

LETTER OF APPOINTMENT**Date: 23/05/2014****Place: New Delhi****To,****Mr. Kundan Mal Agarwal
8614 PKT.-8,SECTOR- C,, VASANT
KUNJ, NEW DELHI, 110070, Delhi, INDIA****Ref: Your consent letter dated 06/05/2014****SUB: Letter of Appointment as an Independent and Non- Executive director of
Moneywise Financial Services Private limited.****Dear Sir,**

We are pleased to confirm your appointment as an independent & Non- Executive Director on the Board of the Company, as approved by the Board of Directors of the Company in its meeting held on 23.05.2014, on such term and condition as under:

1. Your appointment is for an initial term of five years commencing on 23/05/2014, which shall be subject to the confirmation by the shareholders at forthcoming Annual General Meeting and governed by the provisions of the Companies Act, 2013 from time to time (the "Act) and Rules and any applicable laws or regulations. Nothing in this letter shall be taken to exclude or vary the terms of the Companies Act, 2013 and other applicable laws as they apply to you as a director of the Company.
2. . As a director you will perform the duties, normally attending the Board Meetings. You are expected to work with and through the Board; you are not expected to undertake executive duties or to assume executive responsibilities. You will be expected to exercise the general fiduciary duties and duties of care and confidentiality expected of every director.
3. You shall be abide by the code for independent Director of the Company as per the Schedule IV of the Companies Act 2013.

4. You will not be entitled to any remuneration, apart from the sitting fees and conveyance expenses to attend the said meeting as decided by the board from time to time.

We look forward to your association with us.

Yours sincerely

For, Moneywise Financial Services Pvt. Ltd.

Ajay Garg
(Director)



DIN: 00003215

Name: Ajay Garg

Address: House No. 47, Second Floor, Road No.
43, Punjabi Bagh (West), New Delhi,
110026, INDIA