

shri **dinesh** mills ltd.

REGD. OFFICE : Near Indiabulls Mega Mall, Akota Road, Vadodara - 390 020. Gujarat, India.
Tel. : (0265) 2960060/61/62/63/64, Mobile : 99740 05975
Website : www.dineshmills.com, CIN : L17110GJ1935PLC000494

2nd September, 2022

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 OF 87TH ANNUAL GENERAL MEETING

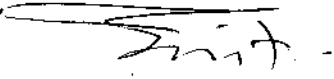
With reference to the captioned subject, we attach herewith the following documents relating to the declaration of Voting Results of the businesses transacted at 87th Annual General Meeting (87th AGM) of the Shareholders of the Company held on Friday, 2nd September, 2022 pursuant to Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

- (1) Voting Results as required under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- (2) The Consolidated Report dated 2nd September, 2022 received from the Scrutinizer, Mr. Kashyap Shah, Practicing Company Secretary on remote e-voting process and electronic voting process at 87th AGM pursuant to Section 108 & 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014

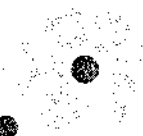
We request you to take the same on your records.

Thanking you,

Yours faithfully,
For Shri Dinesh Mills Limited,



J B Sojitra
Company Secretary
Encl.: As stated above



dinesh

shri **dinesh** mills ltd.

REGD. OFFICE : Near Indiabulls Mega Mall, Akota Road, Vadodara - 390 020, Gujarat, India.
Tel. : (0265) 2960060/61/62/63/64, **Mobile :** 99740 05975
Website : www.dineshmills.com, **CIN :** L17110GJ1935PLC000494

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	2 nd September, 2022
Total no. of shareholders on Record date	7481 shareholders
No. of shareholders present in the meeting either in Person or through Proxy	-
Promoters and Promoter Group:	-
Public:	-
(i) Shareholders in Person	-
(ii) Shareholders represented by proxies	-
No. of shareholders attended the meeting through Video Conferencing	46
Promoters and Promoter Group:	7
Public:	39

Agenda No.1: To consider and adopt the Audited Standalone Financial Statement of the Company, the Reports of the Board of Directors and Auditors' thereon including consolidated financial statement together with Auditors' Report thereon for the financial year ended 31st March, 2022.

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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(5)} \times 100$	(7) = $\frac{(5)}{(5)} \times 100$
Promoter & Promoter group	E-voting	2788372	2788372	100%	2788372	0	100%	0%
	Poll		0	0%	0	0	0%	0%
	Total		2788372	100%	2788372	0	100%	0%
Public: Institutions	E-voting	10	0	0%	0	0	0%	0%
	Poll		0	0%	0	0	0%	0%
	Total		0	0%	0	0	0%	0%
Public: Non Institutions	E-voting	2812200	25059	0.89	25029	30	99.88%	0.12%
	Poll		0	0%	0	0	0%	0%
	Total		25059	1.53	25029	30	99.88%	0.12%
Total		5600582	2813431	50.23%	2813401	30	99.99%	0.01%

shri **dinesh** mills ltd.

REGD. OFFICE : Near Indiabulls Mega Mall, Akota Road, Vadodara - 390 020. Gujarat, India.
Tel. : (0265) 2960060/61/62/63/64, **Mobile :** 99740 05975
Website : www.dineshmills.com, **CIN :** L17110GJ1935PLC000494

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	2788372	2788372	100%	2788372	0	100%	0%
	Poll		0	0%	0	0	0%	0%
	Total		2788372	100%	2788372	0	100%	0%
Public: Institutions	E-voting	10	0	0%	0	0	0%	0%
	Poll		0	0%	0	0	0%	0%
	Total		0	0%	0	0	0%	0%
Public: Non Institutions	E-voting	2812200	25059	0.89	25029	30	99.88%	0.12%
	Poll		0	0%	0	0	0%	0%
	Total		25059	1.53	25029	30	99.88%	0.12%
Total		5600582	2813431	50.23%	2813401	30	99.99%	0.01%

dinesh

shri **dinesh** mills ltd.

REGD. OFFICE : Near Indiabulls Mega Mall, Akota Road, Vadodara - 390 020. Gujarat, India.

Tel. : (0265) 2960060/61/62/63/64, **Mobite :** 99740 05975

Website : www.dineshmills.com, **CIN :** L17110GJ1935PLC000494

Agenda No.3: To appoint a Director in place of Shri J. B. Sojitra (DIN-00036120), 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? : 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	2788372	2788372	100%	2788372	0	100%	0%
	Poll		0	0%	0	0	0%	0%
	Total		2788372	100%	2788372	0	100%	0%
Public: Institutions	E-voting	10	0	0%	0	0	0%	0%
	Poll		0	0%	0	0	0%	0%
	Total		0	0%	0	0	0%	0%
Public: Non Institutions	E-voting	2812200	25059	0.89	25029	30	99.88%	0.12%
	Poll		0	0%	0	0	0%	0%
	Total		25059	1.53	25029	30	99.88%	0.12%
Total		5600582	2813431	50.23%	2813401	30	99.99%	0.01%

dinesh

shri **dinesh** mills ltd.

