



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

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

Date: May 25, 2019

By ON-LINE

Dear Sir,

SUB: OUTCOME OF THE BOARD MEETING HELD ON 25TH MAY, 2019 AND DISCLOSURE PURSUANT TO REGULATION 30 & 33 OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

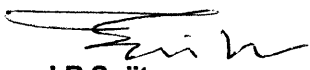
This is to inform you that, the Board of Directors of the Company at their meeting held on 25th May, 2019 have, inter alia, approved the following:

- (1) The Board has recommended dividend at the rate of Rs.1.80 per equity share of Rs.10/- each subject to approval of shareholders of the Company.
- (2) The audited Annual Financial Statements (Standalone & Consolidated) for the financial year 2018–2019 subject to approval of shareholders of the Company.
- (3) The Audited Financial Results (Standalone & Consolidated) for the quarter & year ended 31st March, 2019 and we attach herewith the same along with Auditors' Reports thereon and the Declaration pursuant to Regulation 33(3)(d) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended with reference to un-modified opinion by the Auditors of the Company.
- (4) Appointment of M/s. Kashyap Shah & Co., Practicing Company Secretaries, Vadodara as Secretarial Auditor of the Company for the financial year 2019–2020.
- (5) Revision in the term of appointment of M/s. Dhirubhai Shah & Co. LLP, Statutory Auditors subject to approval of shareholders of the Company.
- (6) Reappointment of Shri T.M. Patel and Shri Rakesh Agrawal as an Independent Directors of the Company for their second term of five years subject to approval of shareholders of the Company.
- (7) Disposal of immovable properties of Ankleshwar unit of the Company subject to approval of shareholders of the Company.
- (8) Adoption of new "Code of practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information" and "Code of Conduct for Prevention of Insider Trading" pursuant to SEBI (Prevention of Insider Trading) Regulations, 2015 as amended and we attach herewith the same.

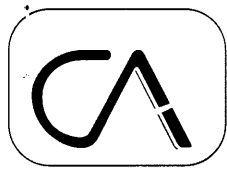
The Board Meeting held on 25th May, 2019 was commenced at 5.00 p.m. and concluded at 6.15 p.m.

Thanking You,
Yours faithfully,

For Shri Dinesh Mills Limited,


J B Sojitra
Company Secretary
Encl.: As stated above

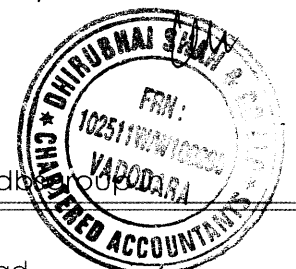




Auditor's Report on Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To,
The Board of Directors of
Shri Dinesh Mills Limited

1. We have audited the accompanying statement of standalone financial results of Shri Dinesh Mills Limited ('the Company') for the quarter and year ended March 31, 2019 ('the Statement'), attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Regulation') read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 ('the Circular'). The standalone financial results for the quarter and year ended March 31, 2019 have been prepared on the basis of the standalone financial results for the nine month period ended December 31, 2018, the audited annual standalone financial statements as at and for the year ended March 31, 2019, and the relevant requirements of the Regulation and the Circular, which are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. Our responsibility is to express an opinion on these standalone financial results based on our review of the standalone financial results for the nine month period ended December 31, 2018 which was prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard (Ind AS) 34 Interim Financial Reporting, specified under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India; our audit of the annual standalone financial statements as at and for the year ended March 31, 2019; and the relevant requirements of the Regulation and the Circular.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

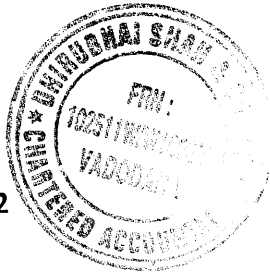


3. In our opinion and to the best of our information and according to the explanations given to us, these quarterly financial results as well as the year to date results:
- I. are presented in accordance with the requirements of Regulation read with the Circular, in this regard; and
 - II. give a true and fair view of the net profit, other comprehensive income and other financial information of the Company for the quarter and year ended March 31, 2019.
4. Further, read with paragraph 1 above, we report that the figures for the quarter ended March 31, 2019 represent the derived figures between the audited figures in respect of the financial year ended March 31, 2019 and the published year to date figures up to December 31, 2018, being the date of the end of the third quarter of the current financial year, which were subjected to a limited review as stated in paragraph 1 above, as required under the Regulation and the Circular.

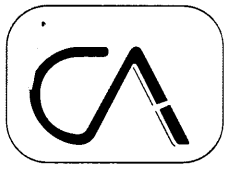
For, Dhirubhai Shah & Co LLP
Chartered Accountants
FRN: 102511W/W100298



Kaushik D Shah
Partner
Membership No: 016502



Place: Vadodara
Date: 25th May, 2019



Auditor's Report on Quarterly Consolidated Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To,
The Board of Directors
Shri Dinesh Mills Limited

1. We have audited the accompanying statement of consolidated financial results of Shri Dinesh Mills Limited ('the Company') comprising its subsidiaries (together, 'the Group') for the quarter and year ended March 31, 2019 ('the Statement'), attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Regulation') read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 ('the Circular').
2. This Statement, which is the responsibility of the Parent's Management and approved by the Board of Directors, has been compiled from the related consolidated financial statements which has been prepared in accordance with the Indian Accounting Standard prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder ('Ind AS') and other accounting principles generally accepted in India and in compliance with Regulations 33 of the Listing Regulations. Our responsibility is to express an opinion on the Statement based on our audit of such consolidated financial statements.
3. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.
4. In our opinion and to the best of our information and according to the explanations given to us and the based on the other financial information of subsidiaries, these quarterly consolidated financial results as well as the year to date results:

I. includes the results of the entities mentioned in paragraph 5 below;



- II. are presented in accordance with the requirements of Regulation read with the Circular, in this regard; and
- III. give a true and fair view of the consolidated net loss, other comprehensive income and other financial information of the Group for the quarter and year ended March 31, 2019.

