shri dinesh mills ltd.
FELTS
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

March 30, 2026

To,
Dept. of Corporate Services,
BSE Limited,
Floor 25, P. J. Towers,
Dalal Street, Mumbai – 400 001

By On Line

Dear Sir,

Sub: Disclosure pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Submission of Postal Ballot Notice
Ref: Scrip Code: 503804

We hereby inform that, the Board of Directors of the Company at their meeting held on 27th March, 2026 approved the Postal Ballot Notice and accordingly, we enclose herewith copy of Postal Ballot Notice for the following businesses proposed to be passed by members only by way of remote e-voting:

(1) Re-appointment of Ms. Reshma Patel (DIN: 00165162) as Non-Executive Independent Director of the Company for further period of five years with effect from 15th March, 2026 to 14th March, 2031.

(2) Payment of the remuneration to Shri Bharatbhai Patel, Chairman & Managing Director of the Company for his unexpired tenure from 1st April, 2026 to 31st March, 2028.

(3) Appointment of Mrs. Tejal Rahul Amin (DIN: 00169860) as Non-Executive Independent Director of the Company for a period of five years with effect from 28th March, 2026 to 27th March, 2031

The Postal Ballot Notice is also available on the Website of the Company at www.dineshmills.com and Website of National Securities Depository Ltd. (NSDL) at www.evoting.nsdl.com
We request you to kindly take the same on your record.
Thanking you,
Yours faithfully,
For Shri Dinesh Mills Limited,

SHRI DINESH MILLS LTD. VADODARA

J. B. Sojitra
Company Secretary
M. No. A6351
Encl.: As stated above

shri dinesh mills ltd.
FELTS
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

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ("**the Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 **("Rules"),** General Circular issued by Ministry of Corporate Affairs vide Circular No. 20/2020 dated 05/05/2020, and other circulars issued from time to time including latest circular no. 03/2025 dated 22/09/2025, **("MCA Circulars"),** Regulation 44 and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Regulations**"), Secretarial Standard on General meetings **("SS–2")** including any Statutory modification(s) or re-enactment(s) thereof for the time being in force, that the Resolutions set out herein after are proposed to be passed by the members of Shri Dinesh Mills Limited **("the Company")** by means of postal ballot, only by way of remote e-voting process.

The Explanatory Statement, pursuant to Section 102 of the Act, setting out the material facts relating to the Resolutions mentioned in this Notice is annexed hereto for your consideration.

The Board of Directors has appointed CS Heena Patel, Practicing Company Secretary (Membership No. A–40323), Vadodara as the Scrutinizer to scrutinize E-voting process in a fair and transparent manner.

The Company has engaged the services of National Securities Depository Ltd **("NSDL")** as the agency to provide e-voting facility.

In accordance with the provisions of the above referred MCA circulars, members can vote only through remote e-voting process. Accordingly, the Company is pleased to provide e-voting facility to all its members to cast their vote electronically. Members are requested to read the instructions in the Notes to this Postal Ballot Notice so as to cast their vote electronically not later than 5.00 (IST) on Thursday, 30th April, 2026 (last date to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit her Report to Mr. Bharat Patel, Chairman of the Company and in his absence to Mr. Nimish Patel, Managing Director or Mr. Aditya Patel, Executive Director or Mr. J. B. Sojitra, Secretary of the Company, upon completion of scrutiny of the votes cast through e-voting. The results along with the Scrutinizer's Report will be announced on or before Saturday, 2nd May, 2026 and will be displayed on the (i) Notice Board of the Company at its Registered office, (ii) Company's website www.dineshmills.com (iii) NSDL's website www.evoting.nsdl.com and (iv) Stock Exchange's website i.e. BSE Ltd. www.bseindia.com

SPECIAL BUSINESS:

ITEM NO.1: Approval for re-appointment of Ms. Reshma Patel (DIN: 00165162) as Non-Executive Independent Director of the Company for further period of five years with effect from 15th March, 2026 to 14th March, 2031

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 178 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act) Rules framed thereunder and Schedule IV to the Act and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements)

Regulations, 2015 as amended, Ms. Reshma Patel (DIN–00165162) be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for her second term of five consecutive years from 15th March, 2026 to 14th March, 2031."

ITEM NO.2: Approval for payment of the remuneration to Shri Bharatbhai Patel, Chairman & Managing Director of the Company for his unexpired tenure from 1st April, 2026 to 31st March, 2028

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to provision of Section 196, 197 and Schedule V of the Companies Act, 2013 read with the Companies (Meetings of Board & its powers) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the Company be and is hereby approves the payment of the managerial remuneration upon existing terms & conditions to Shri Bharatbhai Patel, Chairman & Managing Director (CMD) in accordance with the provisions of the Companies Act, 2013 along with relevant Schedules thereto for the unexpired period of his tenure from 1st April, 2026 to 31st March, 2028 as set out in the draft Deed of Variation in accordance with Schedule V to The Companies Act, 2013 or any amendment thereto subject to the re-consideration of the remuneration by the Nomination, Remuneration & Compensation Committee, the Board of Directors and Shareholders of the Company.