REGD. OFFICE : Near Indiabulls Mega Mall, Akota Road, Vadodara - 390 020. Gujarat, India.
Tel. : (0265) 2960060/61/62/63/64, **Mobile :** 99740 05975
Website : www.dineshmills.com, **CIN :** L17110GJ1935PLC000494

Agenda No.4: To Consider revision in Remuneration of Shri Bharatbhai Patel, Chairman & Managing Director of the Company.

Resolution Required: Special

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	2788372	1993284	71.49%	1993284	0	100%	0%
	Poll		0	0%	0	0	0%	0%
	Total		1993284	71.49%	1993284	0	100%	0%
Public: Institutions	E-voting	10	0	0%	0	0	0%	0%
	Poll		0	0%	0	0	0%	0%
	Total		0	0%	0	0	0%	0%
Public: Non Institutions	E-voting	2812200	25059	0.89	25029	30	99.88%	0.12%
	Poll		0	0%	0	0	0%	0%
	Total		25059	1.53	25029	30	99.88%	0.12%
Total		5600582	2018343	36.04%	2018313	30	99.99%	0.01%



dinesh

shri **dinesh** mills ltd.

REGD. OFFICE : Near Indiabulls Mega Mall, Akota Road, Vadodara - 390 020. Gujarat, India.

Tel. : (0265) 2960060/61/62/63/64, **Mobile :** 99740 05975

Website : www.dineshmills.com, **CIN :** L17110GJ1935PLC000494

Agenda No.5: To consider revision in Remuneration of Shri Nimishbhai Patel, Managing Director of the Company

Resolution Required: Special

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	2788372	2019520	72.43%	2019520	0	100%	0%
	Poll		0	0%	0	0	0%	0%
	Total		2788372	72.43%	2019520	0	100%	0%
Public: Institutions	E-voting	10	0	0%	0	0	0%	0%
	Poll		0	0%	0	0	0%	0%
	Total		0	0%	0	0	0%	0%
Public: Non Institutions	E-voting	2812200	25059	0.89	25029	30	99.88%	0.12%
	Poll		0	0%	0	0	0%	0%
	Total		25059	1.53	25029	30	99.88%	0.12%
Total		5600582	2044579	36.51%	2044549	30	99.99%	0.01%

Place: Vadodara

Date: 28th August, 2021

For Shri Dinesh Mills Limited,



J. B. Sojitra
Company Secretary

dinesh

DECLARATION OF RESULTS
87TH ANNUAL GENERAL MEETING HELD ON 2ND SEPTEMBER, 2022

The 87th Annual General Meeting (AGM) of the members of Shri Dinesh Mills Limited was held on Friday, 2nd September, 2022 at 12.00 through Video Conferencing / Other Audio Visual Means (VC/OAVM) to transact the Ordinary and Special business as per the Notice of the AGM dated 23rd May, 2022.

The Board of Directors had appointed Mr. Kashyap Shah, Practicing Company Secretary as the Scrutinizer. The Scrutinizer has carried out the scrutiny of the remote e-voting process and electronic voting process at the 87th AGM and submitted his Consolidated Report on voting (i.e. remote e-voting and electronic voting at the AGM) on 2nd September, 2022. The photocopy of the Scrutinizers' Report dated 2nd September, 2022 duly countersigned by the undersigned is attached herewith.

The Consolidated Results as per the Scrutinizers' Report dated 2nd September, 2022 is as under:

Item No. of Notice of 87 th 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		
Item No.1: <u>Ordinary Resolution:</u> To consider and adopt the Audited Standalone Financial Statement of the Company, the Reports of the Board of Directors and Auditors' thereon including consolidated financial statement together with Auditors' Report thereon for the financial year ended 31st March, 2022.	2813401	99.99%	30	0.01%	Nil	Passed with Requisite Majority

Bd



shri dinesh mills ltd.

