



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

8th February, 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 & SCRUTINIZERS' REPORT.

REF: 1ST EXTRA-ORDINARY GENERAL MEETING (1ST EOGM OF 2018-19) HELD ON THURSDAY, FEBRUARY 07, 2019 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 business transacted at 1st Extra - Ordinary General Meeting (1st EOGM of 2018-19) of the Shareholders of the Company held on 7th February, 2019 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 copy of the declaration of Voting Results by the Chairman of the 1st EOGM along with the Consolidated Report dated 8th February, 2019 received from the Scrutinizer, Mr. Kashyap Shah, Practicing Company Secretary on remote E-voting and voting through Ballot papers at the EOGM 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





CIN: L17110GJ1935PL0000404

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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 EOGM	7 th February, 2019
Total no. of shareholders on Record date	9015 shareholders
No. of shareholders present in the meeting either in Person or through Proxy	51
Promoters and Promoter Group:	9 (Includes 3 proxies)
Public:	
(i) Shareholders in Person	32
(ii) Shareholders represented by proxies	10
No. of shareholders attended the meeting through Video Conferencing	Not Arranged
Promoters and Promoter Group:	N.A.
Public:	N.A.

Agenda No.1: Preferential Issue of Warrants of the Company to the Promoter(s) / Promoters Group

Resolution Required: Special

Whether Promoter / Promoters Group are interested in the Agenda / Resolution? : Yes

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	555825	555825	100	2386	553439	0.43	99.57
	Poll	148596	148596	100	148596	0	100	0
	Total	704421	704421	100	150982	553439	21.43	78.57
Total		2992793	2992793	100	2439354	553439	81.51	18.49

Place: Vadodara
 Date: 8th February, 2019



For Shri Dinesh Mills Limited,

J. B. Sojitra
 Company Secretary

Subject to Vadodara Jurisdiction

dinesh



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DECLARATION OF RESULTS **1ST EXTRA-ORDINARY GENERAL MEETING (1ST EOGM OF 2018-19) HELD ON** **7TH FEBRUARY, 2019**

The 1st Extra - Ordinary General Meeting (1st EOGM of 2018-19) of the members of Shri Dinesh Mills Limited was held on Thursday, 7th February, 2019 at 11:00 A.M. at the Registered Office of the Company situated at Padra Road, Vadodara – 390020 to transact the Special business as per the Notice of the EOGM dated 5th January, 2019.

The Board of Directors had appointed Mr. Kashyap Shah, Practicing 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 6th February, 2019 and poll conducted at the EOGM and submitted his Consolidated Report on voting (i.e. remote e-voting and the poll at the EOGM) on 8th February, 2019. The photocopy of the Scrutinizers' Report dated 8th February, 2019 duly countersigned by the undersigned is attached herewith.

The Consolidated Results as per the Scrutinizers' Report dated 8th February, 2019 is as under:

Item No.	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: Special Resolution: Preferential Issue of Warrants of the Company to the Promoter(s) / Promoters Group.	2439354	81.51%	553439	18.49%	70	Passed with requisite majority

Place: Vadodara
Date: 8th February, 2019

For SHRI DINESH MILLS LIMITED,

BHARAT PATEL
CHAIRMAN (1st EOGM of 2018-19)



Encl.: Scrutinizers' Report dated 8th February, 2019



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 EOGM

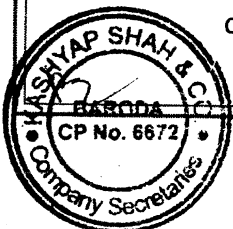
[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman of Extra-Ordinary General Meeting (1st EOGM of 2018-19)
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 Extra Ordinary General Meeting (EOGM) of Shri Dinesh Mills Limited held on Thursday, 7th February, 2019 held at Post Box No. 2501, Padra Road, Vadodara - 390020

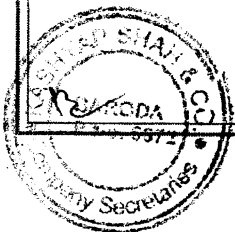
1. I, Kashyap Shah, Proprietor of Kashyap Shah & Co. Practising Company Secretaries, having office at B-203, Manubhai Towers, Sayajigunj, Vadodara 390005 has been appointed as Scrutinizer by the Board of Directors pursuant to Section 108 and Section 109 of the Companies Act, 2013, respectively read with 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 EOGM on the Resolutions contained in the Notice (herein after referred to as "Resolutions") of the EOGM of the Members of the Company held on Thursday, 7th February, 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 EOGM 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 EOGM.



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 EOGM 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, 12th January, 2019.
- B. The Remote E-voting period remained open from **3rd February, 2019** (9.00 A.M.) to **6th February, 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. **1st February, 2019** were entitled to vote on the Resolutions mentioned in the Notice of the EOGM.
- 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 EOGM 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. Hardik Paranjape and Mr. Sagar Lakhathi 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 EOGM, the E-votes casted were unblocked on 7th February, 2019 in the presence of 2 witnesses Mr. Hardik Paranjape and Mr. Sagar Lakhathi 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 EOGM, the Consolidated Report on the voting on each Resolution is as under:



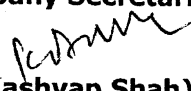
Resolution No. 1 – Special Resolution

Preferential Issue of Warrants of the Company to the Promoter(s)/ Promoters Group.

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	2386	0.08
Poll	43	2436968	81.43
Total	63	2439354	81.51
Against the resolution			
E-voting	14	553439	18.49
Poll	0	0	0
Total	14	553439	18.49
Invalid votes			
E-voting	0	0	
Poll	1	70	
Total	1	70	

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,

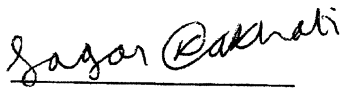

(Kashyap Shah)
Proprietor (CP No – 6672)



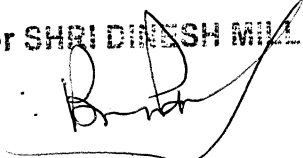
Date: 8th February, 2019
Place: Vadodara

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 7th February, 2019 at 2:00 p.m.

Witness (1) 
Mr. Hardik Paranjape

(2) 
Mr. Sagar Lakhati

For SHRI DINESH MILLS LTD.


CHAIRMAN (1st EOGM OF
2018-19)