

# 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](http://www.gaekwarmills.com)

01<sup>st</sup> April, 2019

**1. Department of Corporate Services  
Bombay Stock Exchange Limited (BSE)**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001.

**Scrip Code: 502850**

**2. Central Depository Services India Ltd.**

e-Voting Division  
16<sup>th</sup> Floor, P.J. Towers,  
Dalal Street, Fort  
Mumbai – 400 001

**EVSN: 190311003**

**Sub:- Compliance under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The Extra Ordinary General Meeting of the Members of the Company were held on 30<sup>th</sup> March, 2019 at 12: 00 p.m.

Requisite details under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are furnished below:

<b>Sr. No.</b>	<b>Description</b>	<b>Particulars</b>
1.	Date of EOGM	30 <sup>th</sup> March, 2019
2.	Book Closure Date	26 <sup>th</sup> March, 2019 to 30 <sup>th</sup> March, 2019 (both days inclusive)
3.	Total Number of Shareholders as on cut off Date for e-voting	1082
4.	No. of the Shareholders present in the Meeting either in Person or through Proxy	
	Promoter and Promoter Group	0
	Public	15
	Proxy	0
5.	No. of the Shareholders attended the meeting through Video Conferencing	
	Promoter and Promoter Group	Not Arranged
	Public	
	Proxy	

**The Following businesses were transacted at the EOGM:**

**SPECIAL BUSINESS:**

RESOLUTION REQUIRED: (ORDINARY /SPECIAL)	RE-APPOINTMENT OF MR. GIRISHBHAI CHAMPAKLAL SHAH (DIN : 03009213) AS AN INDEPENDENT DIRECTOR							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
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]
Promoter and Promoter Group	E-Voting	21300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>21300</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Institutions	E-Voting	48780		0	0	0	0	0
	Poll			0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>		<b>0</b>	<b>0</b>		<b>0</b>
Public - Non Institutions	E-Voting	1929920	11	0.0006	10	1	90.9091	9.0909
	Poll		1109312	57.4797	1109312	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>1929920</b>	<b>1109323</b>	<b>57.4803</b>	<b>1109322</b>	<b>1</b>	<b>99.9999</b>	<b>0.0001</b>
	<b>Total</b>	<b>2000000</b>	<b>1109323</b>	<b>55.4662</b>	<b>1109322</b>	<b>1</b>	<b>99.9999</b>	<b>0.0001</b>

<b>RESOLUTION REQUIRED: (ORDINARY / SPECIAL)</b>	<b>RE-APPOINTMENT OF MR. RATAN NOSHIR KARANJIA (DIN : 00033108) AS AN INDEPENDENT DIRECTOR</b>							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
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]
Promoter and Promoter Group	E-Voting	21300	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>21300</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Institutions	E-Voting	48780		0	0	0	0	0
	Poll			0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Non Institutions	E-Voting	1929920	11	0.0006	10	1	90.9091	9.0909
	Poll		1109312	57.4797	1109312	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>1929920</b>	<b>1109323</b>	<b>57.4803</b>	<b>1109322</b>	<b>1</b>	<b>99.9999</b>
	<b>Total</b>	<b>2000000</b>	<b>1109323</b>	<b>55.4662</b>	<b>1109322</b>	<b>1</b>	<b>99.9999</b>	<b>0.0001</b>

DR

Accordingly, I, RatanKaranjia, Director of The Gaekwar Mills Limited, being authorized in writing by the Chairman of the meeting, declare that all the Two (2) resolutions, as set out in the Notice of the EOGM of the Company, have been passed with requisite majority by the Members of the Company.

Kindly take the above on record.

For The Gaekwar Mills Limited

Mr. Ratan Karanji  
Director  
DIN: 00033108



# Anish Gupta & Associates

COMPANY SECRETARIES/INSOVERY PROFESSIONAL

Anish Gupta  
B.com, FCS, LL.B

413 Autumn Grove, Lokhandwala, Kandivali(E), Mumbai -400101  
India, Call: +91 022 29659720 email: [anish@csanishgupta.com](mailto:anish@csanishgupta.com)

## Consolidated Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014)

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

Dear Sir,

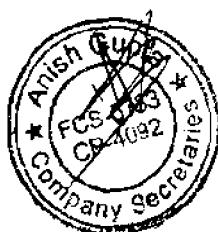
**Sub: Passing of Resolution(s) through remote e-voting and voting by poll at the venue of the Extra-Ordinary General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The Board of Directors of **Gaekwar Mills Limited** (hereinafter referred to as the "Company") at its meeting held on 05<sup>th</sup> March, 2019 has appointed me as the Scrutinizer for the Remote E-voting process as well as by the poll to be conducted at the venue of the Extra-Ordinary General Meeting ("EOGM") pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2016 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance with the provisions of the Companies Act, 2013 and the Rules made their under relating to voting through remote e-voting and voting by using poll papers by the members on the resolution proposed in the notice of Extra-Ordinary General Meeting of the Company is the responsibility of the management, my responsibility as a Scrutinizer is to ensure that the voting process through both remote e-voting and by use of poll papers at the meeting are conducted in a fair and transparent manner and provide consolidated scrutinizer's report of the total votes cast in favour or against if any, on the resolutions, based on the report generated from the electronic voting system provided by the CDSL and the report generated for voting by use of poll papers at the EOGM.

