

Winmore Leasing And Holdings Ltd

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20th December, 2016

Dr Shatadru Sengupta
EMP-34, Flat 101, Neptune CHS,
Evershine's Millennium Paradise,
Thakur Village, Kandivali 400101

Dear Sir,

Sub : Letter of Appointment As Independent Director

We are pleased to inform you that at the Board meeting held today you have been, appointed as an independent director of the Company, subject to approval by Members at the next AGM. The formal terms of your appointment are as follows :

1. Term :

You shall hold office as Independent Director of the Company for a term of 5 (five) years from 20.12.2016

2. Role, Functions and Duties :

Your role, functions and duties as Independent Director shall be as set out in Schedule IV to and in other relevant provisions of the Companies Act, 2013 (as amended from time to time).

3. Remuneration :

You shall be entitled to be paid sitting fees as may be decided by the Board from time to time for attending meetings of the Board and of its Committees of which you may happen to be a member from time to time.

4. Others :

a. You shall be included for coverage under the Directors' & Officers' (D & O) Insurance Policy, if any, that the Company may take and maintain.

b. This is a contract for services and not a contract of employment.

This Letter of Appointment is issued pursuant to and in compliance with clause IV (4) of Schedule IV of the Companies Act, 2013.

Please sign a duplicate of this letter in token of your acceptance.

Thanking you,

Yours faithfully
On behalf of and by order of the Board of Directors
For Winmore Leasing and Holdings Ltd

A handwritten signature in black ink, appearing to read "Hinal", with a horizontal line underneath the name.

Company Secretary