



CIN: L17110GJ1935PLC000494

shri dinesh mills Ltd.

REGD. OFFICE: P.O. Box 2501, Padra Road, Vadodara 390 020, Gujarat, India
Tel.: +91 265 2330060/61/62/63/64/65, 3290938 Mobile: 9974005975
Fax: +91 265 2336195 Email: dinesh@dineshmills.com Website: www.dineshmills.com

DECLARATION OF RESULTS **79TH ANNUAL GENERAL MEETING HELD ON 30TH SEPTEMBER, 2014**

Declaration of Results of e-voting and poll as per the provisions of the Companies Act, 2013 read with the Rules made thereunder and the Listing Agreement with BSE Ltd., the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 79th Annual General Meeting (AGM). The e-voting was open from 9.00 a.m. of 24th September, 2014 to 6.00 p.m. of 26th September, 2014.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the General Meeting where e-voting has been offered to the Shareholders. Therefore, at the 79th AGM, voting was conducted by means of Poll.

The Board of Directors had appointed Mr. Kashyap Shah, Practising Company Secretary as the Scrutinizer. The Scrutinizer has carried out the scrutiny of all the electronic votes received up to 6.00 p.m. of 26th September, 2014 and poll conducted at the 79th AGM and submitted his Report on 30th September, 2014. The photocopy of the Scrutinizers' Report dated 30th September, 2014 duly countersigned by the undersigned is attached herewith.

The Consolidated Results as per the Scrutinizers' Report dated 30th September, 2014 is as under:

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| Item No. of Notice of AGM | Votes in favour of the resolution | | Votes against the resolution | | Results |
|---|-----------------------------------|-------------------------------|------------------------------|-------------------------------|---------------------------------|
| | Nos. | % of total no. of valid votes | Nos. | % of total no. of valid votes | |
| Item No.1 Ordinary Resolution- Adoption of Audited Financial Statements for the year ended on 31 st March, 2014 and Directors Report and Auditors Report thereon | 2513274 | 99.999% | 40 | 0.001% | Passed by Overwhelming Majority |
| Item No.2 Ordinary Resolution- To declare Dividend for the year 2013-14 | 2513274 | 99.999% | 40 | 0.001% | Passed by Overwhelming Majority |
| Item No.3 Ordinary Resolution- To appoint Mr. Bharatbhai U Patel as Director | 224902 | 99.982% | 40 | 0.018% | Passed by Overwhelming Majority |

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|--|---------|---------|----|--------|------------------------------------|
| Item No.4 Ordinary Resolution- To appoint M/s. Dhirubhai Shah & Doshi, Chartered Accountants, Ahmedabad as Auditors of the Company | 2513274 | 99.999% | 40 | 0.001% | Passed by Overwhelming Majority |
| Item No.5 Special Resolution- Payment of remuneration to Mr. Nimishbhai U Patel as Managing Director | 224902 | 99.982% | 40 | 0.018% | Passed by Overwhelming Majority |
| Item No.6 Ordinary Resolution- Appointment of Shri H. N. Elavia as an Independent Director | 2513274 | 99.999% | 40 | 0.001% | Passed by Overwhelming Majority |

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|--|---------|---------|----|--------|------------------------------------|
| Item No.7 Ordinary Resolution- Appointment of Shri Jal R. Patel as an Independent Director | 2513274 | 99.999% | 40 | 0.001% | Passed by Overwhelming Majority |
| Item no.8 Ordinary Resolution- Appointment of Shri A. T. Patel as an independent director | 2513274 | 99.999% | 40 | 0.001% | Passed by Overwhelming Majority |
| Item No.9 Ordinary Resolution- Appointment of Shri T. M. Patel as an independent director | 2513274 | 99.999% | 40 | 0.001% | Passed by Overwhelming Majority |
| Item No.10 Ordinary Resolution- Appointment of Shri Rakesh Agrawal as an Independent Director | 2513274 | 99.999% | 40 | 0.001% | Passed by Overwhelming Majority |

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|---|---------|---------|----|--------|------------------------------------|
| Item No.11 Special Resolution- Adoption of new Articles of Association of the Company | 2513274 | 99.999% | 40 | 0.001% | Passed by Overwhelming Majority |
| Item no.12 Special Resolution- Borrowing Powers to the Board | 2513264 | 99.998% | 40 | 0.002% | Passed by Overwhelming Majority |

Thanking you,
Yours faithfully,
For SHRI DINESH MILLS LIMITED,



BHARAT U. PATEL
CHAIRMAN OF THE 79TH ANNUAL GENERAL MEETING
Encl.: As stated above

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Scrutinizers' Report on e-voting and poll

To,
Mr. Bharatbhai U Patel,
The Chairman
79th Annual General Meeting of the Equity Shareholders of **Shri Dinesh Mills Limited**
held on 30th September 2014 at 11.00 am at Padra Road, Vadodara

