

NOTICE

Notice is hereby given that the 83rd Annual General Meeting of the Members of GKW Limited will be held on Wednesday 7th August, 2013 at 11.00 a.m. at Kala Kunj, 48 Shakespeare Sarani, Kolkata 700 017 to transact the following business:

AS ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. M. L. Lahoti who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and for that purpose to consider and, if thought fit, to pass with or without modification the following Resolution which will be proposed as an Ordinary Resolution :
“**RESOLVED THAT** Lodha & Co., Chartered Accountants of 14, Government Place East, Kolkata 700 069 (Firm's Registration No. 301051E), be and they are hereby appointed Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors of the Company plus out-of-pocket expenses as may be incurred by them in connection with the audit and that such remuneration be paid to them in four equal quarterly instalments”.

AS SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in accordance with the provisions of Sections 198, 269 and 309 read with Schedule XIII and any other applicable provisions, if any, of the Companies Act, 1956 or any amendment or modifications thereof and subject to such other approvals, as may be necessary, the Company hereby approves the re-appointment of and remuneration payable to Mr. J. D. Curravala as Managing Director of the Company with effect from 11th August, 2013 for a period of one year upon the terms and conditions including remuneration as set out in the Draft Agreement to be executed by the Company with Mr. J. D. Curravala and submitted to the Meeting and initialled by the Chairman for the purpose of identification, which Draft Agreement is hereby approved and sanctioned with liberty to the Board of Directors which may vary the terms and conditions of the said re-appointment and/or Agreement within the limit specified in Schedule XIII to the Companies Act, 1956 or any amendment thereto, as may be agreed to between the Board of Directors and Mr. J.D. Curravala”.

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary and desirable to give effect to this Resolution.”

“**RESOLVED FURTHER THAT** where in any financial year the Company has no profit or its profits are inadequate, the Company do pay to Mr. J. D. Curravala remuneration by way of total monthly remuneration as set out in the Draft Agreement specified above, as the minimum remuneration for a period not exceeding one year from the date of reappointment.”

5. To consider and, if thought fit, to pass with or without modification the following resolution as an **ORDINARY RESOLUTION**

“**RESOLVED THAT** Mr. Gopal Srinivasan be and is hereby appointed a Director of the Company subject to retirement by rotation.”

Registered Office:
3A Shakespeare Sarani
Kolkata 700 071
Dated: 9th May, 2013

By Order of the Board

J. N. Ghosh
Vice-President & Secretary

GKW LIMITED

NOTES:

- i) The relevant Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 is annexed hereto.
- ii) The Register of Members and Share Transfer Books will remain closed from 29th July, 2013 to 7th August, 2013, both days inclusive.
- iii) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead and a proxy need not be a member of the Company.
- iv) Members are requested to notify any change in their addresses to the Company's Registrar and Share Transfer Agents, **C.B. Management Services Private Limited, P-22, Bondel Road, Kolkata 700 019 (Phone No. 033-40116700, Email: rta@cbmsl.com)** for recording any change of address(es), bank mandate(s), NESC or nomination(s).
- v) The Ministry of Corporate Affairs ("MCA") has issued a Circular No. 17/2011 dated 21st April, 2011 on a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and also clarifying that the service of document can be made through electronic mode provided the Company has obtained e-mail addresses of its members for sending the notices/documents. The Company has therefore decided to issue this intimation to every shareholder to register their e-mail address(es) and changes therein from time to time with the Company's Registrar and Share Transfer Agents or with Concerned Depository Participant. In the meantime the Company proposes to send the documents calling the Annual General Meeting, the audited accounts, directors' report, etc., for the year ended 31st March, 2013 in the electronic form to the e-mail address provided by you and made available to us by the depositories. If you desire to receive the documents above in physical form, please visit the following webpage of our Registrar and Share Transfer Agents, C.B. Management Services Private Limited: www.cbmsl.com/green.php
- vi) **The ISIN number allotted is INE 528A 01020.** 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.
- vii) 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.
- viii) Individuals holding shares singly or jointly, with upto two persons may nominate another person to whom the shares shall vest in the event of the shareholders' death. Form 2B has been prescribed for the purpose. Blank forms are available from the Company's Secretarial Department and the Registrar's office.
- ix) The Company had opened a bank account "Unclaimed Suspense Account - GKW Limited" with Axis Bank Ltd., 7 Shakespeare Sarani, Kolkata 700 071 as one of the Depository Participants. The shares have been transferred into the Demat Account to comply with the Clause 5A(h) of the Listing Agreement for the shares unclaimed by the Shareholders due to insufficient/ incorrect information or for any other reason, in demat mode to one folio.
- x) Pursuant to Clause 49 of the Listing Agreement with the National Stock Exchange, it is informed that Mr. M. L. Lahoti retires by rotation in accordance with the Articles of Association of the Company at the forthcoming Annual General Meeting, and being eligible, has offered himself for re-appointment. Mr. J. D. Curravala will also be re-appointed as Managing Director as proposed in the Notice as per item No. 4. Mr. G. Srinivasan will be appointed as Director as proposed in the Notice as per item No. 5.

