PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE SHAREHOLDERS/ BENEFICIAL OWNERS OF THE EQUITY SHARES OF

SHRI DINESH MILLS LIMITED

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This Public Announcement ("PA") is made pursuant to the provisions of Regulation 15 (c) read with Regulation 15 (d) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 as amended thereto ("Buyback Regulations") and contains the disclosures as specified in Schedule II to the Buyback Regulations.

SCHEDULE II - PART A OF BUYBACK REGULATIONS

1. AUTHORITY OF BUYBACK

The Board of Directors of Shri Dinesh Mills Limited ("the Company") at their meeting held on March 9, 2013, have approved the proposal of buyback of fully paid up equity shares of Rs. 10/- each of the Company ("the Buyback"), in accordance with the provisions contained in Article 7A of the Articles of Association of the Company, Section 77A, 77AA, 77B and other applicable provisions of the Companies Act, 1956 ("the Act") read with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended (the "Buy-back Regulations") in the following manner :

(a) The total amount to be deployed shall not exceed Rs. 950 Lacs (including brokerage and other charges if any), which represents 9.89% of paid-up capital and free reserves of the Company based on the audited financials of the Company as at March 31, 2012 ("Maximum Buy-back Size");

(b) The equity shares to be bought back at a price not exceeding Rs. 91/- (Rupees Ninety One only) per equity share ("Maximum Buy-back Price");

(c) The maximum number of equity shares to be bought back shall not exceed 13,00,000 (the "Maximum Offer Shares");

(d) The minimum number of equity shares to be bought back would be 3,25,000 ("Minimum Offer Shares");

(e) The Company to implement Buy-back from the open market purchases through BSE Limited ("BSE") (hereinafter referred to as the "BSE Ltd.") using their nationwide electronic terminal;

(f) The equity shares of the Company to be bought back from the existing owners of equity shares of the Company other than promoters/ persons who are in control of the Company (hereinafter collectively referred to as the "Promoters").

2. NECESSITY FOR BUYBACK

The Buyback proposal is being implemented in keeping with the Company's desire to enhance overall shareholders' value. The Buyback would lead to reduction in outstanding number of equity shares, possible improvement in earnings per Equity Share and enhance return on net worth and create long term value for continuing shareholders. The proposed Buy-back is also a reflection of confidence of the management in the future growth prospects of the Company.

3. MAXIMUM AMOUNT, MAXIMUM PRICE AND MAXIMUM NUMBER OF EQUITY SHARES PROPOSED TO BE BOUGHT BACK

3.1 The aggregate amount proposed to be expended for the Buy-back is Rs. 950 lacs, representing 9.89% of the paid up capital and free reserves of the Company, which is within the maximum amount allowed under the Act i.e. not more than 10% of paid-up capital and free reserves of the Company.

3.2 The equity shares will be bought back at a price not exceeding Rs. 91/- (Rupees Ninety One only) per equity share. The maximum price has been arrived at after considering various factors including but not limited to book value, trends in the market price of equity shares on the BSE Ltd. and the possible impact of Buy-back on the earnings per share. The maximum Buy-back price of Rs. 91/- is at a premium of 28.90% over the closing price on the BSE (i.e. Rs. 70.60 prevailing on the date of the board meeting approving the Buy-back i.e. March 9, 2013.)

3.3 The maximum number of equity shares that the Company proposes to buy-back are 13,00,000 equity shares (the "Maximum Offer Shares"), which is within the limits prescribed under the provisions of Section 77A of the Act and is in compliance with Clause 40A of the listing agreement entered between the Company and BSE Ltd. with regards to continuous listing of equity shares.

3.4 The Minimum number of shares to be bought back would be 3,25,000 equity shares of the Company ("Minimum Offer Shares)

4. BUY-BACK MECHANISM

4.1 The Company, by way of open market purchases through the BSE Ltd. using their nationwide electronic trading facilities, will implement the Buy-back. The Company shall not buy-back its equity shares from any person through negotiated deals whether on or off the BSE Ltd. or through spot transactions or through any private arrangement in implementation of the Buy-back.

4.2 Buy-back will be completed within a period of twelve months from the date of passing of Board resolution. The Board shall determine the time frame for completion of Buy-back and may close the Buy-back any time after buying back the Minimum Offer Shares before the aforesaid period of twelve months.

