



SHRI DINESH MILLS LIMITED

Regd. Office: P.O. Box No. 2501, Padra Road, Vadodara – 390 020

Website: www.dineshmills.com CIN: L17110GJ1935PLC000494

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting (EOGM) of the members of Shri Dinesh Mills Limited (the “**Company**”) is scheduled to be held on **Thursday, February 7, 2019 at 11.00 AM** at the registered office of the Company situated at Post Box No 2501, Padra Road, Vadodara 390 020, Gujarat, India, to transact the following business:

SPECIAL BUSINESS:

1. Preferential Issue of Warrants of the Company to the Promoter(s)/ Promoters Group:

In this regard, to consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to Sections 42 & 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (*including any statutory modifications or re-enactment thereof for the time being in force*) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “**Act**”) and in accordance with the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (hereinafter referred to as the “**ICDR Regulations**”) and in accordance with the Foreign Exchange Management Act, 1999 (*including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations/guidelines issued/framed thereunder by the Central Government, Reserve Bank of India*), Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) as may be applicable, and subject to the approval, consent, permission and/or sanction, if and as may be required from the Central Government, Reserve Bank of India, SEBI, Stock Exchange(s) where the existing securities of the Company are listed and any other appropriate authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, and which may be agreed to by the Board of Directors of the Company and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be deemed necessary by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Company and Board to create, issue, offer, and allot on a preferential basis, up to 5,00,000 (Five Lakh) Warrants of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 150/- (Rupees One Hundred and Fifty Only) per Warrant for cash aggregating to Rs. 7,50,00,000/- (Rupees Seven Crore and Fifty Lakhs Only) carrying an entitlement to subscribe up to 5,00,000 (Five Lakh) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, to the following persons (hereinafter referred to as the “**Proposed Allottees / Warrant holders**”), in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, thinks fit;

Name of the Proposed Allottees	PAN	No. of warrants proposed to be subscribed by Proposed Allottees	Category
Bharatbhai Upendrabhai Patel	ADOPP2073K	1,25,000	Member of Promoters & Promoter Group
Nimish Upendrabhai Patel	ADOPP2074Q	1,25,000	
Aditya B. Patel	AKYPP7036M	1,25,000	
Nishank Nimishbhai Patel	BOSPP8183E	1,25,000	

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees and the Equity Shares resulting from the exercise of the entitlement of the said Warrants, shall, subject to provisions of the ICDR Regulations and other applicable guidelines, notifications, rules and regulations, be subject to the terms and conditions given herein below:

- a. The "Relevant Date" for the purpose of the proposed issue in terms of Regulation 161 of the ICDR Regulations is **Tuesday, January 8, 2019** being the date thirty (30) days prior to the date on which the meeting of shareholders of the Company is scheduled to be held to consider the proposal of preferential issue;
- b. Each of the aforesaid Warrants be converted into equivalent number of fully paid-up Equity Shares of Rs. 10/- (Rupees Ten Only) each of the Company at a price of Rs. 150/- (Rupees One Hundred and Fifty Only) per Equity Share (including premium of Rs. 140/- (Rupees One Hundred and Forty Only) per Equity Share) at the option of the Warrant Holders at any time within eighteen (18) months from the date of allotment, in one or more tranche;
- c. An amount equivalent to at least 25% of the price fixed as above, shall be paid by the Proposed Allottees against each Warrant proposed to be subscribed by them and the balance 75% of the price fixed shall be paid by them at the time of allotment of Equity Shares pursuant to exercise of option against each such Warrant by the Warrant Holder(s):
Provided that in case the Warrant Holder(s) do not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, the consideration paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically;
- d. The Warrants and Equity Shares allotted on conversion of the aforesaid Warrants on preferential basis shall be locked in for such period as prescribed under Regulation 167 of the ICDR Regulations:
Provided that subject to provisions of Regulation 168 of the ICDR Regulations, the Warrants and the Equity Shares allotted on exercise of such Warrants will be transferable within the Promoters and persons forming part of Promoter Group of the Company;
- e. The Warrants and Equity Shares on conversion of the aforesaid Warrants to be so created, offered, issued and allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- f. The Equity Shares to be allotted on conversion of the aforesaid Warrants shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company in dematerialized form within a period of fifteen (15) days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT without prejudice to the generality of the above -