5. The Statement includes the results of the following entities

- Dinesh Remedies Limited
- Fernway Technologies Limited
- Fernway Textiles Limited

For, Dhirubhai Shah & Co LLP
Chartered Accountants
FRN: 102511W/W100298



Kaushik D Shah
Partner
Membership No: 016502



Place: Vadodara
Date: 25th May, 2019

Statement of Audited Financial Results for the quarter and year ended 31st March, 2019

(Rs. In lakhs)

Sr. No.	Particulars	Standalone				Consolidated			
		(Audited)	(Unaudited)	(Audited)	(Audited)		(Audited)		
		Three months ended 31/03/2019	Preceding three months ended 31/12/2018	Corresponding three months ended 31/03/2018 in the previous year	Year ended 31/03/2019	Year ended 31/03/2018	Year ended 31/03/2019	Year ended 31/03/2018	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	
	(Refer Notes below)								
1	Income from Operations								
a)	Revenue from operations (Note 7)	1,588.74	1,789.15	2,017.10	6,876.44	7,814.43	8,942.14	9,414.32	
b)	Other Income	100.05	105.24	127.71	393.03	408.03	417.52	439.87	
	Total Income	1,688.79	1,894.39	2,144.81	7,269.47	8,222.46	9,359.67	9,854.19	
2	Expenses								
a	Cost of materials consumed	234.32	418.62	346.96	1,381.45	2,069.12	2,295.98	2,728.64	
b	Purchase of stock-in-trade	15.49	41.07	102.63	137.37	176.32	137.37	176.32	
c	Changes in inventories of Finished goods, work-in-progress and stock-in-trade	85.92	236.78	329.92	720.16	446.42	712.04	469.54	
d	Excise duty on sales (Note 7)	-	-	-	-	127.84	-	152.08	
e	Employee benefits expenses	522.65	577.95	768.81	2,386.26	2,820.98	2,715.39	3,098.32	
f	Finance costs	22.10	30.10	34.64	114.57	150.11	173.63	211.33	
g	Depreciation and amortization expenses	156.03	161.03	173.90	662.12	709.42	817.96	862.49	
h	Other expenses	452.87	386.94	578.04	1,676.62	1,856.11	2,361.69	2,404.25	
	Total Expenses	1,489.38	1,852.49	2,334.90	7,078.55	8,356.32	9,214.06	10,102.97	
3	Profit / (Loss) from ordinary activities before exceptional items and tax	199.41	41.90	(190.09)	190.92	(133.86)	145.61	(248.78)	
4	Exceptional items	3.37	3.60	217.51	275.89	516.77	275.89	516.77	
5	Profit / (Loss) from ordinary activities before tax	196.04	38.30	(407.60)	(84.97)	(650.63)	(130.28)	(765.55)	
6	Tax Expense								
a	Provision for taxation (net)	-	-	-	-	-	-	-	
b	Earlier year tax provisions (written back)	-	-	-	-	-	-	-	
c	Provision for Deferred tax liability / (asset)	4.36	4.74	2.84	(104.24)	(84.84)	(104.24)	(84.84)	
7	Net Profit / (Loss) for the period	191.68	33.56	(410.44)	19.27	(565.79)	(26.04)	(680.71)	
8	Other comprehensive income / (expenses)								
	Re-measurement gains/ (losses) on post	11.30	-	46.71	11.30	46.71	10.70	48.61	
	Fair valuation of investment in equity shares	-	(0.83)	-	(0.83)	-	(0.83)	-	
9	Total comprehensive income for the period	202.98	32.73	(363.73)	29.74	(519.08)	(16.18)	(632.10)	
10	Net profit attributable to:								
a	Owners	-	-	-	-	-	(5.99)	(630.05)	
b	Non-controlling interest	-	-	-	-	-	(20.05)	(50.66)	
11	Other comprehensive income attributable to:								
a	Owners	-	-	-	-	-	10.14	47.77	
b	Non-controlling interest	-	-	-	-	-	(0.27)	0.84	
12	Total comprehensive income attributable to:								
a	Owners	-	-	-	-	-	4.14	(582.28)	
b	Non-controlling interest	-	-	-	-	-	(20.32)	(49.82)	
13	Paid-up equity share capital (face value of Rs.10/-)	520.06	510.06	508.44	520.06	508.44	520.06	508.44	
	Earning per share								
	(of Rs. 10/- each) (not annualized):								
a	Basic (in Rs)	3.76	0.66	(8.07)	0.38	(11.13)	(0.51)	(13.39)	
b	Diluted (in Rs.)	3.75	0.66	(8.07)	0.38	(11.13)	(0.51)	(13.39)	



