

Winmore Leasing And Holdings Ltd

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October 04, 2014

Mr Manekchand Panda
Flat no.303, 3rd Floor, Shri Niketan Bldg.,
Hindu Friend Society Road,
Jogeshwari (East), Mumbai-400060

Dear Sir,

Sub : Letter of Appointment of Independent Director

We are pleased to inform you that at the AGM held on 30.9.2014, Members have approved your appointment as an independent director of the Company. The formal terms of your appointment as approved by the Board of Directors on 2.9.2014 are as follows :

1. Term :

You shall hold office as Independent Director of the Company for a term of 5 (five years) commencing from date of the said AGM.

2. Role, Functions and Duties :

Your role, functions and duties as Independent Director shall be as set out in Schedule IV to the Companies Act, 2013.

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 the Committees of which you are a member.

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 be the initials 'LH' followed by a horizontal line.

Director