

**SHRI DINESH MILLS LIMITED**

Regd. Office: P. O. Box No. 2501, Padra Road, Vadodara- 390 020
Tel No.: 0265 - 2330060/ 61/ 62 Fax No. : 0265 - 2336195, Web site : www.dineshmills.com;
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**POST OFFER PUBLIC ADVERTISEMENT
FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY
SHAREHOLDERS OF THE COMPANY**

Post Offer Public Advertisement ("POPA" and "Advertisement") regarding the completion of Buy-Back offer in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, for the time being in force including any statutory modifications and amendments from time to time ("Buyback Regulations"). This Advertisement should be read in conjunction with Public Advertisement ("PA") published on March 18, 2013. The terms which are not defined herein but used in this Advertisement have the same meaning as ascribed to them in the PA unless otherwise specified.

1. THE BUY BACK

1.1 Shri Dinesh Mills Limited ("The Company") had announced the buy back of its fully paid Equity Shares of the Face Value of Rs. 10/- each ("Equity Shares") from Open Market through Stock Exchange using the electronic trading facilities of the BSE Limited ("BSE") in accordance with the provision of section 77A, 77AA and 77B of the Companies Act, 1956 ("the ACT") and the Buy Back Regulations and the Article 7A of the Articles of Association of the Company at a price not exceeding Rs. 91/- per Equity Share ("Maximum Offer Price") payable in cash for an aggregate amount not exceeding Rs. 950 Lakhs ("Maximum Offer Size") from the existing owners of Equity Shares, other than those who are the promoters and in promoters' group holding Equity Shares of the Company ("the Buy Back"). The maximum and minimum number of Equity Shares that the Company proposed to buy-back were 13,00,000 ("Maximum offer Shares") and 3,25,000 ("Minimum Offer Shares") respectively. The PA to this effect was published on March 18, 2013.

1.2 As per the PA, the buyback commenced on March 28, 2013 and closed on March 08, 2014 (scheduled closure date).

2. DETAILS OF THE BUYBACK

2.1 The total number of Equity Shares bought back under the Buy-Back are 1,93,118 as of date. Out of total Equity Shares bought back, 1,87,210 Equity Shares have been extinguished and the remaining 5,908 Equity Shares would be extinguished within the stipulated time.

2.2 The price at which the Equity Shares were bought back was dependent on the price quoted on the stock exchange. The highest and the lowest market price at which shares were bought back was Rs. 91/- and Rs. 70/- per share respectively. The average price (excluding brokerage and other charges) at which the shares have been bought back is Rs. 83.69 per Equity Share.

2.3 The total amount deployed in the buy-back is approximately Rs. 162 Lacs which represents 17% of the total buy-back size of Rs. 950 Lacs.

2.4 The prevailing Stock Exchange Mechanism does not provide the identity of the seller(s) in case of shares bought back in the demat segment and therefore, the details of shareholders who have sold shares exceeding 1% of the total Equity Shares bought back are not available.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

The capital structure of the company, pre and post Buy-Back, is as under:

Particulars	Pre-Buy Back	Post-Buy Back
Authorized Share Capital	Rs. 1000 Lacs (95,00,000 Equity Shares of Rs. 10/- each and 50,000 Unclassified shares of Rs.100/- each)	Rs. 1000 Lacs (95,00,000 Equity Shares of Rs. 10/- each and 50,000 Unclassified shares of Rs.100/- each)
Issued, Subscribed & Paid Up Share Capital	Rs. 527.75 Lacs (52,77,500 Equity Shares of Rs. 10/- each)	Rs. 508.44 Lacs (50,84,382 Equity Shares of Rs. 10/- each)

The share holding pattern of the company pre & post buy-back:

Particulars	Pre-Buy Back		Post-Buy Back	
	No. of Shares	% Holding	No. of Shares	% Holding
Promoters	22,88,372	43.36	22,88,372	45.01
Financial Institutions / Banks / Mutual Funds	3770	0.07	27,96,010	54.99
Foreign Institutional Investors	NIL	NIL		
Other Shareholders	29,85,358	56.57	50,84,382	100
Total	52,77,500	100		

4. MANAGER TO THE BUY-BACK

VIVRO VIVRO FINANCIAL SERVICES PRIVATE LIMITED
"VIVRO House", 11, Shashi Colony, Opp. Suvidha Shopping Centre, Paldi,
Ahmedabad - 380 007, Gujarat.
Tel: 079 - 2665 0669, Fax: 079-2665 0570, Email: investors@vivro.net, Website: www.vivro.net
Contact Person: Ms. Shashi Singhvi/ Mr. Tushar Ashar

5. DIRECTOR'S RESPONSIBILITY

The Board of Directors of the Company accepts full responsibility for the information contained in this Post Offer Public Advertisement.

For and on behalf of the Board of Directors of Shri Dinesh Mills Limited

Sd/- Sd/- Sd/-
Shri Bharatbhai U. Patel Shri Nimishbhai U. Patel Shri J. B. Sojitra
(Chairman & Managing Director) (Managing Director) (Company Secretary & Compliance Officer)

Place: Vadodara
Date: 8th March, 2014



SHRI DINESH MILLS LTD.

COMPANY SECRETARY