

## NOTICE

**Notice** is hereby given that the **Eleventh Annual General Meeting** of IIFL Wealth Management Limited will be held on July 20, 2018 at IIFL Centre, Kamala Mills Compound, Lower Parel (West), Mumbai - 400 013 at 4.00 pm on a shorter notice, to conduct the following business:

### ORDINARY BUSINESS:

1. To consider and adopt:
  - (a) the audited financial statement of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon; and
  - (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018.
2. To appoint a Director in place of Mr. Nirmal Jain, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Venkataraman Rajamani, who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. To approve offer and issue of Non-Convertible Debentures on private placement and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules made thereunder and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company; and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended and subject to compliance with other the applicable law, rules, directions issued by the government or any other regulatory authority, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to issue, offer and allot Secured/ Unsecured/ Listed/ Unlisted/ Rated/ Unrated/ Perpetual/Subordinated/Structured Products/Market Linked/Principal Protected/Fixed Maturity Non-Convertible Debentures of the Company for proposed issue aggregating upto Rs. 100 Crore (Rupees Two Thousand Five Hundred Crore only) on private placement basis in one or more tranches during the financial year 2018-19 and on such terms and conditions as may be determined by the Board (including the Finance Committee or any other Committee thereof), from time to time;

**FURTHER RESOLVED THAT** for the purpose of creating, offering, issuing and allotting the Debentures, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to determine the terms and conditions of the issue of the Debentures, settle all the questions, difficulties

### **IIFL WEALTH MANAGEMENT LIMITED**

Corporate & Registered Office:  
IIFL Centre, Kamala City, Senapati Bapat Marg,  
Lower Parel, Mumbai – 400 013  
Tel: (91-22) 3958 5600 | Fax: (91-22) 4646 4706

(An IIFL Group Company)

or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

5. To approve the alteration in the Article of Association of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 14 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, any other applicable law(s), regulation(s), policy(ies) or guideline, as amended from time to time and pursuant to the Investment Agreement (**“IA”**) dated June 19, 2018 by and amongst the Company, Karan Bhagat, Yatin Shah, Amit Shah, General Atlantic Singapore Fund Pte. Ltd, IIFL Holdings Limited, Steadview Capital Mauritius Limited, ABG Capital, LTR Focus Fund, HDFC Standard Life Insurance Company Limited, WF Asian Reconnaissance Fund Limited, Rimco (Mauritius) Limited and Amansa Holdings Private Limited, , the amended and restated articles of association incorporating the relevant terms of the IA, as circulated to the members with the notice of this meeting be and is hereby approved and adopted as the Restated Articles of Association of the Company, in substitution of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the restated Articles of Association of the Company shall replace the existing Articles of Association of the Company with immediate effect, subject to the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and are hereby severally authorized to sign, execute and file all such forms, papers and documents as may be considered necessary or expedient including appointing authorized representatives under appropriate Letter(s) of Authority to appear before various authorities, as may be applicable, for making application to give effect to the above resolution and to do all such acts, deeds and things as may be required in this connection.”

By Order of the Board

Date: July 11, 2018  
Place: Mumbai

Sd/-

Ashutosh Naik  
Company Secretary  
Membership No. : ACS 15067  
Registered Office: IIFL Centre,  
Kamala City, Senapati Bapat Marg,  
Lower Parel, Mumbai 400013  
CIN: U74140MH2008PLC177884  
E-mail: legal-compliance@iiflw.com

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**Notes:**

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours (48 hours) before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. In terms of Section 152 of the Companies Act, 2013, Mr. Nirmal Jain (DIN-00010535), Director and Mr. Venkataraman Rajamani (DIN-00011919), Director, retire by rotation at the Meeting and being eligible, offer themselves for their re-appointment. The Board of Directors of the Company recommends their re-appointment.
4. 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.
5. This meeting has been called at a shorter notice as all the members waived period of Notice calling this meeting.

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## **Explanatory Statement pursuant to Section 102 (1) of the Companies Act 2013**

### **ITEM No. 4: To offer and issue Non-Convertible Debentures on private placement basis**

As per Section 42 of the Act, read with the Rules framed there under, a company offering or making an invitation to subscribe to Non-Convertible Debentures (NCDs) on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution.

In order to augment long term resources for financing, inter alia, the ongoing capital expenditure and for general corporate purposes, the Board may, at an appropriate time, offer or invite subscription for secured/ unsecured redeemable non-convertible debentures, in one or more series/ tranches on private placement, issuable/ redeemable at par.

A fresh Special Resolution at Item No. 4 of the accompanying Notice under Sections 42 and 71 of the Act read with the Rules made thereunder is proposed seeking the approval of members to enable the Company to offer or invite subscriptions of Non-Convertible Debentures on a private placement basis, in one or more tranches, for the proposed issue of the said Non-Convertible Debentures during the current financial year 2018-19, subject to the overall borrowing limits of the Company, as approved by the Members from time to time.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution for approval by the Members.

### **ITEM No. 5: To approve and adopt amended and restated articles of association:**

Members may note that the Company has entered into the Investment Agreement dated June 19, 2018 by and amongst the Company, Karan Bhagat, Yatin Shah, Amit Shah, General Atlantic Singapore Fund Pte. Ltd, IIFL Holdings Limited, Steadview Capital Mauritius Limited, ABG Capital, LTR Focus Fund, HDFC Standard Life Insurance Company Limited, WF Asian Reconnaissance Fund Limited, Rimco (Mauritius) Limited and Amansa Holdings Private Limited as amended from time to time ("**IA**"). In order to make provisions of the ("**IA**") are effective and enforceable, relevant provisions of the IA must be incorporated in the articles of association of the Company. Therefore, it is proposed to adopt an amended and restated articles of association of the Company. The draft copy of the articles of association of the Company as approved by the board of directors of the Company is being circulated with this notice. The board of directors recommends the passing of the proposed resolutions as set out in the accompanying notice. The Restated Articles as approved by the Board shall be available for inspection the registered office of the Company during business hours and at the meeting.

