

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.in

Date: September 27, 2022

To

BSE Limited

Department of Corporate Services

Listing Department

P J Towers

Dalal Street

Mumbai – 400001

Scrip Code: 502850

Re: Proceedings of the 93rd Annual General Meeting of Gaekwar Mills Limited (the “Company”) held on Monday, September 26, 2022 at 3:00 p.m. through Video Conferencing

Dear Sir/ Madam,

As per the notice of 93rd Annual General Meeting (AGM) dated August 10, 2022, the Annual General Meeting of the Company was held on Monday, September 26, 2022 at 3:00 p.m. through Video Conferencing, in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), various circulars issued by the Ministry of Corporate Affairs including Circular Nos. 2/2022 dated May 5, 2022, 19/2021 dated December 8, 2021, 2/2021 dated January 13, 2021, 20/2020 dated May 5, 2020, read with General Circular Nos. 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 and any updates thereto, and by the Securities and Exchange Board of India including circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. CIRCULARSEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and any updates thereto.

The brief details of businesses transacted at the meeting, manner of approval and result thereof are as under:

Sr. No.	Details of Businesses	Manner of Approval	Result
1.	Consideration and adoption of the audited standalone financial statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)	Remote e-voting / e-voting (Insta poll) at AGM	Passed with requisite majority
2.	Appointment of a Director in place of Mrs. Shweta Dhruv Shah	Remote e-voting / e-voting (Insta poll) at	Passed with requisite majority

	(DIN:03287393), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. (Ordinary Resolution)	AGM	
3.	Appointment of Auditor M/S.M.D. Pandya & Associates, Chartered Accountant and fix Remuneration. (Ordinary Resolution)	Remote e-voting / e-voting (Insta poll) at AGM	Passed with requisite majority
4.	Consideration and approval of the request received from Promoters/Promoter group for reclassification from Promoters/Promoter Group category to Public category (Ordinary Resolution)	Remote e-voting / e-voting (Insta poll) at AGM	Passed with requisite majority

Pursuant to regulation 30 of the Listing Regulations, the proceedings of the AGM are enclosed and is being also available on the website of the Company at <https://www.gaekwarmills.in/investor>.

This is for your records and dissemination. You are requested to take the same on record as the gist of proceedings of AGM and not consider the attached as minutes of the AGM.

Thanking you,

Yours truly,

For **Gaekwar Mills Limited**

Ratan Karanjia
Chairman

Place: Mumbai
Date: September 27, 2022

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PROCEEDINGS OF THE 93RD ANNUAL GENERAL MEETING OF GAEKWAR MILLS LIMITED (THE "COMPANY") HELD ON MONDAY, SEPTEMBER 26, 2022 AT 3:00 P.M. THROUGH VIDEO CONFERENCING

The 93rd Annual General Meeting ("AGM") of the Company was held on Monday, September 26, 2022 at 3:00 p.m. through Video Conferencing ("VC"), in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), various circulars issued by the Ministry of Corporate Affairs ("MCA") including General Circular Nos. 2/2022 dated May 5, 2022, 19/2021 dated December 8, 2021, 2/2021 dated January 13, 2021, 20/2020 dated May 5, 2020, read with General Circular Nos. 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 and (collectively referred to as 'MCA Circulars') and Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI ('SEBI Circulars')

Further, in accordance with the Secretarial Standard on General Meetings ("SS-II") issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated April 15, 2020 issued by the ICSI, the proceedings of the AGM were deemed to be conducted at the registered office of the Company which was the deemed venue of the AGM.

At 3.00 p.m., Mr. Ratan Karanjia, Chairman of the Annual General Meeting, occupied the Chair of the AGM and stated that he is attending the AGM from Mumbai. He welcomed all the members of the Company ("Members") and directors of the Company at the AGM. He further stated that the AGM was being convened through VC in accordance with the MCA Circulars and SEBI Circulars.

He thereafter introduced all the directors and key managerial personnel present at the AGM, who were as follows:

1. Mrs. Shweta Dhruv Shah, Whole Time Woman Director and CEO of the company is joining us from Dubai
2. Mr. Girishbhai Shah, Independent Director is joining us from Bhavnagar
3. Mr. Mipan Shah, Independent Director is joining us from Mumbai
4. Mr. Dhruv Nikunj Shah, CFO is joining us from Dubai.
5. Ms. Nidhi Vinodkumar Darak, Company Secretary is joining from Mumbai.

The statutory auditors, secretarial auditors of the Company and scrutinizer for e-voting process were also present at the AGM.