1. The Warrant Holders shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant Holders;
2. Upon exercise of the Warrants by the Warrant Holders, the Company shall issue and allot appropriate number of Equity Shares and perform such actions as are required to credit the Equity Shares to the depository account of the respective Warrant Holders and enter the name of Warrant Holders in the records of the Company as the registered owner of such Equity Shares;
3. The Company shall, subject to provisions of the ICDR Regulations and the SEBI LODR Regulations, upon the issuance and allotment of any Equity Shares to the Warrant Holders upon exercise of Warrants, seek the listing and trading approvals for such Equity Shares from the Stock Exchange where the existing Equity Shares of the Company are listed;
4. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957;
5. The Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Warrant Holders thereof any rights with respect to that of a shareholder(s) of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the Warrants including reduction of the size of the issue(s), as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, make allotments, issue Equity Shares, making necessary filings with the stock exchanges, registrar of companies and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any regulatory or governmental authorities and to appoint any merchant bankers or other professional advisors, valuers, consultants and legal advisors, solicitors, bankers, depositories, custodians, registrars, trustees, stabilizing agents and / or any other advisors, professionals, agencies as may be required to give effect to the aforesaid resolution without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilisation of proceeds of the Warrants and Equity Shares issued upon exercise of such Warrants.”

**By Order of the Board,
For Shri Dinesh Mills Limited**

**J. B. Sojitra
Company Secretary**

Date: January 05, 2019

Place: Vadodara

Registered Office:

Post Box No 2501, Padra Road, Vadodara 390 020, Gujarat, India

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“**Act**”) read with Regulation 163 of the ICDR Regulations relating to the Special Business to be transacted at the EOGM is annexed hereto and forms part of the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EOGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT ANY TIME BUT NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE EOGM. A FORMAT OF PROXY FORM IS ENCLOSED. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES, ETC. TO ATTEND AND VOTE AT THE EOGM ON THEIR BEHALF MUST BE SUPPORTED BY CERTIFIED COPY OF THE BOARD RESOLUTION/ AUTHORITY LETTER/POWER OF ATTORNEY, AS APPLICABLE.
3. A person can act as a proxy on behalf of members not exceeding fifty (50) in number and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorised representatives to attend the EOGM are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the EOGM.
5. The Cut-off date for reckoning the voting rights of the members of the Company is **Friday, February 01, 2019**. Members holding equity shares as on Cut-off date may cast their vote through e-voting or through polling paper at the meeting and a person who is not a member as on the Cut-off date shall treat this notice for information purpose only.
6. Members/ Proxies are requested to bring their attendance slip to the EOGM Venue.
7. Attendance Slip, Proxy Form along-with the route map showing directions to reach the venue of the EOGM is enclosed herewith.
8. Members are informed that in case of joint holders attending the EOGM, only such joint holder who is higher in the order of names will be entitled to vote.

9. Notice of EOGM of the Company, Attendance Slip, Proxy Form, Route Map along-with other relevant documents are open for inspection by the members at the Registered Office of the Company during working hours between 10.00 AM and 6.00 PM on all working days up to the date of the EOGM. The aforesaid documents are also available on the Company's website i.e. www.dineshmills.com.
10. Members are requested to notify to the Company/Registrar and Share Transfer Agent of their email address and any change in the correspondence address.
11. The members holding shares in physical form are further requested to convert their shareholding from Physical form to Demat form with a Depository Participant of their choice.
12. The Securities and Exchange Board of India (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. The Shareholders who have not registered their e-mail address (es), so far, are requested to register their e-mail address (es), in respect of electronic holdings with the Depository through their concerned Depository Participants.
13. The Notice of the EOGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent to all the members whose names appeared in the register of members of the Company on January 05, 2019 by electronic mode to all members whose e-mail addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members may also note that the Notice of the EOGM is also available on the Company's website, i.e., www.dineshmills.com.

14. Voting through electronic means:

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on Resolution proposed to be considered at the EOGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EOGM ("**remote e-voting**") will be provided by National Securities Depository Limited (**NSDL**).
- ii. The facility for voting through polling paper shall be made available at the EOGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- iii. The members who have casted their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.
- iv. The remote e-voting period commences on **February 03, 2019 (9:00 am)** and ends on **February 06, 2019 (5:00 pm)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of **February 01, 2019**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is casted by the member, the member shall not be allowed to change it subsequently.
- v. The process and manner for remote e-voting are as under:

In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participant(s)]:

