

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: 28th December, 2020

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 91st Annual General Meeting held on Saturday, December 26, 2020 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 91st Annual General Meeting of the Company held on Saturday, December 26, 2020 at 03.30 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.com

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**

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Ratan Karanjia

Director

DIN: 00033108



Anish Gupta & Associates

COMPANY SECRETARIES & INSOLVENCY PROFESSIONAL

Anish Gupta
FCS, IP, LLB, B.com

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

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 Saturday, December 26, 2020.

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 November 13, 2020 ("Notice") issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8 April, 2020, 13 April, 2020 and 5 May, 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the 91st Annual General Meeting of its Equity Shareholders ("the Meeting" / "AGM") through video conferencing / other audio - visual means (VC / OAVM). The AGM was convened on Saturday, December 26, 2020 at 03.30 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 Company had conducted the 91st AGM via Video Conferencing mode by following General Circular Nos. 14/2020, 17/2020 & 20/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020 & May 5, 2020 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 Friday, December 25, 2020 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. Saturday, December 19, 2020 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 02nd December, 2020 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 10th December, 2020.

- 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 03, 2020 and in "**Mumbai Lakshdeep**" in **Marathi** language on December 04, 2020 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) 7 Members had cast their votes through e-voting at the AGM;
 - b) 19 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 November 13, 2020 is enclosed herewith.
- Based on the aforesaid results, we report that Two (2) Ordinary Resolutions as set out in Item Nos. 1 to 2 of the Notice of the AGM dated November 13, 2020 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 91st 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, 2020 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	26	3,62,457	3,61,900	7,24,357	100
Votes Against	-	-	-	-	-
Total	26	3,62,457	3,61,900	7,24,357	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 November 13, 2020 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 himself 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	26	3,62,457	3,61,900	7,24,357	100
Votes Against	-	-	-	-	-
Total	26	3,62,457	3,61,900	7,24,357	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 November 13, 2020 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
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by ANISH GUPTA
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**Anish Gupta
Proprietor
(Scrutinizer)
M No.:-5733/COP:-4092
UDIN: F005733B001684071**

Date: 28.12.2020

Place: Mumbai

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

Date: 28.12.2020

Place: Mumbai

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

DETAILS OF VOTING RESULTS

Voting Results of 91 st Annual General Meeting	
Date of the Annual General Meeting	December 26, 2020
Total number of shareholders on record date i.e. (i.e. Saturday, December 19, 2020 - cut-off date for voting purpose)	1101
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:	21

AGENDA – WISE

The mode of voting on all the resolutions was:

1. Remote e-voting conducted between Wednesday, December 23, 2020 to Friday, December 25, 2020; 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
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Ratan Karanjia
Director
DIN: 00033108

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Annexure I

RESOLUTION REQUIRED: ORDINARY	1. Adoption of Audited Financial Statements of the Company as at March 31, 2020 together with the Reports of Board of Directors and Auditors thereon.							
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	21300	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	1978700	724357	36.6077	724357	0	100	0
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		724357	36.6077	724357	0	100	0
Total		2000000	724357	36.2179	724357	0	100	0

RESOLUTION REQUIRED: ORIDINARY	2. Appointment of a director in place of Ms. Shweta Dhruv Shah (DIN: 03287393) who retires by rotation, and being eligible, offers himself for reappointment.							
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 InFavour 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	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	1978700	724357	36.6077	724357	0	100	0
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		724357	36.6077	724357	0	100	0
Total		2000000	724357	36.2179	724357	0	100	0

Yours truly,

For **Gaekwar Mills Limited**

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Ratan Karanjia

Director

DIN: 00033108