

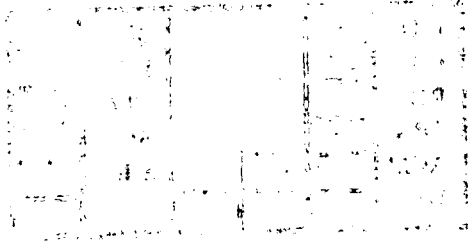
REPORT AND ACCOUNTS 1997-98

MD	✓		BKC	✓
CS	✓		DPY	NA
RO	✓		DIV	NA
TRA	✓		AC	✓
AGM	✓	✓	SHI	✓
YE	✓	✓		

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GKW Limited



Page 1 of 1

GKW LIMITED

NOTICE

Notice is hereby given that the 68th Annual General Meeting of the Members of GKW Limited will be held on Monday, 21st September, 1998 at 11.00 a.m. at Kala Mandir, 48 Shakespeare Sarani, Calcutta-700017, to transact the following business :

1. To consider and adopt the Audited Balance Sheet as at 31st March 1998, the Audited Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint Directors in place of those retiring by rotation.
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 provided that if on the date of the Annual General Meeting not less than 25% of the subscribed share capital of the Company is held by public financial institutions and nationalised banks, the Resolution will be proposed as a Special Resolution pursuant to Section 224A of the Companies Act, 1956 :

"RESOLVED that Lodha & Co., Chartered Accountants of 14 Government Place East, Calcutta 700 069, 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

To consider and, if thought fit, to pass with or without modification the following Resolutions as Ordinary Resolutions :

4. "RESOLVED that Mr. G Srinivasan, be and is hereby appointed a Director of the Company."
5. "RESOLVED that in accordance with the applicable provisions of the Companies Act, 1956 or any amendment or modification thereof this Meeting hereby approves the appointment of and remuneration payable to Mr. G Srinivasan as a Wholetime Director of the Company for a period of five years commencing from 13th September 1997 on the terms and conditions as set out in the draft Agreement to be entered into between the Company and Mr. G Srinivasan, a copy whereof initialled by the Chairman for the purpose of identification is placed before the Meeting."
6. "RESOLVED that in accordance with the applicable provisions of the Companies Act, 1956 or any amendment or modification thereof this Meeting hereby approves the re-appointment of and the remuneration payable to Mr. J C Khanna as Deputy

Managing Director of the Company for a period of three years with effect from 7th April 1998 on the terms and conditions as set out in the draft Agreement to be entered into between the Company and Mr. J C Khanna, a copy whereof initialled by the Chairman for the purpose of identification is placed before the Meeting."

Registered Office
3A, Shakespeare Sarani
Calcutta 700 071
Dated: 29th June, 1998

By Order of the Board
S Kar
Secretary

NOTES:

- i) The Register of Members and Share Transfer Books will remain closed from 1st September 1998 to 21st September 1998, both days inclusive.
- ii) 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.
- iii) Members are requested to notify immediately any change in their addresses to the Company's Registrars and Share Transfer Agents, Robson, Black & Ghosh (MC) Pvt. Ltd., 11 Russell Street, Calcutta - 700 071.
- iv) Pursuant to Rule 4A of the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules 1978, the Dividend declared at the Annual General Meeting of the Company held on 26th August, 1994 and remaining unpaid/ unclaimed had been transferred to the General Revenue Account of the Central Government on 18th October 1997, in terms of Section 205A of the Companies Act, 1956. Any claim for payment of such unpaid/unclaimed Dividend should be made by an application in Form II of the said Rules to the Registrar of Companies, West Bengal, at the address given below :

Nizam Palace
II M.S.O. Building
234/4, Acharya Jagadish Chandra Bose Road
Calcutta - 700 020
- v) Members who have multi accounts in identical name and address or in joint names in the same order are requested to intimate the Company the ledger folios of such accounts and send all share certificates to enable the Company to consolidate their shareholdings into one account.
- vi) **MEMBERS WHO WERE SHAREHOLDERS OF ERSTWHILE POWMEX STEELS LIMITED (POWMEX) AND WHO HAVE NOT TILL DATE EXCHANGED THEIR SHARE CERTIFICATES OF POWMEX WITH SHARE CERTIFICATES OF GKW LIMITED ARE ONCE AGAIN REQUESTED TO KINDLY SEND THE SHARE CERTIFICATES OF POWMEX TOGETHER WITH A FORWARDING LETTER SIGNED BY THE JOINT HOLDER (S), IF ANY, BY REGISTERED POST TO :-**