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

- (vii) Select “EVEN” of “Shri Dinesh Mills Limited”.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the Resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizershridineshmills@gmail.com or sojitra@dineshmills.com with a copy marked to evoting@nsdl.co.in
- vi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - vii. If you are already registered with NSDL for remote e-voting, you can use your existing user ID and password/ PIN for casting your vote.
 - viii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - ix. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **February 01, 2019**.
 - x. Any person, who acquires shares of the Company and become member of the Company after dispatch of the EOGM Notice and holding shares as of the cut-off date i.e. **February 01, 2019**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company at sojitra@dineshmills.com
However, if you are already registered with NSDL for remote e-voting, you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - xi. A member may participate in the EOGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EOGM.
 - xii. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EOGM through polling paper.
 - xiii. Mr. Kashyap Shah, Practicing Company Secretary (Membership No. FCS 7662) and Proprietor of M/s. Kashyap Shah & Co., Practicing Company Secretaries is appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - xiv. The Chairman shall, at the EOGM, at the end of discussion on the Resolution on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of “Polling Paper” for all those members who are present at the EOGM but have not casted their votes by availing the remote e-voting facility.
 - xv. The Scrutinizer shall after the conclusion of voting at the EOGM, will first count the votes cast at the meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and shall make, not later than three days of the conclusion of the EOGM, a consolidated Scrutinizer’s Report of the total votes casted in favour or against, if any, to the Chairman, who shall countersign the same and declare the result of the voting forthwith.
 - xvi. The Results declared alongwith the Report of the Scrutinizer shall be placed on the website of the Company, i.e., www.dineshmills.com and on the website of NSDL immediately after the declaration of result by the Chairman. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
 - xvii. The members holding shares in the physical form can prefix 110339 with their folio no. as LOGIN ID and for Password contact the Company to cast their votes electronically.
 - xviii. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling paper at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through polling paper will not be considered.

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and Regulation 163 of the ICDR Regulations)

The following Explanatory Statement relating to the accompanying Notice sets out all material facts relating to the business mentioned in the Notice convening the EOGM as specified under Section 102(1) of the Companies Act, 2013 and Regulation 163 of the ICDR Regulations:

Item No. 1

In order to augment the long term resources of the Company, to meet the fund requirements of the existing business, to meet the growth opportunities and for general corporate purposes, the Board of Directors of the Company in its meeting held on January 05, 2019, accorded its approval for raising funds up to Rs. 7,50,00,000/- (Rupees Seven Crores and Fifty Lakhs Only) through preferential issue of up to 5,00,000 warrants ("**Warrants**") which may be exercised to receive equity shares at a price (including the warrant subscription price and warrant exercise price) of Rs. 150/- (Rupees One Hundred and Fifty Only) each determined in accordance with the ICDR Regulations, to the following persons:

Sr. no.	Name of Warrant Holders	No. of Warrants	Amount (in Rupees)
1	Bharatbhai Upendrabhai Patel	1,25,000	1,87,50,000/-
2	Nimish Upendrabhai Patel	1,25,000	1,87,50,000/-
3	Aditya B. Patel	1,25,000	1,87,50,000/-
4	Nishank Nimishbhai Patel	1,25,000	1,87,50,000/-
	Total	5,00,000	7,50,00,000/-

The aforementioned Warrant Holders forms part of the Promoter and/or Promoter Group (as defined under the ICDR Regulations) of the Company.

In terms of provisions of Section 42 read with Section 62(1)(c) of the Companies Act, 2013 and rules made thereunder and the ICDR Regulations, the issue and allotment of Warrants exercisable into equity shares to certain identified investors requires prior approval of the members of the Company by way of a special resolution. Accordingly, the proposed resolution is being circulated for your consideration and approval.

Information pertaining to the proposed preferential allotment in terms of Regulation 163 of the ICDR Regulations in addition to the disclosures required under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out below:

a. Particulars of the Issue:

The Company proposes to issue up to 5,00,000 (Five Lakh) warrants of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 150/- (Rupees One Hundred and Fifty Only) per Warrant exercisable into equivalent number of Equity Shares of Rs. 10/- (Rupees Ten Only) each of the Company aggregating to Rs.7,50,00,000/- (Rupees Seven Crores and Fifty Lakhs Only).

b. Object of the Preferential issue of Equity Warrants and details of utilization of proceeds:

The objects of the preferential issue of convertible warrants are to meet the fund requirements of the existing business, to meet Growth opportunities and for general corporate purposes and the funds so raised shall be utilized for the aforesaid purpose.

c. Maximum number of Warrants to be issued by the Company:

