



CIN: L17110GJ18357LC000494

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: 9974005976
Fax: +91 265 2336195 Email: dinesh@dineshmills.com Website: www.dineshmills.com

September 29, 2018

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 & SCRUTINIZERS' REPORT – 83RD ANNUAL GENERAL MEETING HELD ON FRIDAY, 28TH SEPTEMBER, 2018 PURSUANT TO REGULATION 44(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

With reference to the captioned subject, we attach herewith the following documents relating to the declaration of voting results of the businesses transacted at 83rd Annual General Meeting (83rd AGM) of the Shareholders of the Company held on 28th September, 2018 pursuant to Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

- (1) Voting Results in the format prescribed under the Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- (2) The certified true copy of the declaration of Voting Results by the Chairman of the 83rd AGM along with the Consolidated Report dated 29th September, 2018 received from the Scrutinizer, Mr. Kashyap Shah, Practicing Company Secretary on remote E-voting and voting through Ballot papers at 83rd AGM which can also be viewed on the website of the Company viz. www.dineshmills.com

Please acknowledge.
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	28 th September, 2018
Total no. of shareholders on Record date	9256 shareholders
No. of shareholders present in the meeting either in Person or through Proxy	41
Promoters and Promoter Group:	9 (Includes 6 proxies)
Public:	
(i) Shareholders in Person	29
(ii) Shareholders represented by proxies	03
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, 2018.

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	0	0	0	0	0	0	0
	Poll	2288372	2288372	100	2288372	0	100	0
	Total	2288372	2288372	100	2288372	0	100	0
Public: Institutions	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public: Non Institutions	E-voting	565815	565815	100	15694	550121	2.77	97.23
	Poll	102945	102945	100	102945	0	100	0
	Total	668760	668760	100	118639	550121	17.74	82.26
Total		2957132	2957132	100	2407011	550121	81.40	18.60



Subject to Vadodara Jurisdiction

dinesh

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	0	0	0	0	0	0	0
	Poll	2288372	2288372	100	2288372	0	100	0
	Total	2288372	2288372	100	2288372	0	100	0
Public: Institutions	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public: Non Institutions	E-voting	565795	565795	100	15674	550121	2.77	97.23
	Poll	102945	102945	100	102945	0	100	0
	Total	668740	668740	100	118619	550121	17.74	82.26
Total		2957112	2957112	100	2406991	550121	81.40	18.60

Agenda No.3: To appoint a Director in place of Shri Nimishbhai Patel (DIN-00039549), 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	0	0	0	0	0	0	0
	Poll	2288372	2288372	100	2288372	0	100	0
	Total	2288372	2288372	100	2288372	0	100	0
Public: Institutions	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public: Non Institutions	E-voting	565795	565795	100	15674	550121	2.77	97.23
	Poll	102945	102945	100	102945	0	100	0
	Total	668740	668740	100	118619	550121	17.74	82.26
Total		2957112	2957112	100	2406991	550121	81.40	18.60



Agenda No.4: To appoint M/s. Dhirubhai Shah & Co., Chartered Accountants, Ahmedabad as Auditors and fix their remuneration

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	0	0	0	0	0	0	0
	Poll	2288372	2288372	100	2288372	0	100	0
	Total	2288372	2288372	100	2288372	0	100	0
Public: Institutions	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public: Non Institutions	E-voting	565795	565795	100	15674	550121	2.77	97.23
	Poll	102945	102945	100	102945	0	100	0
	Total	668740	668740	100	118619	550121	17.74	82.26
Total		2957112	2957112	100	2406991	550121	81.40	18.60

Agenda No.5: To consider re-appointment of Shri Bharatbhai Patel as Chairman & Managing Director and fix the Remuneration w.e.f. 1st April, 2018

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	0	0	0	0	0	0	0
	Poll	2288372	2288372	100	2288372	0	100	0
	Total	2288372	2288372	100	2288372	0	100	0
Public: Institutions	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public: Non Institutions	E-voting	565795	565795	100	15674	550121	2.77	97.23
	Poll	102945	102945	100	102945	0	100	0
	Total	668740	668740	100	118619	550121	17.74	82.26
Total		2957112	2957112	100	2406991	550121	81.40	18.60



