



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

September 27, 2019

To,
Dept. of Corporate Services,
BSE Limited
Floor – 1, P. J. Towers., Dalal Street,
MUMBAI – 400 001

By ON-LINE

Dear Sir,

Sub: DECLARATION OF VOTING RESULTS OF 84TH ANNUAL GENERAL MEETING

With reference to the captioned subject, we attach herewith the following documents relating to the declaration of Voting Results of the businesses transacted at 84th Annual General Meeting (84thAGM) of the Shareholders of the Company held on 26th September, 2019 pursuant to Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

- (1) Voting Results as required under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- (2) The Consolidated Report dated 27th September, 2019 received from the Scrutinizer, Mr. Kashyap Shah, Practicing Company Secretary on Remote E-voting and Voting through Ballot papers at 84thAGM pursuant to Section 108 & 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014

We request you to take the same on your records.

Thanking You,
Yours faithfully,
For Shri Dinesh Mills Limited,

J B Sojitra
Company Secretary
Encl.: As stated above





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SHRI DINESH MILLS LIMITED DETAILS OF THE VOTING RESULTS AS PER REGULATION 44(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Date of the AGM	26 th September, 2019
Total no. of shareholders on Record date	8801 shareholders
No. of shareholders present in the meeting either in Person or through Proxy	48
Promoters and Promoter Group:	9 (Includes 4 proxies)
Public:	
(i) Shareholders in Person	31
(ii) Shareholders represented by proxies	08
No. of shareholders attended the meeting through Video Conferencing	Not Arranged
Promoters and Promoter Group:	N.A.
Public:	N.A.

Agenda 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 31st March, 2019.

Resolution Required: Ordinary

Whether Promoter / Promoters Group are interested in the Agenda / Resolution? : No

Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – Against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter & Promoter group	E-voting	2488372	1123342	45.14	1123342	0	100	0
	Poll		1365030	54.86	1365030	0	100	0
	Total		2488372	100	2488372	0	100	0
Public: Institutions	E-voting	10	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		10	0	0	0	0	0
Public: Non Institutions	E-voting	2812200	567428	20.18	6587	560841	1.16	98.84
	Poll		137953	4.91	137953	0	100	0
	Total		705381	25.09	144540	560841	20.49	79.51
Total		5300582	3193753	60.25	2632912	560841	82.44	17.56





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Agenda No.2: To declare dividend on equity shares.

Resolution Required: Ordinary

Whether Promoter / Promoters Group are interested in the Agenda / Resolution? : No

Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – Against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter & Promoter group	E-voting	2488372	1123342	45.14	1123342	0	100	0
	Poll		1365030	54.86	1365030	0	1000	0
	Total		2488372	100	2488372	0	100	0
Public: Institutions	E-voting	10	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		10	0	0	0	0	0
Public: Non Institutions	E-voting	2812200	567428	20.18	237792	329636	41.91	58.09
	Poll		137953	4.91	137953	0	100	0
	Total		705381	25.09	375745	329636	53.27	46.73
Total		5300582	3193753	60.25	2864117	329636	89.68	10.32

Agenda No.3: To appoint a Director in place of Shri J B Sojitra (DIN-00036120), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution Required: Ordinary

Whether Promoter / Promoters Group are interested in the Agenda / Resolution? : No

Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – Against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter & Promoter group	E-voting	2488372	1123342	45.14	1123342	0	100	0
	Poll		1365030	54.86	1365030	0	100	0
	Total		2488372	100	2488372	0	100	0
Public: Institutions	E-voting	10	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		10	0	0	0	0	0
Public: Non Institutions	E-voting	2812200	567428	20.18	6587	560841	1.16	98.84
	Poll		137953	4.91	137953	0	100	0
	Total		705381	25.09	144540	560841	20.49	79.51
Total		5300582	3193753	60.25	2632912	560841	82.44	17.56



Subject to Vadodara Jurisdiction

dinesh



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Agenda No.4: To consider revision in the terms of appointment of Statutory Auditors, M/s. Dhirubhai Shah & Co. LLP, Chartered Accountants, Ahmedabad

Resolution Required: Ordinary

Whether Promoter / Promoters Group are interested in the Agenda / Resolution? : No

Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – Against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter & Promoter group	E-voting	2488372	1123342	45.14	1123342	0	100	0
	Poll		1365030	54.86	1365030	0	100	0
	Total		2488372	100	2488372	0	100	0
Public: Institutions	E-voting	10	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		10	0	0	0	0	0
Public: Non Institutions	E-voting	2812200	567428	20.18	6587	560841	1.16	98.84
	Poll		137953	4.91	137953	0	100	0
	Total		705381	25.09	144540	560841	20.49	79.51
Total		5300582	3193753	60.25	2632912	560841	82.44	17.56

Agenda No.5: Re-appointment of Shri T. M. Patel as an Independent Director

Resolution Required: Special

Whether Promoter / Promoters Group are interested in the Agenda / Resolution? : No

Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – Against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter & Promoter group	E-voting	2488372	1123342	45.14	1123342	0	100	0
	Poll		1365030	54.86	1365030	0	100	0
	Total		2488372	100	2488372	0	100	0
Public: Institutions	E-voting	10	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		10	0	0	0	0	0
Public: Non Institutions	E-voting	2812200	567428	20.18	6587	560841	1.16	98.84
	Poll		137953	4.91	137953	0	100	0
	Total		705381	25.09	144540	560841	20.49	79.51
Total		5300582	3193753	60.25	2632912	560841	82.44	17.56



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Agenda No.6: Re-appointment of Shri Rakesh Agrawal as an Independent Director

Resolution Required: Special

Whether Promoter / Promoters Group are interested in the Agenda / Resolution? : No

Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – Against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter & Promoter group	E-voting	2488372	1123342	45.14	1123342	0	100	0
	Poll		1365030	54.86	1365030	0	100	0
	Total		2488372	100	2488372	0	100	0
Public: Institutions	E-voting	10	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		10	0	0	0	0	0
Public: Non Institutions	E-voting	2812200	567428	20.18	6587	560841	1.16	98.84
	Poll		137953	4.91	137953	0	100	0
	Total		705381	25.09	144540	560841	20.49	79.51
Total		5300582	3193753	60.25	2632912	560841	82.44	17.56

Agenda No.7: Disposal of Immovable Properties of the Company situated at its Ankleshwar Unit

Resolution Required: Special

Whether Promoter / Promoters Group are interested in the Agenda / Resolution? : No

Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – Against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter & Promoter group	E-voting	2488372	1123342	45.14	1123342	0	100	0
	Poll		1365030	54.86	1365030	0	100	0
	Total		2488372	100	2488372	0	100	0
Public: Institutions	E-voting	10	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		10	0	0	0	0	0
Public: Non Institutions	E-voting	2812200	567428	20.18	6587	560841	1.16	98.84
	Poll		137953	4.91	137953	0	100	0
	Total		705381	25.09	144540	560841	20.49	79.51
Total		5300582	3193753	60.25	2632912	560841	82.44	17.56

For Shri Dinesh Mills Limited,

Place: Vadodara
 Date: 27th September, 2019




 J. B. Sojitra
 Company Secretary

Subject to Vadodara Jurisdiction

dinesh



Kashyap Shah & Co.

Practising Company Secretaries
Kashyap Shah (B.com, LL.B (Sp.), FCS)

B-203, Manubhai Towers,
Opp. Faculty of Arts, Sayajigunj,
Vadodara 390005.
Ph. (O) 2362244, (m) 9427339564
Email- kashyap.cs@gmail.com

Report of Scrutinizer

Consolidated Report on Remote E-voting and Voting by Poll at AGM

[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman of 84th Annual General Meeting
of Members of
Shri Dinesh Mills Limited
Post Box No. 2501,
Padra Road,
Vadodara - 390 020

Dear Sir,

Re: Scrutinizers' Report on Remote E-voting and Voting by Poll at the 84th Annual General Meeting (AGM) of Shri Dinesh Mills Limited held on Thursday, 26th September, 2019 held at Post Box No. 2501, Padra Road, Vadodara - 390020

