

The Gaekwar Mills Limited

**(Incorporated under the Baroda State Companies Act 2 of Samvat Year 1975
and now an existing company under Companies Act, 2013)**

85 th Annual Report

2013 – 2014

The Gaekwar Mills Limited

(Incorporated under the Baroda State Companies Act 2 of Samvat Year 1975
and now an existing company under Companies Act, 2013)

CIN: L17120MH1949PLC007731

HOMI F. MEHTA	Chairman
RATAN N. KARANJIA	Director
OM DUTT PUROHIT	Director
GIRISHBHAI SHAH	Director

Auditors

Messrs M. D. Pandya & Associates
Chartered Accountants

Registrar & Transfer Agent

**System Support Services,
209, Shivai Industrial Estate,
Andheri Kurla Road,
Saki Naka, Andheri (E),
Mumbai 400 072.**

Registered Office

**Shop No.15, Ground Floor,
Patil Building, 38 West, Sion (West),
Mumbai 400 022.**

NOTICE

NOTICE is hereby given that the Eighty Fifth Annual General Meeting of the Members of the Company will be held on 26th September 2014 at 11.00 a.m. at Matunga Gujarathi Club Ltd., Nathalal 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 2014, Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointing Mr. Om Dutt Purohit, (DIN A00536078) as an Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions contained in Sec.149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri O.D.Purohit (DIN 00041597), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five years from the Eighty Fifth Annual General Meeting till the conclusion of the Ninetieth General Meeting, not liable to retire by rotation”

3. To re-appoint auditors to hold office from the conclusion of the Eighty Fifth Annual General Meeting till the conclusion of the Eighty Sixth Annual General Meeting and to fix their remuneration:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Rule 6 of the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Audit Committee, M D Pandya and Associates, Chartered Accountants, (ICAI Regn. No. 107325 W) who hold office till the conclusion of the Eighty Fifth Annual General Meeting and are eligible for re-appointment, be and are hereby re-appointed as Statutory Auditors, to hold office from the conclusion of the Eighty Fifth Annual General Meeting till the conclusion of the Eighty Sixth Annual General Meeting.”

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

**Homi F Mehta
Chairman**

Registered Office:

Office No. 15, Ground Floor,
Patil Building, 38 West,
Road No. 6, Sion West,
Mumbai 400022.

Dated: 25th August 2014

NOTES:

1. A Member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy to attend and vote, instead of himself/herself. A proxy need not be a Member of the Company. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
2. The instrument of proxy in order (duly completed & signed) to be effective must reach at the Registered Office of the Company not less than 48 hours before the commencement of meeting.
3. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority authorizing their representative to attend and vote at the Annual General Meeting.
4. A proxy shall not vote except on a poll. A proxy form is appended with the admission slip.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. **Member seeking any clarification on accounts of the Company are requested to send their queries in writing to the Company at registered office addressing to Chairman or through ratankaranjia@gmail.com.** The query must reach to the Company either by mail or e-mail at least seven working days before the date of AGM (excluding the date of AGM).
7. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2014 to 26th September, 2014 (both days inclusive)
8. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting. Members are, therefore, requested to bring the copies of Annual Report.
9. Pursuant to Section 72 of the Companies Act, 2013, shareholders desiring to nominate any person in event of their death may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent.
10. Members are requested to send all their communications pertaining to shares & notify change in their address/mandate/bank details to The Registrar & Share Transfer Agent, **M/s. System Support Services** to facilitate better servicing.
11. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to The Registrar & Share Transfer Agent, M/s. System Support Services, for their doing the needful.
12. In furtherance of the Green Initiative and Section 101 of the Companies Act, 2013 read with Rule 18(3) (i) of the Companies (Management & Administration) Rules, 2014 and Rule 11 of the Companies (Accounts) Rules, 2014, the Company urges the Members to register their email address with the its Registrar and Share Transfer Agent, M/s. System Support Services, for receiving the Annual Report and Accounts, Notices etc. in electronic mode. In future all the Annual Report and

Accounts, Notices and other communications etc. will be sent in electronic mode to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same. Positive consent letter is attached to the Notice being sent to the Members for giving consent to receive documents in electronic mode.

