



GIN: 171106J1335PL000494

# 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 28, 2017

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 – 82<sup>ND</sup> ANNUAL GENERAL MEETING HELD ON 27<sup>TH</sup> SEPTEMBER, 2017 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 82<sup>nd</sup> Annual General Meeting (82<sup>nd</sup> AGM) of the Shareholders of the Company held on 27<sup>th</sup> September, 2017 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 82<sup>nd</sup> AGM along with the Consolidated Report dated 28<sup>th</sup> September, 2017 received from the Scrutinizer, Mr. Kashyap Shah, Practicing Company Secretary on remote E-voting and voting through Ballot papers at 82<sup>nd</sup> AGM which can also be viewed on the website of the Company viz. [www.dineshmills.com](http://www.dineshmills.com)

Please acknowledge.

Thanking You,  
Yours faithfully,  
For Shri Dinesh Mills Limited,

**J B Sojitra**  
Company Secretary  
Encl.: As stated above





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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 <sup>th</sup> September, 2017
Total no. of shareholders on Record date	10620 shareholders
<b>No. of shareholders present in the meeting either in Person or through Proxy</b>	42
Promoters and Promoter Group:	9 (Includes 3 proxies)
Public:	
(i) Shareholders in Person	30
(ii) Shareholders represented by proxies	03
<b>No. of shareholders attended the meeting through Video Conferencing</b>	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 31<sup>st</sup> March, 2017.

**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	1756717	1756717	100	1756717	0	100	0
	Total	1756717	1756717	100	1756717	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	594	594	100	594	0	100	0
	Poll	171026	171026	100	171026	0	100	0
	Total	171620	171620	100	171620	0	100	0
<b>Total</b>		<b>1928337</b>	<b>1928337</b>	<b>100</b>	<b>1928337</b>	<b>0</b>	<b>100</b>	<b>0</b>



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

**Resolution Required:** Ordinary

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

Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – Against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter & Promoter group	E-voting	0	0	0	0	0	0	0
	Poll	1756717	1756717	100	1756717	0	100	0
	Total	1756717	1756717	100	1756717	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	594	594	100	594	0	100	0
	Poll	171026	171026	100	171026	0	100	0
	Total	171620	171620	100	171620	0	100	0
<b>Total</b>		<b>1928337</b>	<b>1928337</b>	<b>100</b>	<b>1928337</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda No.3:** To appoint a Director in place of Shri Bharatbhai Patel (DIN-00039543), 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? :** 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	1756717	221748	12.62	221748	0	100	0
	Total	1756717	221748	12.62	221748	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	594	594	100	564	30	94.95	5.05
	Poll	171026	171026	100	171026	0	100	0
	Total	171620	171620	100	171590	30	100	0
<b>Total</b>		<b>1928337</b>	<b>393368</b>	<b>20.40</b>	<b>393338</b>	<b>30</b>	<b>99.99</b>	<b>0.01</b>



**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	1756717	1756717	100	1756717	0	100	0
	Total	1756717	1756717	100	1756717	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	594	594	100	594	0	100	0
	Poll	171026	171026	100	171026	0	100	0
	Total	171620	171620	100	171620	0	100	0
<b>Total</b>		<b>1928337</b>	<b>1928337</b>	<b>100</b>	<b>1928337</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda No.5:** To consider revision in the managerial remuneration of Chairman & Managing Director (CMD) and Managing Director (MD)

**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	1756717	0	0	0	0	0	0
	Total	1756717	0	0	0	0	0	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	594	594	100	564	30	94.95	5.05
	Poll	171026	171026	100	171026	0	100	0
	Total	171620	171620	100	171590	30	100	0
<b>Total</b>		<b>1928337</b>	<b>171620</b>	<b>8.90</b>	<b>171590</b>	<b>30</b>	<b>99.98</b>	<b>0.02</b>

Place: Vadodara  
Date: 28<sup>th</sup> September, 2017



For Shri Dinesh Mills Limited,

**J. B. Sojitra**  
Company Secretary



CIN: L17110GJ1935PLC000494

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## **DECLARATION OF RESULTS** **82<sup>ND</sup> ANNUAL GENERAL MEETING HELD ON 27<sup>TH</sup> SEPTEMBER, 2017**

The 82nd Annual General Meeting (AGM) of the members of Shri Dinesh Mills Limited was held on Wednesday, 27<sup>th</sup> September, 2017 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 30<sup>th</sup> May, 2017.

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 26<sup>th</sup> September, 2017 and poll conducted at the 82<sup>nd</sup> AGM and submitted his Consolidated Report on voting (i.e. remote e-voting and the poll at the AGM) on 28<sup>th</sup> September, 2017. The photocopy of the Scrutinizers' Report dated 28<sup>th</sup> September, 2017 duly countersigned by the undersigned is attached herewith.

