

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 14, 2024

To,
Shri Sameer Khara
Vadodara

Dear Shri Sameer Khara

Sub: Your Appointment as Non-Executive Independent Director

We are pleased to inform you that, the Shareholders of the Company at their 89th Annual General meeting held on 13th August, 2024 have appointed you as Non-Executive 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 as amended on the following terms & conditions.

1. **Tenure:** The tenure of your Office as Non-Executive Independent Director will be for a period of five (5) consecutive years with effect from 23rd May, 2024 to 22nd May, 2029.
2. **Board Committees:** You are nominated on the following committees of the Board w.e.f. 14th August, 2024 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 with BSE Ltd.
 - (1) Stakeholders Relationship Committee – Chairman
 - (2) Audit Committee – Member
 - (3) Nomination, Remuneration & Compensation Committee – Member
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 with BSE Ltd. and amendment(s) thereto, if any from time to time and accordingly, you shall act and discharge your services.

Contd. on page no. 2



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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 (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 paid 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 89th Annual General Meeting held on 13th August, 2024. (**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,



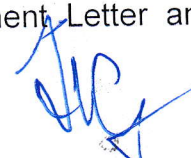
BHARAT PATEL
CHAIRMAN AND MANAGING DIRECTOR

Encl.: As stated above

I have read the terms & conditions of this Appointment Letter and confirm my acceptance of the same.

Date: 14/8/2024




(SAMEER KHERA)