Agenda No.6: To consider payment of Remuneration to Shri Nimishbhai Patel, Managing Director of the Company from 1st April, 2018 to 13th January, 2020

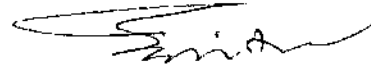
Resolution Required: Special

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	0	0	0	0	0	0	0
	Poll	2288372	2288372	100	2288372	0	100	0
	Total	2288372	2288372	100	2288372	0	100	0
Public: Institutions	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public: Non Institutions	E-voting	565795	565795	100	15674	550121	2.77	97.23
	Poll	102945	102945	100	102945	0	100	0
	Total	668740	668740	100	118619	550121	17.74	82.26
Total		2957112	2957112	100	2406991	550121	81.40	18.60

For Shri Dinesh Mills Limited,

Place: Vadodara
Date: 29th September, 2018



J. B. Sojitra
Company Secretary





CIN: L17119GU1035PLC000494

shri dinesh mills ltd.

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DECLARATION OF RESULTS **83RD ANNUAL GENERAL MEETING HELD ON 28TH SEPTEMBER, 2018**

The 83rd Annual General Meeting (AGM) of the members of Shri Dinesh Mills Limited was held on Friday, 28th September, 2018 at 11:00 A.M. at the Registered Office of the Company situated at Padra Road, Vadodara – 390020 to transact the Ordinary and Special business as per the Notice of the AGM dated 28th May, 2018.

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 5.00 p.m. of 27th September, 2018 and poll conducted at the 83rd AGM and submitted his Consolidated Report on voting (i.e. remote e-voting and the poll at the AGM) on 29th September, 2018. The photocopy of the Scrutinizers' Report dated 29th September, 2018 duly countersigned by the undersigned is attached herewith.

The Consolidated Results as per the Scrutinizers' Report dated 29th September, 2018 is as under:

Item No. of Notice of 83 rd 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: Ordinary Resolution: 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, 2018.	2407011	81.40%	550121	18.60%	100	Passed with Requisite Majority

Contd. on page no.2



Page No.2

Item No.2: Ordinary Resolution: Declaration of Dividend on equity shares	2406991	81.40%	550121	18.60%	100	Passed with Requisite Majority
Item No.3: Ordinary Resolution: To appoint a Director in place of Shri Nimishbhai Patel (DIN-00039549), who retires by rotation and being eligible, offers himself for re-appointment	2406991	81.40%	550121	18.60%	100	Passed with Requisite Majority
Item No.4: Ordinary Resolution: To appoint M/s. Dhirubhai Shah & Co., Chartered Accountants, Ahmedabad as Auditors and fix their remuneration	2406991	81.40%	550121	18.60%	100	Passed with Requisite Majority
Item No.5: Special Resolution: Re-appointment of Shri Bharatbhai Patel as Chairman & Managing Director and fix the Remuneration w.e.f. 1 st April, 2018.	2406991	81.40%	550121	18.60%	100	Passed with Requisite Majority
Item No.6: Special Resolution: Payment of Remuneration to Shri Nimishbhai Patel, Managing Director of the Company from 1 st April, 2018 to 13 th January, 2020.	2406991	81.40%	550121	18.60%	100	Passed with Requisite Majority

For SHRI DINESH MILLS LIMITED,

Place: Vadodara
Date: 29th September, 2018



**BHARAT PATEL
CHAIRMAN (83RD AGM)**



Encl.: Scrutinizers' Report dated 29th September, 2018



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 83rd 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 83rd AGM of Shri Dinesh Mills Limited held on Friday, 28th September, 2018 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 83rd Annual General Meeting (AGM) of the Members of the Company held on Friday, 28th September, 2017 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

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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, 8th September, 2018.
- B. The Remote E-voting period remained open from **25th September, 2018** (9.00 A.M.) to **27th September, 2018** (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. **21st September, 2018** were entitled to vote on the Resolutions mentioned in the Notice of the 83rd 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. Bhautik Kansaghara 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 **28th September, 2018** in the presence of 2 witnesses Mr. Bhautik Kansaghara 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.



