

MINUTES OF 81ST ANNUAL GENERAL MEETING OF MEMBERS OF SHRI DINESH MILLS LIMITED HELD ON TUESDAY, 27TH SEPTEMBER, 2016 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY, PADRA ROAD, VADODARA – 390 020

PRESENT:

1. Shri Bharatbhai Patel – Chairman & Managing Director & Shareholder
2. Shri Nimishbhai Patel – Managing Director & Shareholder
3. Shri Sanjiv Shah – Independent Director & Member of Audit Committee and Nomination, Remuneration & Compensation Committee.
4. Mrs. Tarunaben Patel – Independent Director and Member of Stakeholders Relationship Committee.
5. Shri J. B Sojitra – Director, Company Secretary & Shareholder
6. Shri M. B. Thummar – Chief Financial Officer
7. Shri Yash Shah – Statutory Auditor
8. Shri Kashyap Shah – Secretarial Auditor & Scrutinizer

MEMBERS: Total 38 members were present personally and 9 members representing 10,31,206 equity shares through proxies.

PROCEEDINGS:

81st Annual General Meeting (AGM) of Members of Shri Dinesh Mills Limited commenced at 11.00 a.m. on Tuesday, 27th September, 2016.

The Chairman, Shri Bharatbhai Patel occupied the Chair and welcomed all the members and stated that as the quorum was present, he called the Meeting to order.

The Chairman informed that, except Shri Rakesh Agrawal and Shri T. M. Patel, who could not attend the meeting as they were in abroad, all other Directors were present in the meeting. He also informed that, Shri Rakesh Agrawal, Chairman of the Audit and Stakeholders Relationship Committee had authorized Shri Sanjiv Shah, member of Audit Committee and Mrs. Tarunaben Patel, member of the Stakeholders Relationship Committee to attend the 81st AGM on his behalf. He further informed that, Shri Tanuj Patel, Chairman of the Nomination, Remuneration & Compensation Committee had authorized Shri Sanjiv Shah, member of the Committee to attend the 81st AGM on his behalf.

The Chairman informed that, the Statutory Registers, documents, Auditors Report and Secretarial Audit Report as prescribed under the Companies Act, 2013 read with Rules made thereunder were available for inspection at the meeting.

With the consent of the members present, the Notice of the 81st AGM, Boards' Report, Auditors' Report and the Secretarial Audit Report were taken as read.

As the Auditors' Report and Secretarial Audit Report do not contain any qualifications / reservations / adverse remarks, the same were taken as read with the permission of the members.



Chairman's Initial

The Chairman informed that, the "Remote E-Voting" facility was given to the members to cast their votes electronically from 23rd September, 2016 to 26th September, 2016 pursuant to Section 108 of the Companies Act, 2013 read with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the members who had casted their votes electronically would not be eligible to vote again in this meeting.

The Chairman informed that, though the proper explanation was given in the Notice of this AGM, members were requested to seek clarifications / offer their comments and raise queries, if any relating to any item of business.

As no query was raised by any member, the Chairman conducted the following businesses one by one.

ORDINARY BUSINESS

ITEM NO.1: ORDINARY RESOLUTION REGARDING APPROVAL OF AUDITED FINANCIAL STATEMENTS, REPORTS ETC.

Proposed By : Shri Bharatbhai Patel
Seconded By : Shri Pradeep Chotalia

"RESOLVED THAT the Audited Standalone Financial Statement of the Company, the Boards' Report and the Auditors' Report thereon including consolidated financial statements together with Auditors' Report thereon for the financial year ended 31st March, 2016 be and are hereby received, approved and adopted."

ITEM NO.2: ORDINARY RESOLUTION REGARDING DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2015-2016

Proposed By : Shri Rakesh Dalal
Seconded By : Shri Nailesh Mistry

"RESOLVED THAT the Dividend at the rate of Rs. 1.50/- per Equity Share on 50,84,382 Equity Shares of Rs.10/- each for the Financial Year ended 31st March, 2016 as recommended by the Board of Directors be and is hereby approved."

ITEM NO.3: ORDINARY RESOLUTION REGARDING RE-APPOINTMENT OF SHRI J. B. SOJITRA AS DIRECTOR

Proposed By : Shri Pradip Chotalia
Seconded By : Shri Sudhir Purohit

"RESOLVED THAT Shri J. B. Sojitra (DIN – 00036120), a Director of the Company who retires by rotation at this Meeting being eligible for re-appointment, be and is hereby re-appointed as Director of the Company whose period of Office shall be liable to determination by retirement of Director by rotation."