Except Mr Nirmal Jain, Mr R Venkataraman, Mr Karan Bhagat, Mr Yatin Shah, Mr Amit Shah and Mr. Ashutosh Naik (to the extent of their shareholding), none of the Directors of the Company or key managerial personnel ("**KMP**") are, in any way, concerned or interested in the said resolution. None of the relatives of the directors and KMP are interested in the resolutions.

The Board recommends the Special Resolution for approval by the Members.

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CIN: U74140MH2008PLC177884



**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.

Master Folio No:	
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NAME AND ADDRESS OF SHAREHOLDER: \_\_\_\_\_

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

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

I hereby record my presence at the ELEVENTH ANNUAL GENERAL MEETING of the Members of **IIFL WEALTH MANAGEMENT LIMITED** held on Friday, July 20, 2018 at 4.00 pm at IIFL Centre, Kamala Mills Compound, Lower Parel (West), Mumbai - 400 013.

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: U74140MH2008PLC177884

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

Registered Office: IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai 400013

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 \_\_\_\_\_

As my/our proxy to attend and vote (on a poll, if any) for me/us and on my/our behalf at the ELEVENTH ANNUAL GENERAL MEETING of the Members of **IIFL WEALTH MANAGEMENT LIMITED** to be held on Friday, July 20, 2018 at 4.00 pm at IIFL Centre, Kamala Mills Compound, Lower Parel (West), Mumbai - 400 013 and at any adjournment thereof in respect of such resolutions as are indicated below

1. To consider and adopt:
  - (a) the audited financial statement of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon; and
  - (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018.
2. To appoint a Director in place of Mr. Nirmal Jain who retires by rotation and being eligible, offers himself for reappointment.

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3. To appoint a Director in place of Mr. Venkataraman Rajamani, who retires by rotation and being eligible, offers himself for reappointment.
4. To approve offer and issue Non-Convertible Debentures on private placement basis during the financial year 18-19.
5. To approve and adopt amended and restated articles of association.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

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

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

Affix revenue  
stamp

**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.**

**IIFL WEALTH MANAGEMENT LIMITED**

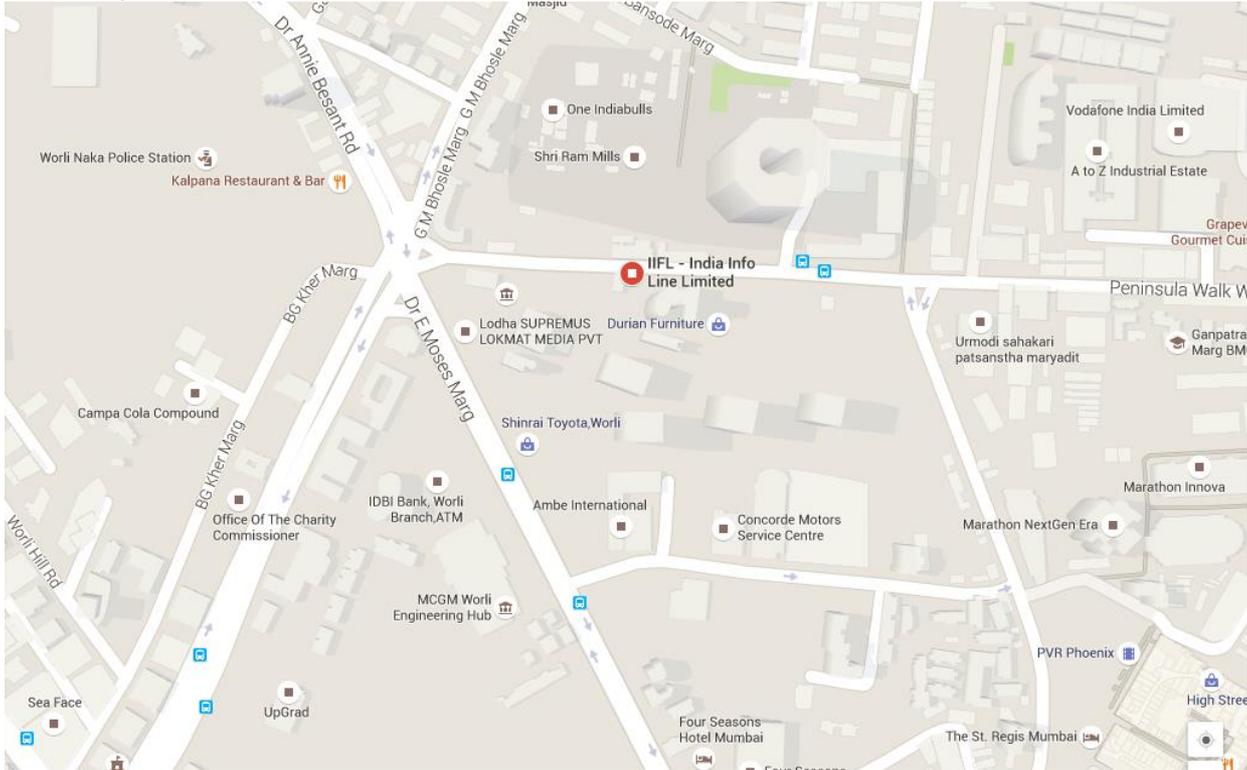
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## Route Map



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