

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 23<sup>RD</sup> ANNUAL GENERAL MEETING OF IIFL WEALTH FINANCE LIMITED (CIN: U65990MH1994PLC080646) WILL BE HELD ON FRIDAY, 21<sup>ST</sup> DAY OF JULY, 2017 AT 10<sup>TH</sup> FLOOR, IIFL CENTRE, KAMALA CITY, SENAPATI BAPAT MARG, LOWER PAREL (WEST), MUMBAI – 400013 AT 10.30 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017, alongwith reports of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Umang Papneja (DIN: 07357053), who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, as Auditors of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai, (registration number 117366W/W-100018), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the next Annual General Meeting to be held in the year 2018 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### SPECIAL BUSINESS:

4. To appoint Mr. P. Vijaya Bhaskar as a Director of the Company:

To consider, and if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution:

### **IIFL WEALTH FINANCE LIMITED**

(FORMERLY KNOWN AS CHEPHIS CAPITAL MARKETS LIMITED)

#### **CORPORATE & REGD. OFFICE:**

6<sup>TH</sup> FLOOR, IIFL CENTRE, KAMALA CITY, SENAPATI BAPAT MARG,  
LOWER PAREL, MUMBAI - 400 013. INDIA

TEL: (91-22) 3958 5600 | FAX: (91-22) 4646 4706

(An IIFL Wealth & Asset Management Group Company)

[www.iiflwealthfinance.com](http://www.iiflwealthfinance.com)

CIN: U65990MH1994PLC080646

**“RESOLVED THAT** pursuant to the provisions of Section 152, 160 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. P. Vijaya Bhaskar (DIN - 06629884) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 23<sup>rd</sup> December, 2016 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, appointment of Mr. P.Vijaya Bhaskar, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years, with effect from December 23, 2016 be and is hereby approved.

**RESOLVED FURTHER THAT** any of the Director and / or Key Managerial Personnel of the Company be and is hereby authorised to do all such acts, deeds and things including but not limited to filing of necessary forms with relevant authorities as may be deemed necessary for giving effect to this resolution.”

#### 5. To appoint Dr. S. Narayan as a Director of the Company:

To consider, and if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152, 160 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Dr. S. Narayan (DIN - 00094081) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31<sup>st</sup> March, 2017 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company..

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**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, appointment of Dr. S. Narayan, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years, with effect from March 31, 2017, be and is hereby approved.

**RESOLVED FURTHER THAT** any of the Director and / or Key Managerial Personnel of the Company be and is hereby authorised to do all such acts, deeds and things including but not limited to filing of necessary forms with relevant authorities as may be deemed necessary for giving effect to this resolution.”

**6. To appoint Ms. Deepali Nair as a Director of the Company:**

To consider, and if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152, 160 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Ms. Deepali Nair (DIN - 07392725) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31<sup>st</sup> March, 2017 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** any of the Director and / or Key Managerial Personnel of the Company be and is hereby authorised to do all such acts, deeds and things including but not limited to filing of necessary forms with relevant authorities as may be deemed necessary for giving effect to this resolution.”

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**7. To approve the Alteration of Articles of Association of the Company:**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

**“RESOLVED THAT** in accordance with the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 as may be amended from time to time and rules thereunder, approval of the members of the company be and is hereby accorded for alteration of the Articles of Association of the Company by inserting the following clause 3A after clause 3 as under:

Article to be inserted	Particular
3A	The Company may at any time consolidate, divide, sub-divide, cancel, convert, reconvert and re-issue any of its securities as it may deem fit from time to time.

**RESOLVED FURTHER THAT** any of the Director and / or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary for the purpose of giving effect to foregoing resolution.”

