



NOTICE

Notice is hereby given that the **Extra-Ordinary General Meeting** of IIFL Wealth Management Limited ("**Company**") will be held on Monday, November 27, 2017 at IIFL Centre, Kamala City, Lower Parel, Mumbai-400013 at 11.00 am to transact the following business:

SPECIAL BUSINESS:

TO APPROVE CHANGE IN REGISTERED OFFICE 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 pursuant to provisions of Section 12 of Companies Act, 2013 and other applicable provisions if any, the Registered Office of the Company be and is hereby shifted from "IIFL House, Sun Infotech Park, Road No.16V, Plot No.B-23, Thane Industrial Area, Wagle Estate Thane-400604" to "IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400013" with immediate effect;

RESOLVED FURTHER THAT any of the Directors or Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as they may consider necessary and expedient, in order to give effect to above resolution or as considered by them to be in best interest of the Company, as it may deem fit."

By Order of the Board

Date: October 30, 2017

Place: Mumbai

Sd/-

Ashutosh Naik

Company Secretary

Membership No.: A15067

Registered Office: IIFL House, Sun Infotech Park,
Road No. 16V, Plot No.B23, Thane Industrial Area,
Wagle Estate, Thane, Maharashtra - 400604

CIN: U74140MH2008PLC177884

E-mail: legal-compliance@iiflw.com

IIFL WEALTH MANAGEMENT LIMITED

Registered Office:

IIFL House, Sun Infotech Park, Road No.16V, Plot No. B-23, MIDC,
Thane Industrial Area, Wagle Estate, Thane - 400 604 India.

(An IIFL Group Company)

www.iiflw.com

Corporate Office:

IIFL Centre, Kamala City, SenapatiBapat Marg,
Lower Parel, Mumbai – 400 013

Tel: (91-22) 3958 5600 | **Fax:** (91-22) 4646 4706

CIN: U74140MH2008PLC177884



Notes:

1. A member is entitled to attend and vote at the Extra-Ordinary General Meeting (the "Meeting") and is entitled to appoint a proxy to attend and vote for himself / herself and the proxy need not be a member of the company.

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. In order to be effective, must be received at the registered office of the Company not less than 48 hours before the Commencement of the meeting.

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. Statement of material facts pursuant to section 102 of the Companies Act, 2013, in respect of special business to be transacted at the meeting is attached herewith.

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STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING

The following statement sets out all material facts relating to the business mentioned under the accompanying notice dated October 30, 2017:

Item: TO APPROVE CHANGE IN REGISTERED OFFICE OF THE COMPANY

The Company, as per the provisions of Section 12 of the Companies Act, 2013, shall not, except with the consent of Members by Special Resolution change the registered office of the Company outside the local limits of any city.

The registered office of the Company is presently situated at IIFL House, Sun Infotech Park, Road No.16V, Plot No.B-23, Thane Industrial Area, Wagle Estate Thane-400604. The Company has its corporate office situated at IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400013. With a view to improve administrative and operational efficiency, the Board of Directors at its meeting held on October 30, 2017 considered and approved the proposal for shifting the Registered Office to IIFL Centre, Lower Parel, subject to the approval of the Members.

The Board recommends passing of this resolution as a special resolution for approval of the members of the Company.

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 resolution.

By Order of the Board

Date: October 30, 2017

Place: Mumbai

Sd/-

Ashutosh Naik

Company Secretary

Membership No.: A15067

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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.

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 Extra-Ordinary General Meeting of the Members of **IIFL WEALTH MANAGEMENT LIMITED** held on Monday, November 27, 2017 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 House, Sun Infotech Park, Road No. 16V, Plot No.B-23, Thane Industrial Area, Wagle Estate Thane MH 400604

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: _____

As my/our proxy to attend and vote (on a poll, if any) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Members of **IIFL WEALTH MANAGEMENT LIMITED** to be held on Monday, November 27, 2017 at IIFL Centre, Kamala Mills Compound, Lower Parel (West), Mumbai - 400 013 and at any adjournment thereof in respect of such resolution as are indicated below:

- 1. To approve change in Registered Office of the Company

Signed this _____ day of _____ 2017

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.

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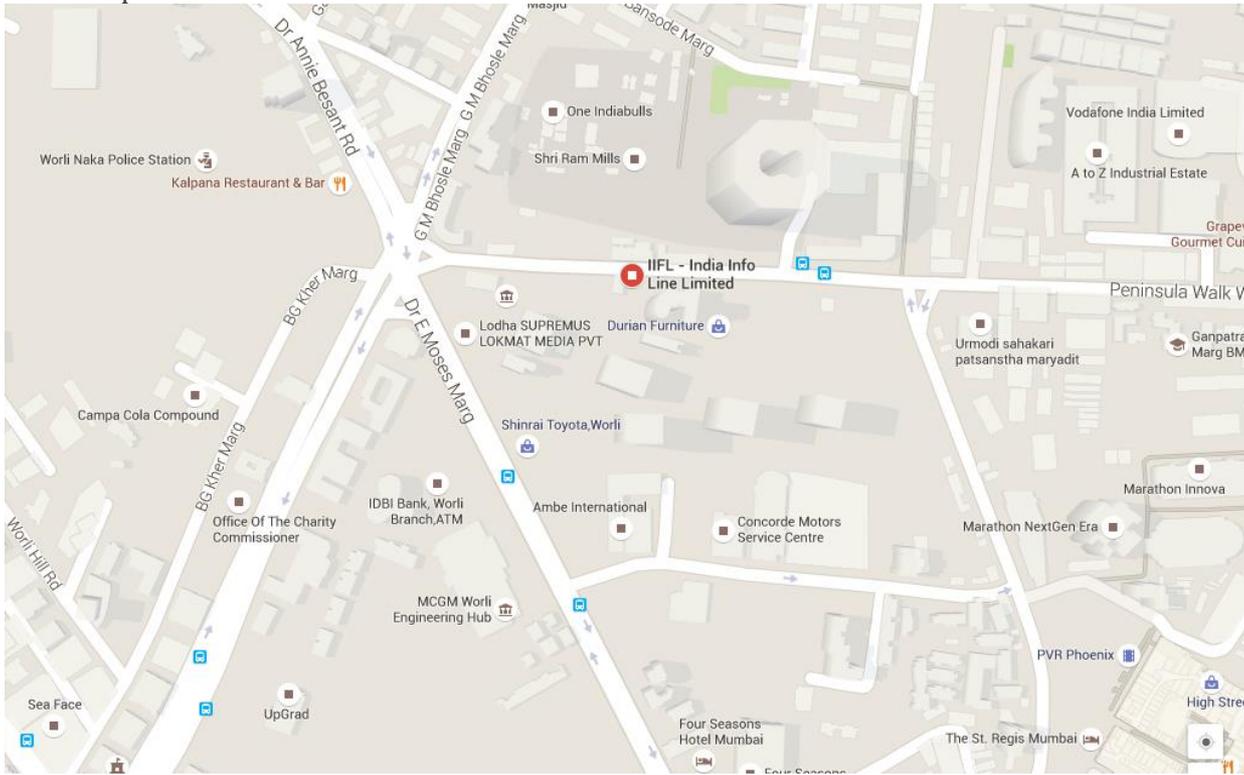
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Route Map



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