The Company proposes to issue maximum of 5,00,000 warrants exercisable into equivalent number of Equity Shares of the Company within 18 months from the date of allotment, in one or more tranche.

d. The proposal or intention of the Promoter / Directors / Key Managerial Personnel to subscribe to the proposed preferential issue and contribution made by promoters and directors as a part of offer or separately in furtherance of objects of the offer if any:

Except Warrant Holders as mentioned below, who are persons forming part of the Promoters and/or Promoter Group of the Company, who will be subscribing to Warrants in the preferential issue, none of the other Promoters, Directors or Key Managerial Personnel of the Company intends to apply:

Sr. no.	Name of Warrant Holders
1	Bharatbhai Upendrabhai Patel
2	Nimish Upendrabhai Patel
3	Aditya B. Patel
4	Nishank Nimishbhai Patel

Further, except for the Warrant Holders, none of the promoters and directors has made any contribution in furtherance of the objects stated above.

e. The price at which the allotment is proposed and basis of arriving at the Issue Price:

The Warrants are proposed to be issued at a price of Rs. 150/- per Warrant.

The Equity Shares of the Company are not frequently traded within the meaning of Regulation 164 of the ICDR Regulations and accordingly, the Issue price has been decided by the Board in accordance with Regulation 165 of the ICDR Regulations on the basis of valuation report dated January 05, 2019 issued by Vivro Financial Services Private Limited, a Category I Merchant Banker registered with SEBI.

f. Relevant date:

The relevant date for the purpose of the proposed issue in terms of Regulation 161 of the ICDR Regulations is **Tuesday, January 8, 2019** being the date thirty (30) days prior to the date on which the meeting of shareholders of the Company is scheduled to be held to consider the proposal of preferential issue.

However, since the Equity Shares of the Company are not frequently traded within the meaning of Regulation 164 of the ICDR Regulations, the Issue price has not been decided based on the relevant date and is determined by the Board as mentioned hereinbefore.

g. Proposed time within which preferential issue of Warrants shall be completed:

As required under the ICDR Regulations, the preferential issue of Warrant shall be completed, within a period of fifteen (15) days from the date of passing of the Special Resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval for such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchanges or other relevant authorities.

h. The identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them:

The Warrants are proposed to be allotted to the individuals belonging to the Promoters and Promoter Group of the Company. The names of the Proposed Allottees and the number of Equity Shares held by them and which may be held by them post preferential issue is mentioned below:

Sr. no.	Name of Warrant Holders	No. of Warrants	Pre-Issue Shareholding		Post-Issue Shareholding*	
			No. of Shares	%	No. of Shares	%
1	Bharatbhai Upendrabhai Patel	1,25,000	6,70,088	13.14	7,95,088	14.20
2	Nimish Upendrabhai Patel	1,25,000	6,43,852	12.62	7,68,852	13.73
3	Aditya B. Patel	1,25,000	3,67,443	7.20	4,92,443	8.79
4	Nishank Nimishbhai Patel	1,25,000	3,79,490	7.44	5,04,490	9.01
	Total	5,00,000	20,60,873	40.40	25,60,873	45.73

*Assuming full conversion of the Warrants

i. Change in control, if any, in the issuer consequent to the preferential issue:

As a result of the proposed issue of Warrants on a preferential basis, and upon conversion of the Warrants, there will be no changes in the control of the Company.

j. the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

No preferential allotment has been made during last year.

k. the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable as the allotment is proposed to be made for cash.

l. Undertaking of re-computation of the Issue Price:

Since the Equity Shares of the Company are listed for more than 26 weeks preceding the Relevant Date, the provisions concerning the re-computation of the Issue Price is not applicable to the Company.

m. Lock-in-period:

1. The Warrants allotted on a preferential basis and the Equity Shares to be allotted pursuant to exercise of options attached to Warrants, shall be subject to lock-in in accordance with the provisions of Chapter V of the ICDR Regulations.
2. The entire pre-preferential shareholding of Warrant Holders, if any, shall also be locked-in as per Regulation 167 of the ICDR Regulations.

n. Disclosure as per Schedule VI of the ICDR Regulations:

Neither the Company nor any of its promoters or directors is a wilful defaulter and accordingly, the disclosure as specified under Schedule VI of the ICDR Regulations is not applicable to the Company.

o. Pre issue and post issue shareholding pattern of the Company is as under:

