



shri dinesh mills Ltd.

REGD. OFFICE: P.O. Box 2501, Padra Road, Vadodara 390 020, Gujarat, India
Tel.: +91 265 2330060/61/62/63/64/65, 3290938 **Mobile:** 9974005975
Fax: +91 265 2336195 **Email:** dinesh@dineshmills.com **Website:** www.dineshmills.com

September 30, 2015

To,
Mrs. Gorsji A. Parekh
Shanti Niwas, Opp. St. Xaviers College,
Navrangpura,
Ahmedabad – 380 009

Madam,

Sub: Your Appointment as an Independent Director of the Company

We are pleased to inform you that, the Shareholders of the Company at the 80th Annual General Meeting held on 30th 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 and revised Clause 49 of the Listing Agreement with BSE Ltd. 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 6th February, 2015 to 5th February, 2020 which will be subject to the applicable Laws, Rules and the Listing Agreement.
2. **Role, Function, Duties and Responsibilities:** As an Independent Director, 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 revised Clause 49 of the Listing Agreement with BSE Ltd. and amendment(s) thereto, if any from time to time and accordingly, you shall act and discharge your services.
3. **Compliance of Codes:** As an Independent Director, it is also expected to comply with the provisions relating to "Code of Conduct for Board Members and Senior Management Personnel" of the Company, Whistle Blower Policy, SEBI (Prohibition of Insider Trading) Regulations and SEBI (Substantial Acquisition of shares & Takeovers) Regulations and amendment(s) thereto, if any from time to time and not to indulge in any transactions which may amounts to contravention / violation of the above referred Laws, Rules, Codes and Regulations.

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CIN: L17110GJ10000000494

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4. **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 80th Annual General Meeting held on 30th 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 SHRI DINESH MILLS LIMITED,



BHARAT 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: 6 October, 2015

(GORSI A. PAREKH)