


CIN: U17106GJ1985PLC000491

shri dinesh mills ltd.

REGD. OFFICE: P.O. Box 2501, Padra Road, Vadodara 390 020, Gujarat, India
Tel.: +91 265 2330060/61/62/63/64/65, 3290938 Mobile: 9974005975
Fax: +91 265 2336195 Email: dinesh@dineshmills.com Website: www.dineshmills.com

September 29, 2016

To,
Dept. of Corporate Services,
BSE Limited
Floor – 1, P. J. Towers., Dalal Street,
MUMBAI – 400 001

FAX & ON-LINE

Dear Sir,

SUB: DECLARATION OF VOTING RESULTS & SCRUTINIZERS' REPORT – 81ST ANNUAL GENERAL MEETING HELD ON 27TH SEPTEMBER, 2016 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 businesses transacted at 81st Annual General Meeting (81st AGM) of the Shareholders of the Company held on 27th September, 2016 pursuant to Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

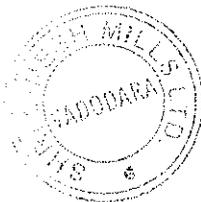
- (1) Voting Results in the format prescribed under the Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- (2) The certified true copy of the declaration of Voting Results by the Chairman of the 81st AGM along with the Consolidated Report dated 28th September, 2016 received from the Scrutinizer, Mr. Kashyap Shah, Practicing Company Secretary on remote E-voting and voting through Ballot papers at 81st AGM 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



dinesh



shri dinesh mills Ltd.

CIN: L17110GJ1995PL0000491

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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 | 27 th September, 2016 |
| Total no. of shareholders on Record date | 11249 shareholders |
| No. of shareholders present in the meeting either in Person or through Proxy | 47 |
| Promoters and Promoter Group: | 11 (Includes 6 proxies) |
| Public: | |
| (i) Shareholders in Person | 33 |
| (ii) Shareholders represented by proxies | 03 |
| No. of shareholders attended the meeting through Video Conferencing | Not Arranged |
| Promoters and Promoter Group: | N.A. |
| Public: | N.A. |

Agenda No.1: To consider and adopt the Audited Standalone Financial Statements of the Company, the Reports of the Board of Directors and Auditors' thereon including consolidated financial statements together with Auditors' Report thereon for the financial year ended 31st March, 2016.

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 | 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 | 400 | 400 | 100 | 380 | 20 | 95 | 5 |
| | Poll | 171164 | 171164 | 100 | 171164 | 0 | 100 | 0 |
| | Total | 171564 | 171564 | 100 | 171544 | 20 | 99.99 | 0.01 |
| Total | | 2459936 | 2459936 | 100 | 2459916 | 20 | 99.99 | 0.01 |



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Agenda No.2: To declare dividend for the financial year 2015–2016.

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 (3)= [(2)/(1)]*100 | No. of votes – in favour (4) | No. of votes – Against (5) | % of votes in favour on votes polled (6)= [(4)/(2)]*100 | % of votes against on votes polled (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 | 400 | 400 | 100 | 380 | 20 | 95 | 5 |
| | Poll | 171164 | 171164 | 100 | 171164 | 0 | 100 | 0 |
| | Total | 171564 | 171564 | 100 | 171544 | 20 | 99.99 | 0.01 |
| Total | | 2459936 | 2459936 | 100 | 2459916 | 20 | 99.99 | 0.01 |

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 (3)= [(2)/(1)]*100 | No. of votes – in favour (4) | No. of votes – Against (5) | % of votes in favour on votes polled (6)= [(4)/(2)]*100 | % of votes against on votes polled (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 | 340 | 340 | 100 | 320 | 20 | 94.12 | 5.88 |
| | Poll | 171153 | 171153 | 100 | 171153 | 0 | 100 | 0 |
| | Total | 171493 | 171493 | 100 | 171473 | 20 | 99.99 | 0.01 |
| Total | | 2459865 | 2459865 | 100 | 2459845 | 20 | 100 | 0.00 |