GKW LIMITED**PARTICULARS OF DIRECTORS WHO ARE PROPOSED TO BE RE-APPOINTED AT THE MEETING ARE GIVEN BELOW :**

Name of Director	Mr. J. D. Curravala	Mr. M. L. Lahoti
Age	73 years	78 years
Date of Appointment	11.08.1989	26.09.2003
Qualifications	B.Com, A.C.A, LL.B	M.Com.
Exposure in specific functional areas	Having wide experience in Finance, Administration, Corporate Management and Business operations.	Having wide experience in Corporate Management
Directorship held in other companies (excluding foreign companies)	Graphite India Limited (Director)	GKW (Overseas Trading) Limited (Director)
Member of Committees of the Board of Directors	i) Committee of Directors(Chairman) ii) Share Transfer & Investors' Grievance Committee	i) Committee of Directors ii) Share Transfer & Investors' Grievance Committee iii) Remuneration Committee (Chairman) iv) Audit Committee (Chairman)
Member of Committee of Directors of other Companies	i) Investment Committee of Graphite India Ltd. ii) Audit Committee of Graphite India Ltd.	NIL
Shareholding in Company	100 Shares (Joint Holding)	NIL

GKW LIMITED

PARTICULARS OF THE DIRECTOR WHO IS PROPOSED TO BE APPOINTED AT THE MEETING

Name of Director	Mr. G. Srinivasan
Age	69 years
Date of Appointment	10.05.2013
Qualifications	B. E. (Mech.), D. I. M.
Exposure in specific functional areas	Having wide experience in the Industry with the expertise in the field of Engineering and Operations.
Directorship held in other companies (excluding foreign companies)	NIL
Member of Committees of the Board of Directors	i) Committee of Directors ii) Share Transfer & Investors' Grievance Committee
Member of Committee of Directors of other Companies	NIL
Shareholding in Company	50 Shares (Joint Holding)

EXPLANATORY STATEMENT

The Explanatory Statement for Item Nos. 4 to 5 of the accompanying Notice set out hereinabove is as under:

Resolution No. 4

The term of office of Mr. J.D. Curravala as the Managing Director of the Company shall expire on 10th August, 2013. The Remuneration Committee of Directors approved the re-appointment and remuneration payable to Mr. J.D. Curravala as Managing Director of the Company for a period of one year with effect from 11th August, 2013 on the terms and conditions as set out in the Draft Agreement to be executed between the Company and Mr. J. D. Curravala, pursuant to the provisions of Schedule XIII of the Companies Act, 1956 and recommended the same to the Board of Directors ("the Board") for its consideration and approval.

The Board at its Meeting held on 9th May, 2013 approved the re-appointment and remuneration payable to Mr. J. D. Curravala as the Managing Director for a period of one year with effect from 11th August, 2013 on the terms and conditions as set out in the Agreement to be entered into between the Company and Mr. Curravala. The material terms of Mr. J.D. Curravala's appointment are as under:-

Mr. J. D. Curravala ("Mr. Curravala") shall be the Managing Director of the Company for a period of one year with effect from 11th August, 2013 and shall perform such duties and exercise such powers as are or may from time to time be lawfully entrusted to and vested in him by the Board of the Company.