**Notes:**

- The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013 in respect of the special business item nos. 4, 5, 6 and 7 of the accompanying Notice is annexed hereto.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not to be a member of a company. The Instrument appointing a proxy should be deposited at the registered office of the company not less than forty eighty-hours before the commencement of meeting.
- Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- In terms of Section 152 of the Companies Act, 2013, Mr. Umang Papneja (DIN - 07357053), Director, retire by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. Brief resume of Mr. Umang Papneja is as under:

<b>Name of the Director</b>	Mr. Umang Papneja
<b>DIN</b>	07357053
<b>Date of Birth</b>	May 3, 1975

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<b>Date of first appointment on the Board</b>	February 13, 2016
<b>Qualifications</b>	MMS, JBIMS
<b>Expertise</b>	Mr. Umang Papneja with over seventeen years of industry experience across multiple asset classes, his core strengths is in equity research, fund selection and asset allocation.
<b>Number of Meetings of the Board attended during the year</b>	17
<b>List of Directorship / Membership / Chairmanship of Committees of other Board</b>	NIL
<b>Shareholding in IIFL Wealth Finance Limited</b>	One (1) equity share in the capacity of nominee of IIFL Wealth Management Limited, Holding Company
<b>Relationship between directors inter-se</b>	Nil
<b>Terms and Conditions of appointment</b>	Not Applicable

- e. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
- f. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays (including Public Holidays), during business hours up to the date of the Meeting.

**By Order of the Board of Directors,  
For IIFL WEALTH FINANCE LIMITED**

**Manoj Gujran**

**Company Secretary**

**Membership No: ACS 22201**

**Registered Office:** 6<sup>th</sup> Floor, IIFL Centre,  
Kamala City, Lower Parel, Mumbai – 400 013

**CIN:** U65990MH1994PLC080646

**E-mail:** [nbfc-compliance@iiflw.com](mailto:nbfc-compliance@iiflw.com)

**Telephone No.:** +91-22-39585600

**Dated: May 03, 2017**

**Place: Mumbai**

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**STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4 - To appoint Mr. P. Vijaya Bhaskar as an Independent Director of the Company:**

Mr. P. Vijaya Bhaskar (DIN - 06629884) was appointed as an Additional Director of the Company by the Board of Directors on December 23, 2016. As per the provisions of Section 161(1) of the Act, he holds office of Additional Director up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director.

**Details of Mr. P. Vijaya Bhaskar seeking appointment:**

<b>Name of the Director</b>	Mr. P. Vijaya Bhaskar
<b>DIN</b>	06629884
<b>Date of Birth</b>	07/02/1956
<b>Date of first appointment on the Board</b>	23/12/2016
<b>Qualifications</b>	M.com; Certified Associate of Indian Institute of Bankers (CAIIB)
<b>Expertise</b>	<ul style="list-style-type: none"> <li>• Experienced Central Banker with close to 35 years of experience in policy formulation in Reserve Bank of India with close to 10 years of working at the top management level.</li> <li>• Having international exposure as a member of important committees on International Finance.</li> <li>• Areas of expertise include Banking and Non-Banking Regulation and Supervision, understanding of dynamics in Domestic and International markets, Risk Management in financial markets.</li> </ul> <p>Key strengths are knowledge of various financial products, regulatory environment in India and abroad, immense experience as policy maker and dissecting the market behavior and reaction to various policy initiatives and global perspective on all domestic issues.</p>
<b>Number of Meetings of the Board attended during the year</b>	7
<b>List of Directorship / Membership /Chairmanship of Committees of other Board</b>	Directorship in 9 other Body Corporates.
<b>Shareholding in IIFL Wealth Finance Limited</b>	Nil
<b>Relationship between directors inter-se</b>	Not Applicable
<b>Terms and Conditions of appointment</b>	Not Applicable

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The Company has received a declaration from Mr. P. Vijaya Bhaskar that meets the criteria as defined under Section 149(6) of the Companies Act, 2013. Further, in the opinion of the Board, Mr. P. Vijaya Bhaskar fulfills the conditions for his appointment as an Independent Director as specified in the Act. Mr. P. Vijaya Bhaskar is independent of the management and possesses appropriate skills, experience and knowledge.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

Except Mr. P. Vijaya Bhaskar, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution.

