

September 28, 2015

To,  
**Shri Paresh M. Saraiya**  
**18, Charotar Society,**  
**Old Padra Road,**  
**Vadodara – 390 020**

Dear Sir,

**Sub: Your Appointment as an Independent Director of the Company**

We are pleased to inform you that, the Shareholders of the Company at the 10<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2015 approved your appointment as an Independent Director of the Company pursuant to the provisions of the Companies Act, 2013 read with the Companies (Appointment & Qualification of Directors) Rules, 2014 on the following terms & conditions.

1. **Tenure:** The tenure of your Office as an Independent Director will be for a period of 5 (five) consecutive years with effect from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019 which will be subject to the applicable Laws & Rules.
2. **Board Committees:** You are currently nominated on the following committees of the Board which have been formed pursuant to the provisions of the Companies Act, 2013 read with the Companies (Appointment & Qualification of Directors) Rules, 2014.
  - (1) Audit Committee
  - (2) Nomination & Remuneration Committee
3. **Role, Function, Duties and Responsibilities:** As an Independent Director and member of the Board Committee, it is expected to provide your expertise and experience in the best interest of the Company & its stakeholders. Your role, function, duties and responsibilities would be as per the provisions of the Companies Act, 2013 read with the Rules made thereunder, Schedule IV relating to the Code for Independent Directors and amendment(s) thereto, if any from time to time and accordingly, you shall act and discharge your services.
4. **Compliance of Codes:** As an Independent Director and member of the Board Committee, it is also expected to comply with the provisions relating to the provisions of the Code for Independent Directors, the Performance Evaluation Policy and the Remuneration Policy including amendment(s) thereto from time to time.



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5. **Remuneration:** You will be entitled to Sitting Fees subject to deduction of applicable taxes for attending the Board and Committee meetings of the Company as may be decided by the Board of Directors of the Company from time to time.

We attach herewith the certified true copy of the Resolution passed by the shareholders of the Company at their 10<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2015. (**Annexure-"A"**)

We also attach herewith the photocopy of the Schedule IV to the Companies Act, 2013 relating to Code for Independent Directors for your ready reference. (**Annexure-"B"**)

Please confirm your acceptance and return the duplicate copy of this Appointment Letter duly signed by you for our records.

Yours faithfully,  
For and on behalf of Board of Directors,  
For **DINESH REMEDIES LIMITED,**

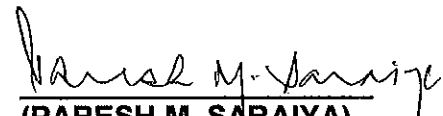


**NIMISH U. PATEL**  
**CHAIRMAN AND MANAGING DIRECTOR**  
Encl.: As stated above



I have read the terms & conditions of this Appointment Letter and confirm my acceptance of the same.

Date: 28<sup>th</sup> Sept. 2015

  
**(PARESH M. SARAIYA)**

September 28, 2015

To,  
**Shri Sujit J. Bhayani**  
**66, Kunj Society,**  
**Alkapuri,**  
**Vadodara – 390 005**

Dear Sir,

**Sub: Your Appointment as an Independent Director of the Company**

We are pleased to inform you that, the Shareholders of the Company at the 10<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2015 approved your appointment as an Independent Director of the Company pursuant to the provisions of the Companies Act, 2013 read with the Companies (Appointment & Qualification of Directors) Rules, 2014 on the following terms & conditions.

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(1) Nomination & Remuneration Committee

3. **Role, Function, Duties and Responsibilities:** As an Independent Director and member of the Board Committee, it is expected to provide your expertise and experience in the best interest of the Company & its stakeholders. Your role, function, duties and responsibilities would be as per the provisions of the Companies Act, 2013 read with the Rules made thereunder, Schedule IV relating to the Code for Independent Directors and amendment(s) thereto, if any from time to time and accordingly, you shall act and discharge your services.
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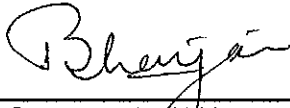
Yours faithfully,  
For and on behalf of Board of Directors,  
For **DINESH REMEDIES LIMITED,**



**NIMISH U. PATEL**  
**CHAIRMAN AND MANAGING DIRECTOR**  
Encl.: As stated above

I have read the terms & conditions of this Appointment Letter and confirm my acceptance of the same.

Date: 28/9/15

  
**(SUJIT J. BHAYANI)**

September 28, 2015

To,  
**Shri Sanjiv M. Shah**  
"Mainak" C. G. Road,  
Opp. OBC Bank, Ellisbridge,  
Ahmedabad – 380 006

Dear Sir,

**Sub: Your Appointment as an Independent Director of the Company**

We are pleased to inform you that, the Shareholders of the Company at the 10<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2015 approved your appointment as an Independent Director of the Company pursuant to the provisions of the Companies Act, 2013 read with the Companies (Appointment & Qualification of Directors) Rules, 2014 on the following terms & conditions.

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Yours faithfully,  
For and on behalf of Board of Directors,  
For **DINESH REMEDIES LIMITED,**



  
**NIMISH U. PATEL**  
**CHAIRMAN AND MANAGING DIRECTOR**  
Encl.: As stated above

I have read the terms & conditions of this Appointment Letter and confirm my acceptance of the same.

Date: 28/09

  
**(SANJIV M. SHAH)**

September 28, 2015

To,  
**Shri H. N. Elavia**  
**501, Pluto Apartments,**  
**Race Course Circle,**  
**Vadodara – 390 007**

Dear Sir,

**Sub: Your Appointment as an Independent Director of the Company**

We are pleased to inform you that, the Shareholders of the Company at the 10<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2015 approved your appointment as an Independent Director of the Company pursuant to the provisions of the Companies Act, 2013 read with the Companies (Appointment & Qualification of Directors) Rules, 2014 on the following terms & conditions.

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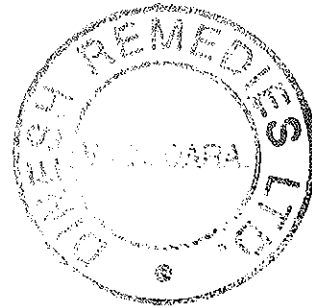
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Yours faithfully,  
For and on behalf of Board of Directors,  
For **DINESH REMEDIES LIMITED,**



**NIMISH U. PATEL**  
**CHAIRMAN AND MANAGING DIRECTOR**  
Encl.: As stated above

I have read the terms & conditions of this Appointment Letter and confirm my acceptance of the same.

Date: 30/9/2015

A handwritten signature in black ink, appearing to read "H. N. Elavia".

**(H. N. ELAVIA)**