In consideration of his services he shall be entitled to the following by way of remuneration:

1. **Salary:** ₹ 350000/- per month in the scale of ₹ 200000/- - ₹ 500000/- with an authority to the Remuneration Committee and the Board of Directors to vary and/or fix in its absolute discretion the salary/perquisites payable to Mr. Curravala within the limit specified in Schedule XIII of the Companies Act, 1956 and the Rules made thereunder or any modification or re-enactment thereof.

2. **Commission:** In addition to the salary and perquisites, Mr. Curravala will be entitled to such commission based on the net profit of the company in any financial year not exceeding 1% of such profit as the Board or the Remuneration Committee shall decide having regard to the performance of the Company.
The above Salary and Commission are subject to the limits specified in Schedule XIII of the Companies Act, 1956 and the Rules made thereunder or any modifications or re-enactment thereof.
3. Mr. Curravala will also be entitled to Provident fund, Superannuation Fund, Gratuity and leave encashment and other benefits, amenities and facilities in accordance with the Company's Scheme(s)/Rule(s) applicable in this regard.
4. Provision of cars for use on Company's business and telephones at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to Mr. Curravala.
5. In the event of loss or inadequacy of profits in any financial year the remuneration by way of total monthly remuneration payable to Mr. Curravala shall be the same as stated above, but shall not exceed the limits prescribed under the Companies Act, 1956, and the Rules made thereunder or any statutory modification or re-enactment thereof.
6. Encashment of leave at the end of the tenure will not be included in the computation of perquisites.
7. Mr. Curravala shall be entitled to Earned/Privilege Leave as per rules of the Company. Leave accumulated and not availed of during his tenure in the service of the Company may be allowed to be encashed at the time of his retirement as per rules of the Company.
The Agreement provides for earlier determination in certain specified events and also sets out the mutual rights and obligations of the parties and other administrative details.
The Remuneration Committee of Directors further approved the re-appointment and remuneration payable to Mr. J. D. Curravala as Managing Director of the Company for a period of one year from 11th August, 2013 on the terms and conditions as set out in the Draft Agreement to be executed by the Company and Mr. J. D. Curravala pursuant to the provisions of Schedule XIII of the Companies Act, 1956 and recommended the same to the Board of Directors for its consideration and approval.
The Board recommends this Resolution for approval.
A copy of the Draft Agreement referred to in the Resolution will be available for inspection by the Members at the Registered Office of the Company between the hours of 11.00 A.M. and 1.00 P.M. on any working day prior to the date of the meeting and will also be available at the meeting.
No Director except Mr. J. D. Curravala is concerned or interested in this Resolution.

STATEMENT PURSUANT TO SCHEDULE XIII OF THE COMPANIES ACT, 1956 TO BE CIRCULATED TO THE SHAREHOLDERS ALONG WITH THE NOTICE CALLING THE ANNUAL GENERAL MEETING ON 7th AUGUST, 2013.

I. General Information:

- (1) Nature of industry

Engineering:

Manufacturing Mild steel pressed components, steel wood screws and safety pins.

- (2) Date or expected date of commencement of commercial production

Not Applicable

GKW LIMITED

- (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

Financial parameters:

	Year (₹ Lakhs)	
	2011-2012	2012-2013
Total Revenue	4837	4771
Net profit/(loss)	(27120)	(25086)
(as computed under section 198)		
Net profit/(loss) as per Statement of profit and loss	1374	1227
Amount of dividend paid	—	—

- (5) Export performance and net foreign exchange collaborations

Export of goods calculated on f.o.b. basis

— —

- (6) Foreign investments or collaborators, if any

— —

II. Information about the appointee:

- (1) Background details

Mr. J.D. Curravala was born on 21st October, 1939 and on completion of his graduation from Bombay University qualified as a Chartered Accountant from the Institute of Chartered Accountants of India. He also obtained a bachelor's degree in law.

Mr. J. D. Curravala worked with Stewarts & Lloyds Limited, U.K. as Financial Accountant during April 1966 to January 1970. During these four years at U.K. he also attended a training course titled 'Production appreciation for Accountants'. He joined the Company in April 1970 as an Accountant in one of the operating divisions. He was soon promoted as Manager – Accounts of the division. In order to provide Mr. Curravala exposure to Company's operations he was appointed General Manager – Operations of a division in 1984 and later in 1987 he was appointed Chief Executive of a division with overall responsibility for achieving the budgeted profitability of the division. Following the restructuring of the Senior Management of the Company in 1988, Mr. Curravala was appointed Chief Executive – Finance with effect from 1.5.1988 and later from 11.8.1989 he was promoted as Director – Finance of the Company.