5. PROMOTERS HOLDING AND DETAILS OF PURCHASES AND SALES OF THE COMPANY'S EQUITY SHARES BY THEM :

5.1 The aggregate shareholding of the Promoters of the company as on the date of Board Meeting i.e. March 9, 2013 was 22,88,372 shares which constituted 43.36% of the equity share Capital existing on that date.

5.2 None of the promoters/ promoter group have purchased or sold any shares or securities in the Company during the period of six months preceding March 9 2013, (being the date of Board Meeting).

5.3 The Promoters / Promoter Group will not participate in the Buyback

6. CONFIRMATIONS

6.1. The Company confirms that there are no defaults subsisting in the repayment of deposits and interests thereon, redemption of debentures or preference shares or repayment of term loans to banks.

6.2. The Board hereby confirms that it has made full inquiry into the affairs and prospects of the Company and that they have formed the opinion –

(a) that, immediately following the date of Board Meeting there will be no grounds on which the Company could be found unable to pay its debts;

(b) that, as regards the prospects for the year immediately following the date of Board Meeting, having regard to the intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the Board Meeting date; and

(c) that in forming their opinion for the above purposes, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 (including prospective and contingent liabilities).

7. REPORT OF AUDITORS

The text of the report dated March 9, 2013 received from M/s Dhirubhai Shah & Co., Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board is reproduced below:

"In connection with the proposed Buy-back of equity shares as approved by the Board of Directors of Shri Dinesh Mills Limited ("the Company") at their meeting held on March 9, 2013, in pursuance of the provisions of Sections 77A, 77AA and 77B of the Companies Act, 1956 and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, we have examined the audited financial statements of the Company for the year ended March 31, 2012 and other relevant records maintained by the Company. On the basis of such verification and according to the information and explanations given to us, we report that:

i). We have enquired into the State of Affairs of the Company for the year ended March 31, 2012 as adopted by the Board of Directors of the Company at its meeting held on June 12, 2012 which have been audited by us.

ii) The Board of directors has proposed to Buy-back the Company's equity shares to the extent of Rs. 950 lakhs (maximum offer size) at a price not exceeding Rs. 91/- per share (maximum offer price). The amount of permissible capital payments including premium towards Buy-back of equity shares has been properly determined in accordance with Section 77 A (2) (c) of the Companies Act, 1956 :

Particulars extracted from Audited Standalone Financial Statements of the Company as at March 31, 2012	Amount (Rs. in Lacs)
Subscribed and Paid up Capital (5277500 Equity Shares of Rs. 10/- each fully paid up.)	527.75
Free Reserves	9075.64
Total	9603.39
Maximum Amount permissible for the Buy Back i.e. 10% of total paid up equity capital and free reserves.	960.34

iii) The Board of Directors in their meeting held on March 9, 2013 have formed the opinion as specified in Clause (x) of Schedule II of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.

iv) We performed our procedures, in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI"). These procedures include examining evidence supporting the particulars above on a test basis.

v) This report has been prepared for and only for the Company and is in reference to proposed Buy-back of Equity Shares in pursuance of the provisions of Section 77A, 77AA and 77B of the Companies Act and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 and for no other purpose. We do not accept or assume any liability or duties of care for any other purpose save where expressly agreed by our prior consent in writing.

Signed by Statutory Auditors
K.D. Shah
For, Dhirubhai Shah & Co.
Chartered Accountants

SCHEDULE II - PART B OF BUYBACK REGULATIONS

8. MINIMUM AND MAXIMUM NUMBER OF SHARES TO BUYBACK, SOURCES OF FUNDS AND COST OF FINANCING THE BUYBACK:

8.1 The maximum number of equity shares that the Company proposes to buy-back are 13,00,000 (the "Maximum Offer Shares"), which is within the limits prescribed under the provisions of Section 77A of the Act and is in compliance with Clause 40A of the listing agreement entered between the Company and BSE Ltd. with regards to continuous listing of shares.

8.2 The minimum number of equity shares to be bought back, would be 3,25,000 ("Minimum Offer Shares").

8.3 The Company has substantial accumulated free reserves, which is reflected in cash and bank balances and other liquid investments of the Company and the same would be utilized for the Buy-back. The funds required for the Buyback will be drawn out of the free reserves of the Company. The Company's favorable liquidity position also permits the Buy-back and hence, the Company will not be required to borrow funds for the Buy-back, but it may borrow monies in the ordinary course of business, if necessary. The cost of financing the Buy-back would therefore be reduction in other income, which the Company could have otherwise earned on the funds deployed in the liquid assets. As the Buy-back is funded through funds available with the Company, there will not be any cost of financing the Buy-back other than the cost of implementation of the Buy-back.

