  
**shri dinesh mills ltd.**  
F E L T S

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

2<sup>nd</sup> September, 2022

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 87<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 87<sup>th</sup> Annual General Meeting (87<sup>th</sup> AGM) of the Shareholders of the Company held on Friday, 2<sup>nd</sup> September, 2022 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 2<sup>nd</sup> September, 2022 received from the Scrutinizer, Mr. Kashyap Shah, Practicing Company Secretary on remote e-voting process and electronic voting process at 87<sup>th</sup> AGM pursuant to Section 108 & 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014

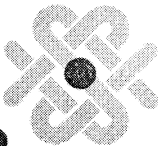
We request you to take the same on your records.

Thanking you,

Yours faithfully,  
For Shri Dinesh Mills Limited,

  
J B Sojitra  
Company Secretary  
Encl.: As stated above

  
**dinesh**  
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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:**

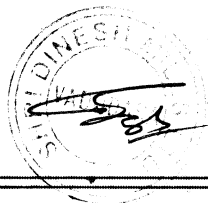
Date of the AGM	2 <sup>nd</sup> September, 2022
Total no. of shareholders on Record date	7481 shareholders
<b>No. of shareholders present in the meeting either in Person or through Proxy</b>	-
Promoters and Promoter Group:	-
Public:	-
(i) Shareholders in Person	-
(ii) Shareholders represented by proxies	-
<b>No. of shareholders attended the meeting through Video Conferencing</b>	46
Promoters and Promoter Group:	7
Public:	39

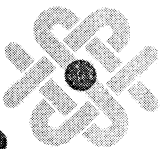
**Agenda No.1:** To consider and adopt the Audited Standalone Financial Statement of the Company, the Reports of the Board of Directors and Auditors' thereon including consolidated financial statement together with Auditors' Report thereon for the financial year ended 31st March, 2022.

**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	2788372	2788372	100%	2788372	0	100%	0%
	Poll		0	0%	0	0	0%	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		0	0%	0	0	0%	0%
Public: Non Institutions	E-voting	2812200	25059	0.89	25029	30	99.88%	0.12%
	Poll		0	0%	0	0	0%	0%
	Total		25059	1.53	25029	30	99.88%	0.12%
<b>Total</b>		<b>5600582</b>	<b>2813431</b>	<b>50.23%</b>	<b>2813401</b>	<b>30</b>	<b>99.99%</b>	<b>0.01%</b>





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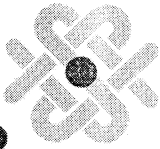
**Agenda No.2:** To declare dividend on equity shares

**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	2788372	2788372	100%	2788372	0	100%	0%
	Poll		0	0%	0	0	0%	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		0	0%	0	0	0%	0%
Public: Non Institutions	E-voting	2812200	25059	0.89	25029	30	99.88%	0.12%
	Poll		0	0%	0	0	0%	0%
	Total		25059	1.53	25029	30	99.88%	0.12%
<b>Total</b>		<b>5600582</b>	<b>2813431</b>	<b>50.23%</b>	<b>2813401</b>	<b>30</b>	<b>99.99%</b>	<b>0.01%</b>





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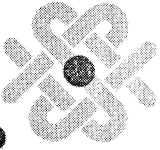
**Agenda No.3:** To appoint a Director in place of Shri J. B. Sojitra (DIN-00036120), who retires by rotation and being eligible, offers himself for re-appointment.

**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	2788372	2788372	100%	2788372	0	100%	0%
	Poll		0	0%	0	0	0%	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		0	0%	0	0	0%	0%
Public: Non Institutions	E-voting	2812200	25059	0.89	25029	30	99.88%	0.12%
	Poll		0	0%	0	0	0%	0%
	Total		25059	1.53	25029	30	99.88%	0.12%
<b>Total</b>		<b>5600582</b>	<b>2813431</b>	<b>50.23%</b>	<b>2813401</b>	<b>30</b>	<b>99.99%</b>	<b>0.01%</b>





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**Agenda No.4:** To Consider revision in Remuneration of Shri Bharatbhai Patel, Chairman & Managing Director of the Company.

**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	2788372	1993284	71.49%	1993284	0	100%	0%
	Poll		0	0%	0	0	0%	0%
	Total		1993284	71.49%	1993284	0	100%	0%
Public: Institutions	E-voting	10	0	0%	0	0	0%	0%
	Poll		0	0%	0	0	0%	0%
	Total		0	0%	0	0	0%	0%
Public: Non Institutions	E-voting	2812200	25059	0.89	25029	30	99.88%	0.12%
	Poll		0	0%	0	0	0%	0%
	Total		25059	1.53	25029	30	99.88%	0.12%
<b>Total</b>		<b>5600582</b>	<b>2018343</b>	<b>36.04%</b>	<b>2018313</b>	<b>30</b>	<b>99.99%</b>	<b>0.01%</b>