Mr. J. D. Curravala has attended the GKN Group (Management Development programme held in Cambridge, U.K. in 1978) followed by industrial visits to various establishments of the GKN Group in U.K. The Management Development programme of GKN was attended by Senior Executives of all GKN Group Companies located all over the world and the faculty was drawn from eminent personalities in various fields. The programme allowed the nominee to gain rich experience through interaction with his colleagues from different parts of the world.

Mr. J. D. Curravala has over 46 years of experience of working in India and in U.K. He has the unique experience of working as General Manager – Operations of a division and as Chief Executive of a division which has allowed him to have a deep insight into the intricacies of Company's business which is extremely useful in his current assignment. As Director – Finance, Mr. Curravala had the overall responsibility for the effective and efficient functioning of the Finance, Budget, MIS, Accounts and Taxation functions of the Company. He was responsible

for formulating the policies, procedures and systems relating to Financial Accounting, Cost Accounting, Funds procurement and management, Budgeting, Management Information System and Taxation. He was responsible for all financial negotiations with banks, financial institutions and other external agencies. Management of working capital and appraisal of all capital expenditure proposals including their financial implications also formed part of Mr. Curravala's responsibility. He was responsible for ensuring availability of adequate funds for running the operations of the Company and also to ensure optimum utilization of all resources of the Company.

Considering the critical importance of finance function in the Company, Mr. Curravala was appointed a Wholetime Director of the Company designated as Director – Finance with effect from 11th August, 1989.

Mr. Curravala was part of the top management team which formulated and implemented the turnaround strategy for the Company and put it back on the path of profitability.

Thereafter, the Board of Directors of the Company appointed him as Managing Director of the Company with effect from 22nd June, 1995 which position he has been holding at present.

(2) Past remuneration

	(₹ Lakhs)	
	31-03-12	31-03-13
Salary	39.83	42.00
Perquisites/Others	12.78	13.09
Total	52.61	55.09

(3) Recognition or awards

— —

(4) Job profile and his suitability:

Mr. J. D. Curravala has been working as Managing Director of the Company since June, 1995 for nearly 18 years. Mr. Curravala has been responsible for restructuring the Company and conceiving and implementing the turnaround strategy which resulted in the Company emerging from loss to profitability. Having regard to the qualifications, experience of Mr. J.D. Curravala as stated under BACKGROUND DETAILS, the Board of Directors of the Company is of the opinion that Mr. Curravala will be eminently suitable to continue as Managing Director of the Company for a period of one year with effect from 11th August, 2013.

(5) Remuneration proposed

- i) **Salary:** ₹ 350000/- per month in the scale of ₹ 200000/- - ₹ 500000/- with an authority to the Remuneration Committee and the Board of Directors to vary and/or fix in its absolute discretion the salary/perquisites payable to Mr. Curravala within the limit specified in Schedule XIII of the Companies Act, 1956 and the Rules made thereunder or any modification or re-enactment thereof for a period of one year with effect from 11th August, 2013.
- ii) **Commission:** In addition to the salary and perquisites, Mr. Curravala will be entitled to such commission based on the net profit of the company in any financial year not exceeding 1% of such profit as the Board or the Remuneration Committee shall decide having regard to the performance of the Company.