Agenda No.4: To appoint M/s. Dhirubhai Shah & Doshi, Chartered Accountants, Ahmedabad as Auditors and fix their remuneration

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 | 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 | 400 | 400 | 100 | 380 | 20 | 95 | 5 |
| | Poll | 171164 | 171164 | 100 | 171164 | 0 | 100 | 0 |
| | Total | 171564 | 171564 | 100 | 171544 | 20 | 99.99 | 0.01 |
| Total | | 2459936 | 2459936 | 100 | 2459916 | 20 | 99.99 | 0.01 |

Agenda No.5: To consider payment of Remuneration to Shri Bharatbhai Patel, Managing Director from 1st April, 2016 to 31st March, 2018.

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 | 979655 | 979655 | 100 | 979655 | 0 | 100 | 0 |
| | Total | 979655 | 979655 | 100 | 979655 | 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 | 340 | 340 | 100 | 320 | 20 | 94.12 | 5.88 |
| | Poll | 385643 | 385643 | 100 | 385643 | 0 | 100 | 0 |
| | Total | 385983 | 385983 | 100 | 385963 | 20 | 99.99 | 0.01 |
| Total | | 1365638 | 1365638 | 100 | 1365618 | 20 | 100 | 0 |



Agenda No.6: Appointment of Mrs. Tarunaben Patel as an Independent Director.

Resolution Required: Ordinary

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

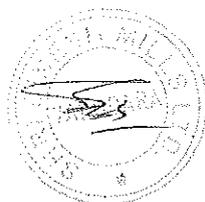
| Category | Mode of Voting | No. of Shares Held | No. of Votes Polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – Against | % of votes in favour on votes polled | % of votes against on votes polled |
|---------------------------|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | (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 | 340 | 340 | 100 | 320 | 20 | 94.12 | 5.88 |
| | Poll | 171164 | 171164 | 100 | 171164 | 0 | 100 | 0 |
| | Total | 171504 | 171504 | 100 | 171504 | 20 | 99.99 | 0.01 |
| Total | | 2459876 | 2459876 | 100 | 2459856 | 20 | 100 | 0 |

Agenda No.7: Appointment of Shri Sanjiv Shah as an Independent Director.

Resolution Required: Ordinary

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

| Category | Mode of Voting | No. of Shares Held | No. of Votes Polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – Against | % of votes in favour on votes polled | % of 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 | 340 | 340 | 100 | 320 | 20 | 94.12 | 5.88 |
| | Poll | 171164 | 171164 | 100 | 171164 | 0 | 100 | 0 |
| | Total | 171504 | 171504 | 100 | 171504 | 20 | 99.99 | 0.01 |
| Total | | 2459876 | 2459876 | 100 | 2459856 | 20 | 100 | 0 |



Agenda No.8: Appointment of Shri J. B. Sojitra as an Executive Director (Corporate Affairs) & Company Secretary.

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 | 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 | 340 | 340 | 100 | 320 | 20 | 94.12 | 5.88 |
| | Poll | 171153 | 171153 | 100 | 171153 | 0 | 100 | 0 |
| | Total | 171493 | 171493 | 100 | 171473 | 20 | 99.99 | 0.01 |
| Total | | 2459865 | 2459865 | 100 | 2459845 | 20 | 100 | 0.00 |

Agenda No.9: Approval of "Shri Dinesh Mills Limited – Employees Stock Option Scheme, 2016 (ESOP – 2016)

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 | 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 | 400 | 400 | 100 | 380 | 20 | 95 | 5 |
| | Poll | 171164 | 171164 | 100 | 171164 | 0 | 100 | 0 |
| | Total | 171564 | 171564 | 100 | 171544 | 20 | 99.99 | 0.01 |
| Total | | 2459936 | 2459936 | 100 | 2459916 | 20 | 99.99 | 0.01 |