ITEM NO.4: ORDINARY RESOLUTION REGARDING APPOINTMENT OF AUDITORS

Proposed By : Shri Piyush Luktuke

Seconded By: Shri V. D. Shanbhag

“RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any of the Companies Act, 2013, M/s. Dhirubhai Shah & Doshi, Chartered Accountants, Firm Registration No. 102511W be and are hereby appointed as Auditors of the Company to hold Office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting on a Remuneration of Rs. 4,28,000/- p.a. plus applicable Service Tax and out of pocket expenses as may be incurred by them for the purpose of Audit.”

SPECIAL BUSINESS

ITEM NO.5 SPECIAL RESOLUTION REGARDING PAYMENT OF REMUNERATION TO SHRI BHARATBHAI PATEL, MANAGING DIRECTOR FROM 1ST APRIL, 2016 TO 31ST MARCH, 2018

As the Chairman was interested in this Agenda item, Shri Sanjiv Shah, Independent Director & member of the Audit Committee and Nomination, Remuneration & Compensation Committee of the Company conducted the proceedings relating to this Agenda.

Proposed By : Shri Santosh Panse

Seconded By: Shri Pradeep Chotalia

“RESOLVED THAT in partial modification of earlier Resolutions, the Company hereby approves the payment of the managerial remuneration on the existing terms & conditions to Shri Bharatbhai Patel, Chairman & Managing Director in accordance with the provisions of Section 196 and 197 of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the unexpired period of his tenure from 1st April, 2016 to 31st March, 2018 as set out in the draft Deed of Variation, copy whereof placed before the meeting and initialed by the Chairman for the purpose of identification with liberty to the Board to increase/reduce the remuneration, alter and vary such terms and conditions in accordance with the provisions of the Companies Act, 2013 read with the Rules made thereunder and the Schedule V to the Companies Act, 2013 as may be agreed by Shri Bharatbhai Patel.

RESOLVED FURTHER THAT the Deed of Variation be executed with Shri Bharatbhai Patel under the Common seal of the Company pursuant to the provisions of Articles of Association of the Company and Shri J. B. Sojitra, Secretary of the Company is authorised to file relevant Form(s) electronically as may be required in this connection.”
After the above referred agenda, Shri Sanjiv Shah, vacated the Chair and Shri Bharatbhai Patel, reoccupied the chair and conducted the following Agenda items.



Chairman's Initial

ITEM NO.6 ORDINARY RESOLUTION REGARDING APPOINTMENT OF MRS. TARUNABEN PATEL AS AN INDEPENDENT DIRECTOR

Proposed By : Shri Bharatbhai Patel

Secoded By: Shri Atul Shah

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mrs. Tarunaben Patel (DIN – 00181786), who holds office upto the ensuing 81st AGM of the Company pursuant to Section 161 of the Companies Act, 2013 and the Company has received a Notice in writing from a member proposing her candidature, be and is hereby appointed as an Independent Director of the Company for five consecutive years from 29th March, 2016 to 28th March, 2021.”

ITEM NO.7 ORDINARY RESOLUTION REGARDING APPOINTMENT OF SHRI SANJIV SHAH AS AN INDEPENDENT DIRECTOR

Proposed By : Shri Bharatbhai Patel

Secoded By: Shri Yogesh Bhatt

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Shri Sanjiv Shah (DIN – 00065796), who holds office upto the ensuing 81st AGM of the Company pursuant to Section 161 of the Companies Act, 2013 and the Company has received a Notice in writing from a member proposing his candidature, be and is hereby appointed as an Independent Director of the Company for five consecutive years from 29th March, 2016 to 28th March, 2021.”

ITEM NO.8 SPECIAL RESOLUTION REGARDING APPOINTMENT OF SHRI J. B. SOJITRA AS AN EXECUTIVE DIRECTOR (CORPORATE AFFAIRS) & COMPANY SECRETARY

Proposed By : Shri Piyush Luktuke

Secoded By: Shri Satish C. Patel

“RESOLVED THAT pursuant to provision of Section 188, 196, 197 read with Schedule V and Section 203 of the Companies Act, 2013 read with the Companies (Meetings of Board & its powers) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Shri J. B. Sojitra be and is hereby appointed as an Executive Director (Corporate Affairs) & Company Secretary of the Company for five years from 1st June, 2016 to 31st May, 2021 without substantial powers of the Management, upon the terms & conditions as per the letter of Appointment dated 30th May, 2016, placed before the meeting and initialed by the Chairman for the purpose of identification as recommended by the Audit Committee and Nomination, Remuneration & Compensation Committee of the Company subject to re-consideration of the same pursuant to the Remuneration Policy of the Company.