The Consolidated Results as per the Scrutinizers' Report dated 28<sup>th</sup> September, 2017 is as under:

Item No. of Notice of 82 <sup>nd</sup> AGM	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes	Results
	Nos.	% of total no. of valid votes	Nos.	% of total no. of valid votes		
<b>Item No.1:</b> Ordinary Resolution: 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 <sup>st</sup> March, 2017.	19,28,337	100%	0	0.00%	0	Passed Unanimously
<b>Item No.2:</b> Ordinary Resolution: Declaration of Dividend on equity shares	19,28,337	100%	0	0.00%	0	Passed Unanimously



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<b>Item No.3:</b> Ordinary Resolution: To appoint a Director in place of Shri Bharatbhai Patel (DIN-00039543), who retires by rotation and being eligible, offers himself for re-appointment	3,93,338	99.99%	30	0.01%	0	Passed by Overwhelming Majority
<b>Item No.4:</b> Ordinary Resolution: To appoint M/s. Dhirubhai Shah & Doshi, Chartered Accountants, Ahmedabad as Auditors and fix their remuneration	19,28,337	100%	0	0.00%	0	Passed Unanimously
<b>Item No.5:</b> Special Resolution: To consider revision in the managerial remuneration of Chairman & Managing Director (CMD) and Managing Director (MD)	1,71,590	99.98%	30	0.02%	0	Passed by Overwhelming Majority

Place: Vadodara  
Date: 28<sup>th</sup> September, 2017



For SHRI DINESH MILLS LIMITED,

**BHARAT PATEL**  
CHAIRMAN (82<sup>ND</sup> AGM)

Encl.: Scrutinizers' Report dated 28<sup>th</sup> September, 2017



**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

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## 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 82<sup>nd</sup> 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 82<sup>nd</sup> AGM of Shri Dinesh Mills Limited held on 27<sup>th</sup> September, 2017 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 82<sup>nd</sup> Annual General Meeting (AGM) of the Members of the Company held on 27<sup>th</sup> September, 2017 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 8<sup>th</sup> September, 2017.
- B. The Remote E-voting period remained open from **24<sup>th</sup> September, 2017** (9.00 A.M.) to **26<sup>th</sup> September, 2017** (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. **20<sup>th</sup> September, 2017** were entitled to vote on the Resolutions mentioned in the Notice of the 82<sup>nd</sup> 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. Hardik Paranjape and Mr. Jinesh 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 NIL invalid Polling/Ballot Paper.
- I. After counting the votes casted through poll at the AGM, the E-votes casted were unblocked on **27<sup>th</sup> September, 2017** in the presence of 2 witnesses Mr. Hardik Paranjape and Mr. Jinesh 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](http://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 Standalone Financial Statement of the Company, the Boards' Reports and Auditors' <sup>Report</sup> thereon including consolidated Financial Statements with Auditors Report thereon for the financial year ended on 31<sup>st</sup> March, 2017.

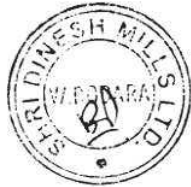
Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
<b>In favour</b> of the resolution			
E-voting	10	594	0.03%
Poll	42	1927743	99.97%
<b>Total</b>	<b>52</b>	<b>1928337</b>	<b>100.00%</b>
<b>Against</b> the resolution			
E-voting	0	0	0.00%
Poll	0	0	0.00%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>
<b>Invalid</b> votes			
E-voting	0	0	
Poll	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	



## Resolution No. 2 – Ordinary Resolution

Declaration of dividend on Equity Shares.

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
<b>In favour</b> of the resolution			
E-voting	10	594	0.03%
Poll	42	1927743	99.97%
<b>Total</b>	<b>52</b>	<b>1928337</b>	<b>100.00%</b>
<b>Against</b> the resolution			
E-voting	0	0	0.00%
Poll	0	0	0.00%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>
<b>Invalid</b> votes			
E-voting	0	0	
Poll	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	



### Resolution No. 3 – Ordinary Resolution

Re-appointment of Shri Bharatbhai Patel (DIN - 00039543) as Director of the Company

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
<b>In favour</b> of the resolution			
E-voting	9	564	0.14%
Poll	35	392774	99.85%
Total	<b>44</b>	<b>393338</b>	<b>99.99%</b>
<b>Against</b> the resolution			
E-voting	1	30	0.01%
Poll	0	0	0.00%
Total	<b>1</b>	<b>30</b>	<b>0.01%</b>
<b>Invalid</b> votes			
E-voting	0	0	
Poll	0	0	
Total	0	0	

*for*



#### 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
<b>In favour</b> of the resolution			
E-voting	10	594	0.03%
Poll	42	1927743	99.97%
<b>Total</b>	<b>52</b>	<b>1928337</b>	<b>100.00%</b>
<b>Against</b> the resolution			
E-voting	0	0	0.00%
Poll	0	0	0.00%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>
<b>Invalid</b> votes			
E-voting	0	0	
Poll	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	




### Resolution No. 5 – Special Resolution

Revision in the Managerial Remuneration of Chairman & Managing Director (CMD) and Managing Director (MD).

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
<b>In favour</b> of the resolution			
E-voting	9	564	0.33%
Poll	33	171026	99.65%
Total	<b>42</b>	<b>171590</b>	<b>99.98%</b>
<b>Against</b> the resolution			
E-voting	1	30	0.02%
Poll	0	0	0.00%
Total	<b>1</b>	<b>30</b>	<b>0.02%</b>
<b>Invalid</b> votes			
E-voting	0	0	
Poll	0	0	
Total	0	0	


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: 28<sup>th</sup> September, 2017  
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](http://www.evoting.nsdl.com) in our presence on 27<sup>th</sup> September 2017 at 11.50 a.m.

Witness (1)   
Mr. Hardik Paranjape

(2)   
Mr. Jinesh Patel For Shri Dinesh Mills Ltd.



  
CHAIRMAN (82ND AGM)