### Report on Scrutiny:

- The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing the remote e-voting platform to the Members of the Company in connection with the EOGM of the Company.



- M/s Link Intime India Private Limited, Mumbai is the Registrar and Share Transfer Agent of the Company.
- The **Cut-off date** for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was **Saturday, March 23, 2019**.
- The Remote E-Voting facility was opened for the Members to cast their votes from **Wednesday, 27<sup>th</sup> March, 2019 at 9.00 a.m. (IST) and ended on Friday, 29<sup>th</sup> March, 2019 at 5.00 p.m. (IST)**.
- The Notice was sent to all the Members at their registered address through the permitted mode.
- As prescribed in clause (v) of sub rule 4 of Rule 20, of the Companies (Management and Administration) Rules, 2014, as amended. the Company also released an advertisement, which was published in English language in Business Standard newspaper and in Marathi language in Lakshadweep Newspaper on March 07, 2019.
- At the end of the voting period on March 29, 2019 at 5.00 P.M., the voting portal of **CDSL** was blocked.
- As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, as amended, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the EOGM, the Scrutinizer had access after closure of period of remote e-voting and before the start of EOGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.
- Accordingly, **CDSL** provided me the names, DP ID/folio numbers and shareholding of Members who had cast their votes through remote e-voting.
- At the venue of the EOGM the facility to vote by using poll papers was provided to facilitate those Members present at the EOGM who could not participate through Remote E-voting to record their votes.
- On Saturday, March 30, 2019, after counting of the votes conducted at the venue of the EOGM through Poll, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Nikita Vasa and Ms. Varsha Chavan who acted as the witnesses.
- After the time fixed for voting of the poll, one poll box kept for polling was locked and sealed in my presence with due identification marks placed by me.
- There were 1 invalid/incomplete/defective poll papers.
- The locked poll box was subsequently opened in my presence and poll papers were diligently scrutinized. The voting done through remote e-voting and Poll at the EOGM were reconciled with the records maintained by the RTA and the authorizations/proxies lodged with the Company.



- Thereafter, I now submit my consolidated report as under on the result of the voting through remote e-voting and voting conducted through poll paper at the venue of EOGM in respect of all the resolutions included in the notice of EOGM.
- The combined results of the remote e-voting together with that of the voting conducted at venue of the EOGM by way of Poll Paper is as under:

Details	Remote E-voting	Voting by Poll at the EOGM	Total voting
Number of Members who cast their votes	2	13	15
Total number of Shares held by them	11	1109312	1109323
Valid Votes	Various as mentioned under each item of the Notice		
Abstained / Partly Voted/Invalid	1 ballot paper was invalid as that ballot was casted in remote e-voting as well as through ballot form.		

Note: Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote E-Voting and Poll at the venue of the meeting.

**Item No. 1 of the Notice (As a Special Resolution):**

**Re-appointment of Mr. Girishbhai Champaklal Shah (DIN : 03809213) as an Independent Director:**

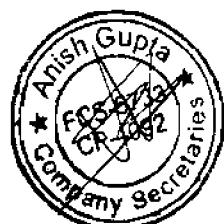
Manner of Voting	Total	Votes in favour of the resolution		Votes against the resolution		Abstained /partly voted/ Invalid
		No. of shares	%	No. of shares	%	
Remote E-voting	11	10	0.0009	1	0.0001	-
Poll at EOGM	1109312	1109312	99.9990	0	0.0000	1
Total	1109323	1109322	99.9999	1	0.0001	1

Item 1 of Notice of EOGM stands passed with the **requisite majority**.

**Item No. 2 of the Notice (As a Special Resolution):**

**Re-appointment of Mr. Ratan Noshir Karanjia (DIN : 00033108) as an Independent Director:**

Manner of Voting	Total	Votes in favour of the resolution		Votes against the resolution		Abstained /partly voted/ Invalid
		No. of shares	%	No. of shares	%	
						No. of Shares



Remote E-voting	11	10	0.0009	1	0.0001	-
Poll at EOGM	1109312	1109312	99.9990	0	0.0000	1
Total	1109323	1109322	99.9999	1	0.0001	1

Item 2 of Notice of EOGM stands passed with the **requisite majority**.

All the Resolutions mentioned in the EOGM Notice as per the above details stand passed under Remote E-voting and voting conducted at the EOGM by way of Poll with the requisite majority.

I hereby confirm that I have maintained the Registers in respect of the votes cast through Remote E-Voting and Poll conducted at EOGM by the Members of the Company. All relevant records of Poll will remain in our safe custody until the Chairman considers, approves and signs the Minutes of the EOGM of the Company and the same shall be handed over thereafter to the Chairman or Company Secretary of the Company for safe keeping.

Thanking you.

Yours truly,

For Anish Gupta & Associates,  
Company Secretaries

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



Date: 1<sup>st</sup> April, 2019

Place: Mumbai

Witnesses:

1. Ms. Nikita Vasa : Nikita

2. Ms. Varsha Chavan : Varsha

Received the Report together with other data/records mentioned therein:

Place: Mumbai  
Date: 1<sup>st</sup> April, 2019

V.N. Rathod  
Counter Signed by Ms. Vaishali Rathod  
Chairman/ Company Secretary