GKW LIMITED

- iii) Mr. Curravala will also be entitled to Provident Fund, Superannuation Fund, Gratuity and leave encashment and other benefits, amenities and facilities in accordance with the Company's Scheme(s)/Rule(s) applicable in this regard.
 - iv) Provision of cars for use on Company's business and telephones at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to Mr. Curravala.
 - v) In the event of loss or inadequacy of profits in any financial year the remuneration by way of salary, payable to Mr. Curravala shall be the same as stated above, but shall not exceed the limits prescribed under the Companies Act, 1956, and the Rules made thereunder or any statutory modification or re-enactment thereof.
 - vi) Encashment of leave at the end of the tenure will not be included in the computation of perquisites.
 - vii) Mr. Curravala shall be entitled to Earned/Privilege Leave as per rules of the Company. Leave accumulated and not availed of during his tenure in the service of the Company may be allowed to be encashed at the time of his retirement as per rules of the Company.
Other terms and conditions are set out in the Draft Agreement between Mr. J. D. Curravala and the Company.
- (6) 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 reference to the country of his origin).
- While approving the above remuneration the Remuneration Committee considered the challenges posed by the growth opportunities in the engineering and automotive industry, the availability of senior managerial personnel at Board level. The Committee also considered the achievement of the Managing Director in turning around the Company from loss making to a profit making Company and the responsibilities cast upon him for steering the Company in a competitive and growth oriented scenario in the engineering and automotive sector which justified the remuneration. The Committee also noted that the profile of the incumbent Managing Director is eminently suited to the overall profile of this position.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.
NIL

III. Other information:

- (1) Reasons of loss or inadequate profits
Due to recession in the industry in general and engineering/automobile industry in particular, coupled with high interest burden and high manpower costs resulted in accumulated losses which arose in the earlier years. Even though the Company has made profit in the last six years, there was inadequacy of profit.
- (2) Steps taken or proposed to be taken for improvement.

The Company has already taken appropriate steps to restructure its businesses in order to attain profitability. The Company has been consistently making profits. The Company has already achieved net profit of ₹ 1226.68 lakhs for the year 2012-13.

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

The expected productivity and profits in measurable terms are as follows:

	(₹ Lakhs)	
	2011-12	2012-13
	Actual	Actual
Total Revenue	4837	4771
PBDIT	1506	1652

It is expected that from the year 2013-14 the level of profitability will be maintained.

Item No.5

The Board of Directors of the Company in its meeting held on 9th May, 2013 approved the resignation of Mr. Gopal Srinivasan as Wholetime Director of the Company with effect from the conclusion of the said meeting. The Board of Directors in the said meeting has appointed Mr. Gopal Srinivasan as an Additional Director with effect from 10th May, 2013. Mr. Srinivasan will hold office till the date of the forthcoming Annual General Meeting of the Company.

The Company has received a notice in writing under section 257 of the Companies Act, 1956 with required deposit from a member of the Company signifying his intention to propose at the forthcoming Annual General Meeting of the Company the appointment of Mr. Gopal Srinivasan as Director of the Company.

The Board of Directors considers that the appointment of Mr. Gopal Srinivasan as Director of the Company would prove beneficial to the Company and accordingly recommend the resolution set out in item No. 5 of the Notice convening the Meeting.

No Director of the Company except Mr. Gopal Srinivasan is concerned or interested in the Resolution.

Registered Office:
3A Shakespeare Sarani
Kolkata 700 071
Dated: 9th May, 2013

By Order of the Board

J. N. Ghosh
Vice-President & Secretary

GKW Limited

Registered Office : 3A Shakespeare Sarani, Kolkata 700 071

Please complete the attendance slip and hand it over at the entrance of the Meeting Hall. Please also bring your copy of the enclosed Annual Report.

ATTENDANCE SLIP

I hereby record my presence at the 83rd Annual General Meeting of the Company held on 7th August, 2013.

REGD. FOLIO NO. : No. of Shares :

NAME OF THE SHAREHOLDER(S) (IN BLOCK CAPITALS)

SIGNATURE OF THE SHAREHOLDER OR PROXY

GKW Limited

Registered Office : 3A Shakespeare Sarani, Kolkata 700 071

REGD. FOLIO NO. : No. of Shares :

PROXY FORM

I/We _____

of _____

_____ being a member/members of GKW Limited,

hereby appoint _____ of _____

or failing him _____ of _____

or failing him _____ of _____

as my/our Proxy to attend and vote for me/us and on my/our behalf at the 83rd Annual General Meeting of the Company to be held on 7th August, 2013 and at any adjournment thereof.

AS WITNESS my/our hand this _____ day of _____ 2013

Signed by the said _____

₹ 1/-
Revenue
Stamp

Note : The Proxy must be deposited at the Registered Office not less than 48 hours before the time for holding the Meeting.