REGD. OFFICE : Near Indiabulls Mega Mall, Akota Road, Vadodara - 390 020. Gujarat, India.
Tel. : (0265) 2960060/61/62/63/64, **Mobile :** 99740 05975
Website : www.dineshmills.com, **CIN :** L17110GJ1935PLC000494

Item No.2: <u>Ordinary Resolution:</u> To declare dividend on equity shares	2813401	99.99%	30	0.01%	Nil	Passed with Requisite Majority
Item No.3: <u>Ordinary Resolution:</u> To appoint a Director in place of Shri J. B. Sojitra (DIN-00036120), who retires by rotation and being eligible, offers himself for re-appointment.	2813401	99.99%	30	0.01%	Nil	Passed with Requisite Majority
Item No.4: <u>Special Resolution:</u> To Consider revision in Remuneration of Shri Bharatbhai Patel, Chairman & Managing Director of the Company.	2018313	99.99%	30	0.01%	Nil	Passed with Requisite Majority
Item No.5: <u>Special Resolution:</u> To consider revision in Remuneration of Shri Nimishbhai Patel, Managing Director of the Company	2044549	99.99%	30	0.01%	Nil	Passed with Requisite Majority

For SHRI DINESH MILLS LIMITED,

Place: Vadodara
Date: 2nd September, 2022


BHARAT PATEL
CHAIRMAN (87th AGM)

Encl.: Scrutinizers' Report dated 2nd September, 2022



Kashyap Shah & Co.

Practising Company Secretaries

Kashyap Shah (B.com, LL.B (Sp.), FCS)

B-203, Manubhai Towers,
Opp. Faculty of Arts, Sayajigunj,
Vadodara 390020.

Ph. (O) 2362244 (m) 9727037685

Email- kashyap.cs@gmail.com

CONSOLIDATED SCRUTINIZERS REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman,
87th Annual General Meeting of the Equity Shareholders of
Shri Dinesh Mills Limited
(CIN: L17110GJ1935PLC000494)
Held on Friday, 02nd September, 2022 at 12:00 Noon through Video Conferencing

Dear Sir,

1. I, Kashyap Shah, Proprietor of M/s. Kashyap Shah & Co., Company Secretaries have been appointed as scrutinizer by the Board of Directors of Shri Dinesh Mills Limited (the Company) having its registered office at Near Indiabulls Mega Mall, Akota Road, Vadodara 390020 for the purpose of scrutinizing the remote e-voting process and electronic voting process through Video Conferencing / Other Audio Visual Means (VC / OAVM) conducted at 87th Annual General Meeting (AGM) of Equity Shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013, read with and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02 dated 13th January, 2021, Circular No. 19/2021 & 20/2021 dated December 08, 2021 and Circular No. 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars").

In compliance of the above Circulars, the 87th AGM of the Company was held through Video Conferencing (VC) or other audio visual means (OAVM) without the physical presence of the members at the common venue.

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 Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities and on the poll conducted at the AGM.

3. Further to above, I submit my report as under:

- 3.1. The Company sent Notice dated 23rd May, 2022 convening the 87th AGM along with Statement setting out material facts under Section 102 of the Companies Act, 2013 and Annual Report 2021-22 through electronic means i.e. on the registered email IDs only to those members whose email address are registered with the Company, RTA or CDSL/NSDL.
- 3.2. The above Notice was also placed on the website of the Company (www.dineshmills.com) forthwith after it was sent to the members.
- 3.3. The notice clearly indicated the process and manner for electronic voting during the AGM and also the time schedule of remote e-voting from Monday, 29th August, 2022 at 9.00 A.M. to Thursday, 1st September, 2022 at 5.00 P.M. during which the votes could be cast and also provided the login ID and created facility for generating password and casting of vote in a secured manner.
- 3.4. As prescribed in the aforesaid Rules, the Company has also published newspaper advertisements on 09/08/2021 and it carried the required information as specified in the said Rules.
- 3.5. The remote e-voting remained open for a period of 4 days from Monday, 29th August, 2022 at 9.00 A.M. to Thursday, 1st September, 2022 at 5.00 P.M. and that the aforesaid remote e-voting period was completed one day prior to the date of the 87th AGM which was held on 02nd September, 2022.
- 3.6. The Equity Shareholders holding shares as on the "cut off" date i.e. 24th August, 2022 were entitled to vote on the proposed resolutions (Item Nos. 01 to 5) as set out in the Notice of the 87th Annual General Meeting of the Company.
- 3.7. At the 87th AGM of the Company held on 02nd September, 2022 the facility to vote through electronic voting system had been provided to facilitate voting for those members who were present at the meeting through VC/OAVM but could not cast their votes through the Remote e-voting.
- 3.8. After the closing of the period for remote e-voting on 02nd September, 2022, the details of members, such as their names, folios and number of shares held, who casted votes through remote e-voting were down loaded from the e-voting website of National Securities Depositories Limited (NSDL) - www.evoting.nsdl.com for the purpose of ensuring that members who have casted their votes through remote e-voting do not electronically vote again at the 87th AGM.
- 3.9. After closure of Electronic Voting at the AGM, the votes cast through electronic voting at the AGM and through remote e-voting prior to the date of AGM were unblocked on Friday, 02nd September, 2022 at around 12:54 PM in presence of two witnesses who are not in employment of the company.

