

# THE GAEKWAR MILLS LTD.

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

**CIN:** L17120MH1949PLC007731

**Website:** [www.gaekwarmills.in](http://www.gaekwarmills.in)



September 04th, 2022

To

**BSE Limited**

Department of Corporate Services

Listing Department

P J Towers

Dalal Street

Mumbai – 400001

*Scrip Code: 502850*

Dear Sir/Madam,

**Sub: Annual Report of GAEKWAR MILLS LIMITED ('Company') for Financial Year 2021-22**

This is to inform you that the 93rd Annual General Meeting ('AGM') of the Company scheduled to be held on Monday, September 26, 2022 at 3.00 p.m. (IST) through Video Conference/Other Audio-Visual Means to transact the ordinary and special businesses set out in the Notice of the AGM, in compliance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder ("Act"), the General Circular No.20/2020 dated May 5, 2020 and General Circular No.02/2021 dated January 13, 2021 read with General Circular No.14/2020 dated April 8, 2020 and General Circular No.17/2020 dated April 13, 2020 and any updates thereto (referred as "**MCA Circulars**") and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and SEBI Circular no. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and any update thereto ("**SEBI Circulars**").

Pursuant to provision of section 101 and 136 of the Act and MCA Circulars and SEBI Circular, the Annual Report including the Notice convening the AGM of the Company has been sent by e-mail to all those members whose names appear in the Register of Members and whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) as on Friday, August 26, 2022.

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report including the Notice convening the AGM of the Company.

The Annual Report including Notice of AGM is also available on our website at the link: <http://gaekwarmills.in/investors.html>

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **GAEKWAR MILLS LIMITED.**

**MIPAN NAVINCHANDRA SHAH**

**DIRECTOR**

**DIN : 02436963**

**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**

**2/2, Plot – 2, New Sion CHS, Swami Vallabhdas Marg, Road No. 24, Sindhi Colony,**  
**Sion, Mumbai – 400022**

**93<sup>rd</sup>ANNUAL REPORT 2021-22**

**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**

**93<sup>rd</sup> ANNUAL REPORT 2021-22**

**BOARD OF DIRECTORS**

Mrs. Shweta Dhruv Shah	Whole time Woman Director and CEO
Mr. Ratan N. Karanjia	Independent Director
Mr. Girishbhai Shah	Independent Director
Mr. MipanNavinchandra Shah	Independent Director (Appointed w.e.f 05 <sup>th</sup> December, 2021)

**CHIEF FINANCIAL OFFICER**

Mr. Dhruv Nikunj Shah

**COMPANY SECRETARY**

Mrs. Nidhi VinodkumarDarak

**AUDITORS**

M/s. Mayur Mahesh Shah & Co.  
Chartered Accountants

**REGISTERED OFFICE**

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

**SECRETARIAL AUDITORS**

M/s. Anish Gupta & Associates,  
Company Secretaries  
Mumbai

**SHARE TRANSFER AGENT**

Link Intime India Private Limited  
C 101, 247 Park, L B S Marg,  
Vikhroli (West), Mumbai - 400083  
Email id: [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)  
Contact No.: +91 22 49186000 Fax: +91 22 49186060  
**WEBSITE:** [www.gaekwarmills.in](http://www.gaekwarmills.in)

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## NOTICE

**NOTICE** is hereby given that the 93<sup>rd</sup> Annual General Meeting ("**AGM**") of the Members of **Gaekwar Mills Limited** (the "**Company**") will be held on Friday, September 26 ,2022 at 3:00 p.m. through Video Conferencing / Other Audio Visual Means ("**VC/OVAM**") to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt 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. To appoint 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. To appoint auditors and fix remuneration and in this regard consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, M/s. M/s. M.D. Pandya & Associates (Membership No.33184), Chartered Accountants (Firm Registration No.107325W) be and are hereby appointed as Statutory Auditors of the Company, in the place of M/s. Mayur Mahesh Shah & Co., Chartered Accountants, retiring Statutory Auditors, for a period of 5 (five) consecutive years from the conclusion of this 93<sup>rd</sup> Annual General Meeting till the conclusion of the 98<sup>th</sup> Annual General Meeting, at a remuneration of 30,000/- p.a. (excluding applicable taxes and out-of-pocket expenses) towards the statutory audit fees for financial year 2022-2023 including limited review of quarterly financial results and audit of internal financial controls over financial reporting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to revise the remuneration of statutory auditor for the financial years 2023-24 to 2026-27 on the recommendation of the Audit Committee of the Company and such other approvals as may be required and also to do all such acts, deeds, matters and things, as may be necessary, incidental or ancillary to the foregoing resolution."

### **SPECIAL BUSINESS:**

4. To consider and approve the request received from Promoters/Promoter group for reclassification from Promoters/Promoter Group category to Public category;

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or any amendment or any substitution or re-enactment thereof, for the time being in force) and subject to the approval of BSE Limited and/or such other approval, if any, as may be required, the consent of the Members of the Company be and is hereby accorded to reclassify following existing promoters/promoter group from the existing ‘Promoters/Promoter Group’ Category’ to ‘Public Shareholder Category’ :

S. no	Promoter/Promoter Group	Category	No of Shares	%
1	Mrs. Liane Homi Mehta	Promoter	5650	0.28%
2	Mr. HomiFramroze Mehta	Promoter	5480	0.27%
3	Mr. Jehangir Homi Mehta	Promoter	5450	0.27%
4	M/s Hansa Holdings & Trading Co. Pvt. Ltd.	Promoter Group	4720	0.24%

**RESOLVED FURTHER THAT** the Promoters/Promoter Group seeking reclassification from the existing ‘Promoters/Promoter Group’ to ‘Public Shareholder Category’, shall continue to comply with the conditions as specified under Regulation 31A of the Listing Regulations for a period of not less than three years from the date of such re-classification.

**RESOLVED FURTHER THAT** the Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as maybe considered necessary, desirable or expedient to give effect to this resolution.”

By Order of the Board of Directors  
**For Gaekwar Mills Limited**

**Place: Mumbai**  
**Date:10.08.2022**

**Ratan Karanjia**  
**Director**  
DIN : 00033108

**Registered office:**  
**Gaekwar Mills Limited**  
2/2, Plot – 2, New Sion CHS,  
Swami VallabhdasMarg, Road  
No. 24, Sindhi Colony, Sion,  
Mumbai – 400022

Tel.:022 24018811  
Website: [www.gaekwarmills.in](http://www.gaekwarmills.in)  
Email: gaekwarmills1928@gmail.com

## NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('**Act**') read with Secretarial Standard on General Meetings ("**SS-2**") and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("**Listing Regulations**") setting out the material facts concerning each item of Special Businesses to be transacted at the Annual General Meeting ("**AGM**") is annexed hereto and forms part of the Notice. Information on the Director proposed to be appointed/re-appointed at the meeting as required under Regulation 36 (3) of the Listing Regulations and SS-2 are also provided in the **Annexure** to this Notice.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ("**MCA**") vide its 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'), permitted convening the Annual General Meeting ('AGM' / 'Meeting') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company Further, the Securities and Exchange Board of India ('SEBI') also, vide Circular Nos. 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 ('SEBI Circulars'), has dispensed with the requirement of printing and dispatch of annual reports by the companies to their shareholders.
3. Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with Rule 18 of Companies (Management and Administration) Rules, 2014 and Rule 11 of Companies (Accounts) Rules, 2014, Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail Id either with the Company or the registrar and share transfer agent of the Company ("**Registrar and Share Transfer Agent**") or with the Depository Participants. Accordingly, in terms of aforesaid provision and MCA Circulars and SEBI Circular electronic copy of the Notice along with the Annual Report for the financial year ended March 31, 2022, consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith, is being sent by e-mail to all those members whose names appear in the Register of Members and whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) as on Friday, August 26, 2022 and no physical copy of the Notice and Annual Report is being sent by the Company to any members. The Notice and Annual Report will also be hosted on the website of the Company at [www.gaekwarmills.in](http://www.gaekwarmills.in) and will also be available on the website of NSDL (agency for providing remote e-voting facility) <https://www.evoting.nsdl.com> and on the relevant sections of the website of the stock exchange on which the shares of the Company are listed.

4. Members who have not registered their e-mail addresses are once again requested to register the same for receiving the notices, annual reports and other documents/communications through electronic mode, in respect of shares held in electronic form with the depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agents, Linkin Time India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli-West, Mumbai-400083.

Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a Company to provide an advance opportunity at least once in a financial year to the Members to register his / her e-mail ids and any changes therein. In accordance with the said requirements, we request the Members who do not have their e-mail ids registered, get the same registered with the Company or changes therein by submitting a duly filled-in **"E-communication Registration Form"** annexed to the Annual Report as well as available on the Company's website at <https://www.gaekwarmills.in>

Further, in terms of MCA Circulars, the Company has made special arrangements with Linkin Time for temporary registration of email addresses. Therefore, the members of the Company, who have not registered their email addresses are requested to get their email addresses registered temporarily by following the link given in instruction part of this Notice. Accordingly, the Company shall send the Notice of the AGM and Annual Report to such members whose e-mail ids get registered along with the User ID and the Password to enable e-voting. Members may further note that pursuant to MCA Circulars, the Company has enabled a process of temporary e-mail id registration for the limited purpose of receiving the Notice of the AGM and Annual Report (including remote e-voting instructions) electronically.

5. The Company has enabled the Members to participate at the AGM through the VC/OAVM facility provided by National Securities Depository Limited ("NSDL"), Depository Participants. The instructions for participation at the AGM through VC/OAVM by members are given in instruction part of this Notice.
6. As per the provisions under the MCA Circulars, Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the SEBI Listing Regulations, the Company has engaged the services of National Securities Depository Limited (NSDL), - Depository Participants to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.



8. The Company shall be providing the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system ("**Insta Poll**") during the AGM. The process of remote e-voting with necessary user id and password is given in the instruction part of this Notice. Such remote e-voting facility is in addition to voting that will take place at the AGM being held through VC/OAVM.
9. In terms of MCA Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system ("**Insta Poll**") during the meeting while participating through VC/OAVM facility.
10. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting system ("**Insta Poll**") at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again. If a Member casts votes by both modes i.e. e-voting system ("**Insta Poll**") at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
11. Voting rights of the members (for voting through remote e-voting or e-voting system ("**Insta Poll**") at the AGM) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, September 19, 2022. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories, as on the cut-off date, shall only be entitled to avail the facility of remote e-voting or e-voting system ("**Insta Poll**") at the AGM.
12. Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the AGM is being held through VC/OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
13. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Company at [gaekwarmills1928@gmail.com](mailto:gaekwarmills1928@gmail.com) with a copy to NSDL and/or access the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com). to upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_ EVENT NO". Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.
14. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and other requisite documents shall be made available only in electronic form for inspection during the AGM. All relevant documents referred to in the Notice and Explanatory Statement would be made available for inspection by the members through electronic mode up to the date of AGM and at the AGM. Members seeking to inspect such documents can send an e-mail to [gaekwarmills1928@gmail.com](mailto:gaekwarmills1928@gmail.com)
16. Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from April 01, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions. Members can contact Company's Registrar and Share Transfer Agent viz; Link Intime India Private Limited for assistance in this regard. However, members can continue to make request for transmission or transposition of securities held in physical form.
17. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-
  - a. Change in their residential status on return to India for permanent settlement;
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
18. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent.
19. Members holding shares in physical form are requested to send all the communications pertaining to shares of the Company including share transfer lodgments, intimation of changes pertaining to their bank account details, mandates, nominations, change of address, e-mail id etc., if any, immediately to the Company's Registrar and Share Transfer Agent viz; Link Intime India Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli-West, Mumbai- 400083. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants (DPs) only.

