



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

SEC/2866

Date: 1st October, 2015

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

By ON-LINE & COURIER

Dear Sir,

Kind Attn: Mr. Gopalkrishnan Iyer

SUB: VOTING RESULTS OF 80TH ANNUAL GENERAL MEETING HELD ON 30TH SEPTEMBER, 2015 PURSUANT TO CLAUSE: 35A

We furnish herewith the voting results of 80th Annual General Meeting (AGM) of the Company held on 30th September, 2015 at 11.00 a.m. pursuant to Clause 35A of the Listing Agreement.

- Date of Annual General Meeting : **30th September, 2015**
- Total No. of shareholders on Record Date : **11743**
- No. of Shareholders present in the meeting either in person or through proxy:
 - (I) Promoter & Promoter Group : **11**
 - (II) Public : **37**
- No. of Shareholders attended the meeting through Video Conferencing: No arrangement for Video Conferencing was made.
 - (i) Promoter & Promoter Group : **N.A.**
 - (ii) Public : **N.A.**
- Agenda wise details of the voting result:

DETAILS OF THE AGENDA WITH ORDINARY & SPECIAL RESOLUTIONS PASSED BY THE MEMBERS OF THE COMPANY:

1. Adoption of the Audited Financial Statement of the Company for the financial year ended 31st March, 2015, the Reports of the Board of Directors and Auditors' thereon.

- Resolution Required : **Ordinary Resolution**
- Mode of Voting : **Remote E-voting and Poll**

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled outstanding shares	No. of votes in favour	No. of votes – Against	% of votes in favour of 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	2288372	2288372	100	2288372	0	100	0
Public: Institutional Holders	3770	0	0	0	0	0	0
Public: Others	2792240	148875	5.33	148855	20	99.999	0.001
Total	5084382	2437247	47.94	2437227	20	99.999	0.001



Subject to Vadodara Jurisdiction

dinesh



CIN: L17110GJ1935PLC000494

shri dinesh mills ltd.

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2. Declaration of Dividend for the financial year 2014-2015.

- Resolution Required : Ordinary Resolution
- Mode of Voting : Remote E-voting and Poll

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled outstanding shares	No. of votes in favour	No. of votes – Against	% of votes in favour of 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	2288372	2288372	100	2288372	0	100	0
Public: Institutional Holders	3770	0	0	0	0	0	0
Public: Others	2792240	148875	5.33	148855	20	99.999	0.001
Total	5084382	2437247	47.94	2437227	20	99.999	0.001

3. Appointment of Shri Nimishbhai Patel as Director of the Company.

- Resolution Required : Ordinary Resolution
- Mode of Voting : Remote E-voting and Poll

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled outstanding shares	No. of votes in favour	No. of votes – Against	% of votes in favour of 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	2288372	264779	11.57	264779	0	100	0
Public: Institutional Holders	3770	0	0	0	0	0	0
Public: Others	2792240	148815	5.33	148795	20	99.995	0.005
Total	5084382	413594	8.13	413574	20	99.995	0.005



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

- Resolution Required: **Ordinary Resolution**
- Mode of Voting : **Remote E-voting and Poll**

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled outstanding shares	No. of votes in favour	No. of votes – Against	% of votes in favour of 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	2288372	2288372	100	2288372	0	100	0
Public: Institutional Holders	3770	0	0	0	0	0	0
Public: Others	2792240	148875	5.33	148855	20	99.999	0.001
Total	5084382	2437247	47.94	2437227	20	99.999	0.001

5. Re-appointment of Shri Nimishbhai Patel, Managing Director of the Company.

- Resolution Required : **Special Resolution**
- Mode of Voting : **Remote E-voting and Poll**

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled outstanding shares	No. of votes in favour	No. of votes – Against	% of votes in favour of 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	2288372	264779	11.57	264779	0	100	0
Public: Institutional Holders	3770	0	0	0	0	0	0
Public: Others	2792240	148815	5.33	148795	20	99.995	0.005
Total	5084382	413594	8.13	413574	20	99.995	0.005



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6. Appointment of Mrs. Gorsji Parekh as an Independent Director of the Company.

