



CIN: L17110GJ1935PLC000494

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 26, 2019

To,
Shri Tanuj M. Patel
ABC Bearings Ltd.
Plot No. 109 – B, GIDC,
P.O. Narmadanagar,
Bharuch – 392 015

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 84th Annual General Meeting held on 26th September, 2019 approved your reappointment 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, Schedule IV thereto and Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018 with BSE Ltd. on the following terms & conditions.

1. **Tenure:** The tenure of your Office as an Independent Director will be for a further period of 5 (five) consecutive years for a term upto the conclusion of 89th Annual General Meeting of the Company to be held for the year 2023 – 2024 which will be subject to the applicable Laws, Rules and the SEBI (L.O. & D.R.) Regulations, 2018.
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 and SEBI (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018 with BSE Ltd.
 - (1) Audit Committee
 - (2) Stakeholders Relationship Committee
 - (3) Nomination, Remuneration & Compensation 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 SEBI (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018 with BSE Ltd. and amendment(s) thereto, if any from time to time and accordingly you shall accept and discharge your services.



Subject to Vadodara Jurisdiction

Contd. 2
dinesh



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- 4. Compliance of Codes:** As an Independent Director and member of the Board Committees, 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.
- 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 84th Annual General Meeting held on 26th September, 2019. (Annexure-"A")

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: 26-09-2019




(TANUJ M. PATEL)



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CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY MEMBERS OF SHRI DINESH MILLS LIMITED AT THEIR 84TH ANNUAL GENERAL MEETING HELD ON THURSDAY, 26TH SEPTEMBER, 2019 AT IT'S REGISTERED OFFICE SITUATED AT PADRA ROAD, VADODARA AT 11.00 A.M. (MODE: PHYSICAL MEETING)

“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) (Amendment) Regulations, 2018 approval of the members of the Company be and is hereby accorded to the re-appointment of Shri T. M. Patel (DIN-00016788) as an Independent Director of the Company, not liable to retire by rotation for his second term of five consecutive years from conclusion of this 84th Annual General Meeting till the conclusion of 89th Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things, necessary and expedient to give effect to this Resolution.”



Certified true copy
For Shri Dinesh Mills Limited,

J. B. Sojitra
Company Secretary



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September 26, 2019

To,
Shri Rakesh Agrawal
ABS Towers, 7th Floor
Old Padra Road, 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 84th Annual General Meeting held on 26th September, 2019 approved your reappointment 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, Schedule IV thereto and Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018 with BSE Ltd. on the following terms & conditions.

- 1. Tenure:** The tenure of your Office as an Independent Director will be for a further period of 5 (five) consecutive years for a term upto the conclusion of 89th Annual General Meeting of the Company to be held for the year 2023 – 2024 which will be subject to the applicable Laws, Rules and the SEBI (L.O. & D.R.) Regulations, 2018.
- 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 and SEBI (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018 with BSE Ltd.
 - (1) Audit Committee
 - (2) Stakeholders Relationship Committee
 - (3) Nomination, Remuneration & Compensation 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 SEBI (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018 with BSE Ltd. and amendment(s) thereto, if any from time to time and accordingly, you shall act and discharge your services.



Contd. 2/-

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- 4. Compliance of Codes:** As an Independent Director and member of the Board Committees, 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.
- 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 84th Annual General Meeting held on 26th September, 2019. (Annexure-"A")

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: 26/09/2019

(RAKESH AGRAWAL)



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“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 Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018 approval of the members of the Company be and is hereby accorded to the re-appointment of Shri Rakesh Agrawal (DIN–00057955) as an Independent Director of the Company, not liable to retire by rotation for his second term of five consecutive years from conclusion of this 84th Annual General Meeting till the conclusion of 89th Annual General Meeting of the Company as well as to continue to hold the position of Independent Director beyond 75 years of age.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things, necessary and expedient to give effect to this Resolution.”

Certified true copy
For Shri Dinesh Mills Limited,



J. B. Sojitra
Company Secretary