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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;

Resolution No. 1 – Ordinary Resolution

Adoption of 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, 2018.

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	21	15694	0.53
Poll	38	2391317	80.87
Total	59	2407011	81.40
Against the resolution			
E-voting	13	550121	18.60
Poll	0	0	0
Total	13	550121	18.60
Invalid votes			
E-voting	0	0	
Poll	1	100	
Total	1	100	

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Resolution No. 2 – Ordinary Resolution

Declaration of dividend on Equity Shares.

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	15674	0.53
Poll	38	2391317	80.87
Total	58	2406991	81.40
Against the resolution			
E-voting	13	550121	18.60
Poll	0	0	0
Total	13	550121	18.60
Invalid votes			
E-voting	0	0	
Poll	1	100	
Total	1	100	



Resolution No. 3 – Ordinary Resolution

Re-Appointment of Shri Nimishbhai Patel (DIN-00039549) as a Director of the Company

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	15674	0.53
Poll	38	2391317	80.87
Total	58	2406991	81.40
Against the resolution			
E-voting	13	550121	18.60
Poll	0	0	0
Total	13	550121	18.60
Invalid votes			
E-voting	0	0	
Poll	1	100	
Total	1	100	



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Resolution No. 4 – Ordinary Resolution

Appointment of M/s. Dhirubhai Shah & Co, Chartered Accountants, Ahmedabad as Auditors and fix their remuneration.

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	15674	0.53
Poll	38	2391317	80.87
Total	58	2406991	81.40
Against the resolution			
E-voting	13	550121	18.60
Poll	0	0	0
Total	13	550121	18.60
Invalid votes			
E-voting	0	0	
Poll	1	100	
Total	1	100	

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Resolution No. 5 – Special Resolution

Re-Appointment of Shri Bharatbhai Patel as Chairman & Managing Director and fix the remuneration w.e.f. 1st April, 2018

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	15674	0.53
Poll	38	2391317	80.87
Total	58	2406991	81.40
Against the resolution			
E-voting	13	550121	18.60
Poll	0	0	0
Total	13	550121	18.60
Invalid votes			
E-voting	0	0	
Poll	1	100	
Total	1	100	



Resolution No. 6 – Special Resolution

Payment of Remuneration to Shri Nimishbhai Patel, Managing Director of the Company from 1st April, 2018 to 13th January, 2020

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	15674	0.53
Poll	38	2391317	80.87
Total	58	2406991	81.40
Against the resolution			
E-voting	13	550121	18.60
Poll	0	0	0
Total	13	550121	18.60
Invalid votes			
E-voting	0	0	
Poll	1	100	
Total	1	100	

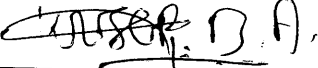
The relevant Records relating to Remote E-voting and Poll will be handed over to the Company Secretary after the Chairman approves and signs the minutes.

For Kashyap Shah & Co.,
Company Secretaries,

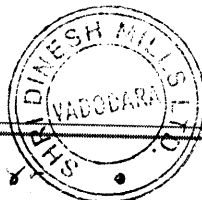

(Kashyap Shah)
Proprietor (CP No – 6672)

Date: 29th September, 2018
Place: Vadodara

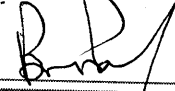
We undersigned hereby witness that the ballot box was opened as well as the votes cast through remote e-voting were unblocked from NSDL's e-voting website www.evoting.nsdl.com in our presence on 28th September 2018 at 3.15 p.m.

Witness (1) 
Mr. Bhautik Kansaghara

(2) 
Mr. Sagar Lakhati



For SHRIDINESH MILLS LTD.


CHAIRMAN (83RD AGM)