Chairman's Initial

ITEM NO.9 SPECIAL RESOLUTION REGARDING APPROVAL OF "SHRI DINESH MILLS LIMITED – EMPLOYEES STOCK OPTION SCHEME, 2016 (ESOP – 2016)

The Chairman stated that, "ESOP–2016 shall be administered directly by the Company and involves new issue of equity shares. He further stated that, as informed, the difference between the employees compensation cost computed under intrinsic value and the employees compensation cost that shall have been recognized under the fair value, shall be disclosed in the Boards' Report and impact of this difference on profits and on EPS shall also be disclosed in the Boards' Report" and thereafter, the following Special Resolution was proposed and seconded as under:

Proposed By : Shri Pradeep Chotalia

Seconded By: Shri Santosh Panse

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other provisions if any, of the Companies Act 2013 (including any modification or re-enactment thereof for the time being in force) and the rules made thereunder, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement with the Stock Exchanges(s), the provisions contained the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 (hereinafter referred to as "SEBI Regulations") (and any other prescribed rules, regulations/guidelines of Securities and Exchange Board of India "SEBI") or any other relevant authority, from time to time to the extent applicable and subject to such other approvals, permissions and sanctions as may be necessary, the approval and consent of Members be and is hereby accorded to Board of Directors of the Company (herein referred to as the "Board" which term shall be deemed to include any Committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution) to introduce and implement "Shri Dinesh Mills Limited ESOP – 2016" (ESOP-2016) to create, grant, offer, issue and allot at any time or to the benefit of such person(s) who are in the employment of the Company including Directors (other than Promoters of the Company, Independent Directors, Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company and Relatives thereof) whether whole time or otherwise, hereinafter collectively referred to as "Eligible Employee(s)" not more than 1,00,000 (One Lac) employee stock options ("ESOPs") exercisable into not more than 1,00,000 (One Lac) Equity Shares of the company under "ESOP 2016" in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of law or regulations issued by the relevant authority and each option shall be exercisable for one Equity Share of face value of Rs 10/- each fully paid up."

RESOLVED FURTHER THAT the Board be and is hereby authorized to grant options and issue and allot Equity Shares upon exercise of stock options from time to time in accordance with "ESOP 2016" and such Equity shares shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the options to be granted and the Equity Shares be allotted directly to such Eligible Employees/Directors in accordance with the plan framed in that behalf to subscribe to the securities of the Company issued under "ESOP- 2016".

RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under the ESOP Regulations and Guidelines and any other modification, reenactment thereof.



Chairman's Initial

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matter and things as it may at its absolute discretion, deem necessary or desirable for issue, offer, allocate, allot and utilize proceeds and to make modifications, changes, variations, alterations, revisions in the terms and conditions of the Plan in accordance with any regulations or guidelines that may be issued from time to time by the appropriate authority unless such variation(s) modification(s) or alteration(s) is detrimental to the interest of Eligible Employees including but not limited to amendments with respect to the vesting period, number of options, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the plan without any form of further reference, confirmation, approvals or sanctions from Members of the Company, to the extent permissible by SEBI Regulations and other relevant regulations in force, Companies Act 2013 (including any modifications, amendment and reenactment thereof) the Memorandum and Articles of Association of the Company and any other applicable laws.

RESOLVED FURTHER THAT in case of corporate action(s) such as right issues, bonus issues, merger, demerger, slump sale and sale of division and others if any, additional equity shares are issued by the company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 1,00,000 (One Lac) equity shares shall be deemed to be increased or decreased in line with such change in total paid up equity shares and/or face value thereof without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT in case the Equity Shares of the company are either sub divided or consolidated then the number of shares to be allotted under the plan shall automatically stand augmented or reduced as the case may be in the same proportion as the present face value of Rs 10/- per Equity Shares bears to the revised Face Value of the Equity Shares of the company after such sub division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing the securities allotted under "ESOP 2016" on the Stock Exchange(s), where the securities of company are listed as per the provisions of the Listing Agreement executed with the concerned Stock Exchange(s) and other applicable rules, regulations and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary, expedient, proper or desirable for such purpose and with the power on behalf of company to settle all questions, difficulties, doubts that may arise in this regard at any stage including at the time of Listing of Securities without being required to seek any further consent or approval of members of the company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate powers herein conferred to Nomination, Remuneration and Compensation Committee of directors with a power to further delegate the same to any executives/officers of the Company to do all such acts and deeds, matters and things as also execute documents, writings and other papers as may be necessary in this regard."