STATEMENT OF ASSETS AND LIABILITIES

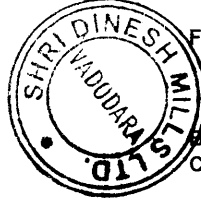
	Standalone		Consolidated	
	As at 31-03-2019 Rs. In Lakhs	As at 31-03-2018 Rs. In Lakhs	As at 31-03-2019 Rs. In Lakhs	As at 31-03-2018 Rs. In Lakhs
ASSETS				
NON-CURRENT ASSETS				
(a) Property, Plant and Equipment	3,297.91	3,667.15	5,418.18	5,832.28
(b) Capital Work in Progress	-	5.60	-	9.70
(c) Financial Assets				
(i) Investments	1,350.72	1351.55	30.91	31.74
(ii) Loans	105.39	100.51	142.95	138.07
(iii) Others	16.60	17.05	16.60	17.05
(e) Other Non Current Assets	-	3.15	14.50	13.73
	4,770.62	5,145.01	5,623.14	6,042.57
CURRENT ASSETS				
(a) Inventories	1,993.31	2,853.82	2,278.14	3,001.96
(b) Financial Assets				
(i) Investments	4,664.36	3,502.79	4,664.36	3,502.79
(ii) Trade Receivables	693.67	905.18	1,312.65	1,566.96
(iii) Cash and Cash Equivalents	410.41	308.34	424.50	333.87
(iv) Bank balances other than above (iii)	21.77	20.30	21.77	20.30
(vi) Others	33.36	34.54	33.36	34.54
(c) Other Current Assets	224.31	190.86	272.42	213.62
	8,041.19	7,815.83	9,007.21	8,674.04
TOTAL ASSETS	12,811.80	12,960.84	14,630.34	14,716.61
EQUITY AND LIABILITIES				
(a) Equity Share Capital	520.06	508.44	520.06	508.44
(b) Other Equity	9,574.13	9,328.31	9,274.56	9,054.35
	10,094.19	9,836.75	9,794.62	9,562.79
Non-controlling interests	-	-	810.37	830.68
LIABILITIES				
NON-CURRENT LIABILITIES				
(a) Financial Liabilities				
(i) Borrowings	-	198.63	192.10	551.42
(ii) Others	210.25	245.34	210.25	245.34
(b) Provisions	308.83	378.51	333.77	397.73
(a) Deferred Tax Liabilities (Net)	146.46	250.65	146.46	250.65
(c) Other Non Current Liabilities	64.29	64.78	64.29	64.78
	729.83	1,137.91	946.87	1,509.92
CURRENT LIABILITIES				
(a) Financial Liabilities				
(i) Borrowings	(88.43)	(101.56)	155.64	33.87
(ii) Trade Payables	206.69	262.73	828.57	677.93
(iii) Other Financial Liabilities	315.62	466.58	525.02	721.76
(b) Other Current Liabilities	1,476.36	1,269.63	1,489.15	1,287.20
(c) Provisions	77.54	88.80	80.10	92.46
	1,987.78	1,986.18	3,078.47	2,813.22
	12,811.80	12,960.84	14,630.34	14,716.61



NOTES:

- 1 The above results for the quarter and year ended March 31, 2019 were reviewed by the Audit Committee and then approved by the Board of Directors at their meeting held on May 25, 2019.
- 2 The above results has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS), prescribed under Section 133 of the Companies Act, 2013, and other recognised accounting practices and policies to the extent applicable.
- 3 The format of the above results as prescribed in SEBI's Circular CIR/CFD/CMD/15/2015 dated 30th November, 2015 has been modified to comply with the requiremetns of SEBI's Circular dated 5th July, 2016, Ind AS and Schedule III [Division II] to the Companies Act, 2013.
- 4 The figures for the quarter ended March 31, 2019 are balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the current financial year.
- 5 The Company has only one business segment - "Textiles" and no reportable geographical segment.
- 6 Exceptional items represent VRS payments made to the workers.
- 7 Revenue from operations and excise duty for the year ended March 31, 2019 are not comparable with current periods since sales for current period is net of GST whereas revenue was inclusive of excise duty upto quarter ended June 30, 2017
- 8 The Consolidated Audited Accounts includes Audited Financial Accounts of the following subsidiary companies for the year ended 31st March, 2019
 - i) Dinesh Remedies Limited
 - ii) Fernway Textiles Limited
 - iii) Fernway Technologies Limited
- 9 Employee benefit expenses includes expenses related to Employee Stock Options issued by the Company.
- 10 The Board of Directors have recommended for the approval of Members, a final dividend of Rs. 1.80 per equity share of Rs. 10/- each.
- 11 Figures of previous reporting periods have been regrouped/ reclassified wherever necessary to correspond with the figures of the current reporting period.

Place: Vadodara
Date: 25th May, 2019



For and on behalf of the Board of Directors

Bharat Patel
Bharat Patel
Chairman & Managing Director

Shri Dinesh Mills Ltd.