Sr. No.	Particulars	Pre Issue		Post Issue*	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
A	Promoters' holding:				
1	Indian				
	Individual	22,88,372	44.86	27,88,372	49.78
	Bodies Corporate	0	0	0	0
	Sub Total	22,88,372	44.86	27,88,372	49.78
2	Foreign Promoters	0	0	0	0
	Sub Total (A)	22,88,372	44.86	27,88,372	49.78
B	Non-Promoters' holding:				
1	Institutional investors	0	0	0	0
2	Non-Institutional investors				
	Private body corporates	83,737	1.64	83,737	1.50
	Directors and relatives	3,731	0.08	3,731	0.08
	Indian public	26,03,789	51.05	26,03,789	46.49
	Other (including NRI)	1,20,953	2.37	1,20,953	2.16
	Sub Total (B)	28,12,210	55.14	28,12,210	50.21
	Grand Total	51,00,582	100.00	56,00,582	100.00

*Assuming full conversion of the Warrants.

p. Auditors' Certificate:

A copy of auditors' certificate certifying that the proposed issue is being made in accordance with the provisions of the ICDR Regulations shall be available for inspection at the registered office of the Company on any business day during working hours till the date of EOGM.

q. Other Confirmations:

1. Neither the Proposed Allottees nor any other members of the Promoter Group have sold any Equity Shares of the Company in the six months preceding the Relevant Date.
2. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the Equity Shares of the Company are listed.
3. None of the Promoters or Directors of the Company has been declared as a fugitive economic offender.

The fund received from the proposed preferential issue will be applied for the objects as stated hereinbefore and thus, the proposed issue is in the interest of the Company.

Regulation 160(b) of the ICDR Regulations provides that, preferential issue of specified securities by a listed company would require approval of its shareholders by way of Special Resolution. The Board, therefore, recommends the Resolution as set out in item no.1 above to be passed as a Special Resolution.

The copy of the documents as referred in this resolution will be available for inspection at registered office of the Company during business hours on any working day till the date of EOGM.

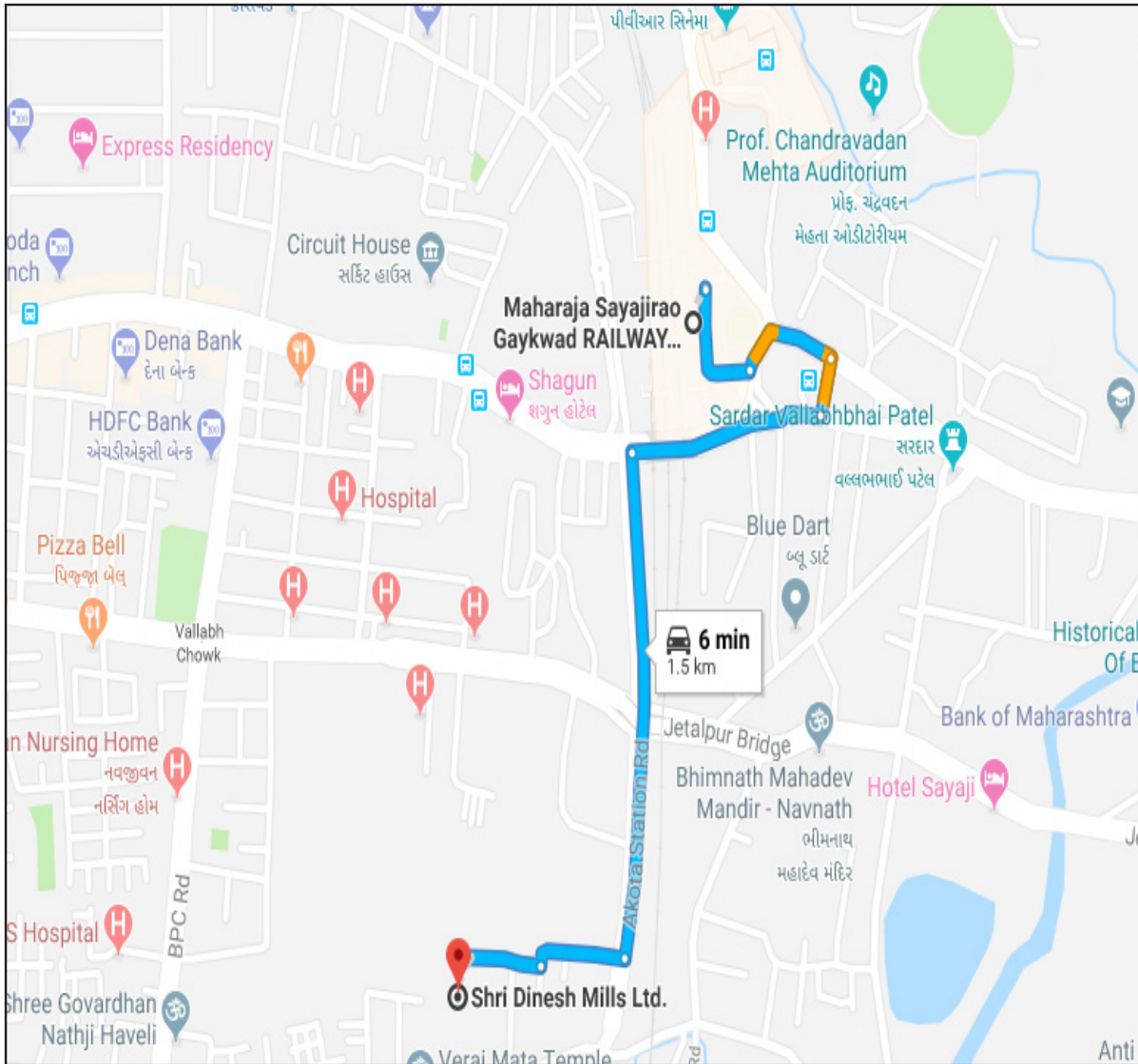
None of the Directors or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No. 1 except Shri Bharatbhai U. Patel, Chairman & Managing Director, Shri Nimishbhai U. Patel, Managing Director, Shri Aditya B. Patel, Vice President, son of Shri Bharatbhai Patel and Shri Nishank N. Patel, son of Shri Nimishbhai Patel who are the Proposed Allottees and also shareholders and the persons forming part of promoter and/or Promoter group. Further, other members of Promoters and Promoter Group shall also be deemed to be concerned or interested in the proposed Resolution in Item No. 1, by reason of their being part of the Promoter Group which also includes the Warrant Holders. Apart from the above, no other Director or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No. 1 except to the extent of their shareholding in the Company.

