


CIN: L17110GJ1935PLC000494

shri dinesh mills ltd.

REGD. OFFICE: PO. 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 29, 2016

To,
Mr. Sanjiv M. Shah
"Mainak", C. G. Road,
Opp. OBC Bank, Ellisbridge,
Ahmedabad-380 006

By Hand Delivery

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 81st Annual General Meeting held on 27th September, 2016 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 the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 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 29th March, 2016 to 28th March, 2021 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 the provisions of 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 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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shri dinesh mills ltd.

CIN: L17110GJ1935PLC00049-1

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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 81st Annual General Meeting held on 27th September, 2016. (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: 30/09/2016

(SANJIV M. SHAH)



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September 29, 2016

To,
Mrs. Tarunaben Patel
"Honest House", Bakrol Road,
Vallabh Vidhyanagar – 388 120

By Hand Delivery

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 81st Annual General Meeting held on 27th September, 2016 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 the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 on the following terms & conditions.

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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 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: 30/09/2016

(TARUNA PATEL)