CIN: L17110GJ1935PLC000494

P.B.No.2501, Padra Road, Vadodara – 390 020

Tel No. 0265 – 2330060 / 61 / 62, Fax No. 0265 – 2336195

Email: sojitra@dineshmills.com Website: www.dineshmills.com**EXTRACT OF AUDITED FINANCIAL RESULTS (STANDALONE & CONSOLIDATED) FOR THE QUARTER AND THE YEAR ENDED 31ST MARCH, 2019**

(Rs. In Lakhs)

Particulars	Standalone				Consolidated		
	Quarter ended 31/03/2019 (Audited)	Quarter ended 31/12/2018 (Unaudited)	Quarter ended 31/03/2018 (Audited)	Year ended 31/03/2019 (Audited)	Year ended 31/03/2018 (Audited)	Year ended 31/03/2019 (Audited)	Year ended 31/03/2018 (Audited)
Total income from operations	1688.79	1894.39	2144.81	7269.47	8222.46	9359.67	9854.19
Net Profit / (Loss) for the period (before tax & exceptional items)	199.41	41.90	(190.09)	190.92	(133.86)	145.61	(248.78)
Net Profit / (Loss) for the period before tax (after exceptional items)	196.04	38.30	(407.60)	(84.97)	(650.63)	(130.28)	(765.55)
Net Profit / (Loss) for the period after tax (after exceptional items)	191.68	33.56	(410.44)	19.27	(565.79)	(26.04)	(680.71)
Total Comprehensive Income for the period [Comprising Profit / (Loss) for the period (after tax) and Other Comprehensive Income (after tax)]	202.98	32.73	(363.73)	29.74	(519.08)	(16.18)	(632.10)
Equity Share Capital (Face Value of Rs.10/- per share)	520.06	510.06	508.44	520.06	508.44	520.06	508.44
Earnings Per Share of Rs.10/- each (not Annualized)	3.76	0.66	(8.07)	0.38	(11.13)	(0.51)	(13.39)
Basic:	3.75	0.66	(8.07)	0.38	(11.13)	(0.51)	(13.39)
Diluted:							

Note:

The above is an extract of the detailed format of Quarterly & Annual Financial Results reviewed by the Audit Committee and approved by the Board of Directors at their respective meeting held on 25th May, 2019 and the same is filed with the BSE Limited under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of Quarterly & Annual Financial Results and Notes thereto are available on the BSE website www.bseindia.com and also on the Company's website www.dineshmills.com



For and on behalf of the Board of Directors,

Bharat Patel
Bharat Patel
 Chairman & Managing Director

Place: Vadodara

Date: May 25, 2019



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

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

By On-Line

Dear Sir,

Subject: Declaration pursuant to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.r.t. Audit Report with unmodified opinion

The Board of Directors of the Company in its meeting held today, i.e. 25th May, 2019, approved the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date. Accordingly, the Statement of Audited Financial Results pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Auditors' Report thereon was also approved.

Further, pursuant to Regulation 33(3)(d) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Notification dated 25th May, 2016 issued by SEBI, we hereby declare that the Auditors' Reports on the Annual Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2019, are with un-modified opinion.

Yours faithfully,
For Shri Dinesh Mills Limited,

Bharat Patel
Chairman & Managing Director (CEO)



For Shri Dinesh Mills Limited,

Apurva Shah
Chief Financial Officer (CFO)

Place: Vadodara
Date: May 25, 2019

NEW CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 8(1) read with Regulation 3(2a) of the SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. INTRODUCTION:

- 1.1 The Board of Directors of Shri Dinesh Mills Limited (hereinafter referred to as “The Company”) adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” (**“Existing Code”**) pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- 1.2 Pursuant to amendments in the SEBI ((Prohibition of Insider Trading) Regulations, 2015 vide the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 effective from 1st April, 2019, the Company is required to make a policy for determination of “Legitimate Purposes” as a part of “Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information” formulated under Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015. (**“PIT Regulations”**)
- 1.3 **Accordingly**, the Board of Directors of the Company has adopted this new code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (**“UPSI”**) (**“Fair Disclosure Code”**) incorporating a policy for determination of “Legitimate Purposes” in its meeting held on 25th May, 2019 which is effective from 1st April, 2019 in place of Existing Code.

2. PRINCIPLES OF FAIR DISCLOSURE:

The Company has adopted the following principles of fair disclosure in order to adhere to each of the principles set out in Schedule A of PIT Regulations:

- 2.1 The Company shall ensure prompt public disclosure of Unpublished Price Sensitive Information that may impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 2.2 The company shall ensure a uniform and universal dissemination of Unpublished Price Sensitive Information to avoid Selective disclosure.
- 2.3 The Compliance Officer of the Company, Shri J. B. Sojitra, Company Secretary of the Company shall act as the Chief Investor Relations Officer of the Company under SEBI (Prohibition of Insider Trading) Regulations, 2015 to deal with dissemination of information and disclosure of UPSI.
- 2.4 The Company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 2.5 The Company shall ensure appropriate and fair response to queries on news reports and requests for verification of markets rumours by Regulatory Authorities.
- 2.6 The Company shall ensure that information shared with Analysts and research personnel, if any, is not UPSI.

- 2.7 The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosure made.
- 2.8 The Company shall ensure the handling all UPSI on a need to know basis.

3. **POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES AS PER REGULATION 3(2A) OF THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015:**

3.1 **Purpose of the Policy:** This policy is for the purpose of taking care about communication or procurement of UPSI.

