

THE GAEKWAR MILLS LIMITED

79th ANNUAL REPORT

2007-08



THE GAEKWAR MILLS LIMITED

**(Incorporated under the Baroda State Companies
Act 2 of Samvat Year 1975)**

DIRECTORS

| | | |
|---|--|---|
| * | HOMI F. MEHTA | Chairman |
| * | N. O. PAREKH [upto 4 th February 2008] | Special Director Nominated by BIFR |
| * | KHURSHED K. KOTWAL (expired 14 th April 2009) | Director |
| * | RATAN N. KARANJIA (appointed 9 th October 2009) | Director |
| * | OM DUTT PUROHIT (appointed 9 th October 2009) | Director |
| * | GIRISHBHAI SHAH [appointed 17 th March 2010] | Director |

AUDITORS

MESSRS. M.D. PANDYA & ASSOCIATES
CHARTERED ACCOUNTANTS

REGISTRAR & TRANSFER AGENTS

Link Intime India Pvt Ltd.,
C-13 Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai 400 078.

REGISTERED OFFICE

No.6 Vardhaman Apartment,
L. T. Road, Dahisar (West)
Mumbai 400 068.

Shareholders are requested to bring their copy of the Annual Report along with them at the General Meeting, as the practice of distributing copies of the Report at the Meeting, has been discontinued.

NOTICE

NOTICE is hereby given that the Seventy Ninth Annual General Meeting of the Members of the Company will be held on Tuesday, 8th June, 2010 at 11.00 a.m at Matunga Gujarathi Club Ltd., Nathal Parekh Marg, Near King Circle, Matunga, Mumbai 400 019 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March 2008, Profit and Loss Account and the Cash Flow Statement for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Homi F Mehta, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint auditors and fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESLOVED that Mr. Ratan N Karanjia who was appointed on the Board of Directors of the Company as an Additional Director on 9th October 2009 and who holds office as such upto the conclusion of this Annual General Meeting and in respect of whom the company has, as required by section 257 of the Companies Act, 1956, received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed a Director of the Company, liable to retire by rotation."

5. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESLOVED that Mr. Om Dutt Purohit who was appointed on the Board of Directors of the Company as an Additional Director on 9th October 2009 and who holds office as such upto the conclusion of this Annual General Meeting and in respect of whom the company has, as required by section 257 of the Companies Act, 1956, received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed a Director of the Company, liable to retire by rotation."

6. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESLOVED that Mr. Girish Shah who was appointed on the Board of Directors of the Company as an Additional Director on 17th March 2010 and who holds office as such upto the conclusion of this Annual General Meeting and in respect of whom the company has, as required by section 257 of the Companies Act, 1956, received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed a Director of the Company, liable to retire by rotation."

**By Order of the Board of Directors
For The Gaekwar Mills Ltd**

**Homi F Mehta
Chairman**

Registered Office:
No. 6 Vardhaman Apartment,
L.T. Road, Dahisar(W),
Mumbai 400 068

Dated: 13th May, 2010

NOTES:

(i) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. FOR PROXY TO BE EFFECTIVE, ATTACHED PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.

(ii) The Register of Members and the Share Transfer Books of the Company, will be closed from 28th June, 2010 to 30th June, 2010 (both days inclusive).

(iii) Change of address, if any, should be notified to the Company immediately.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956**Item No. 4**

Mr. Ratan N Karanjia was appointed as an Additional Director on the Board pursuant to Section 260 of the Companies Act, 1956, with effect from 9th October, 2009. The term of his office expires at the ensuing Annual General Meeting. He is now proposed to be appointed as a Director of the company liable to retire by rotation.

Mr. Ratan N Karanjia's appointment will be as a Non-Executive Director, liable to retire by rotation. His appointment will attract no remuneration.

The Board commends the resolution for your approval.

None of the Directors except Mr. Ratan N Karanjia is concerned or interested in the said resolution.

Item No. 5

Mr. Om Dutt Purohit was appointed as an Additional Director on the Board pursuant to Section 260 of the Companies Act, 1956, with effect from 9th October 2009. The term of his office expires at the ensuing Annual General Meeting. He is now proposed to be appointed as a Director of the company liable to retire by rotation.

Mr. Om Dutt Purohit's appointment will be as a Non-Executive Director, liable to retire by rotation. His appointment will attract no remuneration.

The Board commends the resolution for your approval.

None of the Directors except Mr. Om Dutt Purohit is concerned or interested in the said resolution.

Item No. 6

Mr. Girish Shah was appointed as an Additional Director on the Board pursuant to Section 260 of the Companies Act, 1956, with effect from 17th March 2010. The term of his office expires at the ensuing Annual General Meeting. He is now proposed to be appointed as a Director of the company liable to retire by rotation.

Mr. Girish Shah's appointment will be as a Non-Executive Director, liable to retire by rotation. His appointment will attract no remuneration.

The Board commends the resolution for your approval.

None of the Directors except Mr. Girish Shah is concerned or interested in the said resolution.

**By Order of the Board of Directors
For The Gaekwar Mills Ltd**

**Homi F Mehta
Chairman**

Registered Office:
No. 6 Vardhaman Apartment,
L.T. Road, Dahisar(W),
Mumbai 400 068

Dated: 13th May, 2010

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AS PER
CLAUSE 49 OF THE LISTING AGREEMENT**

| Name of the Director | Mr. Homi F Mehta | Mr. Ratan N Karanjia | Mr. Om Dutt Purohit | Mr. Girish Shah |
|---|---|---|---|--|
| Age | 81 years | 64 years | 82 years | 56 years |
| Date of Appointment | 1954 | 09.10.2009 | 09.10.2009 | 17.03.2010 |
| Experience (Yrs) | 60 years in General Management | 40 years in Accountancy & Finance | 50 years in Corporate Affairs | 35 years mainly in Construction Industry |
| Qualification | Bachelors' Degree in Business Administration, Babson College, USA | B.Com., FCA, AICWA, PGDBM (IIMA) | M.Com., LLB, FCS | B.Com |
| List of Public Companies in which Directorship held | ARI Consolidated Investments Ltd Chairman | Nil | 1. Shreelekha Finance Ltd 2. Nav Bharat Refrigeration & Industries Ltd 3. Simplex Paper Ltd 4. Simplex Mills Co Ltd | Nil |
| Committee/Chairmanship/Membership | Chairman – Share Transfer Committee of ARI Consolidated Investments Ltd | Nil | 1. Chairman – Remunerations Committee 2. Chairman – Investor Grievance Committee Chairman – Audit Committee 3. Chairman – Investor Grievance Committee Chairman – Audit Committee | Nil |
| Other Positions Held | Nil | 1) Past Chairman, WIRC of ICAI. 2) Vice President, Malabar Hill Club Ltd | Past Chairman, WIRC of ICS. | 1. Chairman-Indian Red Cross Society, Bhavnagar 2. Chairman- Bhavnagar Builders Association 3. Past President- Saurashtra Chamber of Commerce and Industry |
| Shareholding in the Company | 548 Equity Shares | 1 Equity Share | 8 Equity Shares | Nil |