20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
21. Members holding shares in single name and physical form can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filed in to the Company's Registrar and Share Transfer Agent viz Link Intime India Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli-West, Mumbai- 400083 or Email on Members holding shares in electronic mode may contact their respective Depository Participants, with whom they are maintaining their demat accounts, for availing this facility.
22. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mrs. Shweta Dhruv Shah (DIN:03287393), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Director has furnished the requisite declarations for his re-appointment. The Board of Directors of the Company recommends his re-appointment.
23. Voting through electronic means:  
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on Monday, September 19, 2022 (as at the end of the business hours) being the cut-off date for the purpose of Rule 20(4)(vii) of the rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by Link Intime India Private Limited from a place other than the venue of the Meeting (remote e-voting).

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on Thursday, September 22, 2022 and end of remote e-voting: Up to 5.00 p.m. (IST) on Sunday, September 25, 2022.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Link Intime India Private Limited upon expiry of aforesaid period.

24. The Board of Directors has appointed Mr. Anish Gupta, proprietor of M/s Anish Gupta & Associates, Practicing Company Secretaries as the "**Scrutinizer**" for the

purpose of scrutinizing the process of remote e-voting and e-voting system ("Insta Poll") at the Meeting in a fair and transparent manner.

25. The Scrutinizer shall after the conclusion of voting at the general meeting, count the votes cast at the meeting through e-voting ("Insta Poll") and votes cast through remote e-voting and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
26. The results declared along with the report of the scrutinizer shall be placed on the Company's website at [www.gaekwarmills.in](http://www.gaekwarmills.in) and on the website of NSDL immediately after the declaration of the results and simultaneously communicated to the Stock Exchanges, where the shares of the Company are listed. The result will be displayed on the notice board of the Company at its Registered Office.
27. The Company does not have any amount, which is required to be transferred, in terms of Section 124 of the Companies Act, 2013, to Investor Education and Protection Fund of the Central Government, during the financial year 2021-2022.
28. In case of any general queries or information regarding the Annual Report, the Members may write to [gaekwarmills1928@gmail.com](mailto:gaekwarmills1928@gmail.com) to receive an email response. However, queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to [gaekwarmills1928@gmail.com](mailto:gaekwarmills1928@gmail.com) at least seven days in advance of the meeting so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.
29. After the conclusion of AGM, the recorded transcript of the AGM shall as soon as possible be made available on the website of the Company at [www.gaekwarmills.in](http://www.gaekwarmills.in).
30. As the AGM is being held through VC/OAVM, the route map is not annexed to this Notice.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on Thursday, 22<sup>nd</sup> September, 2022 at 09:00 A.M. and ends on Sunday 25<sup>th</sup> September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 19<sup>th</sup> September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 19<sup>th</sup> September, 2022.**

## **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP</li></ol>

	<p>and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed*

to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e.Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [anish@csanishgupta.com](mailto:anish@csanishgupta.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of

Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Soni Singh- Assistant Manager ) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [gaekwarmills1928@gmail.com](mailto:gaekwarmills1928@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [gaekwarmills1928@gmail.com](mailto:gaekwarmills1928@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

## **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH**

### **VC/OAVM ARE AS UNDER:**

- (i) Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- (ii) Members are encouraged to join the Meeting through Laptops for better experience.
- (iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at gaekwarmills1928@gmail.com. The same will be replied by the company suitably.
- (vi) Registration of Speaker related point needs to be added by company.

Date:-10.08.2022

Place:-Mumbai

By order of the Board

**For Gaekwar Mills Limited**

**RATAN KARANJIA**

**DIN:-00033108**

**Chairman**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO.3:**

The term of existing Statutory Auditor, M/s. Mayur Mahesh Shah & Co., Chartered Accountants for 5 years will expire in the forthcoming Annual General Meeting of the Company and they are not eligible for re-appointment as Statutory Auditor of the Company as per the provision of section 139(2) of the Companies Act, 2013. The Company has received a consent from M/s. M.D. Pandya & Associates, Chartered Accountants (Firm Registration No.107325W)) to be appointed as Statutory Auditors for a term of 5 (five) consecutive years from the ensuing 93<sup>rd</sup> Annual General Meeting till the conclusion of 98<sup>th</sup> Annual General Meeting of the Company along with eligibility certificate as required under section 141 of the Companies Act, 2013 and rules made thereunder.

The Board of Directors of the Company ('the Board') at their meeting held on August 10, 2022 based on the recommendation of the Audit Committee proposed to appoint M/s. M.D. Pandya & Associates, Chartered Accountants, as Statutory Auditors of the Company in the place of M/s. Mayur Mahesh Shah, Chartered Accountants, retiring Statutory Auditors, for a period of 5 (Five) years from the conclusion of ensuing 93<sup>rd</sup> Annual General Meeting till the conclusion of 98<sup>th</sup> Annual General Meeting of the Company.

Information as required pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided below:

<b>Details</b>	<b>Particulars</b>
Proposed fees payable to the Statutory auditor(s)	Thirty Thousand (excluding applicable taxes and out-of-pocket expenses) towards the statutory audit fees for financial year 2022-2023 including limited review of quarterly financial results and audit of internal financial controls over financial reporting
Terms of Appointment	M/s. M.D. Pandya & Associates, Chartered Accountants is proposed to be appointed for a term of five (5) consecutive years from the conclusion of the 93 <sup>rd</sup> AGM till the conclusion of 98 <sup>th</sup> AGM of the Company
In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor  along with the rationale for such change	There is a no change in fees payable to new Auditor.
Basis of recommendation for	M/s M.D. Pandya & Associates, Chartered Accountants, it

appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	is a registered with the Institute of Chartered Accountants of India. The Firm has significant experience to provide quality services in the areas of Audit, Investigation, Accounting outsourcing, Taxation (Direct and Indirect), Company Law Matters for both domestic and foreign companies, Management Consultancy. Therefore, upon Recommendation of Audit Committee, the Board at their meeting held on August 10, 2022 has considered and approved appointment of M/s. M.D. Pandya & Associates, Chartered Accountants as the Statutory Auditor of the Company in place of existing retiring Auditor Ms. Mayur Mahesh Shah & Co., Chartered Accountants, for a period of 5 years commencing from the conclusion of 93rd Annual General Meeting upto 98th Annual General Meeting.
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Pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Act and the rules made thereunder, approval of the members of the Company by way of Ordinary Resolution be and is hereby sought for aforesaid appointment.

The relevant documents in relation to aforesaid appointment will be available for inspection by the members through electronic mode up to the date of AGM and at the AGM. Members seeking to inspect such documents can send an e-mail to gaekwarmills1928@gmail.com requesting for the same and the said documents shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of AGM and at the AGM.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution

The Board recommends the resolution set forth in Item No. 3, as an Ordinary Resolution for the approval of the members.

#### **ITEM No.4:**

Regulation 31 A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') provides a mechanism regarding re-classification from "Promoters/Promoter Group" category to "Public" Category. In terms of the said Regulation following Promoters/Promoters Group had vide letter dated 1<sup>st</sup> August, 2022, requested the Company for re-classification for their shareholding from the existing Promoters/Promoter Group category to Public Shareholder Category in the Shareholding Pattern of the Company and/or at such other places wherever their name appears.

Details of the Promoters/Promoter Group are as follows:

S. no	Promoter/Promoter Group	Category	No of Shares	%
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1	Mrs. Liane Homi Mehta	Promoter	5650	0.28%
2	Mr. HomiFramroze Mehta	Promoter	5480	0.27%
3	Mr. Jehangir Homi Mehta	Promoter	5450	0.27%
4	M/s Hansa Holdings & Trading Co. Pvt. Ltd.	Promoter Group	4720	0.24%

In accordance with the provisions of Regulation 31 A (3)(b) of the Listing Regulations, they have confirmed that.

They does not hold more than ten percent of the total voting rights in the Company by together or Individually

They does not exercise control over the affairs of the Company whether directly or indirectly.

They does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.

They does not represent on the Board of Directors (including not having a nominee director) of the Company.

They are not acting as a Key Managerial Person in the Company.

They are not a 'willful defaulter' as per the Reserve Bank of India Guidelines.

They are not a fugitive economic offender.

There are no pending regulation against them.

Further, the Promoters/Promoter group has also confirmed to abide by those conditions specified under Regulation 31 A (4) of the Listing Regulations post such removal of their name from Promoter Category.

The said request for reclassification from Promoters/Promoter Group category to Public Category was considered and analysed by the Board of Directors at its meeting held on August 10, 2022, which require approval of the Members of the Company by way of Ordinary Resolution, BSE Limited and/or such other approval, if any, may be required.

Consequent upon the receipt of necessary approvals and reclassification from Promoters/Promoter Group Category to Public Category, the shareholding of Promoter & Promoter Group in the Company would become Nil.

The relevant documents in relation to aforesaid re-classification will be available for inspection by the members through electronic mode up to the date of AGM and at the AGM. Members seeking to inspect such documents can send an e-mail [togaekwarmills1928@gmail.com](mailto:togaekwarmills1928@gmail.com) requesting for the same and the said documents shall be open for inspection by the Members at the registered office of the Company on all working

days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of AGM and at the AGM.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested (financially or otherwise) in the proposed resolution as set out at Item No.4 of the Notice.

The Board recommends the resolution set forth in Item No. 4, as an Ordinary Resolution for the approval of the members.

Date:-10.08.2022

Place:-Mumbai

**Registered Office:**

2/2, New Sion CHS,  
Swami Vallabhdas Marg,  
Sion - 400022

By order of the Board  
**For Gaekwar Mills Limited**

**Ratan Karnjia**  
**DIN: 00033108**

**Chairman**

### **Annexure to the Notice**

#### **Details of the Directors seeking re-appointment as Director liable to retire by rotation in the forthcoming Annual General Meeting**

**[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting]**

#### **ANNEXURE - A**

Name of the Director	Mrs. Shweta Dhruv Shah
DIN	03287393
Date of Birth	24/03/1990
Age	32 Years
Date of First Appointment on the Board	31/03/2015
Qualification	Bachelor's Degree in Business Administration, Kingston University, U.K.
Brief Resume, Experience and Expertise in Functional Area	She had Studied BBA from Kingston University in UK. Also She has specialised in marketing Field. and She is young and dynamic.
Number of Meetings of the Board attended during the year	6
Remuneration last drawn	Nil
Remuneration sought to be paid	Nil
List of Listed Companies and/or Bodies Corporate in which Directorships Held	1. Gaekwar Mills Limited (Listed Company)  Other Body corporate Nil
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Shareholding in the Company including as a beneficial owner	1000



## **E-COMMUNICATION REGISTRATION FORM**

Dear Shareholder,

Pursuant to provisions of Rule 11 of the Companies (Accounts) Rules, 2014 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, Companies can send Annual Report in electronic mode to shareholders who have registered their email addresses for the purpose. Further, according to provisions of Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company required to provide an advance opportunity at least once in a financial year, to the member to register his/her e-mail address and changes therein and such request may be made by only those members who have not got their email id recorded or to update a fresh email id and not from the members whose e-mail ids are already registered.