- 3.10 Thereafter, the details containing, inter alia, list of equity shareholders, who voted "for", against" each of the resolutions that were put to vote, were generated from the website of NSDL i.e. www.evoting.nsdl.com.
- 3.11 Based from the Reports generated from the e-voting website of NSDL, I hereby submit my Consolidated Report on the Result of the remote e-voting together with that of electronic voting at the 87th AGM of the Company in respect of the said Resolutions as under:

ORDINARY BUSINESS:

Resolution No. 1 – As an Ordinary Resolution:

To consider and adopt the Audited Standalone Financial Statement of the Company, the Reports of the Board of Directors and Auditors' thereon including consolidated financial statement together with Auditors' Report thereon for the financial year ended 31st March, 2022.

Mode of Voting	Number of members voted through e-voting process and Electronic Voting at AGM	Number of Votes cast by them	Number of Votes cast by them in favour of the Resolution	Number of Votes cast by them against the Resolution	% of Votes in Favour on total Votes through E-voting and Electronic Voting at AGM	% of Votes against on total Votes through E-voting and Electronic Voting at AGM
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Remote E-voting	67	2813431	2813401	30	99.9989%	0.0011%
Electronic voting at AGM	0	0	0	0	0	0
Total Voting	67	2813431	2813401	30	99.9989%	0.0011%

Resolution No. 2 – As an Ordinary Resolution:

To declare dividend on equity shares

Mode of Voting	Number of members voted through e-voting process and Electronic Voting at AGM	Number of Votes cast by them	Number of Votes cast by them in favour of the Resolution	Number of Votes cast by them against the Resolution	% of Votes in Favour on total Votes through E-voting and Electronic Voting at AGM	% of Votes against on total Votes through E-voting and Electronic Voting at AGM
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Remote E-voting	67	2813431	2813401	30	99.9989%	0.0011%
Electronic voting at AGM	0	0	0	0	0	0
Total Voting	67	2813431	2813401	30	99.9989%	0.0011%

Resolution No. 3 – As an Ordinary Resolution:

To appoint a Director in place of Shri J. B. Sojitra (DIN-00036120), who retires by rotation and being eligible, offers himself for re-appointment.

Mode of Voting	Number of members voted through e-voting process and Electronic Voting at AGM	Number of Votes cast by them	Number of Votes cast by them in favour of the Resolution	Number of Votes cast by them against the Resolution	% of Votes in Favour on total Votes through E-voting and Electronic Voting at AGM	% of Votes against on total Votes through E-voting and Electronic Voting at AGM
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Remote E-voting	67	2813431	2813401	30	99.9989%	0.0011%
Electronic voting at AGM	0	0	0	0	0	0
Total Voting	67	2813431	2813401	30	99.9989%	0.0011%

SPECIAL BUSINESS:**Resolution No. 4 – As a Special Resolution:**

To Consider Revision In Remuneration Of Shri Bharatbhai Patel, Chairman & Managing Director Of The Company.

Mode of Voting	Number of members voted through e-voting process and Electronic Voting at AGM*	Number of Votes cast by them*	Number of Votes cast by them in favour of the Resolution	Number of Votes cast by them against the Resolution	% of Votes in Favour on total Votes through E-voting and Electronic Voting at AGM	% of Votes against on total Votes through E-voting and Electronic Voting at AGM
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Remote E-voting	66	2018343	2018313	30	99.9985%	0.0015%
Electronic voting at AGM	0	0	0	0	0	0
Total Voting	66	2018343	2018313	30	99.9985%	0.0015%

*valid votes considered

Resolution No. 5 – As a Special Resolution:

To Consider Revision In Remuneration Of Shri Nimishbhai Patel, Managing Director Of The Company.

Mode of Voting	Number of members voted through e-voting process and Electronic Voting at AGM*	Number of Votes cast by them*	Number of Votes cast by them in favour of the Resolution	Number of Votes cast by them against the Resolution	% of Votes in Favour on total Votes through E-voting and Electronic Voting at AGM	% of Votes against on total Votes through E-voting and Electronic Voting at AGM
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Remote E-voting	66	2044579	2044549	30	99.9985%	0.0015%
Electronic voting at AGM	0	0	0	0	0	0
Total Voting	66	2044579	2044549	30	99.9985%	0.0015%

*valid votes considered



4. All relevant records relating to Remote e-voting as well as electronic voting at the 87th AGM of the Company shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same shall be handed over to the Compliance Officer for safe keeping.

Yours faithfully,

For Kashyap Shah & Co.,
Company Secretaries


Kashyap Shah
Proprietor
CP No – 6672, FCS – 7662

Place: Vadodara
Dated: 02.09.2022
UDIN: F007662D000897837



Received on: 02/09/2022
FOR SHRI DINESH MILLS LIMITED



BHARAT PATEL
CHAIRMAN