

shri **dinesh** mills ltd.
F E L T S

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

September 2, 2023

To,
Dept. of Corporate Services,
BSE Limited
Floor – 1, P. J. Towers., Dalal Street,
MUMBAI – 400 001

Dear Sir,

Sub: Voting Results in respect of 88th Annual General Meeting (AGM) of the company
Ref.: Script Code: 503804

We attach herewith the Voting Results in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 along with Consolidated Scrutinizer's Report on voting through electronic means (i.e. Remote E-voting & Voting at the AGM through electronic voting system) in respect of 88th AGM of the Company held on Saturday, 2nd September, 2023

We request you to take the same on your records.

Thanking you,

Yours faithfully,
For Shri Dinesh Mills Limited,



J B Sojitra
Company Secretary & Compliance Officer
M. No. A-6351



Encl.: As stated above

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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, 2023
Total no. of shareholders on Record date	7343 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	Not Applicable
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	35 4 31

Agenda No.1: To consider and adopt the Audited Standalone Financial Statement of the Company, the Boards' Report and the Auditors' Report thereon including consolidated financial statements together with Auditors' Report thereon for the financial year ended 31st March, 2023.

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]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	2788372	2788372	100	2788372	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		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
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0



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Public Non Institutions	E-Voting	2812200	28900	1 0277	28849	51	99.8235	0.1765
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		28900	1.0277	28900	51	99.8235	0.1765
Total		5600582	2817272	50.3032	2817221	51	99.9982	0.0018

Whether Resolution is passed or not ? (yes/no): **Yes**

Agenda No.2: To declare the Dividend at the rate of Rs. 10.00 per Equity Share on 56,00,582 Equity Shares of Rs. 10/- each as recommended by the Board of Directors.

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]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	2788372	2788372	100	2788372	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		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
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	2812200	28615	1.0175	28564	51	99.8218	0.1782
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		28615	1.0175	28564	51	99.8218	0.1782
Total		5600582	2816987	50.2981	2816936	51	99.9982	0.0018

Whether Resolution is passed or not ? (yes/no): **Yes**



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P E L L S

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

Website : www.dineshmills.com, CIN : L17110GJ1935PLC000494

Agenda No.3: To appoint a Director in place of Shri Bharatbhai Patel (DIN-00039543), who retires by rotation and being eligible, offers himself for re-appointment.

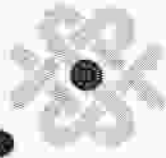
Resolution Required: Ordinary

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]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	2788372	2788372	100	2788372	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		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
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	2812200	28615	1.0175	28564	51	99.8218	0.1782
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		28615	1.0175	28564	51	99.8218	0.1782
Total		5600582	2816987	50.2981	2816936	51	99.9982	0.0018

Whether Resolution is passed or not ? (yes/no): Yes





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Agenda No.4: To consider re-appointment of Shri Bharatbhai Patel as Chairman & Managing Director and fix the Remuneration.

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]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	2788372	2788372	100	2788372	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		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
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	2812200	28615	1.0175	28564	51	99.8218	0.1782
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		28615	1.0175	28564	51	99.8218	0.1782
Total		5600582	2816987	50.2981	2816936	51	99.9982	0.0018

Whether Resolution is passed or not ? (yes/no): Yes





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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 and Promoter Group	E-Voting	2788372	2788372	100	2788372	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		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
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	2812200	28615	1.0175	28564	51	99.8218	0.1782
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		28615	1.0175	28564	51	99.8218	0.1782
Total		5600582	2816987	50.2981	2816936	51	99.9982	0.0018

Whether Resolution is passed or not ? (yes/no): Yes

Place: Vadodara
Date: 2nd September, 2023



For Shri Dinesh Mills Limited,

J. B. Sojitra
Company Secretary & Compliance Officer
M. No. A-6351



Heena Patel

Practicing Company Secretary
Heena Patel (PCS)

Pakakot, Near Swaminarayan Temple,
Chhani

Vadodara-391740

(m) 7779018989

Email- heenapatelcs@gmail.com

CONSOLIDATED SCRUTINIZERS REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman, 88th Annual General Meeting of the Equity Shareholders of Shri Dinesh Mills Limited (CIN: L17110GJ1935PLC000494) held on Saturday, 2nd September, 2023 at 12:00 Noon through Video Conferencing

Dear Sir,

1. I, Heena Patel, Practicing Company Secretary has 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 88th 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) Rules, 2014 as amended from time to time, SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 2 dated January 13, 2021, Circular No. 19/2021 & 20/2021 dated December 8, 2021, Circular No. 2/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars").