**GKW LIMITED
3A, SHAKESPEARE SARANI
CALCUTTA - 700 071**

GKW LIMITED

EXPLANATORY STATEMENT

The following information is supplementary to the Notice convening the Annual General Meeting of the Company to be held on Monday, 21st September 1998 and is being given as required under Section 173(2) of the Companies Act, 1956.

Item Nos. 4 & 5

The Board of Directors of the Company ("the Board") at its Meeting held on 12th September 1997 appointed Mr G Srinivasan as an Additional Director of the Company with effect from 13th September 1997.

In terms of Section 260 of the Companies Act, 1956 ("the Act") read with Article 118 of the Articles of Association of the Company, Mr Srinivasan holds office upto the date of the forthcoming Annual General Meeting. The Company has received a notice in writing from a member in terms of Section 257 of the Act signifying his intention to propose the candidature of Mr Srinivasan as a Director of the Company, if appointed and has filed with the Company his consent in writing under Section 264(1) of the Act.

The Board at its Meeting held on 12th September 1997 also appointed Mr G Srinivasan as a Wholetime Director of the Company for a period of five years with effect from 13th September 1997 on the terms and conditions as set out in the draft Agreement ("the Agreement") to be entered into between the Company and Mr. Srinivasan. The Board at its Meeting held on 29th June, 1998 revised the salary of Mr. Srinivasan with effect from 1st April 1998. The material terms of Mr. Srinivasan's appointment are as under :

Mr Srinivasan shall be a Wholetime Director of the Company for a period of five years with effect from 13th September 1997 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 and/or the Managing Director ("M.D") of the Company either alone or jointly with any other person or persons as the Board and/or the M.D. may from time to time impose.

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

1. Salary :

Rs. 50,000/- per month in the scale of Rs. 30,000/- — Rs. 150,000/- with an authority to the Board or any Committee thereof to fix in its absolute discretion and from time to time, within the scale stated above, the salary payable to Mr. Srinivasan.

2. Commission :

In addition to the salary and perquisites, Mr. Srinivasan 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 Committee thereof shall decide having regard to the performance of the Company.

3. Perquisites :

Mr. Srinivasan will be entitled to perquisites (evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases) like the benefit of the Company's unfurnished accommodation, gas, electricity, water and furnishings, club fees, personal accident insurance, use of car and telephone at residence, medical reimbursement, leave and leave travel assistance, provident fund, superannuation fund and gratuity and other benefits, amenities and facilities in accordance with the Company's scheme(s)/Rule(s) applicable in this regard.

In case Company-owned accommodation is not provided, Mr. Srinivasan shall be eligible for house rent allowance subject to a ceiling of 50% of salary and maintenance of accommodation including furniture, fixtures & furnishings, as may be provided by the Company.

In the event of absence or inadequacy of profits in any financial year the remuneration by way of salary, allowances and perquisites payable to Mr. Srinivasan shall not exceed the limits prescribed under the Companies Act, 1956, and the Rules made thereunder or any statutory modification or re-enactment thereof.

The draft 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 Board recommends the Resolutions for approval.

A copy of the draft Agreement referred to in Resolution No. 5 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 excepting Mr. G. Srinivasan is concerned or interested in these Resolutions.

Item Nos. 6

The term of office of Mr J C Khanna as the Deputy Managing Director of the Company expired on 6th April 1998. The Board of Directors of the Company ("the Board") at its Meeting held on 26th March 1998 re-appointed Mr Khanna as the Deputy Managing Director for a further period of three years with effect from 7th April 1998 on the terms and conditions as set out in the draft Agreement ("the Agreement") to be entered into between the Company and Mr. Khanna, the material terms of which are as under :

Mr Khanna shall be the Deputy Managing Director of the Company for a period of three years with effect from 7th April 1998 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 and/or the Managing Director ("M.D") of the Company either alone or jointly with any other person or persons as the Board and/or the M.D. may from time to time impose.