- Resolution Required : **Ordinary Resolution**
- Mode of Voting : **Remote E-voting and Poll**

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled outstanding shares	No. of votes in favour	No. of votes – Against	% of votes in favour of 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	2288372	2288372	100	2288372	0	100	0
Public: Institutional Holders	3770	0	0	0	0	0	0
Public: Others	2792240	148715	5.33	148695	20	99.999	0.001
Total	5084382	2437087	47.93	2437067	20	99.999	0.001

7. Revision in terms of Appointment of Mr. Aditya Patel.

- Resolution Required: **Ordinary Resolution**
- Mode of Voting : **Remote E-voting and Poll**

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled outstanding shares	No. of votes in favour	No. of votes – Against	% of votes in favour of 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	2288372	1531883	66.94	1531883	0	100	0
Public: Institutional Holders	3770	0	0	0	0	0	0
Public: Others	2792240	148815	5.33	148795	20	99.999	0.001
Total	5084382	1680698	33.06	1680678	20	99.999	0.001



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CIN: L17110GJ1335PL3000494

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We attach herewith certified true copy of the Declaration of Results by the Chairman alongwith Consolidated Report on Remote e-voting and Poll received from the Scrutinizer, Mr. Kashyap Shah.

This is for your information & necessary actions.

Thanking You,

Yours faithfully,
For Shri Dinesh Mills Limited,



J. B. Sojitra
Asth. Vice President & Company Secretary

Encl: As stated above



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DECLARATION OF RESULTS **80TH ANNUAL GENERAL MEETING HELD ON 30TH SEPTEMBER, 2015**

The 80th Annual General Meeting (AGM) of the members of Shri Dinesh Mills Limited was held on Wednesday, 30th September, 2015 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, 2015.

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 29th September, 2015 and poll conducted at the 80th AGM and submitted his Consolidated Report on voting (i.e. remote e-voting and the poll at the AGM) on 30th September, 2015. The photocopy of the Scrutinizers' Report dated 1st October, 2015 duly countersigned by the undersigned is attached herewith.

The Consolidated Results as per the Scrutinizers' Report dated 1st October, 2015 is as under:

Item No. of Notice of 80 th AGM	Votes in favour of the Resolution		Votes against the Resolution		Results
	Nos.	% of total no. of valid votes	Nos.	% of total no. of valid votes	
Item No.1: Ordinary Resolution- Adoption of Audited financial statement of the Company for the financial year ended on 31 st March, 2015, the Reports of the Board of Directors and Auditors thereon.	2437227	99.999	20	0.001	Passed by Overwhelming Majority

CERTIFIED TRUE COPY

FOR SHRI DINESH MILLS LTD.

COMPANY SECRETARY

Subject to Vadodara Jurisdiction

dinesh

CIN: L17110GJ1935FL0000



shri dinesh mills ltd.

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Item No.2: Ordinary Resolution- Declaration of Dividend for the financial year 2014 – 2015.	2437227	99.999	20	0.001	Passed by Overwhelming Majority
Item No.3: Ordinary Resolution - Re-appointment of Shri Nimishbhai Patel (DIN – 00039549) as Director of the Company.	413574	99.995	20	0.005	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.	2437227	99.999	20	0.001	Passed by Overwhelming Majority
Item No.5: Special Resolution- Re-appointment of Shri Nimishbhai Patel as Managing Director of the Company.	413574	99.995	20	0.005	Passed by Overwhelming Majority
Item No.6: Ordinary Resolution- Appointment of Mrs. Gorsji Parekh as an Independent Director of the Company.	2437067	99.999	20	0.001	Passed by Overwhelming Majority



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Item No.7: Ordinary Resolution- Revision in terms of Appointment of Mr. Aditya Patel.	1680678	99.999	20	0.001	Passed by Overwhelming Majority
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Thanking you,

Yours faithfully,

For SHRI DINESH MILLS LIMITED.



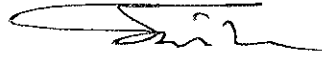

BHARAT PATEL
CHAIRMAN OF THE 80TH ANNUAL GENERAL MEETING

Encl.: As stated above

Place: Vadodara
 Date: 1st October, 2015

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,
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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 80th Annual General Meeting of Members of
Shri Dinesh Mills Limited
Post Box No. 2501,
Padra Road,
Vadodara - 390 020

Dear Sir,

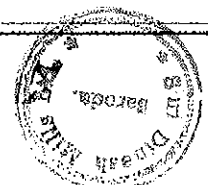
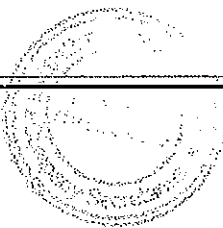
Re: Scrutinizers' Report on Remote E-voting and Voting by Poll at the 80th AGM of Shri Dinesh Mills Limited held on 30th September, 2015

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 80th Annual General Meeting (AGM) of the Members of the Company held on 30th September, 2015 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.

