

## NOTICE

SHORTER NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of IIFL Wealth Portfolio Managers Limited ("The Company") will be held on 20<sup>th</sup> October 2022, Thursday, at 11.00 a.m. at IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel West, Mumbai – 400 013 to transact the following business:

### SPECIAL BUSINESS:

1. To approve the increase in Borrowing Limits of the Company:

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

"RESOLVED THAT in supersession of resolution(s) passed at the previous general meeting(s) of the Company, on the matter and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act") and other applicable provisions (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, consent of the members of the Company, be and is hereby accorded to borrow, by way of loans/ inter corporate deposits (ICDs), issue of commercial paper(s), debentures (comprising fully/ partly convertible debentures and/ or Non-Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian Rupees, from time to time, any sum(s) of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from bank(s), financial institution(s) and, or other person(s), firm(s), body corporate(s), whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up capital, free reserves and securities premium of the Company provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 1,500 Crore (Rupees One Thousand and Five Hundred Crore Only) and the Board (including any Committee(s) constituted thereof), be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required.

RESOLVED FURTHER THAT in supersession of resolution(s) passed at the previous general meeting(s) of the Company, if any, on the matter and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("Act") and other applicable provisions, (including any statutory modification or re-enactment thereof), the consent of the members of the Company, be and is hereby accorded to mortgage, hypothecate, pledge and / or charge, in addition to the mortgage, hypothecate, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets or properties, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans/ inter corporate deposits (ICDs), issue of commercial paper(s), debentures (comprising fully / partly Convertible Debentures and / or Non-Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved by the shareholders under Section 180(1)(c) of the Act (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and, or all other monies payable by the Company, including any increase as a result of devaluation / revaluation/ fluctuation in the rate of exchange, and the Board (including the Finance Committee or any other committee thereof) be and is hereby authorized to decide all terms and

### **IIFL WEALTH PORTFOLIO MANAGERS LIMITED**

Corporate & Registered Office:  
IIFL Centre, Kamala City, Senapati Bapat Marg,  
Lower Parel West, Mumbai – 400 013  
TEL: (91-22) 4876 5600 | FAX: (91-22) 4875 5606

EMAIL ID: [secretariat@iiflw.com](mailto:secretariat@iiflw.com)

(An IIFL Wealth Group)

CIN: U74120MH2011PLC219930

conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required;

**2. To Approve the offer / invitation to subscribe to Non-Convertible Debentures of the Company to be issued on private placement during the financial year 2022-23 aggregating up to INR 1000 Crore (Rupees One Thousand Crore only)**

“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 provisions of the Memorandum and Articles of Association of the Company, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and Operational circular issued by SEBI dated August 10, 2021, as amended from time to time, the consent of the members be and is hereby accorded to offer and issue the Secured/ Unsecured/ Listed/ Unlisted/ Rated/ Unrated/ Perpetual/ Subordinated/ Structured Products/ Market Linked/ Principal Protected/ Fixed Maturity Non-Convertible Debentures (“NCDs”) base issue aggregating up to Rs. 1000 Crore (Rupees One Thousand Crore only) on private placement basis in one or more tranches, during the Financial Year 2022-23.

RESOLVED FURTHER THAT the Board (including finance committee or any other committee(s) constituted thereof), be and is hereby authorized to determine and approve, the terms and conditions in relation to the offer, issue and buy back NCDs on private placement basis at their absolute discretion, number of NCDs to be offered, issued, allotted and buy back in one or more tranches, the timing, nature, type, pricing, coupon rate, minimum subscription, retention of oversubscription, etc., if any, and to approve and make changes to the placement Memorandum, including any corrigendum, amendments, supplements, etc. thereto, and to do all such acts, deeds and things including but not limited to execution of Debenture Trust Deed, Debenture Trustee Appointment Agreement, Valuation Agency Agreement, Credit Rating Agency Appointment Agreement, application to stock exchange(s) to seek in-principle approval, and such documents, instruments, writings, etc. in connection with the offer and issue and buyback of the NCDs aggregating up to INR 1000 Crore with any regulator/authority or person(s) connected therewith.