13. In future electronic copy of the Notice of General Meetings of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to the members whose email IDs are registered with the Company for communication purposes unless any member requests for a physical copy of the same.
14. Members are advised that it is mandatory to furnish copy of PAN Card both side signed as self attested in the following cases:
 - i) Transferees' PAN Cards for transfer of shares,
 - ii) Legal heirs' PAN Cards for transmission of shares,
 - iii) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder and
 - iv) Joint holders' PAN Cards for transposition of shares.
15. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2013-2014 will also be available on the Company's website http://www.gaekwar_mills.com for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id : **ratankaranjia@gmail.com**
16. Process and manner for members opting for E-voting.
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares in physical form the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
 - II. Similarly, members opting to vote physically can do the same by remaining present at the meeting and should exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.
 - III. The instructions for e-voting are as under:
 - (i) The e-voting period begins on the **"from 9.30 A.M. on 22nd September 2014 and ends on the same day till 6.00 P.M.** During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on **Cut-Off Date (Record Date) of 29-August-2014** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on “Shareholders” tab.
- (iv) Now, select the “Gaekwar Mills Limited.” from the drop down menu and click on “SUBMIT”
- (v) Now Enter your User ID : Members should enter Folio Number registered with the Company, excluding the special characters.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) Then follow the steps given below:

	For Members holding shares in Physical Form
PAN	Members who have not updated their PAN with the Company / Depository Participant are requested to enter default PAN No SYSSS1234G
DOB	Shareholders will enter date of Birth as 01/01/1990
Dividend Bank Details	enter account no as SYSSUP123

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members will then directly reach the Company selection screen.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the relevant EVSN for “Gaekwar Mills Limited.” on which you choose to vote.
- (xii) On the voting page, you will see “Resolution Description” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

17. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **Cut-Off Date (Record Date) of 29-August-2014**.
18. Mr. Anish Gupta A Practicing Company Secretary, C.P. Membership No. FCS 5733 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
19. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
20. The Results shall be declared on or after the Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting (AGM) of the Company on 26th September, 2014 and communicated to the Stock Exchange(s).

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

Name of the Director	Mr. Om Dutt Purohit
Age	85 years
Date of Appointment	09.10.2009
Experience (Yrs)	Over 50 years in Corporate Affairs
Qualification	M.Com, LLB, FCS
List of Public Companies in which Directorship held	<ol style="list-style-type: none"> 1. Shreelekha Global Finance Ltd. 2. Nav Bharat Refrigeration & Industries Ltd. 3. Simplex Paper Ltd. 4. Simplex Mills Co. Ltd.
Committee/Chairmanship/Membership	<p>2. Chairman – Nomination & Remuneration Committee</p> <p>Chairman – Audit Committee</p> <p>3. Chairman – Audit Committee</p> <p>Chairman – Stakeholders Relationship Committee</p> <p>4. Chairman – Audit Committee</p> <p>Chairman- Stakeholders Relationship Committee</p> <p>Past Chairman, WIRC of ICSI</p>
Other Positions Held	
Shareholding in the Company	8 equity shares

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE
COMPANIES ACT 2013**

Item No. 2

Shri O. D. Purohit is a Non-Executive Independent Director of the Company. He joined the Board of the Company in October 2009.

Shri O.D.Purohit is a Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Shri O.D.Purohit being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years upto the conclusion of the Ninetieth Annual General Meeting. A notice has been received from a member proposing Shri O.D.Purohit as a candidate for the office of Director of the Company. Copy of the draft letter for appointment of Shri O.D.Purohit as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day. The requisite consent under Sec.152 of the Companies Act, 2013 has been filed with the Company and Shri O.D.Purohit holds -8- shares of the Company.

Except Shri O.D.Purohit, none of the other Director is concerned or interested in the aforesaid Resolution No. 2. The Board commend the Resolution to your approval.