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

1. Salary :

Rs. 45,000/- per month in the scale of Rs. 30,000/- — Rs. 150,000/- with an authority to the Board or any Committee thereof to fix in its absolute discretion and from time to time, within the scale stated above, the salary payable to Mr. Khanna.

2. Commission :

In addition to the salary and perquisites, Mr. Khanna 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 Committee thereof shall decide having regard to the performance of the Company.

3. Perquisites :

Mr. Khanna will be entitled to perquisites (evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases) like the benefit of the Company's unfurnished accommodation, gas, electricity, water and furnishings, club fees, personal accident insurance, use of car and telephone at residence, medical reimbursement, leave and leave travel assistance, provident fund, superannuation fund and gratuity and other benefits, amenities and facilities in accordance with the Company's scheme(s)/Rule(s) applicable in this regard.

In case Company-owned accommodation is not provided, Mr. Khanna shall be eligible for house rent allowance subject to a ceiling of 60% of salary and maintenance of accommodation including furniture, fixtures & furnishings, as may be provided by the Company.

In the event of absence or inadequacy of profits in any financial year the remuneration by way of salary, allowances and perquisites payable to Mr. Khanna shall not exceed the limits prescribed under the Companies Act, 1956, and the Rules made thereunder or any statutory modification or re-enactment thereof.

The draft 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 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 AM and 1.00 PM on any working day prior to the date of the Meeting and will also be available at the Meeting.

No Director excepting Mr. J C Khanna is concerned or interested in this Resolution.

GKW LIMITED

Registered Office : 3A Shakespeare Sarani, Calcutta 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 68th Annual General Meeting of the Company held on 21st September, 1998.

REGD. FOLIO NO.

NO. OF SHARES

NAME OF THE SHAREHOLDERS (IN BLOCK CAPITALS)

SIGNATURE OF THE SHAREHOLDER OR PROXY

GKW LIMITED

Registered Office : 3A Shakespeare Sarani, Calcutta 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 68th Annual General Meeting of the Company to be held on 21st September, 1998 and at any adjournment thereof.

AS WITNESS, my/our hand this _____ day of _____ 1998

Signed by the said _____

30 P
Revenue
Stamp

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



GKW LIMITED

CHAIRMAN

T K Faris
(Alternate : P K Khaitan)

VICE-CHAIRMAN

K K Bangur

MANAGING DIRECTOR

J D Curavala

DEPUTY MANAGING DIRECTOR

J C Khanna
(Expired on 12 July 1998)

WHOLETIME DIRECTOR

G Srinivasan

DIRECTORS

S K Mukerji
Nominee of LIC

R P Goyal

N N Kampani

Y F Lombard
(Alternate : J P Thacker)

B P Mishra

Nominee of IFCI

A L A Mudaliar

N I Ganga Ram

SECRETARY

S Kar

AUDITORS

Lodha & Co.

BANKERS

Central Bank of India

Bank of India

Canara Bank

State Bank of Hyderabad

State Bank of India

Union Bank of India

United Bank of India

American Express Bank Limited

Indian Overseas Bank

ICICI Banking Corporation Ltd.

REGISTRAR & SHARE TRANSFER AGENT
(For Equity Shares)

Robson, Black & Ghosh
(Management Consultants) Private Ltd.
11 Russell Street
Calcutta 700 071

REGISTRAR FOR DEPOSIT SCHEMES

ABC Computers Private Limited

National Council of Education, Bengal.

Jadavpur University Campus, Jadavpur

Calcutta-700 032

REGISTERED OFFICE

3A Shakespeare Sarani
Calcutta 700 071

CONTENTS

	Page No.
Directors' Report	3
Auditors' Report	8
Balance Sheet	10
Profit & Loss Account	11
Schedules	12
Cash Flow Statement	29
Statement Regarding Subsidiary Companies	30
Ten Years Profile	31
Report & Accounts of Subsidiary Companies	33