3.2 **Communication of UPSI:**

An insider as defined in Regulation 2(g) of the PIT Regulations shall not:

- Communicate, provide, or allow access to any UPSI, relating to the Company or securities of the Company listed with stock exchanges, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- It is an obligation on all insiders who are essentially persons in possession of UPSI to handle such information with care and to deal with the information with them when transacting their business strictly on a need-to-know basis.

3.3 **Procurement of UPSI:**

- No person shall procure from or cause the communication by any insider of UPSI, relating to the Company or securities of the Company, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- It is intended to impose a prohibition on unlawfully procuring possession of UPSI from insider or the Company.
- Inducement and procurement of UPSI not in furtherance of one's legitimate duties and discharge of obligations would be considered as illegal under the PIT Regulations.

3.4 **Meaning of Legitimate purpose:**

- “**Legitimate Purpose**” shall include sharing or communication of UPSI in the ordinary course of business by an insider with the partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants (hereinafter referred to as “**Third Parties**”). However, such sharing of UPSI should not be carried out to evade or circumvent the prohibitions of the PIT Regulations.

3.5 **Recipient of UPSI is also insider:**

- Any person in receipt of UPSI pursuant to a “legitimate purpose” shall also be considered as an “Insider” for purposes of PIT Regulations.

3.6 **Control and restriction on Communication / procurement of UPSI by insiders:**

- Communication of UPSI in terms of para 3.2 above and procurement of UPSI in terms of para 3.3 above, shall be strictly towards furtherance of legitimate purposes, performance of duties or discharge of legal obligations and shall be

subject to maintaining of confidentiality of UPSI by such insiders and Third Parties. The onus on maintaining confidentiality of UPSI shall be on such Insiders and Third Parties, to whom due notice is assumed to be given pursuant to this Fair Disclosure Code, which is available on its website of the Company and also filed with the Stock Exchanges for dissemination of Information to General Public. Such Insiders and Third Parties are also required to ensure compliance with Regulation 3 of the PIT Regulations.

4. Procedure in case of leak or suspected leak of UPSI:

4.1 All information shall be handled within the Organization on an need-to-know basis and no UPSI shall be communicated to any person except in furtherance of the Insider's legitimate purposes, performance of duties or discharge of his/her legal obligations.

Norms for appropriate Chinese Walls procedures & Processes will be as under:-

- i. To prevent the misuse of confidential information, the Company shall separate those areas of the Company which routinely have access to confidential information, considered " Inside areas" from those areas which deal with sale / marketing / Investment advise or other departments providing support services, considered "public areas".
- ii. The employees in the Inside area shall not communicate any price sensitive information to any one in public area.
- iii. The employees in inside area may be physically segregated from employees in public area.
- iv. Demarcation of the various departments as inside area may be implemented by the Company.
- v. In exceptional circumstances employees from the public area may be brought "over the wall" and given confidential information on the basis of "need-to-know" criteria, under intimation to the Chief Investor Relations Officer.

4.2 In case of leak or suspected leak of the UPSI, the Chief Investor Relations Officer shall be immediately informed in order to take such necessary actions, initiate necessary inquiries and inform the Board promptly of such leak, inquiries and result of such inquiries.

5. Amendments:

This Fair Disclosure Code is subject to review by the Board of Directors of the Company as and when deemed necessary. The Board of Directors of the Company may amend the same from time to time depending upon requirement of the provisions of the Companies Act, 2013, the PIT Regulations and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

* * * * *

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

(Amended code w.e.f. 1st April, 2019)

1. Introduction

The Board of Directors of Shri Dinesh Mills Limited (“the Company”), has adopted this new “Code of Conduct for Prevention of Insider Trading” (the “Code”) to regulate, monitor and report trading by insider in place of the existing Code of Conduct for prevention of Insider Trading with reference to the SEBI (Prohibition of Insider Trading) (Amendment) Regulation 2018. This Code will be applicable from April 1, 2019.

2. Objective

The objective of this Code is to regulate, monitor and report trading by insider to ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 (including amendments thereof).

3. Definitions

- (a) “Act” means the Securities and Exchange Board of India Act, 1992 and any amendment(s) thereto.
- (b) “Board” means the Securities and Exchange Board of India.
- (c) “Code” means Code of Conduct to regulate, monitor and report trading by insider, approved by the Board of Directors of the Company in terms of Regulation 9 and as amended from time to time.
- (d) “the Company” means Shri Dinesh Mills Limited.
- (e) “Compliance Officer” means any senior officer, designated so and reporting to the Board of Directors or Head of the Organization in case Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the Codes specified in these regulations under the overall supervision of the Board of Directors of the Company or the Head of an Organization, as the case may be.
- (f) “Connected Person” shall mean such persons as defined under the Regulations.
- (g) “Designated Person” shall mean:
 - i. Promoters.
 - ii. Chief Executive Officer / Managing Director / Directors /Whole Time Director/Manager (if any)

- iii. Chief Financial Officer.
 - iv. Company Secretary.
 - v. Internal Auditor
 - vi. Any other person designated on the basis of their functional role and have access to unpublished price sensitive information as may be decided by Chairman & Managing Director of the Company pursuant to PIT Regulations.
- (h) "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis.
- (i) "Immediate Relative" means a spouse of a person, and includes parent, sibling, and child of connected person or of the spouse, any of whom is either dependent financially on connected person, or consults connected person in taking decisions relating to trading in securities.
- (j) "Insider" means any person who is:
- a connected person; or
 - in possession of or having access to unpublished price sensitive information.
- (k) "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- (l) "Promoter Group" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- (m) "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.
- (n) "specified" means specified by the Board in writing.
- (o) "Stock Exchanges" mean BSE Limited where the equity shares of the Company are presently listed/ or any other recognized Stock Exchanges where the securities of the Company will be listed.
- (p) "Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- (q) "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- (r) "Trading day" means a day on which the recognized Stock Exchange(s) are open for trading.