9. PROPOSED TIME TABLE

Board Meeting approving the Buyback	March 9, 2013
Date of opening the Buyback	March 28, 2013
Acceptance of Shares	Within 15 days of the relevant pay-out dates of the BSE Ltd.
Extinguishment of Shares	Within 15 days of acceptance of equity shares as mentioned above provided further that the Company shall ensure that all equity shares bought back are extinguished within 7 days from the last date of completion of Buy-back.
Last date for the Buyback	March 8, 2014 (i.e. 12 months from the date of the resolution passed by the Board of Directors) or when the Company completes the Buy-back to the extent of Rs. 950 lacs, whichever is earlier, or at such earlier date as may be determined by the Board, in the event the Minimum Offer Shares have been purchased under the Buy-back, even if the Maximum Buy-back Size has not been reached, by giving appropriate notice of such date and completing all formalities in this regard as per relevant laws and regulations. All payment obligations related to the Buy-back shall be completed by the last date for the Buy-back.

10. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK

10.1 The Buyback is open to all Shareholders / Beneficial Owners of the fully paid-up equity shares of the Company, both registered and unregistered, holding equity shares either in physical and/or electronic form, except the promoters / persons who are in control of the company.

10.2 The Company shall not buyback the locked-in equity shares or non-transferable equity shares during the pendency of the lock-in or until they become transferable.

10.3 The Company will implement Buy-back from the open market purchases through the BSE Ltd. using their nationwide electronic terminals.

10.4 The Company has appointed M/s. Pravin Ratilal Share And Stock Brokers Ltd ("Appointed Broker"), as the broker through whom the purchases and settlement on account of the Buyback shall be made. While the requirement of opening an Escrow Account is not applicable as the Buy-back is from the open market through BSE Ltd.

10.5 The Buyback of Shares will be made only through the order matching mechanism except "all or none" order matching system.

10.6 The Company may, from the date of opening of Buyback, place "buy" orders on BSE Ltd. at least once in every week through the Broker, in such quantity and at such prices, not exceeding Rs. 91/- per share, as it may deem fit, depending upon the prevailing quotations of the shares on the BSE Ltd.. When the Company has placed an order for Buyback of shares, the identity of the Company as purchaser would be displayed on the screen of the market participants of the BSE Ltd.

10.7 The shareholders holding equity shares in physical form are required to submit the shares under the Buyback through their broker and execute the share transfer deed(s), attach the relevant share certificate(s) and hand over the complete set / documents to his/her broker for settlement within the timelines specified by their broker.

10.8 In case the share transfer deeds submitted are found to be invalid (e.g. date of transfer deed is outdated / signature on the deed does not tally with the registrars' records, etc.), the rule of good/bad delivery norms of the exchange shall apply and, inter alia, the shareholders' broker may ask him/her to re-submit these documents duly corrected.

10.9 Beneficial owners, who desire to sell their shares under the Buyback, would have to do so through a stock broker, who is a member of BSE, by indicating to their broker the details of shares they intend to sell and price thereof. The trade would be executed at the price at which the order matches and that price would be the price for that seller. Execution of the order, issuance of contract note, delivery of stock to the broker and receipt of payment from the broker would be carried out in accordance with the requirements of BSE Ltd.

10.10 The shares of the Company are traded in the compulsory demat mode under the trading code 503804 at BSE. The ISIN of the Company is INE204C01024. Shareholders holding shares in physical form can sell their shares in the odd lot trading segment on BSE.

10.11 The equity shares bought back by the Company may not be at a uniform price. Orders will be placed by the Company at least once in a week in such quantity and at such prices, as it may deem fit, depending upon the prevailing quotations of equity shares on the BSE Ltd. so long as the market price is lower than the Maximum Offer Price. Such orders will be placed both in normal and physical segments. The Company shall intimate the BSE Ltd. as well as the public through notice in the newspapers regarding quantity of equity shares purchased and amount utilized, as prescribed by the Buyback Regulations.