We therefore request to all our shareholders to intimate by sending the duly filled form given below to receive communication from the Company in electronic mode to our Investor Service Department at the Registered Office of the Company. You can also download the attached registration form from our website at <https://www.gaekwarmills.in>

Let's be part of this 'Green Initiative'!

Best Regards,  
**Ratan Karanjia**  
**Director**  
**DIN: 00033108**

## **E-COMMUNICATION REGISTRATION FORM**

To,  
Link Intime India Private Limited  
C 101, 247 Park, L.B.S. Marg,  
Vikhroli (West),  
Mumbai - 400083

Dear Sir / Madam,

I hereby register / update my email address provided below for receiving all communication from the Company through electronic mode:

<b>Folio No. / DP ID &amp; Client ID</b>	
<b>Name of the First Registered Holder</b>	
<b>Name of the Joint Holder(s), (if any)</b>	
<b>Registered Address</b>	
<b>Email ID (to be Registered)</b>	
<b>Signature of the First Registered Holder</b>	
<b>Date</b>	

**Notes:**

1. On registration / updation, all the communications will be sent to the registered e-mail Id.
2. The form is also available on the website of the Company [www.gaekwarmills.in](http://www.gaekwarmills.in) under the heading "Investor relations" by the name "E-Communication Registration Form".
3. Members holding shares in electronic mode are requested to ensure to keep their e-mail Id updated with the Depository Participants with whom they are holding their Demat Account.
4. Members are requested to keep their depository participants / Company's Registrar – Link Intime informed as and when there is any change in the e-mail Id. Unless, the email Id given hereunder is changed by you by sending another communication in writing, the Company will continue to send all the communication to you on the above mentioned email Id.

## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their 93<sup>rd</sup> Annual Report on the business and operations of the Company, together with the Audited Financial Statements for the financial year ended March 31, 2022 (the "Report").

### 1. FINANCIAL PERFORMANCE

The summarised financial results of the Company for the financial year ended March 31, 2022 are presented below:

Amount in Lakhs

Particulars	Standalone	
	2021-2022	2020-2021
Revenue from Operations	-	-
Other Income	76.65	21.93
<b>Total Revenue</b>	<b>76.65</b>	<b>21.93</b>
Profit/(Loss) before Interest & depreciation	(416.67)	(198.09)
Less: Interest	0.11	0.16
Less: Depreciation	-	-
<b>Profit/(Loss) Before Tax and Exceptional Items</b>	<b>(416.78)</b>	<b>(198.24)</b>
<b>Add: Exceptional Items_ Sundry Bal W-Back</b>	<b>(239.20)</b>	-
<b>Profit/(Loss) Before Tax</b>	<b>(655.98)</b>	<b>(198.24)</b>
Add/Less: Provision of Tax	-	-
<b>Profit/(Loss) After Tax</b>	<b>(655.98)</b>	<b>(198.24)</b>
Other Comprehensive Income	-	-
<b>Total Comprehensive Income</b>	<b>(655.98)</b>	<b>(198.24)</b>

Note: The above figures are extracted from the standalone financial statements prepared in compliance with Indian Accounting Standards (IND AS). The Financial Statements of the Company complied with all aspects with Indian Accounting Standards (IND AS) notified under section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Act.

### 2. STATE OF COMPANY'S AFFAIRS, BUSINESS OVERVIEW AND FUTURE OUTLOOK

During the year under review, the Company has not earned any revenue from operation however earned other income of Rs.76.65 lakhs against Rs.21.93 lakhs of the previous year. The Company has incurred net loss of Rs.655.98 lakhs as compared to 198.28 of the previous year.

During the year, there were no changes in business of the Company, the detailed discussion on Company's overview and future outlook has been given in the section on 'Management Discussion and Analysis' (MDA).

### **3. DIVIDEND**

The Company has incurred loss; hence the Board of Director could not recommend any dividend for the financial year under review.

As per Regulation 43A of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 (the Listing Regulations), the top 1000 listed Companies shall formulate a Dividend Distribution Policy. The Company does not come under the category of top 1000 listed Companies based on the market capitalization.

### **4. TRANSFER TO RESERVES**

The Company has not transferred any amount of profit to the reserves during the financial year under review. Further, the details of movement in Reserve and Surplus is given in note no. 14 of the Financial Statement.

### **5. DEBENTURES**

In respect of delay/default in principal/interest payment of debentures, during the year, the company has received interest/penalty waiver letter from Debenture holder stating that the Debenture holder after considering the situation of Covid-19 affect the business operation of the Company, has agreed to extend the maturity date of series A Debentures of Rs.30 Crores to 31<sup>st</sup> March, 2025 on condition that the premium on redemption shall increase by 40% of the face value of the debentures over and above agreed earlier (i.e. 19.2 Crores being 40% of 48 Crores) and series B Debentures of Rs.5 Crores to 31<sup>st</sup> March, 2025 on condition that the premium on redemption shall increase by 40% of the face value of the debentures over and above agreed earlier (i.e. 2 Crores being 40% of 5 Crores).

### **6. DEPOSITS**

During the year, your Company has not accepted any deposits within the meaning of sections 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, hence there are no details to disclose as required under Rule 8 (5) (v) and (vi) of the Companies (Accounts) Rules, 2014.

Further, the Company has issued non-convertible debentures, the details of the same given in note 10 of the financial statement.

### **7. DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES**

During the year under review, no Company has become or ceased to be a Subsidiary/Joint Venture/ Associate Company of your Company.

### **8. SHARE CAPITAL**

- During the year under review, there were no changes in Authorised and Paid up Share Capital of the Company.

- The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise, during the year under review.
- The Company has not issued any sweat equity shares to its directors or employees, during the period under review.

## **9. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Board as on March 31, 2022, comprised of 4 (Four) Directors out of which 3 (Three) are Independent Directors and 1 (One) is Whole Time Director.

Mrs. Shweta Dhruv Shah (DIN 03287393), Whole Time Director, Mr. Dhruv Nikunj Shah, CFO and Ms. Nidhi Vinodkumar Darak, Company Secretary are the Key Managerial Personnel as per the provisions of the Companies Act, 2013 and rules made there under.

None of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Director of company by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA) or any such other Statutory Authority.

### **a. Appointments and Resignations of Directors and Key Managerial Personnel**

During the year under consideration, the following changes have been occurred:

- (a) The designation of Mrs. Shweta Dhruv Shah (DIN 03287393), Non-executive director has been changed to Whole time Director and Chief Executive Officer w.e.f October 20, 2021.
- (b) Mr. Mipan Navinchandra Shah (DIN 02436963) appointed as an Independent Director of the Company w.e.f December 01, 2021.
- (c) Mr. Dhruv Nikunj Shah appointed as a Chief Financial Officer of the Company w.e.f 1<sup>st</sup> December 2021.
- (d) Ms. Nidhi Vinodkumar Darak appointed as a Company Secretary and Compliance Officer w.e.f 1<sup>st</sup> November 2021.

### **b. Director Liable to Retire by Rotation**

In terms of Section 152 of the Companies Act, 2013, Shweta Dhruv Shah (DIN: 03287393), Director liable to retire by rotation shall retire at the ensuing Annual General Meeting and being eligible for re-appointment, offers herself for re-appointment. The information as required to be disclosed under Regulation 36 of the Listing Regulations will be provided in the notice of ensuing Annual General Meeting.

### **c. Independent Directors**

The Company has received declarations/ confirmations from each Independent Directors under section 149(7) of the Companies Act, 2013 and regulation 25(8) of the Listing Regulations confirming that they meet the criteria of independence as laid down in the Companies Act, 2013 and the Listing Regulations.

The Company has also received requisite declarations from Independent Directors of the Company as prescribed under rule 6(3) of Companies (Appointment and Qualification of Directors) Rules, 2014.

All Independent Directors have affirmed compliance to the Code of Conduct for Independent Directors as prescribed in Schedule IV to the Companies Act, 2013.

In the opinion of the Board, Independent Directors of the Company possess requisite qualifications, experience and expertise and hold highest standards of integrity. Further in terms of the rule 6(1) of Companies (Appointment and Qualification of Directors) rules, 2014, Further, due to covid-19 pandemic the Independent Directors could not renew their registration in the Independent directors data bank as well as could not give online proficiency Test.

## **10. NUMBER OF MEETINGS OF BOARD OF DIRECTORS**

The Board meets at regular intervals to discuss and decide on Company/business policies and strategies apart from other Board businesses. The Board/Committee Meetings are prescheduled, and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings.

The Board of Directors of your Company met 6 (Six) Times during the year to carry the various matters.

The maximum interval between any two consecutive Board Meetings did not exceed the period prescribed under the Companies Act, 2013, the Listing Regulation and circular issued by MCA in this regard.

The Audit Committee met 4 (Four) times, Nomination and Remuneration Committee met 1 (One) time and Stakeholder's Relationship Committee met 4(Four) times during the year.

The Composition of Audit Committee are as under:

- |                                   |          |
|-----------------------------------|----------|
| 1. Mr. Girishbhai Champaklal Shah | Chairman |
| 2. Mr. Ratan Noshir Karanjia      | Member   |
| 3. Mrs. Shweta Dhruv Shah         | Member   |

Further, during the year, there are no such cases where the recommendation of any Committee of Board, have not been accepted by the Board.

## **11. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act, 2013, the Directors hereby confirm and state that:

- (a) in the preparation of the annual accounts for the financial year ended March 31, 2022, the applicable accounting standards have been followed and that no material departures have been made from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give

a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **12. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The Nomination and Remuneration Committee ('NRC') works with the Board to determine the appropriate characteristics, skills and experience for the Board as a whole as well as for its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education and public service. Characteristics expected of all Directors include independence, integrity, high personal and professional ethics, sound business judgement, ability to participate constructively in deliberations and willingness to exercise authority in a collective manner. The Company has in place a Policy on appointment & removal of Directors ('Policy').

The salient features of the Policy are:

- It acts as a guideline for matters relating to appointment and re-appointment of Directors.
- It contains guidelines for determining qualifications, positive attributes for Directors and independence of a Director.
- It lays down the criteria for Board Membership
- It sets out the approach of the Company on board diversity
- It lays down the criteria for determining independence of a Director, in case of appointment of an Independent Director.

The Nomination and Remuneration Policy is posted on website of the Company and may be viewed at <http://www.gaekwarmills.in>

## **13. PERFORMANCE EVALUATION OF THE BOARD**

The Board evaluation framework has been designed in compliance with the requirements under the Companies Act, 2013 and the Listing Regulations, and in accordance with the Guidance Note on Board Evaluation issued by SEBI on January 05, 2017. The Board evaluation was conducted through questionnaire designed with qualitative parameters and feedback based on ratings.