Remuneration Period: 1st April, 2026 to 31st March, 2028:

1. Basic Salary: Rs. 10,00,000/- per month with increment of Rs.1,00,000/- in Basic Salary w.e.f. 1st April every year.

2. Commission: Commission not exceeding 1% of the Net Profit of the Company as per calculation pursuant to Section 198 of the Companies Act, 2013 subject to approval of the Board of Directors of the Company.

3. Allowances & Perquisites:
   i. The CMD 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 and telephone at his residence shall not be included in the computation of the above ceiling of allowances & perquisites, use of car(s) for private purpose and personal long distance calls on telephone shall be billed by the Company to the CMD.

   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 CMD shall not be included in the computation of the aforesaid limits of the remuneration.

RESOLVED FURTHER THAT the draft Deed of Variation to be entered into with Shri Bharatbhai Patel, containing the terms & conditions of his remuneration be and is hereby approved and the same be executed under the Common Seal of the Company pursuant to the provisions of Articles of Association of the Company."

<u>ITEM NO.3:</u> Approval for appointment of Mrs. Tejal Rahul Amin (DIN: 00169860) as Non-Executive Independent Director of the Company

To consider, and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 178 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, Mrs. Tejal Rahul Amin (DIN: 00169860), be and is hereby appointed as Non–Executive Independent Director of the Company, not liable to retire by rotation, for five consecutive years from 28th March, 2026 to 27th March, 2031."

Regd. Office:
Near Indiabulls Mega Mall,
Akota Road,
Vadodara – 390 020
Dated: 27th March, 2026

By Order of the Board
For SHRI DINESH MILLS LIMITED,

J. B. SOJITRA
COMPANY SECRETARY
M. No. A-6351

NOTES:

1. The explanatory statement pursuant to Section 102 of the Act setting out the material facts relating to the resolutions mentioned in this Notice is annexed hereto and forms part of this Notice.

2. In compliance with the above referred MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 20th March, 2026 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Members are required to communicate their assent or dissent through E-voting system only. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this Notice for information purpose only.

   Members may note that this Notice will also be available on the Company's website at www.dineshmills.com website of stock exchange i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited. ("NSDL") at www.evoting.nsdl.com

3. In compliance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form; and (ii) if the shares are held in physical form, members are requested to submit their service requests in the form(s) prescribed under SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021. The form(s) are available on the website of the Company at https://www.dineshmills.com and on the website of Company's Registrar & Share Transfer Agent, MCS Share Transfer Agent Ltd. ("MCS") at http://mcsregistrars.com

4. Voting rights of the members shall be in proportion to the equity shares held in the paid-up equity share capital of the Company as on the Cut-Off Date.

5. The Resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, 30th April, 2026.

6. The details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in terms of para 1.2.5 of Secretarial Standard-2 (SS–2) in respect of Ms. Reshma Patel and Mrs. Tejal Rahul Amin, Non-Executive Independent Directors seeking re-appointment and appointment are provided in the Explanatory Statement and Annexure–A to this Notice. All documents referred to in this Postal Ballot Notice will be available for inspection until the last date of e-voting. Members seeking to inspect such documents can send an email to sojitra@dineshmills.com

7. **E–voting facility:**
   Pursuant to the provisions of Section 108 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in relation to e-voting facility provided by Listed Companies, the Company is pleased to provide its members the e-voting facility to enable them to cast their votes electronically on the proposed Resolutions. The e-voting facility is provided by NSDL.

   The e-voting period begins on Wednesday, 1st April, 2026 (9:00 a.m. IST) and ends on Thursday, 30th April, 2026 (5:00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on the Resolutions is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL

	for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
   c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to heenapatelcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking

on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mrs. Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sojitra@dineshmills.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to sojitra@dineshmills.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

ANNEXURE TO THE NOTICE
ANNEXURE – A

DETAILS OF THE DIRECTOR SEEKING REAPPOINTMENT & APPOINTMENT (ITEM No. 1 & 3)

The details as required pursuant to the Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings are as under:

Name of Director & Director Identification Number(DIN)	**Ms. Reshma Patel** **DIN: 00165162**
Age	65 Years
Date of first appointment on the Board	15th March, 2021
Qualification	Post-Graduation, USA
Expertise & Skills	Technical & Overall Management
Profile	As given in the Explanatory Statement
Directorship in other Companies as on the date of this Notice:	(1) Sudeep Pharma Ltd. (2) Nushi Enterprises Pvt. Ltd. (3) Sherno Publications Ltd. (4) Nutrition Supplies and Services (Ireland) Ltd.
Name of Listed Companies from which the Director has resigned in past three years	None

Membership / Chairmanship of Committees in other Companies as on the date of this Notice:	(1) Member – Audit Committee of Sudeep Pharma Ltd. (2) Member – CSR Committee of Sudeep Pharma Ltd. (3) Chairperson – Nomination & Remuneration Committee of Sudeep Pharma Ltd.
No. of Board Meetings: (a) Held during F.Y. 2025-2026 & Upto the date of this Notice (b) Attended	(a) 05 (Five) (b) 05 (Five)
Inter-se relationship with other Directors / KMP	She is not related to any Director or Key Managerial Personnel of the Company.
Terms & Conditions of appointment	Appointment as Non–Executive Independent Director of the Company not liable to retire by rotation.
Details of Remuneration last drawn upto the date of this Notice	Sitting Fees for attending Board & Committee meetings.
Details of Remuneration sought to be paid	Sitting Fees for attending Board & Committee meetings.
No. of Shares held: (a) For Own (b) For other persons on beneficial basis	(a) NIL (b) NIL

Name of Director & Director Identification Number(DIN)	**Mrs. Tejal Rahul Amin** **DIN: 00169860**
Age	65 Years
Date of first appointment on the Board	28th March, 2026
Qualification	B. Com.
Expertise & Skills	Overall Management of Companies & Schools
Profile	As given in the Explanatory Statement
Directorship in other Companies as on the date of this Notice:	JSL Industries Ltd. Jyoti Ltd. Insutech Industries Ltd.
Name of Listed Companies from which the Director has resigned in past three years	None
Membership / Chairmanship of Committees in other Companies as on the date of this Notice:	Member – Audit Committee of JSL Industries Ltd. Member – Stakeholders Relationship Committee of JSL Industries Ltd. Member – Audit Committee of Jyoti Ltd. Member – Stakeholders Relationship Committee of Jyoti Ltd. Member – Nomination & Remuneration Committee of Jyoti Ltd.
No. of Board Meetings: (a) Held during F.Y. 2025-2026 & Upto the date of this Notice (b) Attended	(a) 05 (Five) (b) NIL – Appointed w.e.f. 28/03/2026
Inter-se relationship with other Directors / KMP	She is not related to any Director or Key Managerial Personnel of the Company.
Terms & Conditions of appointment	Appointment as Non–Executive Independent Director of the Company not liable to retire by rotation.
Details of Remuneration last drawn upto the date of this Notice	NIL
Details of Remuneration sought to be paid	Sitting Fees for attending Board & Committee meetings.
No. of Shares held: (a) For Own (b) For other persons on beneficial basis	(a) NIL (b) NIL

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO.1:

Ms. Reshma Patel is rendering her services as Non-Executive Independent Director of the Company since 15th March, 2021 and her first term of five years as Non-Executive Independent Director has been expired on 14th March, 2026 and pursuant to Section 149(10) of the Companies Act, 2013, Special Resolution is required for her re-appointment for a further period of five years with effect from 15th March, 2026 to 14th March, 2031 as Non-Executive Independent Director. The Board of Directors of Company at their meeting held on 3rd February, 2026 reappointed Ms. Reshma Patel as Non-Executive Independent Director based on the recommendation of Nomination, Remuneration & Compensation Committee subject to approval of shareholders of the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013 read with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Ms. Reshma Patel, being eligible, offers herself for appointment, is proposed to be re-appointed as Non-Executive Independent Director for further period of five years i.e. from 15th March, 2026 to 14th March, 2031. The Company has received a Declaration that she meets the criteria of Independence pursuant to Section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. She is also registered on Independent Director's Data Bank and her registration is permanent with life time validity. The Company has also received Form No. DIR–2 and DIR–8 being the consent to act as Director of the Company.

The Board recommends the Special Resolution set out at Item No. 1 of this Notice for the approval by the shareholders of the Company.

Except Ms. Reshma Patel, no other Directors and Key Managerial Personnel or their Relatives are in any way, concerned or interested financially or otherwise in the Special Resolution set out at Item No. 1 of this Notice.

ITEM NO.2:

Shri Bharatbhai Patel, was appointed as Chairman & Managing Director of the Company for a period of five years from 1st April, 2023 to 31st March, 2028 with the remuneration for a period of three years from 1st April, 2023 to 31st March, 2026 by shareholders of the Company at their 88th Annual General Meeting held on 2nd September, 2023. The period of his existing remuneration would expire on 31st March, 2026. The Board of Directors of Company at their meeting held on 3rd February, 2026 approved the payment of remuneration for the unexpired period of his tenure from 1st April, 2026 to 31st March, 2028 based on the recommendation of the Nomination, Remuneration & Compensation Committee subject to approval of shareholders of the Company.