10.12 The Company and the Merchant Banker (Vivro Financial Services Private Limited) shall submit the information regarding the shares bought back to the BSE Ltd. and the public through notice in the newspapers regarding quantity of equity shares purchased and amount utilized, as prescribed by the Buyback Regulations.

10.13 Subject to the Company purchasing the Minimum Offer Shares, nothing contained herein shall create any obligation on the part of the Company or the Board to Buyback any equity shares or confer any right on the part of shareholders / beneficial owners to offer any equity shares for Buyback, even if the Buyback Size has not been exhausted and / or impair any power of the Company or the Board to terminate any process in relation to the Buyback, if so permissible by law.

11. METHOD OF SETTLEMENT

11.1 The Company will pay the consideration to the Broker on or before the pay-in date for each settlement, as applicable to the respective BSE Ltd. in respect of equity shares bought back.

11.2 The beneficial owners holding shares in demat form would be required to transfer the number of shares sold, by tendering the delivery instruction to their respective Depository Participant ("DP") for debiting their beneficiary account maintained with the DP and crediting the same to the pool account of the broker through whom the trade is executed. The shareholders holding shares in physical form should present the share certificates along with valid transfer deeds to their respective brokers through whom the trade was executed.

11.3 The Company has opened a depository account styled "SHRI DINESH MILLS LIMITED – BUYBACK OFFER" with Pravin Ratilal Shares & Stock Brokers Limited with DP ID IN300982 and client ID 10779605. The Equity shares bought back in the demat form would be transferred into the said account by the Broker on receipt of the shares from the clearing and settlement mechanism of the BSE.

11.4 The Company shall complete the verification of acceptances within fifteen (15) days of the pay-out. The Company shall extinguish and physically destroy the security certificates so bought back in the presence of the Registrar & Share Transfer Agent or the Merchant Banker and the Statutory Auditors within fifteen (15) days of the date of acceptance of the equity shares. The shares bought back in dematerialized form will be extinguished and destroyed in the manner specified in Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and the byelaws framed there-under. The Company will extinguish all the shares bought back within seven (7) days of the last date of completion of Buyback.

11.5 The details of equity shares extinguished shall be notified to SEBI, and the BSE Ltd. in accordance with the Buyback Regulations.

12. BRIEF INFORMATION ABOUT THE COMPANY

12.1 Shri Dinesh Mills Ltd. was initially known as Maharani Woolen Mills Ltd. It was purchased by Late Shri Maganbhai Bhikhabhai Patel from the Official Liquidators in Public Auction held at Baroda on 2nd February 1935. Subsequently incorporated as Shri Dinesh Mills Ltd. on July 1, 1935 and the Certificate for Commencement of Business was obtained on 17th February 1936 from the Registrar of Companies, Vadodara State. The Registered Office of the Company is situated at Padra Road, Vadodara – 390 020. The Company is in the business of manufacturing woolen and worsted fabrics, filter fabrics and industrial fabrics i.e. paper makers felt. The company has manufacturing plants at Village Bhadkodra, Near N.H. No. 8 Kapodra Road, Ankleshwar, District Bharuch and Padra Road, Vadodara.

12.2 The Company's shares are listed on BSE Limited.

12.3 The Promoters of the company are Mr. Upendrabhai Maganbhai Patel, Mr. Bharatbhai Upendrabhai Patel, Mr. Nimishbhai Upendrabhai Patel, Mr. Aditya B Patel, Mrs. Miraben Upendrabhai Patel, Mrs. Arushaben Nimishbhai Patel, Mr. Nishank Nimishbhai Patel, Mrs. Minal Shekhar Desai, Mrs. Ranak Kamlesh Lashkari, Mrs. Roopaben Bharatbhai Patel, Ms.Jemika Bharatbhai Patel.

12.4 The company has one subsidiary namely Dinesh Remedies Limited (DRL).

12.5 DRL was incorporated on 9th February 2005 and is engaged in manufacturing empty hard gelatin capsule shells at village Mahuvad, Taluka Padra, District Vadodara

13. BRIEF FINANCIAL INFORMATION OF THE COMPANY (ON STANDALONE BASIS)

Brief audited financial information of the Company for the last three financial years ended March 31, 2010, 2011 and 2012 and unaudited financials for the nine months period ended December 31, 2012 (subjected to limited review by statutory auditors) are detailed below:

(Rs in Lakhs)