The Nomination and Remuneration Committee of the Company has laid down the criteria for performance evaluation of the Board, its Committees and individual directors including Independent Directors covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, based on the predetermined templates designed as a tool to facilitate evaluation process, the Board has carried out the annual performance evaluation of its own performance, the Individual Directors including Independent Directors and its Committees on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc.

#### **14. CORPORATE SOCIAL RESPONSIBILITY(CSR)**

Your company does not fall in the ambit of limit as specified in Section 135 of the Companies Act, 2013 read with Rule framed there under in respect of Corporate Social Responsibility. However, the directors of the Company, in their personnel capacity, are engaged in philanthropy activities and participating for cause of upliftment of the society.

#### **15. MANAGEMENT DISCUSSION & ANALYSIS REPORT**

The Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(2)(e) of the Listing Regulations is presented in a separate section and forming part of this Report.

#### **16. CORPORATE GOVERNANCE**

As your Company's Paid up Equity Share Capital and Net Worth not exceeding Rs.10 Crores and Rs.25 Crores respectively, there corporate governance provision as as specified in regulations 17, 17A, 18, 19, 20, 21,22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V shall not apply to the Company.

#### **17. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

Your Company has in place Whistle Blower Policy ("the Policy"), to provide a formal mechanism to its directors and employees for communicating instances of breach of any statute, actual or suspected fraud on the accounting policies and procedures adopted for any area or item, acts resulting in financial loss or loss of reputation, leakage of information in the nature of Unpublished Price Sensitive Information (UPSI), misuse of office, suspected/actual fraud and criminal offences. The Policy provides for a mechanism to report such concerns to the Chairman of the Audit Committee through specified channels. The frame work of the Policy strives to foster responsible and secure whistle blowing. In terms of the Policy of the Company, no employee including directors of the Company has been denied access to the chairman of Audit Committee of the Board. During the year under review, no concern from any whistle blower has been received by the Company. The whistle blower policy is available at the link <http://www.gaekwarmills.in>



## **18. STATEMENT ON RISK MANAGEMENT POLICY**

Risk assessment and management are critical to ensure long-term sustainability of the business. The Company has in place, a strong risk management framework with regular appraisal by the top management. The Board of Directors reviews the Company's business risks and formulates strategies to mitigate those risks. The Senior Management team, led by the Whole Time Director, is responsible to proactively manage risks with appropriate mitigation measures and implementation thereof.

## **19. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company has made investment in security of body corporate and given loan to Private Limited Company, related party, the details of the same is given in note no.4, 6 and 21 of the Financial Statement. Further, the Company has not given any guarantees or provided security in connection with a loan to any other body corporate or person.

## **20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All the transactions with related parties are in the ordinary course of business and on arm's length basis and there are no 'material' contracts or arrangement or transactions with related parties and thus disclosure in Form AOC-2 [Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014] is not required.

The statement showing the disclosure of transactions with related parties in compliance with applicable provisions of Ind AS, the details of the same are provided in Note No. 29 of the Standalone Financial Statement. All related party transactions were placed before the Audit Committee and the Board, wherever applicable for their approval.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is available at <https://www.gaekwarmills.in>

## **21. INTERNAL FINANCIAL CONTROL SYSTEM**

The Company has in place adequate standards, processes and structures to implement internal financial controls with reference to financial statements. Internal control systems comprising of policies and procedures are designed to ensure sound management of your Company's operations, safekeeping of its assets, optimal utilizations of resources, reliability of its financial information and compliance.

Systems and procedures are periodically reviewed to keep pace with the growing size and complexity of your company's operation.

## **22. LISTING REGULATIONS, 2015**

The Equity Shares of the Company are listed on BSE Limited (BSE). The Company has paid its Annual Listing Fees to the stock exchanges for the Financial Year 2021-2022.

The Company has formulated following Policies as required under the Listing Regulations, the details of which are as under:

1. "Documents Preservation & Archival Policy" as per Regulation 9 and Regulation 30 which may be viewed at <https://www.gaekwarmill.in>
2. "Policy for determining Materiality of events/information" as per Regulation 30 which may be viewed at <https://www.gaekwarmill.in>

## 23. AUDITORS

### (a) Statutory Auditor

**M/s. Mayur Mahesh Shah & Co., Chartered Accountants**, has been appointed as statutory Auditors of the Company for a period of 5 years from the conclusion of 88<sup>th</sup> Annual General Meeting till the conclusion of the 93<sup>rd</sup> Annual General Meeting of the Company, subject to ratification by the members annually.

The term of **M/s. Mayur Mahesh Shah & Co., Chartered Accountants** will expire on forthcoming Annual General Meeting of the Company and are not eligible for re-appointment as per the provision of section 139(2) of the Companies Act, 2013.

The Company has received the consent from **M/s. M.D. Pandya & Associates, Chartered Accountants** to act as a Statutory Auditors of the Company for a period of 5 years.

The Board of Directors have recommended the appointment of **M/s. M.D. Pandya & Associates, Chartered Accountants**, to hold the office as Statutory Auditors of the Company from the conclusion of ensuing 93<sup>rd</sup> Annual General meeting till the conclusion of 98<sup>th</sup> Annual General meeting of the Company and on such remuneration as may be mutually decided.

The Statutory Audit Report does not contain any qualification, reservation or adverse remark or disclaimer; hence do not call for any comments from the Board of the Company.

### (b) Secretarial Auditor

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed **Mr. Anish Gupta, M/s Anish Gupta & Associates, Practicing Company Secretaries**, as the Secretarial Auditors of the Company to undertake Secretarial Audit for the financial year ended March 31, 2022. The Secretarial Audit Report for the financial year ended March 31, 2022 is annexed herewith and marked as '**Annexure-1**' to this Report.

#### **SECRETARIAL AUDITOR'S OBSERVATIONS & COMMENTS FROM BOARDS:-**

1. *There was a delay in appointment of Key Managerial personnel such as Whole-time Directors, CFO and Company Secretary as required under the provisions of section 203 of the Companies Act, 2013. Further there is also delay in appointment of compliance officers as required under Regulation 6 of SEBI LODR.*

**Comment by the Board :** Company will do the necessary Compliances

2. *The company has not complied with the regulation 31(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 according to which 100% shareholding of promoters shall be in Dematerialized Form.*

**Comment by the Board :** The Company is in process to dematerialize the 100% shareholding of Promoters.

3. *The Company has not updated its website and uploaded the documents and information as required under provisions of the Companies Act 2013 and Regulation 46 of SEBI (LODR) Regulations 2015.*

**Comment by the Board :** The Company regularly updates its website but due to some issues with the website developer current information and documents are not updated. The Directors have taken the note of the same and will do the compliance at the earliest.

4. *The Company has not complied with SEBI Circular No: SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, regarding updation of shareholders information with Registrar and Share Transfer Agent (RTA) as mandated by SEBI.*

**Comment by the Board :** The Company has recently complied

5. *The Company has defaulted on payment of interest/repayment of principal amount for unlisted debt securities i.e NCDs.*

**Comment by the Board :** The due to the Covid-19 pandemic and lock down, the further prospect of its project has seriously affected and due to which the company was unable to pay the debenture holders on the due dates. The Company has requested the Debenture-holders for extending the time limit for repayment of the same by one year and two years respectively i.e 22.04.2021 and 09.10.2022 to which the Debenture-holder has agreed to extend the maturity date of series A Debentures of Rs.30 Crores to 31st March, 2025 on condition that the premium on redemption shall increase by 40% of the face value of the debentures over and above agreed earlier (i.e. 19.2 Crores being 40% of 48 Crores) and series B Debentures of Rs.5 Crores to 31st March, 2025 on condition that the premium on redemption shall increase by 40% of the face value of the debentures over and above agreed earlier (i.e. 2 Crores being 40% of 5 Crores)

6. *The Company has not filed Form MGT-14 in respect of approval of financial statement and appointment of Company Secretary as required under the provisions of section 179 of the Companies Act, 2013.*

**Comment by the Board :** Company will do the necessary compliances.

7. *There was a delay in compliance of provision of section 178 read with Rule 6 of Companies (Meetings of Board and its Power) Rules, 2014 having three non-executive directors in the Nomination and Remuneration Committee.*

**Comment by the Board :** Company has already appointed the requisite Executive and Non-executive Directors and the Company will do the necessary compliances.

8. *The Company has not published requisite newspaper advertisement as required as per MCA General circular No.20/2020 dated May 05, 2020, and Regulation 47 of SEBI (LODR) Regulations 2015.*

**Comment by the Board :** the financial position of the Company is not sound but necessary disclosures has been intimated to the Stock Exchange.

9. *The Company has published newspaper advertisement of AGM Notice as required under section 108 of the Act read with rules made thereunder in Marathi Newspaper in English language instead of Marathi Language.*

**Comment by the Board :** The Company will ensure the Compliance.

10. *There was a delay of one day in submission of Annual Report to stock exchange as required under regulation 34 of SEBI (LODR) Regulations 2015.*

**Comment by the Board :** The Company will ensure the Compliance.

11. *There was a delay of one day in publication of newspaper advertisement of AGM Notice as required under section 108 of the Act read with rules made thereunder.*

**Comment by the Board :** The Company will ensure the Compliance.

12. *The Company has not provided the complete disclosures as required as per SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015, in respect of appointment of Directors and/or KMP.*

**Comment by the Board :** The Company has already appointed the requisite Executive and Non-executive Directors and the Company will do the necessary compliances.

13. *The Company has not complied the provisions of regulations 31A of SEBI (LODR) Regulations 2015 in respect of request received from promoter seeking reclassification.*

**Comment by the Board :** The Company is taking necessary approval from the shareholders in this ensuing Annual General Meeting.

14. *There was a delay in submission of Statement of Investor Complaints for the quarter ended December 31, 2021 as required under Regulation 13(3) of SEBI (LODR) Regulations 2015*

**Comment by the Board :** The Company will ensure the Compliance.

15. *There was a delay in submission of Shareholding Pattern for the quarter ended December 31, 2021 as required under Regulation 31 of SEBI (LODR) Regulations 2015*

**Comment by the Board :** The Company will ensure the Compliance.

16. *There was a delay in submission of quarterly financial result for the quarter ended June 30, 2021 as required under Regulation 33 of SEBI (LODR) Regulations 2015*

**Comment by the Board :** The Company will ensure the Compliance.

17. *There was delay in signing of renewal agreement with share transfer agent therefore non-compliance of regulation 7(1) of SEBI (LODR) Regulations 2015 for the period ended December 31, 2021.*

**Comment by Board:-** The Company was not aware about the same, but the Company will ensure its Compliance

18. *pursuant to SEBI circular no.SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020, BSE has levied fine against the Company for non-compliance of regulations as stated above which is yet to be paid by the Company.*

**Comment by Board:-** The Company had already paid fines.

## **24. REPORTING OF FRAUDS BY AUDITORS**

During the year under review, the Auditors of the Company have not reported to the Audit Committee, under section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its Officers or Employees, the details of which would need to be mentioned in the Board's Report.

