



shri dinesh mills ltd.

CIN: L17110GJ1935PLC000494

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

SEC/ 3010

Date: 1st October, 2014

L17110GJ1935PLC000494

To,
 Dept. of Corporate Services,
 Bombay Stock Exchange Ltd.
 Floor – 1, Rotunda Bldg., Dalal Street,
 MUMBAI – 400 001

FAX / E-MAIL / COURIER

Dear Sir,

Kind Attn: Mr. Gopalkrishnan Iyer

SUB: VOTING RESULTS OF 79TH ANNUAL GENERAL MEETING HELD ON 30TH SEPTEMBER, 2014 PURSUANT TO CLAUSE: 35A

We furnish herewith the voting results of 79th Annual General Meeting (AGM) of the Company held on 30th September, 2014 at 11.00 a.m. pursuant to Clause 35A of the Listing Agreement.

- Date of Annual General Meeting : **30th September, 2014**
- Total No. of shareholders on Record Date : **12,248**
- No. of Shareholders present in the meeting either in person or through proxy:
 - (I) Promoter & Promoter Group : **11 (3 in person + 8 in proxy)**
 - (II) (ii) Public : **52 (44 in person + 8 in proxy)**
- 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. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.

- Resolution Required : **Ordinary Resolution**
- Mode of Voting : **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	NIL	100	NIL
Public: Institutional Holders	3770	NIL	NIL	NIL	NIL	NIL	NIL
Public: Others	2792240	224942	8.06	224902	40	99.98	0.02
Total	5084382	2513314	49.43	2513274	40	99.999	0.001

11

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2. To declare dividend for the year 2013-2014.

- Resolution Required : Ordinary Resolution
- Mode of Voting : 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	NIL	100	NIL
Public: Institutional Holders	3770	NIL	NIL	NIL	NIL	NIL	NIL
Public: Others	2792240	224942	8.06	224902	40	99.98	0.02
Total	5084382	2513314	49.43	2513274	40	99.999	0.001

3. To appoint a Director in place of Shri Bharatbhai U. Patel, who retires by rotation and being eligible, offers himself for re-appointment.

- Resolution Required : Ordinary Resolution
- Mode of Voting : 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	NIL	NIL	NIL	NIL	NIL	NIL
Public: Institutional Holders	3770	NIL	NIL	NIL	NIL	NIL	NIL
Public: Others	2792240	224942	8.06	224902	40	99.98	0.02
Total	5084382	224942	4.42	224902	40	99.982	0.018



2

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

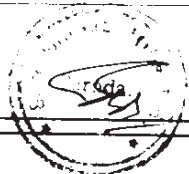
- Resolution Required: **Ordinary Resolution**
- Mode of Voting: **E-voting and Poll**

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	NIL	100	NIL
Public: Institutional Holders	3770	NIL	NIL	NIL	NIL	NIL	NIL
Public: Others	2792240	224942	8.06	224902	40	99.98	0.02
Total	5084382	2513314	49.43	2513274	40	99.999	0.001

5. Payment of Remuneration to Shri Nimishbhai U. Patel, Managing Director from 1st April, 2014 to 13th January, 2015

- Resolution Required : **Special Resolution**
- Mode of Voting : **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	NIL	NIL	NIL	NIL	NIL	NIL
Public: Institutional Holders	3770	NIL	NIL	NIL	NIL	NIL	NIL
Public: Others	2792240	224942	8.06	224902	40	99.98	0.02
Total	5084382	224942	4.42	224902	40	99.982	0.018



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6. Appointment of Shri H. N. Elavia as an Independent Director

- Resolution Required : Ordinary Resolution
- Mode of Voting : 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	NIL	100	NIL
Public: Institutional Holders	3770	NIL	NIL	NIL	NIL	NIL	NIL
Public: Others	2792240	224942	8.06	224902	40	99.98	0.02
Total	5084382	2513314	49.43	2513274	40	99.999	0.001

