

**THE POLICY ON BOARD DIVERSITY
OF
SHRI DINESH MILLS LTD., PADRA ROAD, VADODARA – 390 020**

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1. Objective of this Policy:

The Listing Agreement with BSE Ltd. mandates formulation of a policy on Board Diversity (“**the policy**”) pursuant to Clause 49(IV)(3). Accordingly, this policy has been framed for complying with these requirements.

The Policy sets out the Company’s approach to ensure adequate diversity in its Board of Directors (“**the Board**”).

2. Scope of Application:

The policy applies to the Board of Shri Dinesh Mills Limited (“**the Company**”). The Nomination & Remuneration Committee of the Company (“**the Committee**”) is to form the policy subject to approval of the Board of the Company.

3. Board Diversity:

The Company recognizes the benefits of having a diverged Board of Directors and sees increasing diversity at the Board level as an essential element in maintaining a competitive advantage in the business it operates.

The Company also recognizes that, the composition of the Board having qualified people with broad range of experience, skills are important for effective Corporate Governance and overall growth and success of the Company.

The Composition of the Board should meet the requirements of the Companies Act, 2013 read with the Clause 49 of the Listing Agreement with BSE Ltd.

The Committee and the Board should consider the skills, experience, knowledge, integrity, independence etc. at the time of appointment of any person as a Director on the Board of the Company.

The Committee and the Board should also consider the terms of the Remuneration Policy of the Company while appointing any person as a Director on the Board of the Company.

The Committee will consider the Policy while selecting and proposing to the Board any person as a Director on the Board of the Company.

4. Review of the Policy:

The Board will review this Policy as and when required under the Companies Act, 2013 and the Listing Agreement with BSE Ltd. based on the recommendation of the Committee.