## **25. MATERIAL CHANGES AND COMMITMENTS**

There were no material changes and commitments, affecting the financial position of the Company, which has occurred between the end of the financial year of the Company, i.e. March 31, 2022 till the date of this Directors' Report.

## **26. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS**

There were no other significant and material orders passed by the regulators/ courts/ tribunals, which may impact the going concern status and the Company's operations in future.

## **27. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

- (a) The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are as under:

- 1. the Ratio of the Remuneration of each Director to the median employee's remuneration, the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year**

The Company has not paid any remuneration to its Directors, CFO, and employee of the Company during the Financial Year 2021-2022. The Company has only paid remuneration to Ms. Nidhi Vinodkumar Darak, Company Secretary, appointed with effect from 1<sup>st</sup> November, 2021 of an aggregate amount of Rs.75,000/-.

- 2. The percentage increase in the median remuneration of employees in the financial year and number of permanent employees on the rolls of the Company.**

The Company has only paid remuneration to Ms. Nidhi VinodkumarDarak, Company Secretary, appointed with effect from 1<sup>st</sup> November, 2021 of an aggregate amount of Rs.75,000/-. The Number of permanent employees on the rolls of the Company as on 31st March 2022 is 1(one).

**3. Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof:**

The Company has not paid any remuneration to its Directors, CFO, and employee of the Company during the Financial Year 2021-2022. The Company has only paid remuneration to Ms. Nidhi Vinodkumar Darak, Company Secretary, appointed with effect from 1<sup>st</sup> November, 2021 of an aggregate amount of Rs.75,000/-.

**4. Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Company has not paid remuneration to managerial personnel. The Company has only paid salary to Company Secretary as per the NRC policy of the Company.

(b) In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the requisite details are as under:

The Company has only paid remuneration to its Company Secretary, the disclosure of the same areas under:

Sr. No.	Name of the Employee	Designation	Remuneration received p.m. (Amount in Rs.)	Remuneration received p.a.(Amount in Rs.)	Nature of employment (whether contractual or otherwise)	Qualification & Experience
(1)	(2)	(3)	(4)	(5)	(6)	(7)
1	NIDHI VINODKUMAR DARAK	Company Secretary	15,000/-	75,000/-	NA	Company Secretary and Compliance Officer

Date of Joining / (Leaving)	Age	Last employment held by such employee before joining the Company	% of Equity shares held by the employee in the Company	If employee is a relative of any director or manager of the Company then name of such director or manager
01.11.2021	41	ABC GAS (INTERANTIONAL) LIMITED	-	NA

## **28. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

The disclosures to be made under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 by the Company are as under:

### **(A) Conservation of Energy**

#### **(i) The steps taken or impact on conservation of energy:**

Though business operation of the Company is not energy-intensive, the Company, being a responsible corporate citizen, makes conscious efforts to reduce its energy consumption. The Company has not carried out any business activities during the year.

#### **(ii) Steps taken by the Company for utilizing alternate source of energy.**

Apart from above no other steps were taken as the Company has not carried out any business activities during the year.

#### **(iii) The capital investment on energy conservation equipment:**

There is no capital investment on energy conservation equipment during the year under review.

### **(B) Technology Absorption**

The Company has not imported any technology during last three years from the beginning of the financial year. The Company has not incurred any expenditure on Research and Development during the year under review.

### **(C) Foreign Exchange Earnings and Outgo**

There were neither earnings nor outgo in foreign exchange during the year under consideration.

## **29. ANNUAL RETURN**

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Return of the Company as on March 31, 2022 (excluding the details pertaining to the AGM of the Company for the Financial Year 2021-2022 i.e. date of AGM and Attendance of Directors at the AGM as same are not available as on the date of this report) is available on the Company's website and can be accessed at <https://www.gaekwarmills.in>. By virtue of amendment to Section 92(3) of the Companies Act, 2013 and rule 12 of the Companies (Management and Administration) Rules, 2014, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of the Board's report.

## **30. SECRETARIAL STANDARD OF ICSI**

The Company has complied with the Secretarial Standards on Meeting of the Board of Directors (SS-1) and General Meetings (SS-2) specified by the Institute of Company Secretaries of India (ICSI).

### **31. MAINTENANCE OF COST RECORDS**

Maintenance of cost records as prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act 2013 is not applicable to the Company.

### **32. PREVENTION OF SEXUAL HARASSMENT**

Your Company is fully committed to uphold and maintain the dignity of women working in the Company and has zero tolerance towards any actions which may fall under the ambit of sexual harassment at workplace. Since, the Company has less than Ten Employees constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable. Further, during the year the Company has not received any case related to sexual harassment.

The policy framed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rules framed thereunder may be viewed at <https://www.gaekwarmills.in>.

### **33. GENERAL DISCLOSURES**

The Company has been engaged in the business of manufacturing Fabrics (Textile Industry), however the said unit was declared sick and to set up fresh unit, clear all liabilities and pursuant to a Scheme u/s 391 of Companies Act, 1956 sanctioned by Bombay High Court, Company at present is into development of 60% of its own land at Bilimora

Your directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these matters during the year under review:

- Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- Issue of shares under ESOP scheme
- Scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- Application or proceedings under the Insolvency and Bankruptcy Code, 2016

### **34. ACKNOWLEDGEMENTS**

Your Directors take the opportunity to express our deep sense of gratitude to all users, vendors, government and non-governmental agencies and bankers for their continued support in Company's growth and look forward to their continued support in the future.

Your Directors would also like to express their gratitude to the shareholders for reposing unstinted trust and confidence in the management of the Company.



By Order of the Board of Directors  
**For Gaekwar Mills Limited**

**Place: Mumbai**

**Date:10.08.2022**

**Chairman**

**Registered office:**

**Gaekwar Mills Limited**

2/2, Plot – 2, New Sion CHS,  
Swami VallabhdasMarg, Road  
No. 24, Sindhi Colony, Sion,  
Mumbai – 400022

Tel.:022 24018811

Website: [www.gaekwarmills.in](http://www.gaekwarmills.in)

Email: gaekwarmills1928@gmail.com

**Ratan Karanjia**

## **Annexure to the Board's Report**

### **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March 2022.

#### **OPERATING AND FINANCIAL PERFORMANCE:**

Operating & Financial performance has been given in details in Directors Reports.

#### **INDUSTRY STRUCTURE, DEVELOPMENT:**

The Company has been engaged in the business of manufacturing Fabrics (Textile Industry), however the said unit was declared sick and to set up fresh unit, clear all liabilities and pursuant to a Scheme u/s 391 of Companies Act, 1956 sanctioned by Bombay High Court, Company at present is into development of 60% of its own land at Bilimora.

#### **OPPORTUNITIES AND THREATS:**

Opportunities – The Company is expecting good opportunities by developing the land available at Bilimora, Gujarat, such a huge land is not available in Bilimora (West), hence these desiring sea view or cool breeze.

Threats for the Company is:

- a. That the workers are filing cases against the Company in High Court of Maharashtra and Gujarat. Due to this litigation Company is not able to start its new business and currently the Company is in loss.
- b. Company is not having expertise in construction activity.
- c. The population is much less to consume the constructed unit.

#### **SEGMENT-WISE PERFORMANCE & PRODUCT-WISE PERFORMANCE:**

Currently there is no Business in the Company.

#### **BUSINESS OUTLOOK:**

The Company is in Infrastructure business. The company finds a good business outlook, in case the company can start is commercial development of its land situated in Bilimora.

#### **RISKS AND CONCERNS:**

The Workers of the Company have filed case against the Company in the High Court due to which Company is unable to start its new business. Unless and until the cases are resolved the Company cannot start their Business.

#### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The internal control system and their adequacy is commensurate with the size and nature of the business of the Company.

#### **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATION PERFORMANCE:**

Currently the company is going on in loss as the company has no business.

**MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED:**

Currently there is no Business in the Company, hence there is no material developments in Human Resources / Industrial Relations front including number of people employed.

**Key Financial Ratios:**

Particulars	FY2022	FY2021
Operating profit margin (%)	NA	NA
Net profit margin (%)	NA	NA
Interest coverage ratio	NA	NA
Debtors' turnover	NA	NA
Inventory turnover	NA	NA
Current ratio	NA	NA
Debt equity ratio	NA	NA
Return on net worth (%)	NA	NA

**By Order of the Board of Directors  
For Gaekwar Mills Limited**

**Place: Mumbai  
Date:10.08.2022**

**Ratan Karanjia  
Chairman**

DIN : 00033108

**Registered office:**  
**Registered office:**  
**Gaekwar Mills Limited**  
2/2, Plot – 2, New Sion CHS,  
Swami Vallabhdas Marg, Road  
No. 24, Sindhi Colony, Sion,  
Mumbai – 400022

Tel.:022 24018811  
Website: [www.gaekwarmills.in](http://www.gaekwarmills.in)  
Email: gaekwarmills1928@gmail.com

## Annexure 1

### Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2022

*(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)*

To,  
The Members,  
**GAEKWAR MILLS LIMITED**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GAEKWAR MILLS LIMITED** (hereinafter called the Company), having its Registered Office at 2/2, Flr-Grd, Plot-2, New Sion CHS, Swami Vallabhdas Marg, Road No 24, Sindhi Colony, Sion Mumbai - 400022. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2022 (Audit Period) complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of:

(i)	The Companies Act, 2013 (the Act) and the rules made thereunder;
(ii)	The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
(iii)	The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(iv)	The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings as applicable to the Company;
(v)	The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

	(a)	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
	(b)	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
	(c)	The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
	(d)	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I have also examined compliance with the applicable clauses/regulations of the following:

- a) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India.
- b) Listing Agreements entered by the Company with BSE Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except the following:

- *There was a delay in appointment of Key Managerial personnel such as Whole-time Directors, CFO and Company Secretary as required under the provisions of section 203 of the Companies Act, 2013. Further there is also delay in appointment of compliance officers as required under Regulation 6(1) of SEBI LODR.*
- *The company has not complied with the regulation 31(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 according to which 100% shareholding of promoters shall be in Dematerialized Form.*
- *The Company has not updated its website and uploaded the documents and information as required under provisions of the Companies Act 2013 and Regulation 46 of SEBI (LODR) Regulations 2015.*
- *The Company has not complied with SEBI Circular No: SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, regarding updation of shareholders information with Registrar and Share Transfer Agent (RTA) as mandated by SEBI.*
- *The Company has defaulted on payment of interest/repayment of principal amount for unlisted debt securities i.e NCDs.*
- *The Company has not filed Form MGT-14 in respect of approval of financial statement and appointment of Company Secretary as required under the provisions of section 179 of the Companies Act, 2013.*
- *There was a delay in compliance of provision of section 178 read with Rule 6 of Companies (Meetings of Board and its Power) Rules, 2014 having three non-executive directors in the Nomination and Remuneration Committee.*
- *The Company has not published requisite newspaper advertisement as required as per MCA General circular No.20/2020 dated May 05, 2020, and Regulation 47 of SEBI (LODR) Regulations 2015.*