7. Appointment of Shri Jal R. Patel as an Independent Director

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

Promoter/Pu lic	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	NIL	100	NIL
Public: Institutional Holders	3770	NIL	NIL	NIL	NIL	NIL	NIL
Public: Others	2792240	224942	8.06	224902	40	99.98	0.02
Total	5084382	2513314	49.43	2513274	40	99.999	0.001



4

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8. Appointment of Shri A. T. Patel as an Independent Director

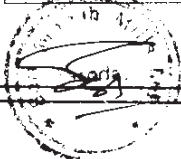
- Resolution Required: Ordinary Resolution
- Mode of Voting: E-voting and Poll

Promoter/Pu blic	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	NIL	100	NIL
Public: Institutional Holders	3770	NIL	NIL	NIL	NIL	NIL	NIL
Public: Others	2792240	224942	8.06	224902	40	99.98	0.02
Total	5084382	2513314	49.43	2513274	40	99.999	0.001

9. Appointment of Shri T. M. Patel as an Independent Director

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

Promoter/Pu blic	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	NIL	100	NIL
Public: Institutional Holders	3770	NIL	NIL	NIL	NIL	NIL	NIL
Public: Others	2792240	224942	8.06	224902	40	99.98	0.02
Total	5084382	2513314	49.43	2513274	40	99.999	0.001



5

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10. Appointment of Shri Rakesh Agrawal as an Independent Director

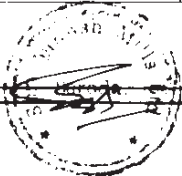
- Resolution Required: **Ordinary Resolution**
- Mode of Voting: **E-voting and Poll**

Promoter/Pu blic	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	NIL	100	NIL
Public: Institutional Holders	3770	NIL	NIL	NIL	NIL	NIL	NIL
Public: Others	2792240	224942	8.06	224902	40	99.98	0.02
Total	5084382	2513314	49.43	2513274	40	99.999	0.001

11. Adoption of New Articles of Association of the Company

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

Promoter/Pu blic	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	NIL	100	NIL
Public: Institutional Holders	3770	NIL	NIL	NIL	NIL	NIL	NIL
Public: Others	2792240	224942	8.06	224902	40	99.98	0.02
Total	5084382	2513314	49.43	2513274	40	99.999	0.001



6

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12. Borrowing Powers:

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

Promoter/P ublic	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	NIL	100	NIL
Public: Institutional Holders	3770	NIL	NIL	NIL	NIL	NIL	NIL
Public: Others	2792240	224942	8.06	224902	40	99.98	0.02
Total	5084382	2513314	49.43	2513274	40	99.999	0.001

We attach herewith certified true copy of the declaration of results by the Chairman alongwith Common Report on 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
Astt. Vice President & Company Secretary



Encl: As stated above

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CIN: L17110GJ1988PLC000494

shri dinesh mills ltd.

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DECLARATION OF RESULTS **79TH ANNUAL GENERAL MEETING HELD ON 30TH SEPTEMBER, 2014**

Declaration of Results of e-voting and poll as per the provisions of the Companies Act, 2013 read with the Rules made thereunder and the Listing Agreement with BSE Ltd., the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 79th Annual General Meeting (AGM). The e-voting was open from 9.00 a.m. of 24th September, 2014 to 6.00 p.m. of 26th September, 2014.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the General Meeting where e-voting has been offered to the Shareholders. Therefore, at the 79th AGM, voting was conducted by means of Poll.

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 6.00 p.m. of 26th September, 2014 and poll conducted at the 79th AGM and submitted his Report on 30th September, 2014. The photocopy of the Scrutinizers' Report dated 30th September, 2014 duly countersigned by the undersigned is attached herewith.

