

THE GAEKWAR MILLS LTD.

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

Tel No. 022-24018811 / Email Id: gaekwarmills1928@gmail.com

CIN: L17120MH1949PLC007731

Website: www.gaekwarmills.in



Date: September 30, 2024

To,
BSE Limited
Department of Corporate Services
Listing Department
P J Towers
Dalal Street
Mumbai – 400001
Scrip Code: 543997

Re: Proceedings of the 95th Annual General Meeting of Gaekwar Mills Limited (the “Company”) held on Monday, September 30, 2024, at 5:00 p.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)

Dear Sir/ Madam,

As per the notice of 95th Annual General Meeting (AGM) dated August 13, 2024, the Annual General Meeting of the Company was held on Monday, September 30, 2024 at 5:00 p.m. through VC/OAVM, started at 5:00 p.m. in compliance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (“Act”), and the General circular dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as ‘MCA Circulars’) and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and SEBI Circulars 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.	Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, 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 (DIN:03287393), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment. (Ordinary Resolution)	Remote e-voting / e-voting (Insta poll) at AGM	Passed with requisite majority
3.	Appointment of Mr. Bhavik Ashokkumar Shah (DIN: 09605363) as an Independent Director of the Company (Ordinary Resolution)	Remote e-voting / e-voting (Insta poll) at AGM	Passed with requisite majority
4.	Appointment of Mr. Mihir Rajesh Parikh (DIN: 02896949) as a Non-Executive Director of the Company (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/>.

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

**Ms. Nidhi Vinodkumar Darak,
Company Secretary and Compliance Officer
(Authorised by Mrs. Shweta Shah, Chairperson of the AGM)**

Place: Mumbai

Date: September 30, 2024

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PROCEEDINGS OF THE 95TH ANNUAL GENERAL MEETING OF GAEKWAR MILLS LIMITED (THE "COMPANY") HELD ON MONDAY, SEPTEMBER 30, 2024 AT 5:00 P.M. THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS ("OAVM")

The 95th Annual General Meeting ("AGM") of the Company held on Monday, September 30, 2024 at 5:00 p.m. through VC/OAVM, started at 5:00 after requisite quorum present, in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder ("Act"), and the General Circular dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, and December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as 'MCA Circulars'), and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and SEBI Circular and any updated thereto.

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 5.00 p.m., Mrs. Shweta Shah, Chairperson of the Annual General Meeting, occupied the Chair of the AGM and stated that she is attending the AGM from Mumbai. She welcomed all the members of the Company ("Members") and directors of the Company at the AGM. She further stated that the AGM was being convened through VC in accordance with the MCA Circulars and SEBI Circulars.

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

1. Mr. Mipan Shah, Independent Director is joining us from Ahmedabad
2. Mr. Bhavik Ashokkumar Shah, Independent Director is joining us from Mumbai
3. Mr. Mihir Rajesh Parikh, Non-Executive Director is joining us from Mumbai
4. Mr. Dhruv Nikunj Shah, CFO is joining us from Mumbai.
5. Ms. Nidhi Vinodkumar Darak, Company Secretary is joining from Mumbai.

The Statutory auditors of the Company could not attend the meeting due to some exigency.

The Secretarial auditors of the Company and Scrutinizer for e-voting process were also present at the AGM.

The Chairperson 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. 16 Members were present at the meeting through VC. Accordingly, the requisite quorum was present and the AGM was called to order. The Chairperson thereafter requested Mrs. Nidhi Vinodkumar Darak, Company Secretary, to read out the arrangements made for the Members at the AGM.

The Company Secretary informed that Notice and Annual Report for FY 2023-2024 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

She 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 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 23, 2024 during the period commencing from 9:00 AM IST on Thursday, 26th September, 2024 till 5:00 PM IST on Sunday, September 29, 2024, and the remote e-voting was blocked on Sunday, September 29, 2024 at 5.00 p.m.

She 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 Chairperson. Members who had cast their votes by remote e-voting prior to the AGM were not entitled to cast their vote again.

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

It was informed that 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 National Securities Depository Limited (NSDL) for technical support / assistance.

The requisite statutory registers, Auditors Report and other documents relevant to businesses specified in the AGM Notice were made available electronically for inspection during the AGM on the website of National Securities Depository Limited (NSDL).

Thereafter, She requested the Chairperson continue with the proceedings of the meeting.

The Chairperson informed that the annual report and the notice convening the 95th AGM were already emailed to all the members and were accordingly taken as read. The independent auditors' report on the Company's standalone financial statements is unmodified. She 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 on Secretarial Audit Report has been suitably replied in the Board Report, members are requested to take the note of the same. The Chairperson briefed the Members about the business of the Company and continued the proceedings of the AGM.

The following items of business, as per the notice of the AGM, were transacted:

1. Consideration and adoption of the audited standalone financial statements of the Company for the financial year ended March 31, 2024 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 herself for re-appointment.
3. Appointment of Mr. Bhavik Ashokkumar Shah (DIN: 09605363) as an Independent Director of the Company.
4. Appointment of Mr. Mihir Rajesh Parikh (DIN: 02896949) as a Non-Executive Director of the Company.

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 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 Chairperson 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 Chairperson then requested the Company Secretary to conduct the question and answer session.

The Company Secretary read out the arrangements made for the Speaker Members at the AGM explaining few technical points and requested to Moderator to announce the speakers name one by one. Thereafter, the Moderator called upon all speaker's name who had registered, however, no one speaker shareholder has responded to Moderator and accordingly, Moderator requested the Chairperson to proceed further.

Before concluding the AGM, the Chairperson 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 Chairperson declared the AGM as concluded at 05:18 p.m. with thanks to the Members.

As per e-voting reports generated by NSDL, all the resolutions embodied in the Notice of AGM dated August 13, 2024, were passed with requisite majority.

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

**Ms. Nidhi Vinodkumar Darak,
Company Secretary and Compliance Officer
(Authorised by Mrs. Shweta Shah, Chairperson of the AGM)**

Place: Mumbai

Date: September 30, 2024