Particulars	Nine Months Ended Un-audited 31.12.2012	Year Ending		
	Un-audited		Audited	
	31.12.2012	31.03.2012	31.03.2011	31.03.2010
Revenue	6230.83	8648.87	8252.28	7993.75
Other Income	190.84	368.63	266.08	311.18
Total Income	6421.67	9017.5	8518.36	8304.93
Expenditure	5021.99	7084.67	6390.67	6305.03
Profit Before Interest, Depreciation and Tax	1399.68	1932.83	2127.69	1999.90
Depreciation and Amortization expenses	725.29	849.85	747.69	639.61
Interest and Finance Charges	283.22	355.49	313.56	293.67
Profit before Tax and Exceptional Items	391.17	727.49	1066.44	1066.62
Exceptional Items	-	-	31.81	-
Profit / (Loss) after Exceptional Items before Tax	391.17	727.49	1,098.25	1066.62
Tax Expenses (Current + Deferred Tax)	93.22	226.75	317.69	332.92
Income Tax refund / write back for earlier years	-	-	-	1.99
Profit / (Loss) after Tax	297.95	500.74	780.56	735.69
Equity Share Capital	527.75	527.75	527.75	527.75
Reserves and Surplus #	9373.60	9075.64	8697.55	8039.67
Net Worth	9901.35	9603.39	9225.30	8567.42
Total Debt *	3063.89	3197.83	3112.71	3868.07
Equity Dividend (%)	-	20%	20%	30%
Basic Earnings Per Share	5.65	9.49	14.79	13.94
Diluted Earnings Per Share	5.65	9.49	14.79	13.94
Book Value Per Share	187.61	181.97	174.80	162.34
Return on Net Worth (%)	3.01%	5.21%	8.46%	8.59%
Debt Equity Ratio	0.31	0.33	0.34	0.45

Key Ratios have been calculated as follows:	
Basic Earnings Per Share	Profit / (Loss) after Tax / Weighted average no. of equity Shares before dilution of Stock Options / Warrants
Diluted Earnings Per Share	Profit / (Loss) after Tax / Weighted average no. of equity Shares after dilution of Stock Options / Warrants
Book Value Per Share	Net Worth / No of Equity Shares issued and Outstanding
Return on Net Worth	Profit / (Loss) after tax / Net Worth
Debt Equity Ratio	Total Debt / (Equity Share Capital + Free Reserves)

\# Reserves and Surplus include General reserve and Profit and Loss Account (Free Reserves of the Company).
* Total Debt includes Secured and Unsecured Loans availed by the Company.
Earnings per share, Return on Net worth not annualised for Nine months ended December 31,2012.

14. LISTING DETAILS AND STOCK MARKET DATA

14.1 The equity shares of the Company are listed on BSE.

14.2 The high, low and average market prices of the Company's equity shares for the last three years and the monthly high, low and average market prices of the Company's equity shares for the six months preceding the date of this PA and the corresponding volumes on BSE is as follows:

PERIOD	High (Rs.)	Date of High and No. of shares traded on that date	Low (Rs.)	Date of Low and No. of shares traded on that date	Average price # (Rs.)	Total Volume of shares Traded in the period	Total Turnover (Rs in Lakhs)
2010	145.40	15.10.10 (132710)	92.10	28.01.10 (8035)	119.45	24,61,709	2940.40
2011	114.95	3.01.11 (5911)	72.3	21.12.11 (1029)	94.24	4,56,980	430.66
2012	95.7	23.01.12 (32067)	60.25	31.08.12 (1583)	76.98	3,64,930	280.92

PERIOD	High (Rs.)	Date of High and No. of shares traded on that date	Low (Rs.)	Date of Low and No. of shares traded on that date	Average price # (Rs.)	Total Volume of shares Traded in the period	Total Turnover (Rs in Lakhs)
Sept'12	72.15	21.09.12 (1745)	64.00	11.09.12 (782)	67.48	56,367	38.04
Oct' 12	71.00	4.10.12 (1550)	65.0	03.10.12 (1575)	68.48	23,655	16.20
Nov' 12	71.70	12.11.12 (1231)	66.70	7.11.12 (5296)	69.06	25,266	17.45
Dec' 12	73.55	10.12.12 (1985)	66.25	21.12.12 (602)	70.50	12,609	8.89
Jan' 13	76.00	25.01.13 (870)	63.45	31.01.13 (3185)	69.07	35,653	24.63
Feb' 13	64.90	01.02.13 (6950)	50.60	26.02.13 (6646)	57.42	68,593	39.38

(Source: www.bseindia.com)

14.3 There has been no change in the equity capital of the Company including by way of bonus issue, rights issue or consolidation of equity shares for the period disclosed under clause 14.2 above.

15. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

15.1. The share capital of the Company as on the date of this Public Announcement is as follows:

(Rs. In Lakhs)

Authorised Capital:	
• 9,500,000 Equity Shares of Rs 10/- each	950.00
• 50000 unclassified Shares of Rs 100/- each	50.00
	1000.00
Issued, Subscribed & Paid up 5,277,500 Equity Shares of Rs 10/- each fully paid	527.75

- As on the date of this PA, there are no partly paid up equity shares and calls in arrears in the Company. There are no convertible debentures or preference shares or any other convertible instruments outstanding.

15.2 The shareholding pattern of the Company as on the date of PA and after the proposed Buyback is given below:

Sr. No.	Particular	No. of shares held	% of existing Equity Capital	No. of Shares Post Buy Back Offer	*% Holding Post Buy Back
A	Promoter's Holding				
1.	Indian Promoters	2288372	43.36	2288372	57.53
2	Foreign Promoters	Nil	NA	Nil	NA
3	Person acting in concert	Nil	NA	Nil	NA
	Total Promoters Holding Sub Total (A)	2288372	43.36	2288372	57.53
B.1.	Public Shareholding				
1.	Institutions				
2.	Mutual Fund/ UTI	10	0.00		
3.	Financial Institutions/ Banks/ Insurance Companies/ (Central / State Govt. Institutions/ Non Govt. Institutions)	3760	0.07		
4.	FIIs	0	0.00		
	Sub Total (B)(1)	3770	0.07		
B.2.	Non Institutions				
1	Bodies Corporate	101065	1.92		
2	Individual Shareholders	2868361	54.35		
3	Non Resident Indians	15932	0.30		
4	Any others Specify	0	0.00		
	Sub Total (B) (2)	2985358	56.57		
	Total Public Shareholding (B)(1)+(B) (2)	2989128	56.64	1689128	42.67
	Grand Total (A+B1 +B2)	5277500	100.00	3977500	100.00

* Assuming that as a part of Buy-back 13,00,000 equity shares (Maximum Offer Shares) are bought back. Please note that the shareholding, post Buy-back, may differ depending upon the actual number of shares bought back under the Buy-back from the different category of shareholders.

15.3 The aggregate shareholding of the promoters/ promoter group, if any, persons acting in concert and of the persons who are in control of the Company as on March 9 , 2013 was 22,88,372 equity shares constituting 43.36% of the Paid-up Share Capital of the Company.

15.4 None of the promoters /promoter group and persons acting in concert, have purchased or sold any shares during the period of twelve months preceding the date of this PA.

15.5 In terms of Regulation 19 (1) (b) of the Buyback Regulations, the Company shall not issue any equity shares or other specified securities including by way of bonus or convert any outstanding warrants or outstanding instruments or stock options into equity shares or other specified securities, from the commencement of Buyback till the date of closure of the Buyback.

15.6 As per the provisions of Section 77A (8) of the Act, the Company will not issue fresh equity shares within a period of six months after the completion of the Buyback, except that it may issue equity shares by way of bonus shares or shares issued in discharge of any subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures.

15.7 There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act involving the Company as on the date of this PA.

15.8 The Buyback of equity shares will be completed within a period of 12 months from the date of Board approval and the Company shall not withdraw the Offer of Buyback after the Public Announcement is made.

15.9 The promoters, members of the promoter group, directors of the promoters, if any and persons acting in concert shall not deal in the shares of the Company on BSE Ltd. during the period for which the Buyback offer is open.

16. MANAGEMENT DISCUSSIONS AND ANALYSIS ON THE LIKELY IMPACT OF BUYBACK ON THE COMPANY

16.1 The Buyback is not likely to cause any material impact on the earnings of the Company and shall be only a notional loss of income that the funds used for Buyback would have earned had they been deployed in the ordinary course of the Company's business.

16.2 The Buyback is being implemented in keeping with the Company's desire to enhance overall shareholders' value. The Buyback would lead to reduction in outstanding number of equity shares and may consequently increase earnings per equity share over a period of time. This would in turn lead to improvement in return on net worth and other financial ratios and contribute to maximization of overall shareholders value.