Dear Sir,

1. I, Kashyap Shah, Proprietor of M/s. Kashyap Shah & Co., Company Secretaries have been appointed as scrutinizer
 - (i) by the Board of Directors of Shri Dinesh Mills Limited (the Company) as Scrutinizer for the purpose of scrutinizing the e-Voting process in a fair and transparent manner and ascertaining the requisite majority on e-Voting carried out as per the provision of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014 (the Rules);
 - (ii) and the Chairman of the 79th Annual General Meeting (AGM) of the members of the Company held on Tuesday, September 30, 2014 at 11.00 a.m. at the Registered office of the Company situated at Padra Road, Vadodara, for scrutinizing the poll process as ordered by the Chairman under the provisions of section 109 of the Act read with Rule 21 of the Rules on the resolutions contained in the notice to the 79th AGM.
2. The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and rules relating to voting through electronic means and the poll on the resolutions contained in the notice of the 79th AGM of the members of the Company. My responsibility as scrutinizer for e-voting process and for poll is restricted to make a scrutinizers report of the vote cast "In favour" or "Against" the resolutions and "Invalid" votes, based on the reports generated from e-voting system provided by National Securities Depository Ltd, the authorized agencies to provide e-voting facilities, engaged by the Company and also at the time of poll, at the 79th AGM held on Tuesday, September 30, 2014 at 11.00 a.m. at the Registered office of the Company situated at Padra Road, Vadodara.

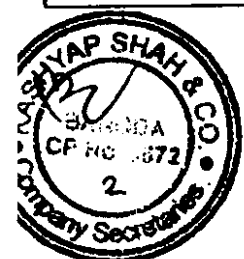


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3. I had issued separate Scrutinizers Report dated 27th September 2014 on the e-voting process and 30th September 2014 on the poll process, on the resolutions contained in the notice of AGM. As requested by the management, I submit herewith combined report on the results of e-voting together with the poll as under:

| Item no. of Notice of AGM | Votes in favour of the resolution | | Votes against the resolution | | Invalid votes |
|---|-----------------------------------|-------------------------------|------------------------------|-------------------------------|---------------|
| | Nos. | % of total no. of valid votes | Nos. | % of total no. of valid votes | |
| Item no.1 Ordinary Resolution- Adoption of audited financial statements for the year ended on 31 st March, 2014 and Directors Report and Auditors Report thereon | 2513274 | 99.999% | 40 | 0.001% | NIL |
| Item no.2 Ordinary Resolution- To declare dividend for the year 2013-14 | 2513274 | 99.999% | 40 | 0.001% | NIL |
| Item no.3 Ordinary Resolution- To appoint Mr. Bharatbhai U Patel as Director | 224902 | 99.982% | 40 | 0.018% | NIL |
| Item no.4 Ordinary Resolution- To appoint M/s. Dhirubhai Shah & Doshi, Chartered Accountants, Ahmedabad as auditors of the Company | 2513274 | 99.999% | 40 | 0.001% | NIL |
| Item no.5 Special Resolution- Payment of remuneration to Mr. Nimishbhai U Patel as Managing Director | 224902 | 99.982% | 40 | 0.018% | NIL |



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|---|---------|---------|----|--------|-----|
| Item no.6 Ordinary Resolution- Appointment of Shri H. N. Elavia as an Independent Director | 2513274 | 99.999% | 40 | 0.001% | NIL |
| Item no.7 Ordinary Resolution- Appointment of Shri Jal R Patel as an independent director | 2513274 | 99.999% | 40 | 0.001% | NIL |
| Item no.8 Ordinary Resolution- Appointment of Shri A T Patel as an independent director | 2513274 | 99.999% | 40 | 0.001% | NIL |
| Item no.9 Ordinary Resolution- Appointment of Shri T M Patel as an independent director | 2513274 | 99.999% | 40 | 0.001% | NIL |
| Item no.10 Ordinary Resolution- Appointment of Shri Rakesh Agrawal as an independent director | 2513274 | 99.999% | 40 | 0.001% | NIL |
| Item no.11 Special Resolution- Adoption of new Articles of Association of the Company | 2513274 | 99.999% | 40 | 0.001% | NIL |
| Item no.12 Special Resolution- Borrowing powers to the Board | 2513264 | 99.998% | 40 | 0.002% | 10 |



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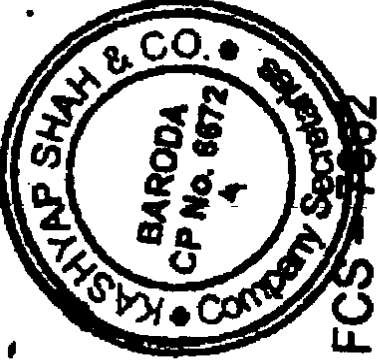
4. I have handed over related papers/ registers and records for safe custody to Mr. J B Sojitra, Company Secretary of the Company.

Thanking you,

Yours faithfully,

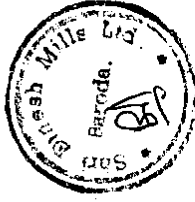
For Kashyap Shah & Co.,
Company Secretaries.

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[Handwritten signature]

Kashyap Shah
Proprietor
CP No - 6672, FCS - 7602



Place : Vadodara
Dated: September 30, 2014