



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 30, 2014

To,  
Shri A. T. Patel  
"Tulsi Baug",  
Opp. Mihir Parl, Old Padra Road  
Vadodara – 390 015

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 79<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014 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 for a term upto the conclusion of 84<sup>th</sup> Annual General Meeting of the Company to be held for the year 2018 – 2019 which will be subject to the applicable Laws, Rules and the Listing Agreement.
- 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 revised Clause 49 of the Listing Agreement with BSE Ltd.
  - (1) Audit Committee
  - (2) Nomination & Remuneration Committee
  - (3) Stakeholders Relationship 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 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.



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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 "Code of Conduct for Board Members and Senior Management Personnel" of the Company, Whistle Blower Policy, SEBI (Prohibition of Insider Trading) Regulations and SEBI (Substation 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 79<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014. (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 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: \_\_\_\_\_

\_\_\_\_\_  
(A. T. PATEL)



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September 30, 2014

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 79<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014 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.

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(1) Audit 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 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.



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- 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 "Code of Conduct for Board Members and Senior Management Personnel" of the Company, Whistle Blower Policy, SEBI (Prohibition of Insider Trading) Regulations and SEBI (Substation 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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We attach herewith the certified true copy of the Resolution passed by the shareholders of the Company at their 79<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014. (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 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: \_\_\_\_\_

\_\_\_\_\_  
(H. N. ELAVIA)



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September 30, 2014

To,  
Shri Jal R. Patel  
3, Green Park,  
Tandalja 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 79<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014 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 for a term upto the conclusion of 84<sup>th</sup> Annual General Meeting of the Company to be held for the year 2018 – 2019 which will be subject to the applicable Laws, Rules and the Listing Agreement.
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 revised Clause 49 of the Listing Agreement with BSE Ltd.

(1) Stakeholders Relationship 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 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.



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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 "Code of Conduct for Board Members and Senior Management Personnel" of the Company, Whistle Blower Policy, SEBI (Prohibition of Insider Trading) Regulations and SEBI (Substation 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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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 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: \_\_\_\_\_

\_\_\_\_\_  
(JAL R. PATEL)

# dinesh



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September 30, 2014

To,  
Shri Rakesh Agrawal  
ABS Towers, 7<sup>th</sup> Floor  
Old Padra Road,  
Baroda – 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 79<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014 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.

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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 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.



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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 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: \_\_\_\_\_

\_\_\_\_\_  
(RAKESH AGRAWAL)





CIN: L17110GJ1935PLC000494

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September 30, 2014

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 79<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014 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 for a term upto the conclusion of 84<sup>th</sup> Annual General Meeting of the Company to be held for the year 2018 – 2019 which will be subject to the applicable Laws, Rules and the Listing Agreement.
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  - (1) Audit Committee
  - (2) Nomination & Remuneration Committee
  - (3) Stakeholders Relationship 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 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.



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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
6. **Traveling Expenses:** You will be entitled to reimbursement of traveling expenses as may be decided by the Board of Directors of the Company from time to time for attending the Board and Committee meetings of the Company.

We attach herewith the certified true copy of the Resolution passed by the shareholders of the Company at their 79<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014. (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 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: \_\_\_\_\_



\_\_\_\_\_  
(TANUJ M. PATEL)

# dinesh