

Gujarat Lease Financing Ltd.

(CIN - L65990GJ1983 PLC006345)

G/L/F/L

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Opp. Town Hall,
Ellisbridge,
Ahmedabad 380 006.
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Date 21st July, 2014

To,

Shri S. M. Shah
"Sneh", Panchvati 1st Lane,
Ellisbridge,
Ahmedabad-380006

SUBJECT: APPOINTMENT AS INDEPENDENT DIRECTOR

Dear Sir,

We are pleased to inform you that the shareholders of Gujarat Lease Financing Limited at their meeting held on 21st July, 2014 have appointed you as an Independent Director of the Company. The appointment has been made in accordance with the provisions of Section 149 read with schedule IV of the Companies Act, 2013 ("**Act**"). Your appointment as an Independent Director is subject to the following terms and conditions:

Tenure:

The appointment shall be effective for a period of 3 consecutive years with effect from 1st April, 2014.

Duties:

You shall discharge your duties as an Independent Director in accordance with the provisions of the Act and the rules made there under, Listing Agreement, the Articles of Association of the Company etc.

Role & Responsibility:

The Board of Directors ("Board") has constituted the following committees to discharge the delegated functions as provided under the Act or otherwise:

- a. Audit Committee
- b. Nomination and Remuneration Committee
- c. Stakeholders Relationship Committee

The constitution of the aforementioned committees ("Committee(s)") is decided by the Board at its meetings. Whenever such committees are recast, you may be expected to be a member and attend the meetings of one or more of the committees. Needless to mention, serving on one or more of the afore-mentioned committees would be subject to your consent at the time of the appointment.

You are expected to

- 1) attend, Board / Relevant Committee meetings and General Meetings of the Company.
- 2) ensure that you have read and understood the contents of all the documents and information provided to you in relation to each Board of Directors/ Committee meetings and pursue such additional enquiries as you consider necessary and appropriate to be informed with respect to the Company's financial and operational performance;
- 3) Attend, such other programmes / meetings as may be decided by the Board.

Remuneration and fees

Considering the financial position of the company, you will not be paid any remuneration as an Independent Director. Sitting Fees, in accordance with the applicable provisions of the Companies Act, 2013, may be paid depending on the financial position of the Company for the meetings of the Board or any Committee of Board of Directors, as the case may be, attended by you and as approved by the Board of Directors from time to time.

Other matters:

1. You are required to comply with the Code of Conduct for Prevention of Insider Trading, Code of Business Conduct and other policies as may be applicable to you as a Director of the Company.

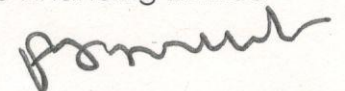
2. It is further brought to your notice that, in terms of section 2(60)(vi) of the Companies Act, 2013, an officer in default, inter alia, means:

- every director, in respect of a contravention of any of the provisions of the Act, who is aware of such contravention by virtue of the receipt by him of any proceedings of the Board or participation in such proceedings without objecting to the same, or where such contravention had taken place with his consent or connivance;

3. The Independent Directors of any company, in terms of provisions of the Act are subject to various criteria pertaining to their independence. Hence your appointment as an Independent Director shall be subject to the adherence to the Independence criteria as per the provisions of the Act. The relevant provisions of the Act read with the Listing Agreement are enclosed herewith for your ready reference at Annexure 'A'

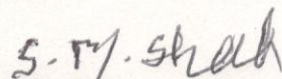
Please acknowledge your acceptance by signing where indicated below.

Yours faithfully,
For Gujarat Lease Financing Limited



Pradip Mehta
Director In-charge
DIN: 00254359

I agree to the terms hereof and acknowledge receipt of this letter


(S.M.Shah)