For Shri Dinesh Mills Limited,

Place: Vadodara
Date: 29th September, 2016



J. B. Sojitra
Company Secretary

DECLARATION OF RESULTS 81ST ANNUAL GENERAL MEETING HELD ON 27TH SEPTEMBER, 2016

The 81st Annual General Meeting (AGM) of the members of Shri Dinesh Mills Limited was held on Tuesday, 27th September, 2016 at 11:00 A.M. at the Registered Office of the Company situated at Padra Road, Vadodara – 390020 to transact the Ordinary and Special business as per the Notice of the AGM dated 30th May, 2016.

The Board of Directors had appointed Mr. Kashyap Shah, Practising 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 26th September, 2016 and poll conducted at the 81st AGM and submitted his Consolidated Report on voting (i.e. remote e-voting and the poll at the AGM) on 28th September, 2016. The photocopy of the Scrutinizers' Report dated 28th September, 2016 duly countersigned by the undersigned is attached herewith.

The Consolidated Results as per the Scrutinizers' Report dated 28th September, 2016 is as under:

| Item No. of Notice of 81 st 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 | | |
| Item No.1: To consider and adopt the Audited Standalone Financial Statements of the Company, the Reports of the Board of Directors and Auditors' thereon including consolidated financial statements together with Auditors' Report thereon for the financial year ended 31 st March, 2016. | 24,59,916 | 100% | 20 | 0.00% | 01 | Passed by Overwhelming Majority |
| Item No.2: Ordinary Resolution- Declaration of Dividend for the financial year 2015 – 2016. | 24,59,916 | 100% | 20 | 0.00% | 01 | Passed by Overwhelming Majority |



| | | | | | | |
|--|-----------|------|----|-------|----|---------------------------------|
| Item No.3: Ordinary Resolution- Re-appointment of Shri J. B. Sojitra (DIN-00036120) as Director of the Company. | 24,59,845 | 100% | 20 | 0.00% | 01 | Passed by Overwhelming Majority |
| Item No.4: Ordinary Resolution- Appointment of M/s. Dhirubhai Shah & Doshi, Chartered Accountants, Ahmedabad as Auditors and fix their remuneration. | 24,59,916 | 100% | 20 | 0.00% | 01 | Passed by Overwhelming Majority |
| Item No.5: Special Resolution-Payment of Remuneration to Shri Bharatbhai Patel, Managing Director from 1 st April, 2016 to 31 st March, 2018. | 13,65,618 | 100% | 20 | 0.00% | 01 | Passed by Overwhelming Majority |
| Item No.6: Ordinary Resolution- Appointment of Mrs. Tarunaben Patel as an Independent Director of the Company. | 24,59,856 | 100% | 20 | 0.00% | 01 | Passed by Overwhelming Majority |
| Item No.7: Ordinary Resolution- Appointment of Shri Sanjiv Shah as an Independent Director of the Company. | 24,59,856 | 100% | 20 | 0.00% | 01 | Passed by Overwhelming Majority |
| Item No.8: Special Resolution- Appointment of Shri J. B. Sojitra as an Executive Director (Corporate Affairs) & Company Secretary. | 24,59,845 | 100% | 20 | 0.00% | 01 | Passed by Overwhelming Majority |
| Item No.9: Special Resolution- Approval of "Shri Dinesh Mills Ltd. – Employees Stock Option Scheme 2016" (ESOP-2016). | 24,59,916 | 100% | 20 | 0.00% | 01 | Passed by Overwhelming Majority |

Place: Vadodara

Date: 29th September, 2016



For SHRI DINESH MILLS LIMITED,

BHARAT PATEL
CHAIRMAN (81ST AGM)

Encl.: Scrutinizers' Report dated 28th September, 2016



Certified True Copy

FOR SHRI DINESH MILLS LTD.

