

THE GAEKWAR MILLS LTD.



REGD. OFFICE: 2/2, Plot-2, New Sion CHS, Swami Vallabhdas Marg, Road No. 24, Sindhi Colony, Sion Mumbai – 400022.

CIN: L17120MH1949PLC007731

Website: www.gaekwarmills.com

Date: 31st December, 2021

To,
The Deputy General Manager
Corporate Relationship Dept.
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Security Code No: 502850

Kind Attn: Head – Listing Department / Dept of Corporate Communications

Subject: Disclosure of Voting Results of the 92nd Annual General Meeting held on Wednesday, December 29, 2021 in terms of Regulation 44 of the Listing (Obligations And Disclosure Requirements), 2015

Dear Sir / Madam,

As per the requirements of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the details of Voting Results with respect to the 92nd Annual General Meeting of the Company held on Wednesday, December 31, 2021 at 04.30 P.M. through electronic mode (video conference or other audio visual means) as per the format prescribed.

Further, the results are also being uploaded on website of the Company at www.gaekwarmills.in

Also, please find enclosed, for your records the report issued by the Scrutinizer i.e. Mr. Anish Gupta, Practicing Company Secretary.

We request you to take the aforesaid on records.

Thanking you,

Yours truly,
For Gaekwar Mills Limited

Ratan Karanjia
Director
DIN: 00033108



Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman
Gaekwar Mills Limited
CIN: L17120MH1949PLC007731
2/2, Plot-2, New Sion CHS,
Swami Vallabhdas Marg,
Road No. 24, Sindhi Colony,
Sion, Mumbai - 400022

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting conducted during the Annual General Meeting held on Wednesday, December 29, 2021.

I, Anish Gupta, Proprietor of M/s Anish Gupta and Associates, Practicing Company Secretaries firm, have been appointed as Scrutinizer by the Board of Directors of **Gaekwar Mills Limited** ("the Company") for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolutions contained in the notice dated August 12, 2021 ("Notice") issued in accordance with General Circular No. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8 April 2020, 13 April 2020, 05 May 2020 and 13 January, 2021 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the 32nd Annual General Meeting of its Equity Shareholders ("the Meeting" / "AGM") through video conferencing / other audio - visual means (VC / OAVM). The AGM was convened on Wednesday, December 29, 2021 at 04.30 P.M. IST through video conferencing /other audio - visual means (VC / OAVM).

The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:

- (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote evoting"); and
- (ii) process of e-voting at the AGM through electronic voting system ("evoting").

Management's Responsibility:

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility:

My responsibility as a Scrutinizer is to ensure that the e-voting process through both remote e-voting and e-voting (venue voting) at the Annual General Meeting are conducted in a fair and transparent manner and provide consolidated scrutinizer's report of the votes cast "in favour" or "against" if any, on the resolutions contained in the Notice, based on the report generated from the electronic voting system provided by the NSDL, the Agency authorized under the Rules and engaged by the Company to provide e-voting facility.

Report on Scrutiny:

- The Company had appointed **National Securities Depository Limited** (NSDL) as the Agency for providing the remote e-voting and e-voting (venue voting) platform to the Members of the Company in connection with the AGM of the Company.
- M/s. **Link Intime India Private Limited**, Mumbai is the Registrar and Share Transfer Agent of the Company.
- The Agency had set up electronic voting facility on its website <https://issuer.nsdl.com> .
- The Company had conducted the 92nd AGM via Video Conferencing mode by following General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively, relating to passing of the Ordinary and Special Resolution by Companies under the Companies Act, 2013, So ballot facility was not provided by the company.
- The remote e-voting period commenced on Wednesday, December 23, 2020 at 09:00 A.M. (IST) and ends on Saturday, December 25, 2021 at 05:00 P.M. (IST) and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by NSDL.
- The Shareholders of the Company as on the "cut off" date i.e. Wednesday, December 22, 2021 were entitled to avail the facility of remote e-voting as well as venue voting at the AGM on the proposed resolution.
- The Company has informed that on the basis of the Register of Members and the list of Beneficial Owners made available by **Link Intime India Private Limited**, the Registrar and Share Transfer Agents ("RTA") of the Company and the

depositories respectively, the Company completed dispatch of Notice of AGM on 08th December, 2021 by E-mail to members who had registered their Email Ids with Company / Depositories.

- The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited on 8th December, 2021.
- Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs, an advertisement was published in "**Business Standard**" in **English** language on December 09, 2021 and in "**Mumbai Lakshdeep**" in **Marathi** language on December 09, 2021 respectively specifying the date& time of the AGM, availability of the notice on Company's website and website of Stock Exchanges, manner of voting through remote e-voting or through e-voting system at the AGM etc.
- In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.
- Accordingly, NSDL, the remote e-voting agency provided us with the names, DP ID & Client ID / folios and shareholding of the members who had cast their votes through remote e-voting.
- On completion of e-voting during the AGM, NSDL provided us with the list of members who had cast their votes, their holding details and details of votes cast on the Resolution.
- Votes were reconciled with the records maintained by the Company and Share transfer Agent of the Company (RTA) with respect to authorizations lodged with the Company.
- We unblocked the results of the remote e-voting and e-voting by members at the AGM, on the NSDL e-voting platform and downloaded the results.
- We observe that:
 - a) 0 Members had cast their votes through e-voting at the AGM;
 - b) 29 Members had cast their votes through remote e-voting
 - Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated December 05th, 2021 is enclosed herewith.
 - Based on the aforesaid results, we report that Four (4) Ordinary Resolutions as set out in Item Nos. 1 to 4 of the Notice of the AGM dated December 05th, 2021 have been **passed unanimously**.