The Chairman further informed that participation of members attending through Video Conferencing was reckoned for the purpose of quorum as per the MCA Circulars and Section 103 of the Companies Act, 2013. Since the AGM was being held through VC, as per the MCA Circulars, physical attendance of Members was dispensed with. Accordingly, the facility for appointment of proxies by Members was not made available for the AGM. 26 Members were present at the meeting through VC. Accordingly, the requisite quorum was present and the AGM was called to order. The Chairman thereafter requested read out the arrangements made for the Members at the AGM.

The Chairman informed that Notice and Annual Report for FY 2021-2022 were sent by e-mail to all those Members whose names appeared in the Register of Members and whose e-mail addresses were

registered with the Company, the Registrar and Share Transfer Agent or the Depository Participants, as on Friday, August 26 2022 and no physical copies of the AGM Notice and Annual Report were sent by the Company to any Members.

He informed the members that, as stated in the AGM Notice, the Members had been provided the facility to exercise their right to vote by electronic means on the resolutions set out in the AGM Notice, both through remote e-voting and e-voting system ('Insta Poll') at the AGM. The remote e-voting facility was made available to all Members holding shares as on the cut-off date i.e. Monday, September 19, 2022 during the period commencing from 9.00 a.m. IST on Thursday, September 22, 2022 till 5.00 p.m. IST on Sunday, September 25, 2022, and the remote e-voting was blocked on Sunday, September 25, 2022 at 5.00 p.m.

He informed that Members joining the AGM through video conferencing, who had not already cast their vote by means of remote e-voting, had the option of voting through 'Insta-Poll' e-voting facility on announcement of the same by the Chairman. Members who had cast their votes by remote e-voting prior to the AGM were not entitled to cast their vote again.

He further informed all those present that the Board of Directors of the Company had appointed Mr. Anish Gupta, Proprietor of Anish Gupta & Associates, practicing company secretaries, as the scrutinizer for the AGM.

The Company had made the best possible efforts for providing the facility of joining the AGM by VC and voting electronically. However, in case of any issues during the AGM, Members were provided details for contacting NSDL for technical support / assistance.

Thereafter, the Chairman continued with the proceedings of the meeting.

The Chairman informed that the annual report and the notice convening the 93rd AGM were already emailed to all the members and were accordingly taken as read. He further informed that the Statutory Auditor's Report and Secretarial Auditors' Report have already been sent to the members and board comments on qualifications or observations or disclaimer or comments or other remarks if any has been suitably replied in the Board Report, members are requested to take the note of the same.

The Chairman briefed the Members about the business of the Company.

The Chairman continued the proceedings of the AGM.

Thereafter, the Chairman briefed all those present about the resolutions stated in the AGM Notice, as follows:

1. Consideration and adoption of the audited standalone financial statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon.
2. Appointment of a Director in place of Mrs. Shweta Dhruv Shah (DIN:03287393), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. Appointment of Auditor M/S.M.D. Pandya & Associates, Chartered Accountant and fix Remuneration.
4. Consideration and approval of the request received from Promoters/Promoter group for reclassification from Promoters/Promoter Group category to Public category

Since the AGM was being held through VC and the resolutions mentioned in the AGM Notice were put to vote through remote e-voting and e-voting system ('Insta Poll') at the AGM, the practice of proposing and seconding of resolutions, which is not mandatory as per applicable law, was not required to be followed and there was no voting by show of hands. Accordingly, the Chairman announced that the members who had not voted through remote e-voting system could cast their votes through ('Insta Poll') e-voting facility provided to the members at AGM.

The Chairman then conducted the question and answer session.

Suitable replies were provided to the queries raised by the Members.

Before concluding the AGM, the Chairman informed the Members that the 'Insta Poll' e-voting facility will close 15 minutes after the closure of the AGM and requested the Members who had not already cast their votes, to do so through the 'Insta Poll' facility.

All the proceedings of the AGM were completed, the Chairman declared the AGM as concluded at 03:21 p.m. with thanks to the Members.

There was no adjournment or postponement or change in venue of the AGM. The Company has complied with the all the applicable provisions, mechanism and procedures as provided in MCA Circulars and SEBI Circulars, along with other applicable provisions of the Companies Act, 2013 and rules framed therein and the applicable provisions of secretarial standards in respect of calling, convening and conducting of the AGM.

For **Gaekwar Mills Limited**

Ratan Karanja
Chairman of the AGM

Place: Mumbai
Date: September 27 , 2022