



shri **dinesh** mills ltd.  
F E L T S

REGD. OFFICE : Near Indiabulls Mega Mall, Akota Road, Vadodara - 390 020. Gujarat, India.  
Tel. : (0265) 2960060/61/62/63/64, Mobile : 99740 05975  
Website : www.dineshmills.com, CIN : L17110GJ1935PLC000494

August 28, 2021

To,  
Shri Sanjiv 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 86<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> August, 2021 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) Regulations, 2015 amended from time to time 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 second term from 29<sup>th</sup> March, 2021 to 28<sup>th</sup> March, 2026 which will be subject to the applicable Laws, Rules and the SEBI (L.O. & D.R.) Regulations, 2015 as amended from time to time.
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) Regulations, 2015 as amended from time to time.
  - (1) Audit Committee
  - (2) 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) Regulations, 2015 and amendment(s) thereto, if any from time to time and accordingly, you shall act and discharge your duties.

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Page No.2

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 (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 86<sup>th</sup> Annual General Meeting held on Saturday, 28<sup>th</sup> August, 2021. (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,

Sd/-

**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.

Sd/-

Date: 01/09/2021

(SANJIV SHAH)



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