The Consolidated Results as per the Scrutinizers' Report dated 30th September, 2014 is as under:

(1)



CERTIFIED TRUE COPY

FOR SHRI DINESH MILLS LTD

COMPANY SECRETARY

dinesh



CIN: L17118RJ1925PLC000494


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Item No. of Notice of 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 Statements for the year ended on 31 st March, 2014 and Directors Report and Auditors Report thereon	2513274	99.999%	40	0.001%	Passed by Overwhelming Majority
Item No.2 Ordinary Resolution- To declare Dividend for the year 2013-14	2513274	99.999%	40	0.001%	Passed by Overwhelming Majority
Item No.3 Ordinary Resolution- To appoint Mr. Bharatbhai U Patel as Director	224902	99.982%	40	0.018%	Passed by Overwhelming Majority

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FOR SHRI DINESH MILLS LTD

COMPANY SECRETARY

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Item No.4 Ordinary Resolution- To appoint M/s. Dhirubhai Shah & Doshi, Chartered Accountants, Ahmedabad as Auditors of the Company	2513274	99.999%	40	0.001%	Passed by Overwhelming Majority
Item No.5 Special Resolution- Payment of remuneration to Mr. Nimishbhai U Patel as Managing Director	224902	99.982%	40	0.018%	Passed by Overwhelming Majority
Item No.6 Ordinary Resolution- Appointment of Shri H. N. Elavia as an Independent Director	2513274	99.999%	40	0.001%	Passed by Overwhelming Majority

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FOR SHRI DINESH MILLS LTD

COMPANY SECRETARY

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Item No.7 Ordinary Resolution- Appointment of Shri Jal R. Patel as an Independent Director	2513274	99.999%	40	0.001%	Passed by Overwhelming Majority
Item no.8 Ordinary Resolution- Appointment of Shri A. T. Patel as an independent director	2513274	99.999%	40	0.001%	Passed by Overwhelming Majority
Item No.9 Ordinary Resolution- Appointment of Shri T. M. Patel as an independent director	2513274	99.999%	40	0.001%	Passed by Overwhelming Majority
Item No.10 Ordinary Resolution- Appointment of Shri Rakesh Agrawal as an Independent Director	2513274	99.999%	40	0.001%	Passed by Overwhelming Majority

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FOR SHRI DINESH MILLS LTD.

COMPANY SECRETARY

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Item No.11 Special Resolution- Adoption of new Articles of Association of the Company	2513274	99.999%	40	0.001%	Passed by Overwhelming Majority
Item no.12 Special Resolution- Borrowing Powers to the Board	2513264	99.998%	40	0.002%	Passed by Overwhelming Majority

Thanking you,
Yours faithfully,
For SHRI DINESH MILLS LIMITED,


BHARAT U. PATEL
CHAIRMAN OF THE 79TH ANNUAL GENERAL MEETING
Encl.: As stated above



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FOR SHRI DINESH MILLS LTD

COMPANY SECRETARY

(5)

Kashyap Shah & Co.,
Practising Company Secretaries

Kashyap Shah
[B.Com., LL.B.(Sp.), FCS, PGDIEM]

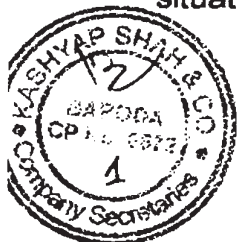
Office: B-203, Manubhai Towers,
Sayajigunj, Vadodara 390 005.
Ph: (O) 0265-2362244
(m) 9427339564 (m) 9727037685
E- mail: Kashyap.cs@gmail.com

Scrutinizers' Report on e-voting and poll

To,
Mr. Bharatbhai U Patel,
The Chairman
79th Annual General Meeting of the Equity Shareholders of **Shri Dinesh Mills Limited**
held on 30th September 2014 at 11.00 am at Padra Road, Vadodara