**By Order of the Board,
For Shri Dinesh Mills Limited**

J. B. Sojitra
Company Secretary
Date: January 05, 2019
Place: Vadodara

Registered Office:
Post Box No 2501, Padra Road, Vadodara 390 020, Gujarat, India

VENUE ROUTE MAP



**EXTRA ORDINARY GENERAL MEETING
ATTENDANCE SLIP**

Folio No.: _____ / DP ID No. _____ / Client ID No. _____ No. of Shares: _____

Name of Proxy (if any) _____

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company being held at Registered Office of the Company at Padra Road, Vadodara on Thursday, February 07, 2019 at 11.00 A.M.

Member's / Proxy's Signature

Notes:

1. Please complete the Folio / DP-ID / Client ID No. and Name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the Meeting Hall.
2. Members holding shares in physical form are requested to advise the change in their address, if any to the Registrar / Company quoting their Folio Number(s). Members holding shares in electronic form may update such details with their respective Depository Participant(s).
3. Member intending to appoint a proxy, should complete the proxy form printed below and deposit it at the Company's Registered Office not later than 48 hours before the commencement of the Extra Ordinary General meeting.

PROXY FORM

Name of Member(s): _____

Registered Address: _____

Email ID: _____ Folio No. / Client ID: DP ID: _____

I/We, being a Member /Members of Shri Dinesh Mills Limited hereby appoint:

1. Name : _____

Address: _____

E-mail ID: _____ Signature _____ or failing him

2. Name : _____

Address: _____

E-mail ID: _____ Signature _____ or failing him

3. Name : _____

Address: _____

E-mail ID: _____ Signature _____

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Thursday, February 07, 2019 at 11.00 A.M. at the Registered Office of the Company and at any adjournment thereof in respect of such Resolution as indicated below:

Resolution No.	Resolution	Optional *	
		For	Against
1	Special Resolution – Preferential Issue of Warrants of the Company to the Promoter(s)/ Promoters Group		

Signed this on _____ day of _____ 2019

Affix
Revenue
Stamp
Re.1

Signature of Shareholder: _____

Signature of Proxy Holder(s): _____

Notes:

1. The Proxy should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Extra Ordinary General Meeting.
2. For this Resolution and explanatory statement and notes, please refer to the Notice of the Extra Ordinary General Meeting.
- *3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'for' or 'against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of manner(s) in above box before submission.

TEAR HEAR

BY COURIER

TO,



If undelivered, please return to:
Shri Dinesh Mills Limited, Padra Road, Vadodara – 390 020