



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 23, 2020

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 85<sup>TH</sup> 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 85<sup>th</sup> Annual General Meeting (85<sup>th</sup> AGM) of the Shareholders of the Company held on Tuesday, 22<sup>nd</sup> September, 2020 pursuant to Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

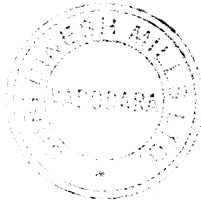
- (1) Voting Results as required under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- (2) The Consolidated Report dated 23<sup>rd</sup> September, 2020 received from the Scrutinizer, Mr. Kashyap Shah, Practicing Company Secretary on remote e-voting process and electronic voting process at 85<sup>th</sup> AGM 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	22 <sup>nd</sup> September, 2020
Total no. of shareholders on Record date	8429 shareholders
<b>No. of shareholders present in the meeting either in Person or through Proxy</b>	-
Promoters and Promoter Group:	-
Public:	-
(i) Shareholders in Person	-
(ii) Shareholders represented by proxies	-
<b>No. of shareholders attended the meeting through Video Conferencing</b>	58
Promoters and Promoter Group:	7
Public:	51

**Agenda No.1:** 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 31<sup>st</sup> March, 2020.

**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 vote against of votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*10
Promoter & Promoter group	E-voting	2788372	2788372	100	2788372	0	100	0
	Poll		0	0	0	0	100	0
	Total		2788372	100	2788372	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	457484	16.27	202107	255377	44.18	55.82
	Poll		0	0	0	0	0	0
	Total		457484	16.27	202107	255377	44.18	55.82
<b>Total</b>		<b>5600582</b>	<b>3245856</b>	<b>57.96</b>	<b>2990479</b>	<b>255377</b>	<b>92.13</b>	<b>7.87</b>





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**Agenda No.2:** To confirm the payment of Interim Dividend as final Dividend for F. Y. 2019–2020

**Resolution Required:** Ordinary

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

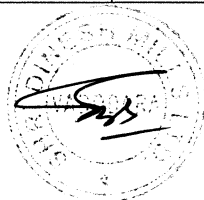
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Promoter & Promoter group	E-voting	2788372	2788372	100	2788372	0	100	0
	Poll		0	0	0	0	100	0
	Total		2788372	100	<b>2788372</b>	0	100	0
Public: Institutions	E-voting	10	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		10	0	0	0	0	0
Public: Non Institutions	E-voting	2812200	457484	16.27	202107	255377	44.18	55.82
	Poll		0	0	0	0	0	0
	Total		457484	16.27	202107	255377	44.18	55.82
<b>Total</b>		<b>5600582</b>	<b>3245856</b>	<b>57.96</b>	<b>2990479</b>	<b>255377</b>	<b>92.13</b>	<b>7.87</b>

**Agenda No.3:** To appoint a Director in place of Shri B. U. Patel (DIN–00039543), 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 vote against on votes polled
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Promoter & Promoter group	E-voting	2788372	2788372	100	2788372	0	100	0
	Poll		0	0	0	0	100	0
	Total		2788372	100	<b>2788372</b>	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	457484	16.27	202107	255377	44.18	55.82
	Poll		0	0	0	0	0	0
	Total		457484	16.27	202107	255377	44.18	55.82
<b>Total</b>		<b>5600582</b>	<b>3245856</b>	<b>57.96</b>	<b>2990479</b>	<b>255377</b>	<b>92.13</b>	<b>7.87</b>



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

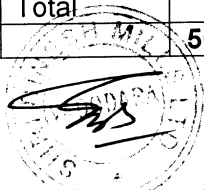
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – Against	% of votes in favour on votes polled	% of vote against o votes polled
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Promoter & Promoter group	E-voting	2788372	2788372	100	2788372	0	100	0
	Poll		0	0	0	0	100	0
	Total		2788372	100	<b>2788372</b>	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	457484	16.27	202107	255377	44.18	55.82
	Poll		0	0	0	0	0	0
	Total		457484	16.27	202107	255377	44.18	55.82
<b>Total</b>		<b>5600582</b>	<b>3245856</b>	<b>57.96</b>	<b>2990479</b>	<b>255377</b>	<b>92.13</b>	<b>7.87</b>

**Agenda No.5:** To consider Re-Appointment of Shri Nimishbhai Patel as Managing Director and fix the Remuneration

**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 vote against o votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*10
Promoter & Promoter group	E-voting	2788372	2788372	100	2788372	0	100	0
	Poll		0	0	0	0	100	0
	Total		2788372	100	<b>2788372</b>	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	457484	16.27	202107	255377	44.18	55.82
	Poll		0	0	0	0	0	0
	Total		457484	16.27	202107	255377	44.18	55.82
<b>Total</b>		<b>5600582</b>	<b>3245856</b>	<b>57.96</b>	<b>2990479</b>	<b>255377</b>	<b>92.13</b>	<b>7.87</b>