The details of the existing and proposed remuneration are as under:

Existing Remuneration upto 31/03/2026:

1. Basic Salary: Rs. 9,00,000/- per month with increment of Rs.1,00,000/- in Basic Salary w.e.f. 1st April every year.

2. Commission: Commission not exceeding 1% of the Net Profit of the Company as per calculation pursuant to Section 198 of the Companies Act, 2013 subject to approval of the Board of Directors of the Company.

3. Allowances & Perquisites:
   i. The CMD 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 and telephone at his residence shall not be included in the computation of the above ceiling of allowances & perquisites, use of car(s) for private purpose and personal long distance calls on telephone shall be billed by the Company to the CMD.

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 CMD shall not be included in the computation of the aforesaid limits of the remuneration.

Proposed Remuneration from 01/04/2026 to 31/03/2028:

1. Basic Salary: Rs. 10,00,000/- per month with increment of Rs.1,00,000/- in Basic Salary w.e.f. 1st April every year.

2. Commission: Commission not exceeding 1% of the Net Profit of the Company as per calculation pursuant to Section 198 of the Companies Act, 2013 subject to approval of the Board of Directors of the Company.

3. Allowances & Perquisites:
   i. The CMD 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 and telephone at his residence shall not be included in the computation of the above ceiling of allowances & perquisites, use of car(s) for private purpose and personal long distance calls on telephone shall be billed by the Company to the CMD.

   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 CMD shall not be included in the computation of the aforesaid limits of the remuneration.

The draft Deed of Variation to be executed between the Company and Shri Bharatbhai Patel is available for inspection by members of the Company at the Registered Office between 11.00 A.M. to 1.00 P.M. on any working days of the Company on or before 30th April, 2026.

The Board recommends the Special Resolution set out at Item No. 2 of this Notice for the approval by the shareholders of the Company.

Except Shri Bharatbhai Patel, Shri Nimishbhai Patel and Shri Aditya Patel, no other Directors and Key Managerial Personnel or their Relatives are in any way, concerned or interested financially or otherwise in the Special Resolution set out at Item No. 2 of this Notice.

ITEM NO.3:

The Board of Directors of the Company at their meeting held on 27th March, 2026 appointed Mrs. Tejal Rahul Amin, (DIN: 00169860) as an Additional Director designated as Non–Executive Independent Director of the Company for a period of five years with effect from 28th March, 2026 to 27th March, 2031 based on the recommendation of Nomination, Remuneration & Compensation Committee.

Mrs. Tejal Rahul Amin is a Commerce Graduate and having total experience more than 40 years in the Corporate Sector and also in the running of various Schools. She is Whole Time Director of JSL Industries Ltd. and also Director of Jyoti Ltd. As Chairperson of the 60-years old Navrachana Education Society, she has driven its qualitative expansion from a single institution to one that, has initiated 8 more institutions, including 4 leading schools affiliated to National and International Education Boards, focused and innovative programs covering Sports, Coaching and a Skill-based program for out-of-school girls and women. More recently, the Society has established the Navrachana University (NAAC A grade) under the Gujarat Private Universities Act.

She is also the Founding Director and Chairperson, Organizing Committee of the *Vadodara Marathon*, a non-profit company. In the year 2016, she was conferred with *Glory of Gujarat* Award by the Indian Council of Social Welfare, Gujarat State, presented by Hon'ble Governor of Gujarat, Shri O. P. Kohli.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013 read with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mrs. Tejal Rahul Amin, being eligible, offers herself for appointment, is proposed to be appointed as an Independent Director for a period of five years with effect from 28th March, 2026 to 27th March, 2031. The Company has received a Declaration that she meets the criteria of Independence pursuant to Section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. She is also registered on Independent Director's Data Bank and her registration is permanent with life time validity. The Company has also received Form No. DIR–2 and DIR–8 being the consent to act as Director of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 3 of this Notice for the approval by the shareholders of the Company.

Except Mrs. Tejal Rahul Amin, no other Directors and Key Managerial Personnel or their Relatives are in any way, concerned or interested financially or otherwise in the Ordinary Resolution set out at Item No. 3 of this Notice.

Regd. Office:
Near Indiabulls Mega Mall,
Akota Road,
Vadodara – 390 020
Dated: 27th March, 2026

By Order of the Board
For SHRI DINESH MILLS LIMITED,

J. B. SOJITRA
COMPANY SECRETARY
M. No. A-6351