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**Agenda No.5:** To consider revision in Remuneration of Shri Nimishbhai Patel, Managing Director of the Company

**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	2788372	2019520	72.43%	2019520	0	100%	0%
	Poll		0	0%	0	0	0%	0%
	Total		2788372	72.43%	2019520	0	100%	0%
Public: Institutions	E-voting	10	0	0%	0	0	0%	0%
	Poll		0	0%	0	0	0%	0%
	Total		0	0%	0	0	0%	0%
Public: Non Institutions	E-voting	2812200	25059	0.89	25029	30	99.88%	0.12%
	Poll		0	0%	0	0	0%	0%
	Total		25059	1.53	25029	30	99.88%	0.12%
<b>Total</b>		<b>5600582</b>	<b>2044579</b>	<b>36.51%</b>	<b>2044549</b>	<b>30</b>	<b>99.99%</b>	<b>0.01%</b>

Place: Vadodara  
Date: 28<sup>th</sup> August, 2021

For Shri Dinesh Mills Limited,



**J. B. Sojitra**  
Company Secretary




**DECLARATION OF RESULTS**  
**87<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON 2<sup>ND</sup> SEPTEMBER, 2022**


The 87<sup>th</sup> Annual General Meeting (AGM) of the members of Shri Dinesh Mills Limited was held on Friday, 2<sup>nd</sup> September, 2022 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 23<sup>rd</sup> May, 2022.

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 87<sup>th</sup> AGM and submitted his Consolidated Report on voting (i.e. remote e-voting and electronic voting at the AGM) on 2<sup>nd</sup> September, 2022. The photocopy of the Scrutinizers' Report dated 2<sup>nd</sup> September, 2022 duly countersigned by the undersigned is attached herewith.

The Consolidated Results as per the Scrutinizers' Report dated 2<sup>nd</sup> September, 2022 is as under:

Item No. of Notice of 87 <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, 2022.	2813401	99.99%	30	0.01%	Nil	Passed with Requisite Majority





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<b>Item No.2:</b> <u>Ordinary Resolution:</u> To declare dividend on equity shares	2813401	99.99%	30	0.01%	Nil	Passed with Requisite Majority
<b>Item No.3:</b> <u>Ordinary Resolution:</u> 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.	2813401	99.99%	30	0.01%	Nil	Passed with Requisite Majority
<b>Item No.4:</b> <u>Special Resolution:</u> To Consider revision in Remuneration of Shri Bharatbhai Patel, Chairman & Managing Director of the Company.	2018313	99.99%	30	0.01%	Nil	Passed with Requisite Majority
<b>Item No.5:</b> <u>Special Resolution:</u> To consider revision in Remuneration of Shri Nimishbhai Patel, Managing Director of the Company	2044549	99.99%	30	0.01%	Nil	Passed with Requisite Majority

For SHRI DINESH MILLS LIMITED,

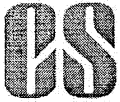
Place: Vadodara  
Date: 2<sup>nd</sup> September, 2022



**BHARAT PATEL**  
CHAIRMAN (87<sup>th</sup> AGM)

Encl.: Scrutinizers' Report dated 2<sup>nd</sup> September, 2022





**Kashyap Shah & Co.**

Practising Company Secretaries

Kashyap Shah (B.com, LL.B (Sp.), FCS)

B-203, Manubhai Towers,  
Opp. Faculty of Arts, Sayajigunj,  
Vadodara 390020.

Ph. (O) 2362244 (m) 9727037685

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]**

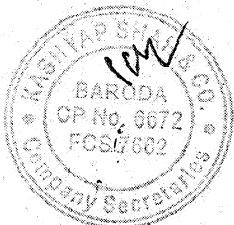
To,  
The Chairman,  
87<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
Shri Dinesh Mills Limited  
(CIN: L17110GJ1935PLC000494)  
Held on Friday, 02<sup>nd</sup> September, 2022 at 12:00 Noon through Video Conferencing

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 Near Indiabulls Mega Mall, Akota Road, Vadodara 390020 for the purpose of scrutinizing the remote e-voting process and electronic voting process through Video Conferencing / Other Audio Visual Means (VC / OAVM) conducted at 87<sup>th</sup> 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, Circular No. 20/2020 dated May 05, 2020, Circular No. 02 dated 13<sup>th</sup> January, 2021, Circular No. 19/2021 & 20/2021 dated December 08, 2021 and Circular No. 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars").

In compliance of the above Circulars, the 87<sup>th</sup> 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.

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 Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities and on the poll conducted at the AGM.

