiradha Chemicals & Industries Limited 3. Dhampur Bio Organics Limited	1. Tirupati Fincon Pvt. Ltd. 2. Spatial Services Pvt. Ltd. 3. ACB Advisors Pvt. Ltd. 4. Alliance Mills (Leasses)Ltd. 5. Sumedha Fiscal Services Ltd. 6. Hindusthan Club Ltd. 7. Ayursundra Hospitals (Guwahati) Pvt. Ltd. 8. SFSL Commodity Trading Pvt. Ltd.
Committee Membership/ Chairmanship in the Board of the Companies	1. GKW Limited • Audit Committee (Chairman) • Nomination and Remuneration Committee (Member) 2. Bhagiradha Chemicals & Industries Limited • Audit Committee (Member) • Stakeholders Relationship Committee (Member) 3. Dhampur Bio Organics Limited • Audit Committee (Chairman) • Nomination and Remuneration Committee (Member) • Stakeholders Relationship Committee (Member)	1. GKW Limited • Audit Committee (Member) • Nomination and Stakeholders Relationship Committee (Chairman) 2. Sumedha Fiscal Services Ltd. • Audit Committee (Member) 3. Hindusthan Club Ltd. • Finance & Establishment Committee (Chairman) • Legal Committee (Co- Chairman)
Listed entities from which he resigned in the past three years	Nil	Nil
shareholding in the Company (including as a beneficial owner)	Nil	Nil

Registered Office:

"Administrative Building"
1st Floor, 97, Andul Road
Howrah-711 103, West Bengal

Dated: 15th May, 2025

By Order of the Board

Sd/-
Raju Shaw
Company Secretary
Membership No. A36111