- (s) "Trading Plan" means a duly formulated Trading Plan which, once approved by Compliance Officer and notified to the Stock Exchange(s) for public disclosure, will entitle an Insider, to carry out the trade in Securities of the Company in accordance with the Trading Plan.
- (t) "Trading Window" means trading period for trading in Company's Securities.
- (u) "Unpublished Price Sensitive Information" ("UPSI") means any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- Financial Results.
 - Dividends.
 - Change in capital structure.
 - Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions.
 - Changes in key managerial personnel.

Words and expressions used and not defined in this Code but defined in the, Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

4. Restriction on communication and trading by Insiders.

Communication or procurement of unpublished price sensitive information:

- (1) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person, including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (2) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (3) Notwithstanding anything contained in this regulation, unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction pursuant to Regulation 3 of PIT Regulations.
- (4) For purposes of point (3) above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure

obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of point (3) above, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

5. Trading Plan

- (1) An Insider shall be entitled to formulate a Trading Plan and present it to the Compliance Officer for approval and public disclosure. A copy of application to be submitted to the Company as per **Annexure – A**.
- (2) Such Trading Plan shall
 - (i) not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan
 - (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the Securities and the second trading day after the disclosure of such financial results
 - (iii) entail trading for a period of not less than twelve months
 - (iv) not entail overlap of any period for which another Trading Plan is already in existence
 - (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected and
 - (vi) not entail trading in Securities for market abuse
- (3) The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. A copy of the approval letter as per **Annexure – B**.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

- (4) The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the Securities outside the scope of the Trading Plan.

Provided that the implementation of the Trading Plan shall not be commenced if any UPSI in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information so as to avoid violation of sub-regulation (1) of Regulation 4 of SEBI (Prohibition of Insider Trading) Regulations, 2015.

- (5) Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the Stock Exchange(s) on which the Securities are listed.

6. Trading when in possession of UPSI

No insider shall trade in securities when in possession of UPSI:

Provided that the insider may prove his innocence by demonstrating the circumstances including the following:

- (1) the transaction is an off-market *inter-se* transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of regulation 3 of these regulations

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

- (2) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of regulation 3 of these regulations.

- (3) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

- (4) the transaction in question was undertaken pursuant to the exercise of stock options in respect of ,which the exercise price was pre-determined in compliance with applicable regulations.

- (5) in the case of non-individual insiders:
- (i) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade and
 - (ii) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached
- (6) the trades were pursuant to a trading plan set up in accordance with Regulation 5.

7. Trading when not in possession of UPSI

- (1) All the Insiders and Designated Persons, while they are not in possession of UPSI may trade in the Company's Securities when Trading Window is open.
- (2) All the Insiders and Designated Persons are required to obtain pre-clearance of trade, as per **Annexure – C**, from the Compliance Officer of the Company if the value of transaction to be executed by them exceeds Rs.10,00,000 (Rupees Ten Lacs Only).
- (3) Approval for pre-clearance of Trade shall be given by Compliance Officer as per **Annexure – D**.
- (4) While applying for pre-clearance of trade, all the Insiders and Designated Persons are required to give a declaration to the effect that he/she is not in possession of any UPSI.
- (5) The trade, once it is pre-cleared by the Compliance Officer, will have to be executed by the Insiders and Designated Persons within a period of Seven (7) trading days failing which fresh pre-clearance will have to be obtained for the trades to be executed. Once the trade is executed, the Insiders/Designated Persons shall inform the Compliance Officer as per **Annexure – E**.
- (6) If the Insider / Designated Persons decides not to trade after obtaining pre-clearance from the Compliance Officer, he/she shall immediately inform the Compliance Officer as per **Annexure – F**.
- (7) Once the Trade is executed by the Insider / Designated Persons, he/she will not execute a Contra-trade for a period of six months. However, in case of emergencies, the application (**in the format given at Annexure – G**) has to

be made to the Compliance Officer who may grant relaxation from strict application of such restriction for reasons to be recorded in writing. The Compliance Officer shall however, ensure that such relaxation does not violate the Regulations.

- (8) If a Contra-trade has been executed, inadvertently or otherwise, in violation of above clause, the profits from such trade shall be collected from the concerned Insider / Designated Person shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
- (9) In the case of ESOPs, exercise of option may be allowed in the period when the Trading Window is closed. However, sale of Securities allotted on exercise of ESOPs shall not be allowed when Trading Window is closed.
- (10) In the case of Rights Issue, all the Insiders and the Designated Persons may subscribe their rights entitlement even when Trading Window is closed. However, subscribing to rights renounced in their favour shall not be allowed when Trading Window is closed.
- (11) Trading Window shall remain closed pursuant to PIT Regulations upon happening of the UPSI related events which may have effect on the share price of the Company and the Trading Window will again be opened 48 hours after the information is made public.