CERTIFIED TRUE COPY

FOR SHRI DINESH MILLS LTD.

COMPANY SECRETARY





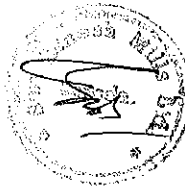
Kashyap Shah & Co.

Practising Company Secretaries
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Opp. Faculty of Arts, Sayajigunj,
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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, 2015.
- B. The Remote E-voting period remained open from **26th September, 2015** (9.00 A.M.) to **29th September, 2015** (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. **23rd September, 2015** were entitled to vote on the Resolutions mentioned in the Notice of the 80th 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 Mrs. Heena Patel and Mr. Bhavin Suvagiya 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. I did not find any polling / Ballot papers invalid
- I. After counting the votes casted through poll at the AGM, the E-votes casted were unblocked on **30th September, 2015** in the presence of 2 witnesses Mrs. Heena Patel and Mr Bhavin Suvagiya 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.





Kashyap Shah & Co.

Practising Company Secretaries

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- 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, 2015, the Reports of the Board of Directors 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	7	592	0.024
Poll	48	2436635	99.975
Total	55	2437227	99.999
Against the resolution			
E-voting	1	20	0.001
Poll	0	0	0
Total	1	20	0.001
Invalid votes			
E-voting	0	0	
Poll	0	0	
Total	0	0	





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Resolution No. 2 – Ordinary Resolution

Declaration of dividend for the financial year 2014 – 2015.

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	7	592	0.024
Poll	48	2436635	99.975
Total	55	2437227	99.999
Against the resolution			
E-voting	1	20	0.001
Poll	0	0	0
Total	1	20	0.001
Invalid votes			
E-voting	0	0	
Poll	0	0	
Total	0	0	



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Resolution No. 3 – Ordinary Resolution

Re-appointment of Shri Nimishbhai Patel (DIN – 00039549) 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	6	532	0.129
Poll	40	413042	99.866
Total	46	413574	99.995
Against the resolution			
E-voting	1	20	0.005
Poll	0	0	0
Total	1	20	0.005
Invalid votes			
E-voting	0	0	
Poll	0	0	
Total			



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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	7	592	0.024
Poll	48	2436635	99.975
Total	55	2437227	99.999
Against the resolution			
E-voting	1	20	0.001
Poll	0	0	0
Total	1	20	0.001
Invalid votes			
E-voting	0	0	
Poll	0	0	
Total	00	0	



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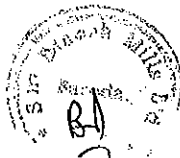
Ph. (O) 2362244, (m) 9427339564

Email- kashyap.cs@gmail.com

Resolution No. 5 – Special Resolution

Re-appointment of Shri Nimishbhai Patel as Managing 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	6	532	0.129
Poll	40	413042	99.866
Total	46	413574	99.995
Against the resolution			
E-voting	1	20	0.005
Poll	0	0	0
Total	1	20	0.005
Invalid votes			
E-voting	0	0	
Poll	0	0	
Total	0	0	



KS



Kashyap Shah & Co.

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Resolution No. 6 – Ordinary Resolution

Appointment of Mrs. Gorsji Parekh 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	5	432	0.018
Poll	48	2436635	99.981
Total	53	2437067	99.999
Against the resolution			
E-voting	1	20	0.001
Poll	0	0	0
Total	1	20	0.001
Invalid votes			
E-voting	0	0	
Poll	0	0	
Total	0	0	



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Resolution No. 7 – Ordinary Resolution

Revision in terms of Appointment of Mr. Aditya Patel.

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	6	532	0.031
Poll	44	1680146	99.968
Total	50	1680678	99.999
Against the resolution			
E-voting	1	20	0.001
Poll	0	0	0
Total	1	20	0.001
Invalid 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.

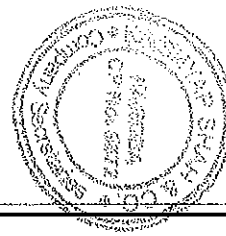
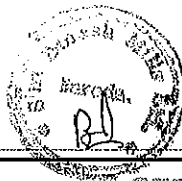
**For Kashyap Shah & Co.,
Company Secretaries,**

(Signature)
**(Kashyap Shah)
Proprietor (CP No – 6672)**

Witness Heena Patel *(Signature)*

Bhavin Suvagiya *(Signature)*

**Date: 1st October, 2015
Place: Vadodara**



CERTIFIED TRUE COPY

FOR SHRI DINESH MILLS LTD

(Signature)
COMPANY SECRETARY