COMPANY SECRETARY



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 AGM

(Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015)

To,
The Chairman of 81st Annual General Meeting 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 81st AGM of Shri Dinesh Mills Limited held on 27th September, 2016 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 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as substituted by 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 AGM on the Resolutions contained in the Notice (herein after referred to as "Resolutions") of the 81st Annual General Meeting (AGM) of the Members of the Company held on 27th September, 2016 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 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 Ltd. (NSDL), the authorized agency engaged by the Company to provide e-voting facilities and on the poll conducted at the AGM.

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 AGM 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 8th September, 2016.
- B. The Remote E-voting period remained open from 23rd September, 2016 (9.00 A.M.) to 26th September, 2016 (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. 20th September, 2016 were entitled to vote on the Resolutions mentioned in the Notice of the 81st AGM.
- D. At the AGM, Poll was conducted to facilitate the members/ proxies present at the AGM and who did not vote in the remote E-voting process.
- 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. Brijesh Patel and Ms. Heena Patel 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 one (1) invalid Polling/Ballot Paper.
- I. After counting the votes casted through poll at the AGM, the E-votes casted were unblocked on 27th September, 2016 in the presence of 2 witnesses Mr. Brijesh Patel and Ms. Heena Patel 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 AGM, the Consolidated Report on the voting on each Resolution is as under;



Resolution No. 1 – Ordinary Resolution

Adoption of Audited financial statements of the Company for the financial year ended on 31st March, 2016, the Boards' Reports and Auditors thereon.

| 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 | 5 | 380 | 0.02% |
| Poll | 47 | 24,59,536 | 99.98% |
| Total | 52 | 24,59,916 | 100.00% |
| Against the resolution | | | |
| E-voting | 1 | 20 | 0.00% |
| Poll | 0 | 0 | 0.00% |
| Total | 1 | 20 | 0.00% |
| Invalid votes | | | |
| E-voting | 0 | 0 | |
| Poll | 1 | 1 | |
| Total | 1 | 1 | |



Resolution No. 2 – Ordinary Resolution

Declaration of dividend for the financial year 2015-2016.

| 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 | 5 | 380 | 0.02% |
| Poll | 47 | 24,59,536 | 99.98% |
| Total | 52 | 24,59,916 | 100.00% |
| Against the resolution | | | |
| E-voting | 1 | 20 | 0.00% |
| Poll | 0 | 0 | 0.00% |
| Total | 1 | 20 | 0.00% |
| Invalid votes | | | |
| E-voting | 0 | 0 | |
| Poll | 1 | 1 | |
| Total | 1 | 1 | |



Resolution No. 3 – Ordinary Resolution

Re-appointment of Shri J. B. Sojitra (DIN - 00036120) as Director of the Company

| 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 | 4 | 320 | 0.01% |
| Poll | 46 | 24,59,525 | 99.99% |
| Total | 50 | 24,59,845 | 100.00% |
| Against the resolution | | | |
| E-voting | 1 | 20 | 0.00% |
| Poll | 0 | 0 | 0.00% |
| Total | 1 | 20 | 0.00% |
| Invalid votes | | | |
| E-voting | | | |
| Poll | 1 | 1 | |
| Total | 1 | 1 | |



Resolution No. 4 – Ordinary Resolution

Appointment of M/s. Dhirubhai Shah & Doshi, Chartered Accountants, Ahmedabad as Auditors and fix their remuneration.

| 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 | 5 | 380 | 0.02% |
| Poll | 47 | 24,59,536 | 99.98% |
| Total | 52 | 24,59,916 | 100.00% |
| Against the resolution | | | |
| E-voting | 1 | 20 | 0.00% |
| Poll | 0 | 0 | 0.00% |
| Total | 1 | 20 | 0.00% |
| Invalid votes | | | |
| E-voting | 0 | 0 | |
| Poll | 1 | 1 | |
| Total | 1 | 1 | |



Resolution No. 5 - Special Resolution

Payment of Remuneration to Shri Bharatbhai Patel, Managing Director of the Company from 1st April, 2016 to 31st March, 2018.