I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting conducted during the 92nd Annual General Meeting of the Company, based on the reports generated from e-voting platform of NSDL, scrutinized on test check basis and relied upon by me as under:

ORDINARY BUSINESS:

Item No. 1 of the Notice (As an Ordinary Resolution):

Audited Financial Statements of the Company as at March 31, 2021 together with the Reports of Board of Directors and Auditors thereon:

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at AGM	Total	
Votes in Favour	29	3,58,091	0	3,58,091	100
Votes Against	-	-	-	-	-
Total	29	3,58,091	0	3,58,091	100

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM dated December 05, 2021 has been passed unanimously.

Item No. 2 of the Notice (As an Ordinary Resolution):

Appointment of a director in place of Ms. Shweta Dhruv Shah (DIN: 03287393), who retires by rotation, and being eligible, offers herself for reappointment.

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at AGM	Total	
Votes in Favour	29	3,58,091	0	3,58,091	100
Votes Against	-	-	-	-	-
Total	29	3,58,091	0	3,58,091	100

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM dated December 05, 2021 has been passed unanimously.

Item No. 3 of the Notice (As an Ordinary Resolution):

Appointment Of Mr. Mipan Navinchandra Shah (Din: 02436963) As Non-Executive, Independent Director of the Company.

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at AGM	Total	
Votes in Favour	29	3,58,091	0	3,58,091	100
Votes Against	-	-	-	-	-
Total	29	3,58,091	0	3,58,091	100

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 3 of the Notice of the AGM dated December 05, 2021 has been passed unanimously.

Item No. 4 of the Notice (As an Ordinary Resolution):

Appointment Of Mrs. Shweta Dhruv Shah (Din No: [03287393](#)) As Whole Time Director Designated as Executive Director and Chief Executive Officer of the Company

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote voting	e-voting	Total	
Votes in Favour	29	3,58,091	0	3,58,091	100
Votes Against	-	-	-	-	-
Total	29	3,58,091	0	3,58,091	100

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No.4 of the Notice of the AGM dated December 05, 2021 has been passed unanimously.

The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Chairman for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

The Company may accordingly declare the results of voting, as required.

Thanking you.

Yours truly,

**For Anish Gupta& Associates,
Company Secretaries**

**Anish Gupta
Proprietor
(Scrutinizer)
M No.:-5733/COP:-4092
UDIN: F005733C002012201**

Date: 31/12/2021

Place: Mumbai

**Counter Signed by
Mr. Ratan Noshir Karanjia
Chairman
DIN: 00033108**

Date: 31/12/2021

Place: Mumbai

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DETAILS OF VOTING RESULTS

Voting Results of 92nd Annual General Meeting	
Date of the Annual General Meeting	December 29, 2021
Total number of shareholders on record date i.e. (i.e. Wednesday, 22-12-2021 - cut-off date for voting purpose)	1113
No. of shareholders present in the meeting either in person or through Proxy:	
a. Promoters and Promoters Group:	Not Applicable
b. Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
a. Promoters and Promoters Group:	-
b. Public:	28

AGENDA – WISE

The mode of voting on all the resolutions was:

1. Remote e-voting conducted between Saturday, December 25, 2021 to Tuesday, December 28, 2021; and
2. Voting through electronic means conducted during the Annual General Meeting.

The details of voting for each resolution are given in "**Annexure I**".

Yours truly,
For **Gaekwar Mills Limited**

Ratan Karanjia
Director
DIN: 00033108

Annexure-1

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Financial Statements of the Company as at March 31, 2021 together with the Reports of Board of Directors and Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	21300	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	21300	0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	1978700	358091	18.0973	358091	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1978700	358091	18.0973	358091	0	100.0000	0.0000

Total	Total	2000 000	358 091	17.9046	358 091	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of a director in place of Ms. Shweta Dhruv Shah (DIN: 03287393) who retires by rotation, and being eligible, offers herself for reappointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2130 0	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2130 0	0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	1978 700	3580 91	18.0973	3580 91	0	100.000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1978 700	3580 91	18.0973	3580 91	0	100.000	0.0000

Total	Total	2000 000	3580 91	17.9046	3580 91	0	100.000 0	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Mipan Navinchnadra Shah (DIN NO:- 02436963) as Non-Executive Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	21300	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		21300	0	0.0000	0	0.0000	0.0000
Public Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0.0000	0.0000
Public Non Institutions	E-Voting	1978700	358091	18.0973	358091	0	100.000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1978700	358091	18.0973	358091	0	100.000

Total	Total	2000 000	3580 91	17.9046	3580 91	0	100.000 0	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (4)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				APPOINTMENT OF MRS. SHWETA DHARUV SHAH (DIN NO: 03287393) AS WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	21300	0	0.0000	0	0	0	0	
	Poll		0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	21300	0	0.0000	0	0	0.0000	0.0000	
Public Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000	
	Poll		0	0	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000	
	Total	0	0	0.0000	0	0	0.0000	0.0000	
Public Non	E-Voting	1978700	358091	18.0973	358091	0	100.000	0.0000	
	Poll		0	0.0000	0	0	0	0	

Institution s	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1978 700	3580 91	18.0973	3580 91	0	100.000 0	0.0000
Total	Total	2000 000	3580 91	17.9046	3580 91	0	100.000 0	0.0000
Whether resolution is Pass or Not.							Yes	

Yours truly,
For Gaekwar Mills Limited

Ratan Karanjia
Director
DIN: 00033108