- *The Company has published newspaper advertisement of AGM Notice as required under section 108 of the Act read with rules made thereunder in Marathi Newspaper in English language instead of Marathi Language.*
- *There was a delay of one day in submission of Annual Report to stock exchange as required under regulation 34 of SEBI (LODR) Regulations 2015.*
- *There was a delay of one day in publication of newspaper advertisement of AGM Notice as required under section 108 of the Act read with rules made thereunder.*
- *The Company has not provided the complete disclosures as required as per SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015, in respect of appointment of Directors and/or KMP.*
- *The Company has not complied the provisions of regulations 31A of SEBI (LODR) Regulations 2015 in respect of request received from promoter seeking reclassification.*
- *There was a delay in submission of Statement of Investor Complaints for the quarter ended September 30, 2021, and December 31, 2021, as required under Regulation 13(3) of SEBI (LODR) Regulations 2015*
- *There was a delay in submission of Shareholding Pattern for the quarter ended September 30, 2021, and December 31, 2021, as required under Regulation 31 of SEBI (LODR) Regulations 2015*
- *There was a delay in submission of quarterly financial result for the quarter ended June 30 , 2021 as required under Regulation 33 of SEBI (LODR) Regulations 2015.*
- *There was delay in signing of renewal agreement with share transfer agent therefore non-compliance of regulation 7(1) of SEBI (LODR) Regulations 2015 for the period ended December 31, 2021.*

*I Further report that pursuant to SEBI circular no.SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020, BSE has levied fine against the Company for non-compliance of regulations as stated above which is yet to be paid by the Company.*

During the period under review, provisions of the following regulations were not applicable to the Company:

- a) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- c) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013;
- d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; and
- e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
- f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and

- g) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

**I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as required under the provision of Companies Act, 2013, *except not having three non-executive directors in the nomination and remuneration committee as stated above*. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except in cases where Meetings were convened at a shorter notice). In case agenda and detailed notes on agenda could not sent at least seven days in advance, the Company has complied with applicable provisions of the Act and SS-1 in relation to shorter notice. Further a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at the meetings of the Board of Directors of the Company and committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

**I further report that** during the audit period:

1. The company has received interest/penalty waiver letter from Debenture holder stating that the Debenture holder after considering the situation of Covid-19 affect the business operation of the Company, has agreed to extend the maturity date of series A Debentures of Rs.30 Crores to 31<sup>st</sup> March, 2025 on condition that the premium on redemption shall increase by 40% of the face value of the debentures over and above agreed earlier (i.e. 19.2 Crores being 40% of 48 Crores) and series B Debentures of Rs.5 Crores to 31<sup>st</sup> March, 2025 on condition that the premium on redemption shall increase by 40% of the face value of the debentures over and above agreed earlier (i.e. 2 Crores being 40% of 5 Crores).

2. The company has made application to ROC, Mumbai for extension of AGM for the financial year 31<sup>st</sup> March, 2021 upto 31<sup>st</sup> December, 2021 and obtained approval of the same and accordingly conducted AGM on December 29, 2021.

**For Anish Gupta & Associates**  
**Company Secretaries**  
**FRN: :I2001MH236100**

**Anish Gupta**  
**Partner**  
**FCS-5733, CP-4092**  
**Place :Mumbai**  
**Date : 09/08/2022**  
**UDIN:F005733D000770002**

**Note:** This report is to be read with my letter of even date which is annexed as ‘**Annexure A**’ and forms an integral part of this report.

## **ANNEXURE A**

To,  
The Members,  
**GAEKWAR MILLS LIMITED**

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Anish Gupta & Associates**  
**Company Secretaries**  
**FRN: :I2001MH236100**

**Anish Gupta**  
**Partner**  
**FCS-5733, CP-4092**

**Place :Mumbai**  
**Date : 09/08/2022**  
**UDIN:F005733D000770002**



## **Independent Auditor's Report**

### **To the Members of THE GAEKWAR MILLS LIMITED.**

#### **Report on the Standalone Financial Statements**

##### **Opinion**

We have audited the accompanying financial statements of **THE GAEKWAR MILLS LIMITED ('the company')** which comprises of Balance Sheet as at 31<sup>st</sup> March, 2022, the Statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind-AS) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2022, and its loss (including other comprehensive income), its cash flows and the changes in the equity for the year ended on that date.

##### **Basis of Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the independent requirement that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on standalone financial statements.

##### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

##### **Information other than standalone financial statements and Auditors report thereon**

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises of the information included in the management discussion and analysis, Boards report including Annexure to Boards Report, Corporate Governance and Shareholders information, but does not include the standalone financial statements and our auditors report thereon. Our opinion on standalone financial statements does not cover the other information and we do not

express any form of assurance or conclusion thereon.

In connection with our audit of the standalone financial statement, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the standalone financial statement or other information obtained during the course of our audit or otherwise appear to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and those charged with governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (Including Other Comprehensive Income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

### **Report on Other Legal and Regulatory Requirements**

1. As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, as applicable.
  - e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note No. 18 and 19 to the financial statements.
    - ii. The Company did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses on account of such contracts.
    - iii. There was no amount which was required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section 11 of section 143 of the Act, we give in the "Annexure B", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For **MAYUR MAHESH SHAH & CO**

Chartered Accountants

Reg. No. 117604W

**MAYUR M. SHAH**

Proprietor

Membership No. : 103146

Mumbai

Date: - 27<sup>th</sup> May 2022.

**UDIN : 22103146AJSAZC9444**

## **Annexure A to the Independent Auditor's report of even date on the Standalone Financial Statements of The Gaekwar Mills Limited.**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **The Gaekwar Mills Limited** ("the Company") as of 31<sup>st</sup> March 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and

dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **MAYUR MAHESH SHAH & CO**

Chartered Accountants

Reg. No. 117604W

MAYUR M. SHAH

Proprietor

Membership No. : 103146

Mumbai

Date: - 27<sup>th</sup> May 2022.

## **Annexure B to the Independent Auditors' Report**

The Annexure referred to in our Independent Auditors' Report to the Members of the Company on the financial statements for the year ended 31 March 2022 and on such checks as we considered appropriate and according to the information and explanations given to us, we state that:

- i. (a) The Company has only Property, Plant & Equipment in the form of Land. The Company has maintained proper records showing full particulars including quantitative details and situation of the land.  
  
(b) The Property, Plant & Equipment have been physically verified by the management at reasonable intervals during the year. There was no major discrepancies noticed.  
  
(c) Title deeds of the land are in the name of the Company.  
  
(d) The Company has not revalued Property, Plant & Equipment (including Right of Use Assets) or intangible assets or both during the year.  
  
(e) There are no proceedings initiated against the Company for holding any benami properties under the Benami Transactions (Prohibition) Act, 1988(45 of 1988) and rules made thereunder.
- ii. The company did not carry any inventories during the year. In view of the above clauses 3 (ii) of the Order are not applicable to the Company.
- iii. a. The Company has granted loans of Rs. 1,75,10,000 (previous year Rs.1,77,50,000) to Platinum Square Private Limited, a company covered in the register maintained under section 189 of the Companies Act, 2013.  
  
b. The terms of grant of such loans are not prejudicial to the Company's interests.  
  
c. The schedule of repayment has not been stipulated and there are no overdue.  
  
d. The company has granted such loans either repayable on demand or without specifying any terms or period of repayment
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 of the Companies Act, 2013. The Company has been advised that the provisions of section 186 of the Companies Act, 2013 are not applicable to it, as it is engaged in the business of providing infrastructural facilities.
- v. The provision of clause 3(v) of the Companies (Auditors Report) Order 2020 are not applicable to the company.
- vi. The provision of clause 3(vi) of the Companies (Auditors Report) Order 2020 are not applicable to the company.
- vii. (a) According to the records of the Company, the company is generally regular in depositing undisputed statutory dues including, Goods and Service Tax, Provident

Fund, Employees State Insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues to appropriate authorities and there are no undisputed statutory dues amounts payable for more than six months from the date payable as at 31<sup>st</sup> March 2022.

(b) According to the information and explanation given to us, in respect of statutory dues mentioned in (a) above, there is no amount which have not been deposited on account of any dispute.

- viii. According to the information and explanations given to us , there are no transactions not recorded in books of accounts which have been surrendered or disclosed as income during the year in tax assessments under Income Tax Act, 1961 (43 of 1961).
- ix. According to the information and explanations given to us, the company has not defaulted in repayment of any loans or other borrowings or in payment of interest thereon to any lender. Accordingly provisions of sub-clause (b). (c) (d), (e) and (f) are not applicable.
- x. (a) According to the information and explanations provided to us and as per the records of the company examined by us, company has not raised funds by way of public issue or further public offer (including debt instruments) during the year under review.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially, or optionally convertible).
- xi. To the best of our knowledge and belief and according to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the year. Accordingly, sub clause (b) and (c) are not applicable.
- xii. In our opinion and according to information and explanations given to us, the Company is not a Nidhi Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the details of such transactions with the related parties are in compliance with section 177 and 188 of the Companies Act where applicable and details of such transactions have been disclosed in the financial statements required by the applicable accounting standards
- xiv. (a) According to the information and explanations given to us, the company has internal audit commensurate with the size and nature of its business.
- (b) We have considered the reports of the internal auditors for the period under audit.
- xv. According to the information and explanations given to us and the representation obtained from management , the company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi. The company is not required to be registered under section 45-IA of Reserve Bank of India Act, 1934. Accordingly provisions of the clause are not applicable to the company.
- xvii. The Company has not incurred Cash losses in the financial year and also in immediately preceding financial year.



- xviii. There has been no resignation of the Statutory Auditors during the year and such clause is not applicable.
- xix. According to the information and explanations given to us and on the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting such assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on date of the audit report that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, states that our reporting is based on the facts upto the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx. The provision of Clause 3 (xx) are not applicable to the company.