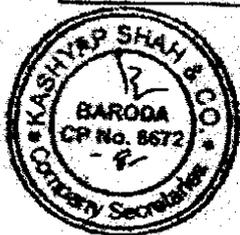
| Votes cast | Number of members present and voting | Number of votes cast | % of total number of valid votes cast |
|------------------------------------|--------------------------------------|----------------------|---------------------------------------|
| In favour of the resolution | | | |
| E-voting | 4 | 320 | 0.02% |
| Poll | 44 | 13,65,298 | 99.98% |
| Total | 48 | 13,65,618 | 100.00% |
| Against the resolution | | | |
| E-voting | 1 | 20 | 0.00% |
| Poll | 0 | 0 | 0.00% |
| Total | 1 | 20 | 0.00% |
| Invalid votes | | | |
| E-voting | 0 | 0 | |
| Poll | 1 | 1 | |
| Total | 1 | 1 | |



Resolution No. 6 – Ordinary Resolution

Appointment of Mrs. Tarunaben Patel as an Independent Director of the Company.

| 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 | 4 | 320 | 0.01% |
| Poll | 47 | 24,59,536 | 99.99% |
| Total | 51 | 24,59,856 | 100.00% |
| Against the resolution | | | |
| E-voting | 1 | 20 | 0.00% |
| Poll | 0 | 0 | 0.00% |
| Total | 1 | 20 | 0.00% |
| Invalid votes. | | | |
| E-voting | 0 | 0 | |
| Poll | 1 | 1 | |
| Total | 1 | 1 | |



Resolution No. 7 - Ordinary Resolution

Appointment of Shri Sanjiv Shah as an Independent Director of the Company.

| 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 | 4 | 320 | 0.01% |
| Poll | 47 | 24,59,536 | 99.99% |
| Total | 51 | 24,59,856 | 100.00% |
| Against the resolution | | | |
| E-voting | 1 | 20 | 0.00% |
| Poll | 0 | 0 | 0.00% |
| Total | 1 | 20 | 0.00% |
| Invalid votes. | | | |
| E-voting | 0 | 0 | |
| Poll | 1 | 1 | |
| Total | 1 | 1 | |



Resolution No. 8 - Special Resolution

Appointment of Shri J. B. Sojitra as an Executive Director (Corporate Affairs) & Company Secretary.

| 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 | 4 | 320 | 0.01% |
| Poll | 46 | 24,59,525 | 99.99% |
| Total | 50 | 24,59,845 | 100.00% |
| Against the resolution | | | |
| E-voting | 1 | 20 | 0.00% |
| Poll | 0 | 0 | 0.00% |
| Total | 1 | 20 | 0.00% |
| Invalid votes | | | |
| E-voting | 0 | 0 | |
| Poll | 1 | 1 | |
| Total | 1 | 1 | |



Resolution No. 9 – Special Resolution

Approval of *Shri Dinesh Mills Limited – Employees Stock Option Scheme, 2016 (ESOP – 2016)

| 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 | 5 | 380 | 0.02% |
| Poll | 47 | 24,59,536 | 99.98% |
| Total | 52 | 24,59,916 | 100.00% |
| Against the resolution | | | |
| E-voting | 1 | 20 | 0.00% |
| Poll | 0 | 0 | 0.00% |
| Total | 1 | 20 | 0.00% |
| Invalid votes | | | |
| E-voting | 0 | 0 | |
| Poll | 1 | 1 | |
| Total | 1 | 1 | |

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

(Kashyap Shah)
Proprietor (CP No – 6672)

Date: 28th September, 2016
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 27th September 2016 at 11.50 a.m.

Witness (1) *Brifesh Patel*
• Brifesh Patel

(2) *Heena Patel*
Heena Patel

Certified True Copy

FOR SHRI DINESH MILLS LTD.

[Signature]
COMPANY SECRETARY