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# dinesh



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**Agenda No.6:** To consider appointment of Mrs. Tarunaben Patel as Woman Director

**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 vote against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*10
Promoter & Promoter group	E-voting	2788372	2788372	100	2788372	0	100	0
	Poll		0	0	0	0	100	0
	Total		2788372	100	<b>2788372</b>	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	457484	16.27	202107	255377	44.18	55.82
	Poll		0	0	0	0	0	0
	Total		457484	16.27	202107	255377	44.18	55.82
<b>Total</b>		<b>5600582</b>	<b>3245856</b>	<b>57.96</b>	<b>2990479</b>	<b>255377</b>	<b>92.13</b>	<b>7.87</b>

For Shri Dinesh Mills Limited,

Place: Vadodara  
Date: 23<sup>rd</sup> September, 2020

J. B. Sojitra  
Company Secretary





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## **DECLARATION OF RESULTS** **85<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON 22<sup>ND</sup> SEPTEMBER, 2020**

The 85<sup>th</sup> Annual General Meeting (AGM) of the members of Shri Dinesh Mills Limited was held on Tuesday, 22<sup>nd</sup> September, 2020 at 12.00 through Video Conferencing / Other Audio Visual Means (VC/OAVM) to transact the Ordinary and Special business as per the Notice of the AGM dated 30<sup>th</sup> June, 2020.

The Board of Directors had appointed Mr. Kashyap Shah, Practicing Company Secretary as the Scrutinizer. The Scrutinizer has carried out the scrutiny of the remote e-voting process and electronic voting process at the 85<sup>th</sup> AGM and submitted his Consolidated Report on voting (i.e. remote e-voting and electronic voting at the AGM) on 23<sup>rd</sup> September, 2020. The photocopy of the Scrutinizers' Report dated 23<sup>rd</sup> September, 2020 duly countersigned by the undersigned is attached herewith.

The Consolidated Results as per the Scrutinizers' Report dated 23<sup>rd</sup> September, 2020 is as under:

Item No. of Notice of 85 <sup>th</sup> 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		
<b>Item No.1:</b> <u>Ordinary Resolution:</u> 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, 2020.	2990479	92.13	255377	7.87	0	Passed with Requisite Majority





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<b>Item No.2:</b> <u>Ordinary Resolution:</u> To confirm the payment of Interim Dividend as final Dividend for F. Y. 2019-2020	2990479	92.13	255377	7.87	0	Passed with Requisite Majority
<b>Item No.3:</b> <u>Ordinary Resolution:</u> To appoint a Director in place of Shri B. U. Patel (DIN-00039543), who retires by rotation and being eligible, offers himself for re-appointment.	2990479	92.13	255377	7.87	0	Passed with Requisite Majority
<b>Item No.4:</b> <u>Ordinary Resolution:</u> To consider revision in the terms of appointment of Statutory Auditors, M/s. Dhirubhai Shah & Co. LLP, Chartered Accountants, Ahmedabad.	2990479	92.13	255377	7.87	0	Passed with Requisite Majority
<b>Item No.5:</b> <u>Special Resolution:</u> To consider Re-Appointment of Shri Nimishbhai Patel as Managing Director and fix the Remuneration	2990479	92.13	255377	7.87	0	Passed with Requisite Majority
<b>Item No.6:</b> <u>Ordinary Resolution:</u> To consider appointment of Mrs. Tarunaben Patel as Woman Director	2990479	92.13	255377	7.87	0	Passed with Requisite Majority

For SHRI DINESH MILLS LIMITED,

Place: Vadodara  
Date: 23<sup>rd</sup>September, 2020



  
BHARAT PATEL  
CHAIRMAN (85<sup>th</sup> AGM)

Encl.: Scrutinizers' Report dated 23<sup>rd</sup>September, 2020



**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

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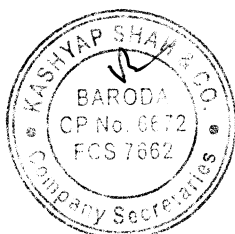
### CONSOLIDATED SCRUTINIZERS REPORT

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

To,  
The Chairman,  
85th Annual General Meeting of the Equity Shareholders of  
Shri Dinesh Mills Limited  
(CIN: L17110GJ1935PLC000494)  
Held on Tuesday, 22<sup>nd</sup> September, 2020 at 12:00 Noon through Video Conferencing

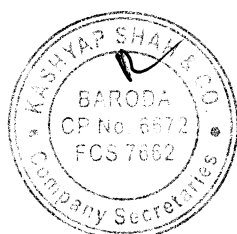
Dear Sir,

1. I, Kashyap Shah, Proprietor of M/s. Kashyap Shah & Co., Company Secretaries have been appointed as scrutinizer by the Board of Directors of Shri Dinesh Mills Limited (the Company) having its registered office at Post Box No. 2501, Padra Road, Vadodara 390020 for the purpose of scrutinizing the remote e-voting process and electronic voting process through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) conducted at 85th Annual General Meeting (AGM) of Equity Shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013, read with and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020.
2. In compliance of Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, the 85th AGM of the Company was held through Video Conferencing (VC) or other audio visual means (OAVM) without the physical presence of the members at the common venue.
3. Further to above, I submit my report as under:
  - 3.1. The Company sent Notice dated 30<sup>th</sup> June, 2020 convening the 85th AGM along with Statement setting out material facts under Section 102 of the Companies Act, 2013 and Annual Report 2019-20 through electronic means i.e. on the registered email IDs only to those members whose email address are registered with the Company, RTA or CDSL/NSDL.
  - 3.2. The above Notice was also placed on the website of the Company ([www.dineshmills.com](http://www.dineshmills.com)) forthwith after it was sent to the members.





- 3.3. The notice clearly indicated the process and manner for electronic voting during the AGM and also the time schedule of remote e-voting from Friday, 18<sup>th</sup> September, 2020 (IST 9:00 a.m.) to Monday, 21<sup>st</sup> September, 2020 (IST 5.00 p.m.) during which the votes could be cast and also provided the login ID and created facility for generating password and casting of vote in a secured manner.
- 3.4. As prescribed in the aforesaid Rules, the Company has also published an newspaper advertisement on 28/08/2020 and it carried the required information as specified in the said Rules.
- 3.5 The remote e-voting remained open for a period of 4 days from Friday, 18<sup>th</sup> September, 2020 (IST 9:00 a.m.) to Monday, 21<sup>st</sup> September, 2020 (IST 5.00 p.m.) and that the aforesaid remote e-voting period was completed one day prior to the date of the 85th AGM which was held on 22<sup>nd</sup> September, 2020.
- 3.6 The Equity Shareholders holding shares as on the "cut off" date i.e. 15<sup>th</sup> September, 2020 were entitled to vote on the proposed resolutions (Item Nos. 01 to 06) as set out in the Notice of the 85th Annual General Meeting of the Company.
- 3.7 At the 85th AGM of the Company held on 22<sup>nd</sup> September, 2020 the facility to vote through electronic voting system had been provided to facilitate voting for those members who were present at the meeting through VC/OAVM but could not cast their votes through the Remote e-voting.
- 3.8 After the closing of the period for remote e-voting on 21<sup>st</sup> September, 2020, the details of members, such as their names, folios and number of shares held, who casted votes through remote e-voting were down loaded from the e-voting website of National Securities Depositories Limited (NSDL) - [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for the purpose of ensuring that members who have casted their votes through remote e-voting do not electronically vote again at the 85th AGM.
- 3.9 After closure of Electronic Voting at the AGM, the votes cast through electronic voting at the AGM and through remote e-voting prior to the date of AGM were unblocked on Tuesday, 22<sup>nd</sup> September, 2020 at around 12:40 pm in presence of two witnesses who are not in employment of the company.
- 3.10 Thereafter, the details containing, inter alia, list of equity shareholders, who voted "for", against" each of the resolutions that were put to vote, were generated from the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 3.11 Based from the Reports generated from the e-voting website of NSDL, I hereby submit my Consolidated Report on the Result of the remote e-voting together with that of electronic voting at the 85th AGM of the Company in respect of the said Resolutions as under:



**ORDINARY BUSINESS:**

**Resolution No. 1 – As an Ordinary Resolution:**

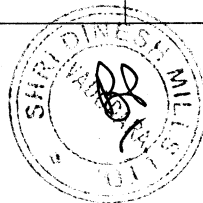
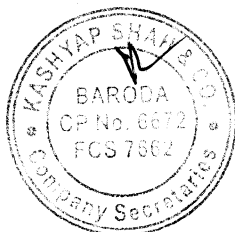
Adoption of Audited Standalone and Consolidated Financial Statements of the company for the year ended on 31st March, 2020.

Mode of Voting	Number of members voted through e-voting process and Electronic Voting at AGM	Number of Votes cast by them	Number of Votes cast by them in favour of the Resolution	Number of Votes cast by them against the Resolution	% of Votes in Favour on total Votes through E-voting and Electronic Voting at AGM	% of Votes against on total Votes through E-voting and Electronic Voting at AGM
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Remote E-voting	83	32,45,736	29,90,359	2,55,377	92.13%	7.87%
Electronic voting at AGM	1	120	120	-	100%	0.00
Total Voting	84	32,45,856	29,90,479	2,55,377	92.13%	7.87%

**Resolution No. 2 – As an Ordinary Resolution:**

To confirm the payment of Interim Dividend as final Dividend for F. Y. 2019 - 2020.