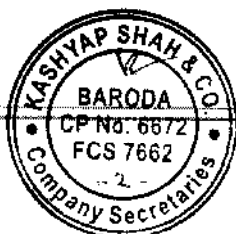
1. I, Kashyap Shah, Proprietor of Kashyap Shah & Co. Practising Company Secretaries, having office at B-203, Manubhai Towers, Sayajigunj, Vadodara 390005 has been appointed as Scrutinizer by the Board of Directors pursuant to Section 108 and Section 109 of the Companies Act, 2013, respectively read with Rule 21 of the Companies (Management and Administration) Rules, 2014 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (herein after referred to as Rules) for scrutinizing the remote e-voting process and poll at the AGM on the Resolutions contained in the Notice (herein after referred to as "Resolutions") of the AGM of the Members of the Company held on Thursday, 26th September, 2019 at 11:00 A.M. at Registered office of the company situated at Padra Road, Vadodara.
2. The Management of the Company is responsible to ensure compliance of the provisions of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means and on poll on the Resolutions contained in the Notice of AGM of the Members of the Company. My responsibilities as a scrutinizer for remote e-voting process and for poll are restricted to make a Scrutinizers' Report on the votes cast "In favour" or "Against" the Resolutions and "Invalid" votes, based on the Reports generated from e-voting system provided by the National Securities Depository Ltd. (NSDL), the authorized agency engaged by the Company to provide e-voting facilities and on the poll conducted at the AGM.



3. I submit my report as under;

- A. As per requirement of Rule 20(v) of the Companies (Management and Administration) Rules, 2014, the Public Advertisement with respect to dispatch of AGM Notice and intimating date and time of commencement and closing of remote E-voting have been published in English and in Regional Language News papers on Saturday, 31st August, 2019.
- B. The Remote E-voting period remained open from **23rd September, 2019** (9.00 A.M.) to **25th September, 2019** (5.00 P.M.).
- C. The Members of the Company holding shares in physical form or demat form as on "**Cut-off**" date i.e. **19th September, 2019** were entitled to vote on the Resolutions mentioned in the Notice of the AGM.
- D. The Chairman of the Meeting, at the end of discussion on the resolutions on which voting was to be held, allowed voting as provided in Clauses (a) to (h) of sub-rule (a) of Rule 21 of the Companies (Management and Administration) Rules, 2014, as applicable with the assistance of the undersigned being the scrutinizer, by use of ballot paper for all those members who were present at the AGM but had not casted their respective votes by availing the remote e-voting facility.
- E. Polling / Ballot papers were given to the Members and Proxies present at the meeting. The empty Ballot Box was shown, locked and sealed in my presence and in the presence of members and proxies.
- F. Subsequently, the Ballot Box was opened in my presence and in the presence of Mr. Jinesh Patel and Mr. Sagar Lakhati who are not in the employment of the Company. They have signed at the end of Report to confirm that Ballot Box was opened in their presence.
- G. The polling / Ballot papers were scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents and the authorizations/ proxies lodged with the Company.
- H. There was 1 (One) invalid Polling/Ballot Paper.
- I. After counting the votes casted through poll at the AGM, the E-votes casted were unblocked on 26th September, 2019 in the presence of 2 witnesses Mr. Jinesh Patel and Mr. Sagar Lakhati who are not in employment of the Company. They have signed at the end of Report to confirm that the e-votes have been unblocked in their presence.
- J. The details of Members who have voted "for" or "against" each of the Resolutions that were put to vote through Remote e-voting were generated from the E-voting website of NSDL viz. www.evoting.nsdl.com

Based on the Reports generated from the NSDL website and the voting through Poll at the AGM, the Consolidated Report on the voting on each Resolution is as under:



ORDINARY BUSINESS

Resolution No. 1 – Ordinary Resolution

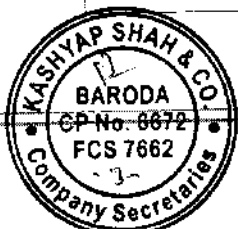
To consider and adopt the Audited Standalone Financial Statement of the Company, the Reports of the Board of Directors and Auditors' thereon including consolidated financial statement together with Auditors' Report thereon for the financial year ended 31st March, 2019.