For **MAYUR MAHESH SHAH & CO**  
Chartered Accountants  
Reg. No. 117604W

**MAYUR M. SHAH**  
Proprietor  
Membership No. : 103146

Mumbai  
Date: - 27<sup>th</sup> May 2022.  
**UDIN : 22103146AJSAZC9444**

**THE GAEKWAR MILLS LIMITED**  
**Balance Sheet as at 31st March, 2022**

CIN: L17120MH1949PLC007731

**Amounts  
in lakhs  
Rupees(₹)**

Particulars	Note No.	As At 31 <sup>ST</sup> MARCH, 2022	As At 31 <sup>ST</sup> MARCH, 2021
<b>I. Assets</b>			
<b>Non-current assets</b>			
(a) Property, Plant & Equipment	2	0.26	-
(b) Capital work-in-progress	3	69.58	69.58
(c) Intangible Assets		-	-
(d) Financial Assets			
(i) Investments	4	0.12	0.12
(e) Other Non Current Assets	7	1,411.92	-
<b>Current assets</b>			
(a) Financial Assets			
(i) Cash and Cash Equivalents	5	49.66	3.66
(ii) Loans and Advances	6	224.22	199.11
(iii) Others		-	-
<b>Total</b>		<b>1,755.76</b>	<b>272.47</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Share Capital	8	200.00	200.00
(b) Other Equity	9	(6,441.47 )	(5,785.49)
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	10	7,890.24	5,770.24
(b) Provisions	11	76.26	76.26

<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Trade Payables	12	12.66	10.07
(ii) Short Term Loans & Advances	13	18.06	1.66
<b>Total</b>		1,755.76	272.74
Notes forming part of Financial Statements The accompanying notes are integral part of financial statements.	1 to 25		

**As per our Report of even date attached**

**For Mayur Mahesh Shah & Co**  
**Chartered Accountants**  
**(Registration No 117604W)**

**Mayur M. Shah**  
**(Proprietor)**  
**(Membership No 103146)**

**MUMBAI**  
**DATED: 27th May 2022**

**FOR AND ON BEHALF OF THE  
BOARD**

R.N. Karanjia	S.D. Shah
Director	Director
(DIN: 00033108)	(DIN: 03287393)

**Nidhi Darak**  
**Company**  
**Secretary**  
**(M. No. 28715)**

# THE GAEKWAR MILLS LIMITED

## Statement of Profit and Loss for the year ended 31st March, 2022

CIN: L17120MH1949PLC007731

Amounts  
in lakhs  
Rupees(₹)

Particulars	Note No.	For the Year ended 31st March 2022	For the Year ended 31st March 2021
I. Revenue from operations		-	-
II. Other Income	14	76.65	21.93
<b>III. Total Revenue (I + II)</b>		76.65	21.93
<u>IV. Expenses:</u>			
Financial costs	15	0.11	0.16
Other expenses	16	493.32	220.02
<b>Total Expenses</b>		493.43	220.17
V. Profit before exceptional and extraordinary items and tax	(III - IV)	(416.78)	(198.24)
<u>VI. Exceptional Items</u>			
Premium on Redemption of Debentures pertaining to previous year <b>(Refer Note No. 18)</b>		(239.20)	-
VII. Profit before tax	(V-VI)	(655.98)	(198.24)
VIII. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
		-	-
IX. Profit(Loss) for the year	(VII-VIII)		

		(655.98)	(198.24)
X Other Comprehensive Income / (loss)		-	-
XI Total Comprehensive Income for the year	(IX+X)	(655.98)	(198.24)
X. Earning per equity share:			
(1) Basic		(0.00)	(0.00)
(2) Diluted		(0.00)	(0.00)

Notes forming part of Financial Statements 1 to 25

The accompanying notes are integral part of financial statements.

**For Mayur Mahesh Shah & Co**  
**Chartered Accountants**  
**(Registration No 117604 W)**

**Mayur M. Shah**  
**(Proprietor)**  
**(Membership No 103146)**

**FOR AND ON BEHALF OF THE  
BOARD**

R.N. Karanjia  
Director  
(DIN: 00033108)

S.D. Shah  
Director  
(DIN: 03287393)

Nidhi Darak  
Company Secretary  
(M. No. 28715)

**MUMBAI**  
**DATED: 27th May 2022**

# THE GAEKWAR MILLS LIMITED

CIN: L17120MH1949PLC007731

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2022

	31.3.2022		31.3.2021	
	Amount(	Amount(	Amount	Amount(
	Rs)	Rs)	(Rs)	Rs)
<b><u>A. CASH FLOW FROM OPERATING ACTIVITIES :</u></b>				
Net Profit/(Loss) before tax and extra-ordinary items		(655.98)		(198.24)
Add: Current Year Share of Premium on Redemption of Debentures		708.08		208.37
OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGES		52.10		10.13
Adjustments for :				
Increase/(Decrease) in Loans & Advances	-		-	
Increase/(Decrease) in Current Liabilities	19.00		9.42	
(Increase)/Decrease in Current Assets	(25.11)		(16.89)	
		(6.11)		(7.47)
Net Cash from Operating activities		45.99		2.66
<b><u>B. CASH FLOW FROM INVESTMENT ACTIVITIES</u></b>				
Sale of Investments		-		-
Net Cash from Investing Activities		-		-
<b><u>C. CASH FLOW FROM FINANCING ACTIVITIES :</u></b>				
Increase/(Decrease) in Loans & Advances		-		-
Increase /(Decrease) in Long term borrowings		-		-
(Increase)/Decrease in Capital Work in Progress		-		-
Increase/(Decrease) in Share Capital		-		-
(Increase)/Decrease in Inter-				

Corporate Loans		-
Net Cash from Financing Activities	-	-
Net cash increase in Cash and Cash equivalents	45.99	2.66
Cash and Cash Equivalents (opening )	3.66	1.00
Cash and Cash Equivalents (Closing )	49.66	3.66

The above statements of cash flow should be read in conjunction with the accompanying notes

**As per our Report of even date attached  
For Mayur Mahesh Shah & Co  
Chartered Accountants  
(Registration No 117604W)**

**FOR AND ON BEHALF OF  
THE BOARD**

**Mayur M. Shah  
(Proprietor)  
(Membership No 103146)**

**R.N.  
Karanjia  
Director  
(DIN: 00033108)**

**S.D.  
Shah  
Director  
(DIN: 03287393)**

**Nidhi  
Darak  
Company Secretary  
(M. No. 28715)**

**MUMBAI  
DATED: 27th May 2022**

# **THE GAEKWAR MILLS LIMITED**

**CIN: L17120MH1949PLC007731**

## **NOTES ON ACCOUNTS:**

### **NOTE 1:**

#### **SIGNIFICANT ACCOUNTING POLICIES :**

##### **Corporate Information**

The Gaekwar Mills Limited (referred to as 'the Company') was incorporated on 16/06/1928 & its Corporate Identification Number (CIN) is L17120MH1949PLC007731)

##### **a. STATEMENT OF COMPLIANCE :**

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 as amended.

##### **b. BASIS OF PREPARATION :**

The financial statements are prepared under historical cost convention, on accrual basis.

##### **c. REVENUE RECOGNITION :**

Revenue in respect of Dividend Income is accounted as and when received & Interest income is accounted on accrual basis.

##### **d. Property, Plant and equipment**

Land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation.

Historical cost includes expenditure that is directly attributable to the acquisition of the items.

##### **e. INVESTMENTS :**

Investments are stated at Cost. No adjustments is made in respect of decline in value of temporary nature, if any, as they are considered long term by the management. The company does not have any current investment.



## THE GAEKWAR MILLS LIMITED

	2021-22	2020-21
	Amount( Rs) (In Lakhs)	Amount( Rs) (In Lakhs)
<b>NOTE 2 -PROPERTY, PLANT &amp; EQUIPMENT</b>		

Land	0.26	26307/10 0000
	0.26	-

### NOTE 3-CAPITAL WORK-IN-PROGRESS

Opening balance	69.58	69.58
Add: Additions during the year	-	-
Closing balance	69.58	69.58

Note : The entire amount of Rs. 69,57,927 has been Capital Work in Progress for over 3 years

The Project is temporarily suspended owing to Covid Pandemic.

### NOTE 4 : - INVESTMENT

#### a. IN EQUITY

#### SHARES(UNQUOTED)

300 ordinary shares of Zenith Securities & Investments Ltd of Rs.100 each fully paid

0.12	0.12
0.12	0.12

### NOTE 5 -CASH AND CASH EQUIVALENTS

Cash on hand	0.89	0.89
Bank Balance with Scheduled Bank	48.76	2.77
	49.66	3.66

### NOTE 6-LOANS AND

**ADVANCES**

(Unsecured &amp; considered good)

Inter-Corporate Deposits	175.10	177.50
Interest Receivable	39.29	19.45
Taxes Paid in Advance	9.83	2.16

224.22	199.11
--------	--------

**NOTE 7- OTHER NON CURRENT ASSETS**

Premium on Redemption of Debentures  
less: charged to Profit & Loss Account

2,120.00	208.37
(708.08)	(208.37)

**(Refer Note No.18)**

1,411.92	-
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2021-22		2020-21	
No. of Shares	Amount	No. of Shares	Amount

**NOTE 8 - SHARE CAPITAL****Authorized :**

Equity Shares of Rs.10/- each

20.00	200.00	20.00	200.00
-------	--------	-------	--------

20.00	200.00	20.00	200.00
-------	--------	-------	--------

**Issued , Subscribed and Paid-up:**

Equity Shares of Rs.10/- each

20.00	200.00	20.00	200.00
-------	--------	-------	--------

20.00	200.00	20.00	200.00
-------	--------	-------	--------

**Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period**

At the beginning of the year  
(Face Value of Rs.10/- each)

20.00	200.00	20.00	200.00
-------	--------	-------	--------

Shares outstanding at the end of the year (Face Value of Rs. 10/- each)	20.00	200.00	20.00	200.00
<b>Details of shareholders of Equity Shareholding more than 5%</b>	<b>No. of shares of Rs 10/- each</b>	<b>% Holding</b>	<b>No. of shares of Rs 10/- each</b>	<b>% Holding</b>
Platinum Square Pvt Ltd	7,45,900	37.30	7,45,900	37.30
Istaa Fashions Pvt Ltd	3,90,000	19.50	3,90,000	19.50
Mukesh Babu Financial Services Limited	3,55,000	17.75	3,55,000	17.75
Thiruppathi Pandian	2,49,730	12.49	2,49,730	12.49
<b>Total</b>	<b>17,40,630</b>	<b>87.04</b>	<b>17,40,630</b>	<b>87.04</b>
<b>Details of Promoters Shareholding</b>	<b>No. of shares of Rs 10/- each</b>	<b>% Holding</b>	<b>No. of shares of Rs 10/- each</b>	<b>% Holding</b>
(no change during the year)				
Homi Framroze Mehta	5,480	0.27	5,480	0.27
Liane Milan Luthria	5,650	0.28	5,650	0.28
Jehangir Homi Mehta	5,450	0.27	5,450	0.27
Hansa Holdings & Trading Co. Pvt.Ltd.	4,720	0.24	4,720	0.24
	<b>21,300</b>	<b>1.07</b>	<b>21,300</b>	<b>1.07</b>
			<b>2021-22</b>	<b>2020-21</b>
			<b>Amount(Rs)</b>	<b>Amount(Rs)</b>
<b>NOTE 9- OTHER EQUITY</b>				
<b>Retained Earnings</b>				
Opening Balance			(5,785.49)	(5,587.25)
Add: Current Period Profit/(Loss)			(655.98)	(198.24)

<b>Total</b>		(6,441.47)	(5,785.49)
<b>NOTE 10- BORROWINGS</b>			
<b>Non Current Borrowings Secured</b>			
Non-convertible Debentures (Series A)	3,000.00	3,000.00	
Premium on Redemption of Debentures (upto 2021)	1,800.00	1,800.00	
Premium on Redemption of Debentures (2022-25)	1,920.00	-	
<b>(Refer Note No. 18)</b>	<b>6,720.00</b>	<b>4,800.00</b>	
Non-convertible Debentures (Series B)	500.00	500.00	
Premium on Redemption of Debentures (2022-25)	200.00	-	
<b>(Refer Note No 18)</b>	<b>700.00</b>	<b>500.00</b>	
<b>Total Secured Borrowings</b>	<b>7,420.00</b>	<b>5,300.00</b>	
Gratuity Payable to Workmen as per Order of High Court	470.24	470.24	
<b>(Refer Note no 19)</b>	<b>7,890.24</b>	<b>5,770.24</b>	
<b>NOTE 11 -PROVISIONS</b>			
Provision for Gratuity (Refer Note No.19)	73.08	73.08	
Provision for Water Charges	3.17	3.17	
	<b>76.26</b>	<b>76.26</b>	
<b>NOTE 12-TRADE PAYABLES</b>			
Outstanding dues of Creditors other than Small & Medium Enterprises	11.76	10.07	
Note : Trade payables are outstanding for less than one year.			