8. Code of Internal Procedures and Conduct

- (1) Compliance Officer:
 - (i) The Compliance Officer shall report to the Board of Directors and in particular provide report to the Chairman of Audit Committee for the purpose of compliance with the SEBI (Prohibition of Insider Trading) Regulation, 2015, once in a year.
 - (ii) The Compliance Officer shall be responsible for setting both Codes, for adherence of the rules for prevention of Insider Trading, pre-clearing of Designated Persons' and their dependents' and Connected Person's trades, monitoring of trades and implementation of this Code under overall supervision of the Board.
 - (iii) The Compliance Officer shall maintain record of Designated Persons and changes thereof.
 - (iv) The Compliance Officer shall approve and notify Trading Plan to the Stock Exchanges on which securities are listed in accordance with this Code.
- (2) All information shall be handled within the organization on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

- (3) The disclosures to be made by any person shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- (4) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Chapter:

Provided that trading in derivatives of securities is permitted by any law for the time being in force.

- (5) Designated Persons and immediate relatives of designated persons in the organization shall be governed by this Code while dealing in securities of the Company.
- (6) Designated persons may execute trades subject to compliance with these regulations.

9. Disclosure by Certain Persons:

A. Initial Disclosure

- (1) Every Promoter, member of the promoter group, Key Managerial Personnel and Director of the Company shall disclose his holding of Securities of the Company as on 15th May, 2015 to the Company within thirty days from 15th May, 2015 in the format prescribed under PIT Regulations.
- (2) Every person on being appointed as a Key Managerial Personnel and Director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of Securities of the Company as on date of appointment of becoming a Promoter, to the Company within seven days of such appointment of becoming a Promoter in the in the format prescribed under PIT Regulations.

B. Continual Disclosure

- (1) Every Promoter, member of the promoter group, designated person and Director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified from time to time in the format prescribed under PIT Regulations.
- (2) The Company shall notify the particulars of such trading to the Stock Exchanges within two trading days of receipt of the disclosure or from becoming aware of such information in the format prescribed under PIT Regulations.

10. Disclosures by other Connected Persons

The Company may, at its discretion, require any other Connected Person or class of connected persons, to make disclosures of holdings and trading in Securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with this Code.

11. Maintenance of Records of Disclosures

The Compliance Officer shall maintain records of all the above disclosures in an appropriate form for a minimum period of 5 (five) years from the date of the filing thereof.

12. Dealing in case of suspected leak or leak of Unpublished Price Sensitive Information (UPSI)

i) Inquiry for Leakage of UPSI

All UPSI shall be handled on a need to know basis only. In case of any UPSI is proposed to be provided, the person proposing to provide the information shall consult Company Secretary & Compliance officer / Chief Financial Officer / Chairman and Managing Director in advance.

In case any UPSI is leaked or is suspected to be leaked by any insider, the Compliance officer will investigate the matter and collect / gather the evidences and will report to the Chairman of Audit Committee. The Chairman of the Audit Committee will thereafter convene meeting of Audit Committee depending on severity of the matter.

ii) Process for inquiry

All the matters concerning leak of UPSI or suspected leak of UPSI, will be thoroughly investigated by Compliance officer / Chief Financial Officer. Such Compliance officer / Chief Financial Officer may at their discretion, consider involving external investigators for the purpose of the investigation.

The Compliance officer / Chief Financial Officer may ask the concerned insider to remain present for investigation, discussion etc. and for such investigation task team may ask for personal bank account statement or such other details or documents as it deems fit.

iii) Report to Audit Committee for appropriate action

The Compliance officer will report to the Chairman of the Audit Committee and upon receipt of report by the Chairman, he will convene meeting of the Audit Committee, depending on severity of the matter. The Audit Committee based on such report may decide the suitable action including but not limited to withholding of salary / termination of employment / monetary penalty.

13. Sanction / Penalty for Violation / Non-compliance

Depending upon the severity of the violation / non-compliance with the Code by the Insider / Designated Person, the Board of Directors shall impose sanction / penalty and disciplinary actions, including wage freeze, suspension, recovery, clawback etc. at their discretion.

14. Communication of this Code

A copy of this Code and every amendment thereto shall be promptly intimated to the Stock Exchange(s). A copy of this Code shall be handed over to the Directors and all the Designated Persons within one month from the date of approval by the Board. This Code shall also be posted on the website of the Company.

15. Amendment

Any change in this Code shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Code or replace the entire Code, at any time, as it deems fit, or from time to time or pursuant to amendment in PIT Regulations and the decision of the Board in this respect shall be final and binding.

* * * * *

Annexure - A
Application for approval of Proposed Trading Plan

To
The Compliance Officer
SHRI DINESH MILLS LIMITED
P. B. No. 2501, Padra Road, Vadodara – 390 020

Sub: Application for approval of Proposed Trading Plan

Dear Sir,

I / we am / are holding ____ equity shares of Rs.10/- each in the Company and hereby submit my / our proposed trading plan for trading in equity shares of the Company during the period when the Trading Window is open, for your consideration and approval.