16.3 The promoters, persons in promoter group and persons acting in concert cannot offer shares held by them in the Buyback. Consequent to the Buyback and depending upon the response to the Buyback, the holding of the promoters would increase from the pre Buyback holding of 43.36% to57.53% assuming that 13,00,000 shares are bought back in the Buyback. Such an increase in shareholding/voting rights attracts Regulation 3(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ("Takeover Regulations"). In view of the exemption available in terms of the clause (iii) to the Proviso to Regulation 10(4)(c) of the Takeover Regulations, the Company has duly complied with the proviso of the aforesaid clause of the Takeover Regulations. The Promoter Directors of the Company being interested in the resolution approving the Buyback in their capacity as Directors of the Company, have abstained themselves from voting in resolution approving the Buyback, passed by the Board of Directors of the Company at its meeting held on 9th March, 2013. The existing Promoters are already in control over the Company and an increase in shareholding/voting rights pursuant to the Buyback will not result in any change in control over the Company. Thus any consequential increase in the shareholding / voting rights of the Promoters will be exempt in terms of the clause (iii) to the Proviso to Regulation 10(4)(c) of the Takeover Regulations, 2011 subject to compliance of the provisions of the said Takeover Regulations.

16.4 Consequent to the Buyback and based on the number of shares bought back, the Company's shareholding pattern would undergo a change.

16.5 As required under the Act, the ratio of the debt owed by the Company would not be more than twice the share capital and free reserves, post Buyback.

17. STATUTORY APPROVALS

17.1 The Board of Directors of the Company at its meeting held on March 9, 2013 has approved buy-back of equity shares.

17.2 The Company shall obtain such other approvals as may be prescribed or applicable from time to time.

17.3 Buy-back of equity shares from equity shareholders who are persons resident outside India, subject to RBI approval under the Foreign Exchange Management Act, 1999, and the rules and regulations framed there under, if applicable or such other approvals as may be required.

18. COLLECTION AND BIDDING CENTRES – Not Applicable

19. NAME OF COMPLIANCE OFFICER, AND DETAILS OF INVESTOR SERVICE CENTRES AND MANAGER TO THE BUY-BACK OFFER

In case of any query, clarification or for redressal of grievances, a shareholder may contact at the following address on any working day (except Saturdays, Sundays and Public Holidays) between 11 a.m. and 3 p.m.

COMPLIANCE OFFICER	INVESTOR SERVICE CENTRE
Shri J.B. Sojitra, Asst. V. P. & Company Secretary Shri Dinesh Mills Ltd. Post Box No. 2501, Padra Road, Vadodara – 390 020 Tel.: (0265) 2330060/61 Fax: (0265) 2336195; Email: sojitra@dineshmills.com Website: www.dineshmills.com	MCS Ltd Neelam Apartment, 88, Sampatrao Colony, Alkapuri, Vadodara- 390 007, Gujarat, Tel.: (0265) 2339397, Fax: (0265) 2341693 Contact Person: Mr. S. M. Gandhi Email: mcsltdbaroda@yahoo.com Website: www.mcsdel.com

MANAGER TO THE BUY BACK OFFER

VIVRO FINANCIAL SERVICES PRIVATE LIMITED
"Manu Mansion" 16/18, Shahid Bhagat Singh Road, Opp. Old Customs House, Fort, Mumbai-400 023.Tel.: 022 – 22657364, 3240 5762 Fax: 022 – 22658406
mail: investors@vivro.net,
Website: www.vivro.net
Contact Person: Mr. Tushar Ashar / Ms. Shashi Singhvi

20. DIRECTORS' RESPONSIBILITY:

As per Regulation 19(1)(a) of the Buyback Regulations, the directors of the Company accept the responsibility for the information contained in this Public Announcement or any other advertisement, circular , brochure, publicity material which may be issued and confirm that the information in such documents contain true, factual and material information and does not contain any misleading information.

Date :18-03-2013
Place: Vadodara

For and behalf of Board of Directors of Shri Dinesh Mills Limited

Sd/-	Sd/-	Sd/-
Shri Bharatbhai U.Patel	**Shri Nimishbhai U. Patel**	**Shri J.B.Sojitra**
(Chairman & Managing Director)	**(Managing Director)**	**(Company Secretary & Compliance Officer)**