The Board commends your approval of the resolution of his appointment.

**Item No. 5 - To appoint Mr. S. Narayan as an Independent Director of the Company:**

Mr. S. Narayan (DIN - 00094081) was appointed as an Additional Director of the Company by the Board of Directors on March 31, 2017. As per the provisions of Section 161(1) of the Act, he holds office of Additional Director up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director.

**Details of Dr. S. Narayan seeking appointment:**

<b>Name of the Director</b>	Dr. S. Narayan
<b>DIN</b>	00094081
<b>Date of Birth</b>	20-06-1943
<b>Date of first appointment on the Board</b>	31/03/2017
<b>Qualifications</b>	M.Sc., MBM, M Phil, Ph.D. degree
<b>Expertise</b>	Dr. S Narayan is a retired IAS Officer. He was an eminent public administrator for nearly four decades (1965 to 2004). He was in public service in the State and Central Government in development administration. Retired as Economic Advisor to the Prime Minister of India, he has rich experience in implementation of economic policies and monitoring of the special economic agenda of the Cabinet on behalf of the Prime Minister’s Office, and is also experienced in formulation of macro-economic policy for the Government tariff and taxation policies, as well as initiatives for modernizing the capital markets. Dr. Narayan holds M.Sc., MBM, M Phil, Ph.D. degree. He is a

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	director on the board of several leading public limited Companies. He is a Senior Research Fellow at the Institute of South Asian Studies, National University of Singapore, at Singapore since 2005.
<b>Number of Meetings of the Board attended during the year</b>	Nil
<b>List of Directorship / Membership / Chairmanship of Committees of other Board</b>	Directorship in 11 other Body Corporates
<b>Shareholding in IIFL Wealth Finance Limited</b>	Nil
<b>Relationship between directors inter-se</b>	Not Applicable
<b>Terms and Conditions of appointment</b>	Not Applicable

In the opinion of the Board, Dr. S. Narayan fulfills the conditions for his appointment as an Independent Director as specified in the Act. Further, in the opinion of the Board, Dr. S. Narayan fulfills the conditions for his appointment as an Independent Director as specified in the Act. Dr. S. Narayan is independent of the management and possesses appropriate skills, experience and knowledge.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

Except Mr. S. Narayan, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution.

**Item No. 6 - To appoint Ms. Deepali Nair as a Director of the Company:**

Ms. Deepali Nair (DIN - 07392725) was appointed as Additional Director of the Company by the Board of Directors on March 31, 2017. As per the provisions of Section 161(1) of the Act, she holds office of Additional Director up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director.

**Details of Ms. Deepali Nair seeking appointment:**

<b>Name of the Director</b>	Ms. Deepali Nair
<b>DIN</b>	07392725
<b>Date of Birth</b>	30/11/1971
<b>Date of first appointment on the Board</b>	31/03/2017
<b>Qualifications</b>	B.A. & M.M.S.

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<b>Expertise</b>	Mrs. Deepali Nair is the Chief Marketing and Digital Officer of IIFL Wealth Management Limited and is responsible for communication, branding, marketing and digital initiatives. In a career spanning over two decades she has worked with organizations such as Tata Motors, BPL Mobile, Draft FCB Ulka, Marico, HSBC Global Asset Management, L&T Insurance and Club Mahindra. Apart from Brand and Digital Marketing, she has managed e-commerce portfolios too. Her work in digital and technology space is widely regarded. In 2015, Deepali was awarded the 'Content Marketer of the Year' award. She has also received the 'Leading Woman in Insurance' award and has been listed among top 8 futuristic brand heads by <a href="http://www.socialsamosa.com">www.socialsamosa.com</a> .
<b>Number of Meetings of the Board attended during the year</b>	Not Applicable
<b>List of Directorship / Membership / Chairmanship of Committees of other Board</b>	Nil
<b>Shareholding in IIFL Wealth Finance Limited</b>	Nil
<b>Relationship between directors inter-se</b>	Not Applicable
<b>Terms and Conditions of appointment</b>	Not Applicable

Except Ms. Deepali Nair, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution.