Thereafter, the Chairman informed the members regarding the facility provided for the poll and the appointment of Shri Kashyap Shah, Practicing Company Secretary as Scrutinizer to conduct the Poll in a fair and transparent manner. He also informed that, the results on the voting i.e. "Remote E-voting" and "Poll" would be declared immediately upon receipt of the Consolidated Report from the Scrutinizer and the same would also be placed on the web site and Notice Board of the Company immediately.



Chairman's Initial

The Polling papers in the prescribed form "MGT-12" were circulated to the members present and requested them to cast their votes and drop the polling papers into the Ballot Box kept at the AGM Hall. The Poll was conducted pursuant to the provisions of the Companies Act, 2013 read with Rules made thereunder and the Scrutinizer closed the poll at 12.00 noon and thereafter, he took over the custody of the Ballot Box.

After the Poll, Shri Pradeep Chotalia, shareholder of the Company proposed the vote of thanks to the Chairman for nicely conducting the 81st AGM and thereafter, the meeting was concluded at 12.05 p.m.

Thereafter, Shri Kashyap Shah, Scrutinizer prepared the consolidated Report dated 28th September, 2016 on the Poll and Remote e-voting and submitted the same to the Chairman of the meeting on 28th September, 2016 and the Chairman declared the results on 29th September, 2016 considering the above referred Consolidated Report of the Scrutinizer and the summary of the same is as under:

Item No. of Notice of 81 st AGM	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes	Results
	Nos.	% of total no. of valid votes	Nos.	% of total no. of valid votes		
Item No.1: To consider and adopt the Audited Standalone Financial Statements of the Company, the Reports of the Board of Directors and Auditors' thereon including consolidated financial statements together with Auditors' Report thereon for the financial year ended 31 st March, 2016.	24,59,916	100%	20	0.00%	01	Passed by Overwhelming Majority
Item No.2: Ordinary Resolution- Declaration of Dividend for the financial year 2015 – 2016.	24,59,916	100%	20	0.00%	01	Passed by Overwhelming Majority
Item No.3: Ordinary Resolution- Re-appointment of Shri J. B. Sojitra (DIN-00036120) as Director of the Company.	24,59,845	100%	20	0.00%	01	Passed by Overwhelming Majority
Item No.4: Ordinary Resolution- Appointment of M/s. Dhirubhai Shah & Doshi, Chartered Accountants, Ahmedabad as Auditors and fix their remuneration.	24,59,916	100%	20	0.00%	01	Passed by Overwhelming Majority
Item No.5: Special Resolution-Payment of Remuneration to Shri Bharatbhai Patel, Managing Director from 1 st April, 2016 to 31 st March, 2018.	13,65,618	100%	20	0.00%	01	Passed by Overwhelming Majority
Item No.6: Ordinary Resolution- Appointment of Mrs. Tarunaben Patel as an Independent Director of the Company.	24,59,856	100%	20	0.00%	01	Passed by Overwhelming Majority



Chairman's Initial

Item No.7: Ordinary Resolution- Appointment of Shri Sanjiv Shah as an Independent Director of the Company.	24,59,856	100%	20	0.00%	01	Passed by Overwhelming Majority
Item No.8: Special Resolution- Appointment of Shri J. B. Sojitra as an Executive Director (Corporate Affairs) & Company Secretary.	24,59,845	100%	20	0.00%	01	Passed by Overwhelming Majority
Item No.9: Special Resolution- Approval of "Shri Dinesh Mills Ltd. - Employees Stock Option Scheme 2016" (ESOP-2016).	24,59,916	100%	20	0.00%	01	Passed by Overwhelming Majority

The Results of this 81st Annual General Meeting were uploaded on the web site and placed the same on Notice Board of the Company immediately. The above results were also uploaded and submitted to BSE Limited and National Securities Depository Ltd. (NSDL).

The Minutes of 81st AGM held on 27th September, 2016 entered in the Minutes Book on 8th October, 2016.



J. B. Sojitra
Company Secretary

Place: Vadodara
Date: 08/10/2016



BHARAT PATEL
CHAIRMAN - 81ST AGM