

**PROCEEDINGS OF 78TH ANNUAL GENERAL MEETING OF MEMBERS OF
SHRI DINESH MILLS LIMITED HELD ON 31ST AUGUST, 2013 AT 11.00 A.M.
AT THE REGISTERED OFFICE OF THE COMPANY, PADRA ROAD,
VADODARA – 390 020**

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78th Annual General Meeting of Members of Shri Dinesh Mills Limited commenced at 11.00 a.m. on Saturday, 31st August, 2013. There were 25 members present in person and 10 members present through proxies at the Meeting. The Chairman, Shri Bharatbhai U. Patel occupied the Chair and welcomed all the members and stated that as the quorum was present, he called the Meeting to order. Shri H. N. Elavia, Chairman of the Audit Committee of the Company attended the Meeting to provide clarifications, if any, on the matters relating to the Audit.

Notice of the Meeting and Directors' Report which were circulated to the members were taken as read with permission of members.

Mr. J. B. Sojitra, Secretary of the Company, read the Auditors' Report which was circulated to the members alongwith the Annual Report for the year 2012–2013.

ORDINARY BUSINESS

**ITEM NO.1: REGARDING APPROVAL OF AUDITED ANNUAL ACCOUNTS,
REPORTS ETC.**

Shri Bharatbhai U. Patel, Chairman proposed the following motion as an Ordinary Resolution:

“RESOLVED THAT the audited Balance Sheet of the Company as at 31st March, 2013 and the Profit & Loss Account for the year ended on that date together with the Directors and the Auditors Report thereon, be and the same are hereby received, approved and adopted.”

Mr. Pradip Chotalia seconded the motion.



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Chairman's Initial

The Chairman invited queries from the Shareholders, but the shareholders did not raised any query, the Chairman put the motion referred hereinabove to vote by show of hands and the same was carried out without any vote against and thereafter, the Chairman declared the same to have been passed unanimously.

ITEM NO.2: REGARDING DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2012-2013.

Mr. Piyush Luktuke proposed the following motion ás an Ordinary Resolution:

"RESOLVED THAT the Dividend at the rate of Rs. 1.80 per Equity Share on 52,77,500 Equity Shares of Rs.10/- each for the Financial Year ended 31st March, 2013 as recommended by the Board of Directors be and is hereby approved."

Mr. Yogesh Bhatt seconded the motion.

The Chairman put the motion referred hereinabove to vote by show of hands and the same was carried out without any vote against and thereafter, the Chairman declared the same to have been passed unanimously.

ITEM NO.3: REGARDING RE-APPOINTMENT OF SHRI ATULBHAI G. SHROFF AS DIRECTOR.

Mr. Sudhir Purohit proposed the following motion as an Ordinary Resolution:

"RESOLVED THAT Shri Atulbhai G. Shroff, a Director of the Company who retires by rotation at this Meeting, being eligible for re-appointment, be and is hereby re-appointed as Director of the Company whose period of Office shall be liable to determination by retirement of Director by rotation."

Mr. Rakesh Dalal seconded the motion.

The Chairman put the motion referred hereinabove to vote by show of hands and the same was carried out without any vote against and thereafter, the Chairman declared the same to have been passed unanimously.



Chairman's Initial



ITEM NO.4: REGARDING RE-APPOINTMENT OF SHRI J. B. SOJITRA AS DIRECTOR.

Mr. Hemang Mehta proposed the following motion as an Ordinary Resolution:

"RESOLVED THAT Shri J. B. Sojitra, a Director of the Company who retires by rotation at this Meeting, being eligible for re-appointment, be and is hereby re-appointed as Director of the Company whose period of Office shall be liable to determination by retirement of Director by rotation."

Mr. Sudhir Purohit seconded the motion.

The Chairman put the motion referred hereinabove to vote by show of hands and the same was carried out without any vote against and thereafter, the Chairman declared the same to have been passed unanimously.

ITEM NO.5: REGARDING RE-APPOINTMENT OF AUDITORS.

Mr. Pradip Chotalia proposed the following motion as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 224 and other applicable provisions, if any of the Companies Act, 1956, M/s. Dhirubhai Shah & Co., Chartered Accountants, Firm Registration No. 102511W be and are hereby appointed as Auditors of the Company to hold Office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting on a remuneration of Rs. 3,35,000/- p.a. plus applicable Service Tax and out of pocket expenses as may be incurred by them for the purpose of Audit."

Mr. Rakesh Dalal seconded the motion.

The Chairman put the motion referred hereinabove to vote by show of hands and the same was carried out without any vote against and thereafter, the Chairman declared the same to have been passed unanimously.




Chairman's Initial

SPECIAL BUSINESS

ITEM NO.6: REGARDING RE-APPOINTMENT OF SHRI BHARATBHAI U. PATEL AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY.

Mr. Hemang Mehta proposed the following motion as Special Resolution:

"RESOLVED THAT pursuant to provision of Section, 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any of the Companies Act, 1956 (including its re-enactment / annulment / amendments / statutory modifications thereof) and subject to the approval of the Central Government, Shri Bharatbhai U. Patel be and is hereby re-appointed as Chairman & Managing Director of the Company for five years from 1st April, 2013 to 31st March, 2018 upon the following existing terms as to remuneration for the period of three years i.e. from 1st April, 2013 to 31st March, 2016 as set out hereafter in accordance with Part II of Schedule XIII to The Companies Act, 1956 or any amendment thereto subject to the re-consideration of the remuneration by the Remuneration Committee, the Board of Directors and Shareholders of the Company.

Remuneration Period: 1st April, 2013 to 31st March, 2016

1. Basic Salary: Rs.3,50,000/- per month.

2. Allowances & Perquisites:

- i) The Chairman & Managing Director shall also be entitled to allowances & perquisites viz. House Rent Allowance @ 60% of the Salary, Furnishing Allowance @ 20% of the salary, Education Allowance @ 10% of the salary, reimbursement of Medical-cum-Leave travel expenses, club fees, insurance premium, electricity bills, gas bills etc. subject to the overall ceiling of his Annual salary.
- ii) Use of Company's Car(s) with driver(s) and telephone at his residence shall not be included in the computation of the above ceiling of allowances & perquisites, use of car for private purpose and personal long distance calls on telephone shall be billed by the Company to the Chairman & Managing Director.



Chairman's Initial



- iii) Company's contribution to provident fund and superannuation fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of tenure of the Chairman & Managing Director shall not be included in the computation of the aforesaid limits of the remuneration.


RESOLVED FURTHER THAT the draft Agreement to be entered into with Shri Bharatbhai U. Patel, containing various terms & conditions of his re-appointment and remuneration as placed before the meeting duly initialed by the Chairman for the purpose of identification be and is hereby approved subject to the approval of the Central Government and the same be executed under the Common Seal of the Company pursuant to the provisions of Articles of Association of the Company."

Mr. Piyush Luktuke seconded the motion.

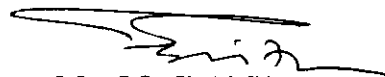
The Chairman put the motion referred hereinabove to vote by show of hands and the same was carried out without any vote against and thereafter, the Chairman declared the same to have been passed unanimously.

As there was no other Business, Mr. Pradip Chotalia proposed vote of thanks to the Chair and the Meeting was concluded.

Date: 10/09/2013
Place: Vadodara


Bharatbhai U. Patel
Chairman



CERTIFIED TRUE COPY
FOR SHRI DINESH MILLS LTD.

COMPANY SECRETARY