Dear Sir,

1. I, Kashyap Shah, Proprietor of M/s. Kashyap Shah & Co., Company Secretaries have been appointed as scrutinizer
 - (i) by the Board of Directors of Shri Dinesh Mills Limited (the Company) as Scrutinizer for the purpose of scrutinizing the e-Voting process in a fair and transparent manner and ascertaining the requisite majority on e-Voting carried out as per the provision of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014 (the Rules);
 - (ii) and the Chairman of the 79th Annual General Meeting (AGM) of the members of the Company held on Tuesday, September 30, 2014 at 11.00 a.m. at the Registered office of the Company situated at Padra Road, Vadodara, for scrutinizing the poll process as ordered by the Chairman under the provisions of section 109 of the Act read with Rule 21 of the Rules on the resolutions contained in the notice to the 79th AGM.
2. The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and rules relating to voting through electronic means and the poll on the resolutions contained in the notice of the 79th AGM of the members of the Company. My responsibility as scrutinizer for e-voting process and for poll is restricted to make a scrutinizers report of the vote cast "In favour" or "Against" the resolutions and "Invalid" votes, based on the reports generated from e-voting system provided by National Securities Depository Ltd, the authorized agencies to provide e-voting facilities, engaged by the Company and also at the time of poll, at the 79th AGM held on Tuesday, September 30, 2014 at 11.00 a.m. at the Registered office of the Company situated at Padra Road, Vadodara.



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FOR SHRI DINESH MILLS LTD.
COMPANY SECRETARY

3. I had issued separate Scrutinizers Report dated 27th September 2014 on the e-voting process and 30th September 2014 on the poll process, on the resolutions contained in the notice of AGM. As requested by the management, I submit herewith combined report on the results of e-voting together with the poll as under:

Item no. of Notice of AGM	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	% of total no. of valid votes	Nos.	% of total no. of valid votes	
Item no.1 Ordinary Resolution- Adoption of audited financial statements for the year ended on 31 st March, 2014 and Directors Report and Auditors Report thereon	2513274	99.999%	40	0.001%	NIL
Item no.2 Ordinary Resolution- To declare dividend for the year 2013-14	2513274	99.999%	40	0.001%	NIL
Item no.3 Ordinary Resolution- To appoint Mr. Bharatbhai U Patel as Director	224902	99.982%	40	0.018%	NIL
Item no.4 Ordinary Resolution- To appoint M/s. Dhirubhai Shah & Doshi, Chartered Accountants, Ahmedabad as auditors of the Company	2513274	99.999%	40	0.001%	NIL
Item no.5 Special Resolution- Payment of remuneration to Mr. Nimishbhai U Patel as Managing Director	224902	99.982%	40	0.018%	NIL



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COMPANY SECRETARY

Item no.6 Ordinary Resolution- Appointment of Shri H. N. Elavia as an Independent Director	2513274	99.999%	40	0.001%	NIL
Item no.7 Ordinary Resolution- Appointment of Shri Jal R Patel as an independent director	2513274	99.999%	40	0.001%	NIL
Item no.8 Ordinary Resolution- Appointment of Shri A T Patel as an independent director	2513274	99.999%	40	0.001%	NIL
Item no.9 Ordinary Resolution- Appointment of Shri T M Patel as an independent director	2513274	99.999%	40	0.001%	NIL
Item no.10 Ordinary Resolution- Appointment of Shri Rakesh Agrawal as an independent director	2513274	99.999%	40	0.001%	NIL
Item no.11 Special Resolution- Adoption of new Articles of Association of the Company	2513274	99.999%	40	0.001%	NIL
Item no.12 Special Resolution- Borrowing powers to the Board	2513264	99.998%	40	0.002%	10



(8)



CERTIFIED TRUE COPY
OF SPECIMEN RESOLUTION
COMPANY SECRETARY

4. I have handed over related papers/ registers and records for safe custody to Mr. J B Sojitra, Company Secretary of the Company.

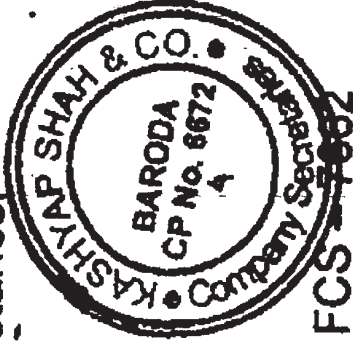
Thanking you,

Yours faithfully,

For Kashyap Shah & Co.,
Company Secretaries,



Kashyap Shah
Proprietor
CP No - 6672, FCS



CERTIFIED TRUE COPY

FOR SHERI INDUSTRIES LTD.



COMPANY SECRETARY



Place : Vadodara

Dated: September 30, 2014