In compliance of the above Circulars, the 88th 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 30th May, 2023 convening the 88th AGM along with Statement setting out material facts under Section 102 of the Companies Act, 2013 and Annual Report 2022-2023 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 Tuesday, 29th August, 2023 at 9.00 A.M. to Friday, 1st September, 2023 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 8th August, 2023 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 Tuesday, 29th August, 2023 at 9.00 A.M. to Friday, 1st September, 2023 at 5.00 P.M. and that the aforesaid remote e-voting period was completed one day prior to the date of the 88th AGM which was held on 2nd September, 2023.
- 3.6. The Equity Shareholders holding shares as on the "Cut Off" date i.e. 24th August, 2023 were entitled to vote on the proposed Resolutions (Item Nos. 1 to 5) as set out in the Notice of the 88th Annual General Meeting of the Company.
- 3.7. At the 88th AGM of the Company held on 2nd September, 2023 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 2nd September, 2023, 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 88th 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 Saturday, 2nd September, 2023 at around 12.35 p.m. in presence of two witnesses who are not in employment of the company.


Chandani Shah


Rashmi Bhadani



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 88th 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 Boards' Report and the Auditors' Report thereon including consolidated financial statements together with Auditors' Report thereon for the financial year ended 31st March, 2023.

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]	$[6] = \frac{[4]}{[2]} \times 100$	$[7] = \frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	2788372	2788372	100	2788372	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		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
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	2812200	28900	1.0277	28849	51	99.8235	0.1765
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		28900	1.0277	28900	51	99.8235	0.1765
Total		5600582	2817272	50.3032	2817221	51	99.8982	0.0018



Resolution No. 2 – As an Ordinary Resolution:

To declare the Dividend at the rate of Rs.10.00 per Equity Share on 56,00,582 Equity Shares of Rs.10/- each as recommended by the Board of Directors.

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]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	2788372	2788372	100	2788372	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		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
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	2812200	28615	1.0175	28564	51	99.8218	0.1782
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		28615	1.0175	28564	51	99.8218	0.1782
Total		5600582	2816987	50.2981	2816936	51	99.9982	0.0018

Resolution No. 3 – As an Ordinary Resolution:

To appoint a Director in place of Shri Bharatbhai Patel (DIN-00039543), who retires by rotation and being eligible, offers himself for re-appointment.

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]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$



Promoter and Promoter Group	E-Voting	2788372	2788372	100	2788372	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		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
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	2812200	28615	1.0175	28564	51	99.8218	0.1782
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		28615	1.0175	28564	51	99.8218	0.1782
Total		5600582	2816987	50.2981	2816936	51	99.9982	0.0018

SPECIAL BUSINESS:

Resolution No. 4 – As a Special Resolution:

To consider re-appointment of Shri Bharatbhai Patel as Chairman & Managing Director and fix the Remuneration.

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]	$[6] = \frac{[4]}{[2]} \times 100$	$[7] = \frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	2788372	2788372	100	2788372	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		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
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public	E-	2812200	28615	1.0175	28564	51	99.8218	0.1782



Non Institution s	Voting							
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		28615	1.0175	28564	51	99.8218	0.1782
Total		5600582	2816987	50.2981	2816936	51	99.9982	0.0018

Resolution No. 5 – As a Special Resolution:

To consider revision in Remuneration of Shri Nimishbhai Patel, Managing Director of the Company.

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]	$[6] = \frac{[4]}{[2]} \times 100$	$[7] = \frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	2788372	2788372	100	2788372	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		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
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	2812200	28615	1.0175	28564	51	99.8218	0.1782
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		28615	1.0175	28564	51	99.8218	0.1782
Total		5600582	2816987	50.2981	2816936	51	99.9982	0.0018



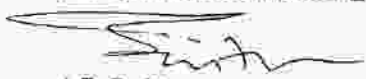
Based on the aforesaid results, I report that, all Resolutions as set out in Item Nos. 1 to 5 of the Notice have been passed with requisite majority.

4. All relevant records relating to Remote e-voting as well as electronic voting at the 88th 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.

Place: Vadodara

Dated: September 2, 2023

Countersigned by
For Shri Dinesh Mills Limited,


J B Sojitra
Company Secretary & Compliance Officer
M. No. A-6351



Yours faithfully,

CS Heena Patel
Practicing Company Secretary
C.P. No - 16241, M. No. -A40323
UDIN: A040323E000921698



Dated 2nd September, 2023 at Vadodara