### **Item No. 7- To approve the Alteration of Articles of Association of the Company**

As per the Press Release (PR No. 25/2017) issued by Securities and Exchange Board of India dated April 26, 2017, the Articles of Association of the Company shall not prohibit consolidation and re-issuance of securities.

Hence, pursuant to the said press release, it is proposed to alter the Articles of Association of the company way of inserting suitable provision therein for consolidation, division, subdivision, cancel, convert, reconvert and re-issue of securities.

As per Section 14 of the Companies Act, 2013 and rules made thereunder, any alteration in the Articles of Association of the Company requires the approval of members by way of special resolution and therefore members are

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requested to accord their approval for alteration of the Articles of Association of the Company by way of passing special resolution as set out in item No. 7 of the this Notice.

Your directors recommend the Special resolution for the approval by the members.

None of the Directors, Key Managerial Personnel or their relatives are interested financially or otherwise in the aforesaid resolution.

**By Order of Board of Director  
For IIFL WEALTH FINANCE LIMITED**

**Manoj Gujran**

**Company Secretary**

**Membership No: ACS 22201**

**Registered Office:** 6<sup>th</sup> Floor, IIFL Centre,  
Kamala City, Lower Parel, Mumbai – 400 013

**CIN:** U65990MH1994PLC080646

**E-mail:** [nbfc-compliance@iiflw.com](mailto:nbfc-compliance@iiflw.com)

**Telephone No.:** +91-22-39585600

**Dated:** May 03, 2017

**Place:** Mumbai

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**ATTENDANCE SLIP**

**PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.**

Joint shareholders may obtain additional slips on request.

<b>Master Folio No:</b>	
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**NAME AND ADDRESS OF SHAREHOLDER:** \_\_\_\_\_

**NAME OF PROXYHOLDER:** \_\_\_\_\_

**NO. OF SHARES HELD:** \_\_\_\_\_

I hereby record my presence at the 23<sup>rd</sup> Annual General Meeting of **IIFL WEALTH FINANCE LIMITED** will be held on Friday, July 21, 2017, at 10th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Maharashtra, Mumbai – 400013 at 10.30 A.M.

Signature of the Shareholder or Proxy \_\_\_\_\_

**Notes:**

(1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.

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**Form No. MGT-11**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN: U65990MH1994PLC080646**

**Name of the Company: IIFL WEALTH FINANCE LIMITED**

**Registered Office: 6<sup>th</sup> floor, IIFL Centre, Senapati Bapat Marg, Lower Parel ( West ), Mumbai – 400 013**

Name of the Member(s):
Registered address:
E-mail Id:
Folio No. / Client Id:
DP ID:

I/We \_\_\_\_\_ being member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **23<sup>rd</sup> ANNUAL GENERAL MEETING** of the members of **IIFL WEALTH FINANCE LIMITED** to be held on Friday, July 21, 2017 at 10th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Maharashtra, Mumbai – 400013 at 10.30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

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CIN: U65990MH1994PLC080646

**ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2017, and reports of Board of Directors and the Auditors thereon.**
- 2. To appoint a Director in place of Mr. Umang Papneja (DIN: 07357053) who retires by rotation and being eligible, offers himself for reappointment.**
- 3. To ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, as Auditors of the Company.**

**SPECIAL BUSINESS:**

- 4. To appoint Mr. P. Vijaya Bhaskar as an Independent Director of the Company.**
- 5. To appoint Dr. S. Narayan as an Independent Director of the Company.**
- 6. To appoint Ms. Deepali Nair as a Director of the Company.**
- 7. To approve the Alteration of Articles of Association of the Company.**