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	19	1129929	35.38
Poll	37	1502983	47.06
Total	56	2632912	82.44
Against the resolution			
E-voting	14	560841	17.56
Poll	0	0	0
Total	14	560841	17.56
Invalid votes			
E-voting	0	0	
Poll	1	60	
Total	1	60	

Resolution No. 2 – Ordinary Resolution

To declare Dividend at the rate of Rs. 1.80 per Equity Share on 52,00,582 Equity Shares of Rs.10/- each as recommended by the Board of Directors.

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	20	1361134	42.62
Poll	37	1502983	47.06
Total	57	2864117	89.68
Against the resolution			
E-voting	13	329636	10.32

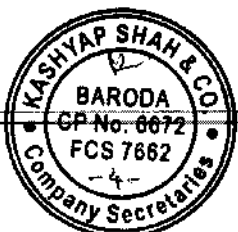


Poll	0	0	0
Total	13	329636	10.32
Invalid votes			
E-voting	0	0	
Poll	1	60	
Total	1	60	

Resolution No. 3 – Ordinary Resolution

To appoint a Director in place of Shri J. B. Sojitra (DIN-00036120), who retires by rotation and being eligible, offers himself for re-appointment.

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	19	1129929	35.38
Poll	37	1502983	47.06
Total	56	2632912	82.44
Against the resolution			
E-voting	14	560841	17.56
Poll	0	0	0
Total	14	560841	17.56
Invalid votes			
E-voting	0	0	
Poll	1	60	
Total	1	60	



Resolution No. 4 – Ordinary Resolution

To consider revision in the terms of appointment of Statutory Auditors, M/s. Dhirubhai Shah & Co. LLP, Chartered Accountants, Ahmedabad.

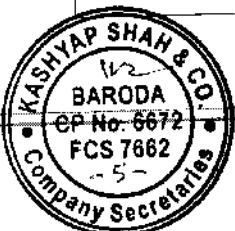
Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	19	1129929	35.38
Poll	37	1502983	47.06
Total	56	2632912	82.44
Against the resolution			
E-voting	14	560841	17.56
Poll	0	0	0
Total	14	560841	17.56
Invalid votes			
E-voting	0	0	
Poll	1	60	
Total	1	60	

SPECIAL BUSINESS

Resolution No. 5 – Special Resolution

Re-appointment of Shri T. M. Patel as an Independent Director

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	19	1129929	35.38
Poll	37	1502983	47.06
Total	56	2632912	82.44
Against the resolution			
E-voting	14	560841	17.56
Poll	0	0	0
Total	14	560841	17.56

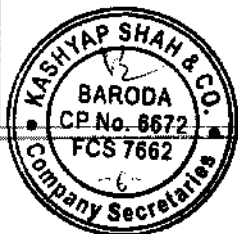


Invalid votes		
E-voting	0	0
Poll	1	60
Total	1	60

Resolution No. 6 – Special Resolution

Re-appointment of Shri Rakesh Agrawal as an Independent Director

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	19	1129929	35.38
Poll	37	1502983	47.06
Total	56	2632912	82.44
Against the resolution			
E-voting	14	560841	17.56
Poll	0	0	0
Total	14	560841	17.56
Invalid votes			
E-voting	0	0	
Poll	1	60	
Total	1	60	



Resolution No. 7 – Special Resolution

Disposal of immovable properties of the Company situated at its Ankleshwar Unit

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	19	1129929	35.38
Poll	37	1502983	47.06
Total	56	2632912	82.44
Against the resolution			
E-voting	14	560841	17.56
Poll	0	0	0
Total	14	560841	17.56
Invalid votes			
E-voting	0	0	
Poll	1	60	
Total	1	60	

The relevant Records relating to Remote E-voting and Poll will be handed over to the Company Secretary after the Chairman approves and signs the minutes.



For Kashyap Shah & Co.,
Company Secretaries,

(Signature)
(Kashyap Shah)
Proprietor (CP No – 6672)

Date: 27th September, 2019
Place: Vadodara

We undersigned hereby witness that the ballot box was opened as well as the votes cast through remote e-voting were unblocked from NSDL's e-voting website www.evoting.nsdl.com in our presence on 26th September, 2019 at 11:30 a.m.

Witness (1) *Jinesh Patel*
Mr. Jinesh Patel

(2) *Sagar Lakhati*
Mr. Sagar Lakhati