3. Further to above, I submit my report as under:

- 3.1. The Company sent Notice dated 23<sup>rd</sup> May, 2022 convening the 87<sup>th</sup> AGM along with Statement setting out material facts under Section 102 of the Companies Act, 2013 and Annual Report 2021-22 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 Monday, 29<sup>th</sup> August, 2022 at 9.00 A.M. to Thursday, 1<sup>st</sup> September, 2022 at 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 newspaper advertisements on 09/08/2021 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 Monday, 29<sup>th</sup> August, 2022 at 9.00 A.M. to Thursday, 1<sup>st</sup> September, 2022 at 5.00 P.M. and that the aforesaid remote e-voting period was completed one day prior to the date of the 87<sup>th</sup> AGM which was held on 02<sup>nd</sup> September, 2022.
- 3.6. The Equity Shareholders holding shares as on the "cut off" date i.e. 24<sup>th</sup> August, 2022 were entitled to vote on the proposed resolutions (Item Nos. 01 to 5) as set out in the Notice of the 87<sup>th</sup> Annual General Meeting of the Company.
- 3.7. At the 87<sup>th</sup> AGM of the Company held on 02<sup>nd</sup> September, 2022 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 02<sup>nd</sup> September, 2022, 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 87<sup>th</sup> 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 Friday, 02<sup>nd</sup> September, 2022 at around 12:54 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.

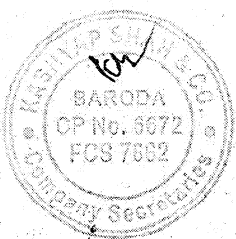
3.11 Based from the Reports generated from the e-voting website of NSDL, I hereby submit my Consolidated Report on the Result of the remote e-voting together with that of electronic voting at the 87<sup>th</sup> AGM of the Company in respect of the said Resolutions as under:

**ORDINARY BUSINESS:**

**Resolution No. 1 – As an 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 31<sup>st</sup> March, 2022.

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	67	2813431	2813401	30	99.9989%	0.0011%
Electronic voting at AGM	0	0	0	0	0	0
<b>Total Voting</b>	<b>67</b>	<b>2813431</b>	<b>2813401</b>	<b>30</b>	<b>99.9989%</b>	<b>0.0011%</b>



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

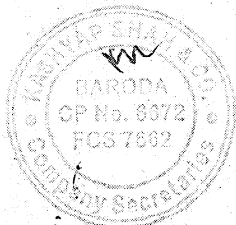
To declare dividend on equity shares

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	67	2813431	2813401	30	99.9989%	0.0011%
Electronic voting at AGM	0	0	0	0	0	0
<b>Total Voting</b>	<b>67</b>	<b>2813431</b>	<b>2813401</b>	<b>30</b>	<b>99.9989%</b>	<b>0.0011%</b>

**Resolution No. 3 – As an 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.

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	67	2813431	2813401	30	99.9989%	0.0011%
Electronic voting at AGM	0	0	0	0	0	0
<b>Total Voting</b>	<b>67</b>	<b>2813431</b>	<b>2813401</b>	<b>30</b>	<b>99.9989%</b>	<b>0.0011%</b>



**SPECIAL BUSINESS:****Resolution No. 4 – As a Special Resolution:**

To Consider Revision In Remuneration Of Shri Bharatbhai Patel, Chairman & Managing Director Of The Company.

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	66	2018343	2018313	30	99.9985%	0.0015%
Electronic voting at AGM	0	0	0	0	0	0
<b>Total Voting</b>	66	2018343	2018313	30	99.9985%	0.0015%

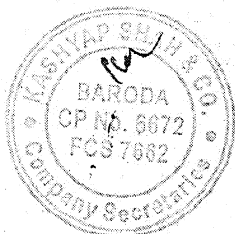
\*valid votes considered

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

To Consider Revision In Remuneration Of Shri Nimishbhai Patel, Managing Director Of The Company.

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	66	2044579	2044549	30	99.9985%	0.0015%
Electronic voting at AGM	0	0	0	0	0	0
<b>Total Voting</b>	66	2044579	2044549	30	99.9985%	0.0015%

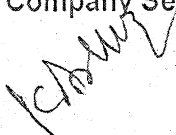
\*valid votes considered

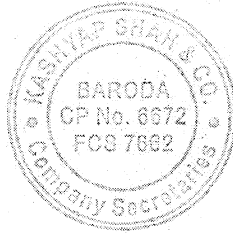


4. All relevant records relating to Remote e-voting as well as electronic voting at the 87<sup>th</sup> AGM of the Company shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same shall be handed over to the Compliance Officer for safe keeping.

Yours faithfully,

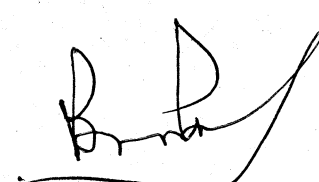
For Kashyap Shah & Co.,  
Company Secretaries

  
Kashyap Shah  
Proprietor  
CP No - 6672, FCS - 7662



Place: Vadodara  
Dated: 02.09.2022  
UDIN: F007662D000897837

Received on: 02/09/2022  
FOR SHRI DINESH MILLS LIMITED

  
BHARAT PATEL  
CHAIRMAN