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Affix revenue stamp
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**CORPORATE & REGD. OFFICE:**

6<sup>TH</sup> FLOOR, IIFL CENTRE, KAMALA CITY, SENAPATI BAPAT MARG,  
LOWER PAREL, MUMBAI - 400 013. INDIA

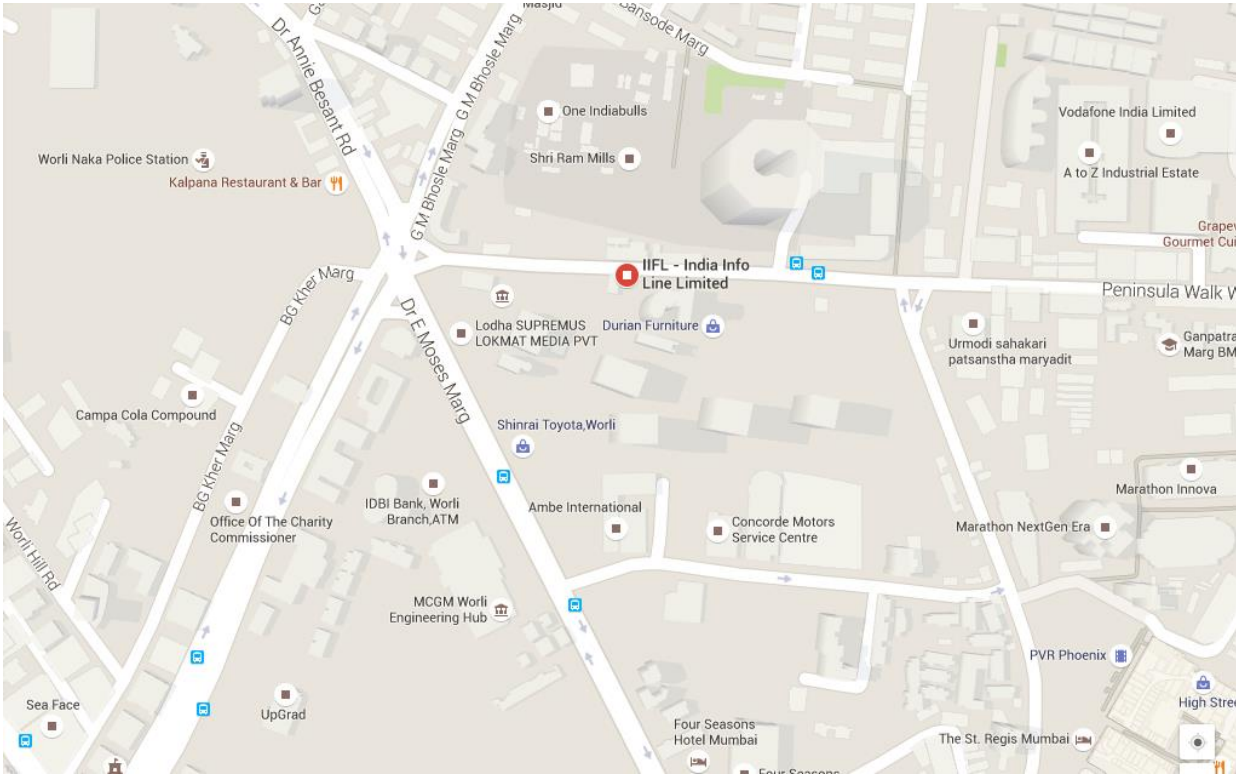
TEL: (91-22) 3958 5600 | FAX: (91-22) 4646 4706

(An IIFL Wealth & Asset Management Group Company)

[www.iiflwealthfinance.com](http://www.iiflwealthfinance.com)

CIN: U65990MH1994PLC080646

## Route Map



### LANDMARK:

Near Passport Seva Kendra,  
Trade Point, Pandurang Budhkar Marg,  
Lower Parel, Mumbai – 400013

### IIFL WEALTH FINANCE LIMITED

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