Sr. No	No. of Equity Shares	Plan for Purchase or Sell month wise details	Indicative price range	Remark

I/We request you to approve my / our proposed Trading Plan.

Thanking you,

Yours faithfully,

Name:
Designation:

Annexure - B
Approval of Trading Plan

To

Sub: Your Application for approval of Trading Plan

Dear Sir/ Madam,

With reference to your above application requesting to approve your proposed Trading Plan for trading in equity shares of the Company as per the details mentioned therein, I/We have examined the Trading Plan submitted by you and give you the approval for trading in equity shares of the Company when trading window is open.

Sr. No.	No. of Equity Shares	Plan for Purchase or Sell month wise details	Indicative price range	Remark

Please note the Trading Plan as approved is required to be implemented by you mandatorily in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015 and you are also required to abide by requirements of disclosure of change in your holding.

Please note that a copy of approved Trading Plan is submitted by us to the Stock Exchanges where Securities of the Company are listed.

Thanking you,

Yours faithfully,
For SHRI DINESH MILLS LIMITED,

Compliance Officer

Annexure - C
Application for pre-clearance of trade SEBI (PIT) Regulations, 2015
(When dealing in Securities beyond the threshold limit)

To
The Compliance Officer
SHRI DINESH MILLS LIMITED
P. B. No. 2501, Padra Road,
Vadodara – 390 020

Dear Sir,

Sub: Pre-clearance of trade

Ref: DP's name: _____
DP ID: _____ CLIENT ID: _
Name of Insider: _____
Address: _____

Your approval is solicited for purchase/sale of _____ equity shares of Rs.10/- each of the Company in dematerialized form.

I state on solemn affirmation:

1. that I am Director / employee / of the Company who may reasonably be expected to have an access to UPSI in relation to the Company.
2. that I intend to purchase/sale _____ equity shares of the Company in Demat form immediately on receipt of clearance for trade.
3. that I am aware of the code of conduct for Prohibition of Insider Trading (PIT) and that the provisions are applicable to me.
4. that at this point of time, Trading Window is open and I am permitted to trade in equity shares of the Company.
5. that I do not have access to the UPSI and also have not received UPSI till today.
6. that in case I have access to the price sensitive information or receive it after signing this undertaking, I shall inform the change and refrain from dealing in equity shares till the information becomes public.
7. that I have not contravened the code of conduct for prevention of Insider Trading as notified by the Company.
8. that whatever is stated above is true and correct to the best of knowledge and nothing has been concealed.

Yours truly,

Name:
Designation:

Note: You are requested to use the above format for preclearance of trade of your dependents i.e. dependent parents, dependent spouse, and dependent children

Annexure - D
Pre-clearance Trade

To,

Sub: Your Application for Pre-clearance of trade Dear Sir/Madam,

With reference to your application for approval of Trade in the equity shares of the Company, your application is considered and based on the undertaking given by you, the proposed trade is approved.

This approval is valid for seven (7) trading days, or till your access to UPSI, whichever is earlier.

Thanking you,

Yours faithfully,
For SHRI DINESH MILLS LIMITED,

Compliance Officer

Annexure - E
Completion of Trade

To
The Compliance Officer
SHRI DINESH MILLS LIMITED
P. B. No. 2501, Padra Road,
Vadodara – 390 020

Sub: Completion of Trade w.r.t. approved Pre-clearance of trade dated _____
Ref.: Folio No. _____ / DP Id CI Id _____

Dear Sir,

With reference to above, this is to inform you that the trade for purchase / sale equity shares of Company cleared by you vide No. _____ dated _____ has been completed.

The details required are as under:

DP's name: _____

Folio No. / DP Id/CI Id: _____

(state if the equity shares are purchased for the first time.)

I will hold the shares purchased/ not buy the shares for a period of 6 months from the date of completion of deal.

Thanking you,

Yours faithfully,

Name:
Designation:

Annexure - E

Intimation about non-execution of Trade after seeking pre-clearance

To
The Compliance Officer
SHRI DINESH MILLS LIMITED
P. B. No. 2501, Padra Road,
Vadodara – 390 020

Sub: Non-execution of Trade after obtaining Pre-clearance of trade vide letter dated _____

Ref.: Folio No. / DP Id CI Id

Dear Sir,

With reference to above, this is to inform you that you had approved my application for trade in the equity shares of the Company vide your letter dated _____. I wish to inform you that I could not execute the Trade on account of _____(state the reason for non- execution of Trade)

Thanking you,

Yours truly,

Name:

Designation:

Annexure - G
Application for waiver of minimum holding period

To
The Compliance Officer
SHRI DINESH MILLS LIMITED
P. B. No. 2501, Padra Road,
Vadodara – 390 020

Sub: Waiver of minimum holding period

Ref.: Your Pre-clearance dated _____

Folio No. _____ / DP Id CI Id _____

Dear Sir,

I/my dependent family member (state name & relation) had purchased equity shares of the Company vide pre-clearance dated _____ on _____ (date of completion of deal)

On account of _____ (state reason for selling) I wish to sell these equity shares of the Company within the minimum holding period.

Your approval is solicited.

Thanking you,

Yours truly,

Name:
Designation: