

shri **dinesh** mills ltd.

May 26, 2021

REGD. OFFICE : Near Indiabulls Mega Mall, Akota Road, Vadodara - 390 020. Gujarat, India.
Tel. : (0265) 2960060/61/62/63/64, **Mobile** : 99740 05975
Website : www.dineshmills.com, **CIN** : L17110GJ1935PLC000494

Dept. of Corporate Services,
BSE Limited,
Floor – 1, Rotunda Bldg., Dalal Street,
MUMBAI – 400 001

By On-Line

Dear Sir,

Sub: Submission of Annual Secretarial Compliance Report pursuant to Regulation 24(A) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2021

We enclose herewith Annual Secretarial Compliance Report dated 21st May, 2021 issued by Mr. Kashyap Shah, Practicing Company Secretary pursuant to Regulation 24(A) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2021.

Kindly acknowledge the receipt.

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



J.B.SOJITRA
COMPANY SECRETARY
Encl.: As above

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

Secretarial compliance report of

Shri Dinesh Mills Limited for the year ended on 31st March, 2021

We have examined:

- (a) all the documents and records made available to us and explanation provided by Shri Dinesh Mills Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended on 31st March, 2021 ("Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, I/We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Regulation Name/ SEBI Circular No.	Regulation Number/ Circular Dated	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations Remarks of the Practising Company Secretary
1	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	17(1)	Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding composition of Board of Directors	Independent Directors were below half of the Board of Directors.	The Company made appointment of Ms. Reshma Patel as Independent Director and complied with the Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

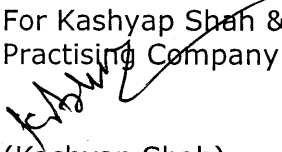
(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:-

Sr. No	Action taken by	Details of violations	Details of action taken eg. Fines/ warning letter, debarment, etc.	Observations/ remarks of Practising Company Secretary, if any.
1	BSE Ltd	Regulation 17(1) of SEBI (Listing Obligation Disclosure Requirement) Regulations, 2015	Fine imposed	The Company has regularized compliance by appointment of Ms. Reshma Patel as Independent Director w.e.f. 15.03.2021

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<i>Sr.No</i>	Observations of Practising Company Secretary in previous reports	Observations made in Secretarial Compliance Report for the year ended 31.03.2020	Action taken by listed entity, if any	<i>Comments of Practising Company Secretary on the action taken by listed entity.</i>
<i>NONE</i>				

For Kashyap Shah & Co.
Practising Company Secretaries


(Kashyap Shah)
Proprietor
FCS No. 7662; CP No. 6672
UDIN: F007662C000352149



Place: Vadodara
Date: 21.05.2021