TDS Payable	0.90	-
	12.66	10.07
<b>NOTE 13-SHORT TERM LOANS &amp; ADVANCES</b>		
Advance by Director, R N Karanjia	18.06	1.66
	18.06	1.66
<b>NOTE 14 - OTHER INCOME</b>		
Interest	22.05	21.60
Interest Received on Income Tax Refund	-	0.33
Dividend Income	54.60	-
	76.65	21.93
<b>NOTE 15-FINANCE CHARGES</b>		
Other Interest	0.11	0.16
	0.11	0.16
<b>NOTE 16-OTHER EXPENSES</b>		
Staff Salaries	0.75	-
Professional fees	5.49	1.99
Land Revenue Charges	1.29	1.29
Listing fees of BSE	3.54	3.54
Advertisement Charges	0.36	0.23
Premium on Redemption of Debentures	468.88	208.37
Payment to Auditors	0.30	0.30
Penalties Levied by BSE	10.47	1.93
Other Expenses	2.25	2.36
	493.32	220.02

## THE GAEKWAR MILLS LIMITED

### NOTE 17:

The Company was wound up by an order dated 4th February 2008 passed by the Hon. Bombay High Court. Subsequently, on 10th September, 2009, the Hon. Bombay High Court accorded sanction to a scheme of Compromise/ Arrangement under section 391 to 393 of the Companies Act, 1956 for the revival of the Company.

The winding-up order was finally set aside on 30th June 2015 and the Company is now out of liquidation.

### NOTE 18:

In earlier years the Company had issued the following two series of debentures:

#### **Secured Non-Convertible Debentures (Series A) each of the face value of Rs. 1,00,000/- at par.**

Issued on 9th October 2009 and redeemable on or before the expiry of 8 years (i.e. maturing on 9<sup>th</sup> October 2017)

carrying 0% interest for the first three years (upto 09/10/2012), thereafter carrying interest in the 4th and 5th years at 9% p.a. and thereafter until maturity at 12% p.a and secured by way of charge on fixed assets of the Company and floating charge upon all the present and future assets of the Company.

All the debentures of Series A have been held by M/s Mukesh Babu Financial Services Ltd. since last several years.

The Board of Directors of our Company and the Board of Directors of Mukesh Babu Financial Services Ltd, at separate meetings held on 30th May 2017 approved the following changes in terms of interest payment and redemption of the above debentures:

- (i) Series A Debentures would bear Zero Percent interest effective 1st April 2016
- (ii) the maturity date of Series A debentures will be extended to 09/10/2020
- (iii) Series A Debentures of face value Rs 30 crores to be redeemed at a premium of 60% (Rs 18 crores).

The premium of Rs 18 crores payable on redemption of Series A Debentures was being shown in the Accounts under the head "Miscellaneous Expenditure" and was written off proportionately over the remaining life of the debentures.

The debentures became due for redemption on 09/10/2020.

In view of the ongoing Covid-19 Pandemic, the Company requested the debentureholder to extend the Debenture Period by two years upto 09/10/2022.

By their letter of 18th March 2022, M/s Mukesh Babu Financial Services Ltd. proposed that the maturity period of the said Series A Debentures be extended to 31st March 2025 on condition that the premium on redemption shall increase by 40% of the face value over and above the premium agreed earlier (i.e. Rs. 19.2 crores being 40% of Rs. 48 crores). This letter was received by the Company on 28th March 2022, and placed before the Board at their meeting to be held on 27th May 2022.

#### **Zero Percent Secured Non-Convertible Debentures (Series B) each of the face value of Rs. 1,00,000/-**

at par issued on 22nd April 2013 and redeemable on or before the expiry of 7 years (i.e. maturing on 22nd April 2020)

and secured by way of charge on all fixed assets of the Company, ranking pari-passu with the charge holder

of Series A Debentures and floating charge on all other assets of the Company,

both present and future. The pari passu charge to be restricted upto Rs. 5 crores only. In view of the Covid-19 Pandemic the Company requested the Debentureholder to extend the Debenture Period upto such time as the liquidity situation improves. By their letter of 18th March 2022, M/s Mukesh Babu Financial Services Ltd. proposed that the maturity period of the said Series B Debentures be extended to 31st March 2025 on condition that the premium on redemption shall increase by 40% of the face value (i.e. Rs. 2 crores being 40% of face value Rs. 5 crores). The letter was received by the Company on 28th March 2022, and placed before the Board at their meeting to be held on 27th May 2022.

**Note 19:**

The Scheme of Compromise/Arrangement sanctioned by Hon. Bombay High Court in 2009 had made provision for payment of Rs. 9.71 crores towards Gratuity liability of the workmen. The amount was deposited with the office of the Mamlatdar, Gandevi. In spite of repeated publicity through press and television media, it was found that over 1,200 workmen had not collected their dues even after a period of four years from 2009 to 2013.

An application was made to the High Court in 2013 that the undisbursed funds should be returned to the Company on its undertaking to pay the claim of the workers, if made thereafter.

The application was considered favourably by Hon. Justice Patel who passed an order to this effect on 15th January 2014.

Consequent to this order, the Mamlatdar, Gandevi returned to the Company, via the office of the Official Liquidator attached to the Bombay High Court, Rs. 4,60,84,470 in September 2014 and further amount of Rs. 9,39,712 in July 2015.

No workmen have come forth to make a claim till 31st March 2022 under this scheme.

**NOTE 20:**

(i) As per the Scheme of Compromise sanctioned by the Bombay High Court in 2009, amounts aggregating to Rs. 9.71 crores were payable to erstwhile workmen, based on Recovery Certificates in respect of 2,185 workmen issued in the year 2003 by Asst. Labour Commissioner, Navsari. The Company thereupon deposited with the Mamlatdar, Gandevi Rs. 3.03 crores and issued cheques in favour of individual workmen aggregating to Rs. 6.63 crores, thus satisfying the claims entirely.

(ii) Subsequent to the sanction of the Scheme, further Recovery Certificates were issued by the Asst. Labour Commissioner, Navsari, in respect of 386 workmen aggregating to Rs. 1,89,83,135.

The Official Liquidator wrote to the Controlling Authority under the Payment of Gratuity Act that these fresh claims are not payable as the relevant orders had been passed after date of winding up of the Company, and without mandatory sanction from the Bombay High Court, where liquidation proceedings are still pending.

Taking cognizance of this information, the Controlling Authority passed an order dated 02/08/2011 withdrawing the Recovery Certificates.

Withdrawal of the said orders was challenged by a group of workmen before the Gujarat High Court, wherein the Hon Gujarat High Court has upheld the order of the Controlling Authority.

The said order of the Gujarat High Court was further challenged by the group of workmen before the Hon. Supreme Court of India, who directed the Bombay High Court to hear the appeal of the workmen on merit. The appeal has been admitted by the

Division Bench of the Bombay High Court, but no interim or ad interim order has been passed to date.

The Company has been advised that no provision be made in the accounts for the additional amount of Rs. 1,89,83,135. However the Company has provision of Rs. 73,08,495 for Gratuity and other related claims carried over from an earlier year.

**NOTE 21: RELATED PARTY DISCLOSURE:**

A. Relationship:

I Key Management

Personnel:

1. Mr. Homi Framroze Mehta

- Promoter

II Other related parties where controls/ significant influence exist:

Platinum Square Private Limited - Strategic Investor

B. Details of transactions with related parties referred in (A) above during 2021-22 and balance outstanding as on 31st March 2022

	2021-22	2020-21
<b>Transactions during the period with Platinum Square Pvt Ltd</b>		
Amount Placed as Inter-Corporate Deposit	2,60,000	16,00,000
Amount Withdrawn from Inter-Corporate Deposit	5,00,000	-
Interest earned on Inter Corporate Deposit	21,60,120	21,60,120
Amount received on current account	2,75,000	2,38,000
Amount repaid on Current Account	-	-
<b><u>Outstanding as at end of period</u></b>		
Inter Corporate Deposit	1,75,10,000	1,77,50,000
Current Account	6,38,000	3,63,000

**NOTE 22:**

Previous year's figures have been regrouped, recast or reclassified wherever necessary.

**NOTE 23:**

Earnings per share has been computed with reference to profit of Rs.38,58,174 and 20,00,000 equity shares of Rs 10/- each

previous year loss Rs. 2,00,07,088/- and 20,00,000 equity shares of Rs 10/- each

There is no diluted earnings per share as there are no dilutive potential equity shares.



**NOTE 24:**

In the opinion of the directors and to the best of their knowledge and belief, the value on realization of Current Assets, Loans and Advances, in the ordinary course of Business, would not be less than the amount at which they are stated in the Balance Sheet and provision for all known liabilities is adequate.

**NOTE 25:**

Contingent Liability provided for  
Rs. NIL(NIL)

A] Expenses in Foreign Currency	NIL	NIL
B] Earning in Foreign Exchange	NIL	NIL

**As per our Report of even  
date attached  
For Mayur Mahesh Shah & Co  
Chartered Accountants  
(Registration No 117604 W)**

**FOR AND ON BEHALF OF THE BOARD**

**Mayur M. Shah  
(Proprietor)  
(Membership No 103146)**

**R.N. Karanjia  
Director  
(DIN: 00033108)**

**S.D. Shah  
Director  
(DIN:  
03287393)**

**Nidhi Darak  
Company Secretary  
(M. No. 28715)**

**MUMBAI  
DATED: 27th May 2022**

**THE GAEKWAR MILLS LIMITED**

CIN: L17120MH1949PLC007731

## Statement of changes in equity for the year ended 31st March 2022

### (A) Equity Share Capital (Equity Shares of Rs.10 each issued, subscribed and fully paid)

Particulars	Note	Amount
As at 1st April 2021	8	200.00
Changes in equity share capital		-
As at 31st March 2022	8	200.00

### (B) Other Equity

Particulars	Retained earnings	Total other equity
Balance as at 1st April 2021	(5,785.49)	(5,785.49)
Total comprehensive income for the year	(655.98)	(655.98)
Balance as at 31 March 2022	(0.06)	(6,441.47)

Notes forming part of Financial Statements 1 to 25  
The accompanying notes are integral part of financial statements.

**As per our Report of even date attached**  
**For Mayur Mahesh Shah & Co**  
**Chartered Accountants**  
**(Registration No 117604 W)**

**FOR AND ON BEHALF OF THE BOARD**

**Mayur M. Shah**  
**(Proprietor)**  
**(Membership No 103146)**

**R.N. Karanjia**  
**Director**  
**(DIN: 00033108)**

**S.D. Shah**  
**(DIN: 03287393)**

**Nidhi Darak**  
**Company Secretary**  
**(M. No. 28715)**

**MUMBAI**  
**DATED: 27th May 2022**