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

May 24, 2025

Dept. of Corporate Services,
BSE Limited,
Floor – 1, Rotunda Bldg., Dalal Street,
MUMBAI – 400 001

By On–Line

Dear Sir,

Sub: Submission of Annual Secretarial Compliance Report pursuant to Regulation 24(A) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2025

We enclose herewith Annual Secretarial Compliance Report (ASCR) dated 19th May, 2025 issued by Mrs. Heena Patel, Practicing Company Secretary pursuant to Regulation 24(A) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2025.

Kindly acknowledge the receipt.

Thanking you,
Yours faithfully,
For SHRI DINESH MILLS LIMITED,

SHRI DINESH MILLS LTD. VADODARA

J. B. SOJITRA
COMPANY SECRETARY & COMPLIANCE OFFICER
Encl.: As stated above

Heena Patel
Practicing Company Secretary

Pakakot, Near Swaminarayan Temple,
Chhani, Vadodara-391740
(M) 7779018989
Email- heenapatelcs@gmail.com

Secretarial Compliance Report of Shri Dinesh Mills Limited for the financial year ended on 31st March, 2025

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Shri Dinesh Mills Limited, CIN- L17110GJ1935PLC000494 (hereinafter referred as 'the listed entity'), having its Registered Office at Near India bulls Mega Mall, Akota Road,Vadodara – 390020. The Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agentsand authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I have examined:

(a) all the documents and records made available to us and explanation provided by Shri Dinesh Mills Limited ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this report, for the financial year ended on 31st March, 2025 ("Review Period") in respect of compliance with the provisions of :

   (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

   (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (LODR) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) other regulations as applicable.

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	*Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)*	*Regulation/ Circular No.*	*Deviations*	*Action Taken by*	*Type of Action Advisory / Clarification / Fine/ Show Cause Notice/ Warning etc.*	*Details of Violation*	*Fine Amount*	*Observations /Remarks of the Practicing Company Secretary (PCS)*	*Management Response*	*Remarks*
1.	Integrated Filing (Governance) for the quarter ended December 31, 2024	1) SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024. 2) BSE Notice No. 20250102-4 dated January 2, 2025. 3) BSE Notice No. 20250113-56 dated January 13, 2025	NA	BSE	Advisory	Non-submission of Corporate Governance Report and/or Statement of Investor Complaints and/or Integrated Filing (Governance) for the quarter ended December 31, 2024	NA	The Company has filed Integrated Filing (Governance) on 19-02-2025	When the CG Report was filed by the Company on 8th January, 2025, new format was not available. However, after receipt of email from BSE Ltd on 19-02-2025, The Company has filed in new format viz Integrated (Governance) on 19-02-2025	The Company has filed Integrated Filing (Governance) on 19-02-2025

HEENA PATEL
CS
COP. No. 16241
VADODARA
COMPANY SECRETARY

2.	As provisions of Para (D) of Section III-A of Chapter III of SEBI Master Circular No. SEBI/HO/ CFD/ PoD2/CIR/ P/2023/120 dated July 11, 2023 (erstwhile SEBI Circular No. CIR/CFD/ CMD/ 56/2016 dated May 27, 2016)	As provisions of Para (D) of Section III-A of Chapter III of SEBI Master Circular No. SEBI/HO /CFD/ PoD2/CIR/P/2023/120 dated July 11, 2023 (erstwhile SEBI Circular No. CIR/CFD /CMD/ 56/2016 dated May 27, 2016)	NA	BSE	Advisory	Non submission of Statement of Impact of Audit Qualifications or Declaration of unmodified audit report in XBRL for the year ended March 31, 2024	NA	The Company has submitted Statement on Impact of Audit Qualifications or (as applicable) in XBRL Mode on 05-06-2024	The Company has filed Declaration of unmodified audit report in XBRL mode on 05-06-2024	The Company has filed Declaration of unmodified audit report in XBRL mode on 05-06-2024

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	*Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)*	*Observations made in the Secretarial Compliance report for the year ended*	*Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)*	*Details of violation / Deviations and actions taken/penalty imposed, if any, on the listed entity*	*Remedial actions, if any, taken by the listed entity*	*Comment s of the PCS on the actions taken by the listed entity*
1.	The Board Meeting dated 03.11.2023 concluded on 05.55 pm and submit outcome on 06.26 pm i.e 1-minute late submission.	31.03.2024	Regulation 30(6) and Schedule III of SEBI (LODR) Regulations, 2015 Disclose to the Exchange(s), within	Delayed submission of the disclosure within 30 minutes of the closure of the meeting	The Company has submitted disclosure of Board Meeting outcome after 30	The Company has submitted disclosure of Board Meeting outcome after 30 minutes of the closure of

HEENA PATEL CS COP No. 16241 VADODARA COMPANY SECRETARY

			30 minutes of the closure of the Board Meeting		minutes of the closure of the meeting.	the meeting.

I. I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	Nil
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI.	Yes	Nil
3.	Maintenance and disclosures on Website: • The listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a	Yes	Nil

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	separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website.		
4.	Disqualification of Director(s): None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5.	Details related to subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	Yes	The Company has one material subsidiary namely, Dinesh Remedies Limited and other two (WOS) subsidiaries namely, Stellant Chemical Industries Limited and Fernway Technologies Limited
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil

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7.	Performance Evaluation: The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of audit committee for all related party transactions; (b) In case no prior approval obtained,	Yes	Nil
	the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.		
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil

HEENA PATEL
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VADODARA
COMPANY SECRETARY

11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	Nil
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with	N.A.	There was no Resignation by Auditor during the review period.

HEENA PATEL COMPANY SECRETARY CS COP. No. 16241 VADODARA

	paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Nil	Nil

I further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR Regulations. **Not Applicable**

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. I have not verified the correctness and appropriateness of financial records and books of account of the listed entity.

4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Vadodara
Date: 19.05.2025

Heena Patel
Proprietor
ACS No. 40323; CP No. 16241
UDIN: A040323G000377968
PR No. 2315/2022

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