Mode of Voting	Number of members voted through e-voting process and Electronic Voting at AGM	Number of Votes cast by them	Number of Votes cast by them in favour of the Resolution	Number of Votes cast by them against the Resolution	% of Votes in Favour on total Votes through E-voting and Electronic Voting at AGM	% of Votes against on total Votes through E-voting and Electronic Voting at AGM
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Remote E-voting	83	32,45,736	29,90,359	2,55,377	92.13%	7.87%
Electronic voting at AGM	1	120	120	-	100%	0.00
Total Voting	84	32,45,856	29,90,479	2,55,377	92.13%	7.87%



**Resolution No. 3 – As an Ordinary Resolution:**

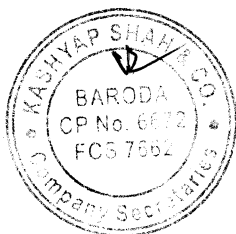
To appoint a Director in place of Shri B. U. Patel (DIN- 00039543), who retires by rotation and being eligible, offers himself for re-appointment.

Mode of Voting	Number of members voted through e-voting process and Electronic Voting at AGM	Number of Votes cast by them	Number of Votes cast by them in favour of the Resolution	Number of Votes cast by them against the Resolution	% of Votes in Favour on total Votes through E-voting and Electronic Voting at AGM	% of Votes against on total Votes through E-voting and Electronic Voting at AGM
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Remote E-voting	83	32,45,736	29,90,359	2,55,377	92.13%	7.87%
Electronic voting at AGM	1	120	120	-	100%	0.00
Total Voting	84	32,45,856	29,90,479	2,55,377	92.13%	7.87%

**Resolution No. 4 – As an Ordinary Resolution:**

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

Mode of Voting	Number of members voted through e-voting process and Electronic Voting at AGM	Number of Votes cast by them	Number of Votes cast by them in favour of the Resolution	Number of Votes cast by them against the Resolution	% of Votes in Favour on total Votes through E-voting and Electronic Voting at AGM	% of Votes against on total Votes through E-voting and Electronic Voting at AGM
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Remote E-voting	83	32,45,736	29,90,359	2,55,377	92.13%	7.87%
Electronic voting at AGM	1	120	120	-	100%	0.00
Total Voting	84	32,45,856	29,90,479	2,55,377	92.13%	7.87%



**SPECIAL BUSINESS:****Resolution No. 5 – As a Special Resolution:**

To Consider re-appointment of Shri Nimishbhai Patel as Managing Director and fix the Remuneration

Mode of Voting	Number of members voted through e-voting process and Electronic Voting at AGM	Number of Votes cast by them	Number of Votes cast by them in favour of the Resolution	Number of Votes cast by them against the Resolution	% of Votes in Favour on total Votes through E-voting and Electronic Voting at AGM	% of Votes against on total Votes through E-voting and Electronic Voting at AGM
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Remote E-voting	83	32,45,736	29,90,359	2,55,377	92.13%	7.87%
Electronic voting at AGM	1	120	120	-	100%	0.00
<b>Total Voting</b>	<b>84</b>	<b>32,45,856</b>	<b>29,90,479</b>	<b>2,55,377</b>	<b>92.13%</b>	<b>7.87%</b>

**Resolution No. 6 – As an Ordinary Resolution:**

To consider appointment of Mrs. Tarunaben Patel as Woman Director


Mode of Voting	Number of members voted through e-voting process and Electronic Voting at AGM	Number of Votes cast by them	Number of Votes cast by them in favour of the Resolution	Number of Votes cast by them against the Resolution	% of Votes in Favour on total Votes through E-voting and Electronic Voting at AGM	% of Votes against on total Votes through E-voting and Electronic Voting at AGM
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Remote E-voting	83	32,45,736	29,90,359	2,55,377	92.13%	7.87%
Electronic voting at AGM	1	120	120	-	100%	0.00
<b>Total Voting</b>	<b>84</b>	<b>32,45,856</b>	<b>29,90,479</b>	<b>2,55,377</b>	<b>92.13%</b>	<b>7.87%</b>



4. All relevant records relating to Remote e-voting as well as electronic voting at the 85th AGM of the Company shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same shall be handed over to the Compliance Officer for safe keeping.

Yours faithfully,

For Kashyap Shah & Co.,  
Company Secretaries



Kashyap Shah  
Proprietor  
CP No – 6672, FCS – 7662

Place: Vadodara  
Dated: 23.09.2020  
UDIN: F007662B000755409