**By order of the Board**  
**For IIFL Wealth Portfolio Managers Limited**

**Chinmay Joshi**  
**Authorised Signatory**  
Registered Office: IIFL Centre,  
Kamala City, Senapati Bapat Marg,  
Lower Parel West, Mumbai 400013  
CIN: U74120MH2011PLC219930  
E-mail: secretarial@iiflw.com

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**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")**

The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

**Item No. 1:**

The Company is in need of additional funds for its business activity. Hence, the necessary resolution under Section 180 (1) (c) of the Companies Act, 2013 was proposed seeking the consent of the shareholders of the Company by means of a Special Resolution authorizing the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the paid up share capital and free reserves of the Company. With regard to that Shareholders of the Company are requested to give their consent for Increasing the Borrowing limits of the Company from INR 1000 Crore to INR 1500 Crore.

The borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ pledge/ hypothecation on the Company's assets comprising of the movable and/or immovable, tangible/ intangible properties of the Company, present or future, in favour of the lender(s)/agent(s)/trustee(s) from time to time, in such form, manner and ranking as mentioned in the Resolution. The documents relating to charge and/or mortgage and/or pledge and/or hypothecation in favour of the lender(s)/agent (s)/trustees may contain the provisions to take over substantial assets of the Company in certain events with a power to take over the management of the business and concern of the Company, which may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

As per Section 180(1) (a) of the Companies Act, 2013, the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company, only with the consent of the Company by a Special Resolution.

Necessary Resolution at Item No. 1 is therefore proposed to be passed seeking the consent of shareholders authorizing the Board of Directors of the Company for creation of charge/ mortgage/ pledge/ hypothecation to secure borrowings subject to the limits approved under Section 180 (1) (c) of the Companies Act, 2013.

The Board of Directors recommends passing of the Special Resolution for approval of the shareholders.

None of the Directors of the Company, including their relatives, is in any way, concerned or interested, financially or otherwise, in the aforesaid resolutions.

This Resolution is in supersession of resolution(s) passed at the previous general meeting(s) of the Company.

**Item No. 2:**

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 (the "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 and general corporate purposes the Company intends to raise funds aggregating up to INR 1000 Crore. The Board of Directors of the Company approved the limit of INR 1000 Crore

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for the offer and issue of Secured/ Unsecured/ Listed/ Unlisted/ Rated/ Unrated/ Perpetual/ Subordinated/ Structured Products/ Market Linked/ Principal Protected/ Fixed Maturity Non-Convertible Debentures on private placement basis during the financial year 2022-2023, subject to approval of the shareholders of the Company as per the provisions of Section 42 of the Companies Act, 2013.

A fresh Special Resolution at Item No. 2 of the accompanying Sections 42 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 the Non-convertible Debentures on a private placement basis aggregating up to INR 1000 Crore, in one or more tranches, for the proposed issue of the Non-convertible Debentures during the current financial year 2022-23, subject to the overall borrowing limits of the Company, as approved by the Members from time to time.

The Board recommends the Special Resolution as specified in Item No.2 for approval by the Members.

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

**For IIFL Wealth Portfolio Managers Limited**

**Chinmay Joshi**

**Authorised Signatory**

Registered Office: IIFL Centre,

Kamala City, Senapati Bapat Marg,

Lower Parel West, Mumbai 400013

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**NOTES:**

1. The statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposals set out above is annexed herewith.
2. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on October 14, 2022.
3. This meeting has been called at a shorter notice as all the members waived period of Notice calling this meeting.
4. Members/Proxyholder/Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.
5. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
6. The route map showing directions to reach the venue of the EGM is annexed and forms part of the Notice.

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CIN: U74120MH2011PLC219030

**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 Portfolio Managers Limited** held on 20<sup>th</sup> October 2022, Thursday at 11.00 a.m. at IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel West , Mumbai– 400013

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: U74120MH2011PLC219930

**Name of the Company: IIFL Wealth Portfolio Managers Limited**

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

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

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

**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 EXTRAORDINARY GENERAL MEETING of the company, to be held on the 20<sup>th</sup> October 2022, Thursday at 11.00 a.m. at IIFL Centre, Kamala City, Lower Parel, West Mumbai – 400013 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To approve increase in borrowing limits of the company.
2. To Approve the offer / invitation to subscribe to Non-Convertible Debentures of the Company to be issued on private placement during the financial year 2022-23 aggregating up to INR 1000 Crore (Rupees One Thousand Crore only)

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

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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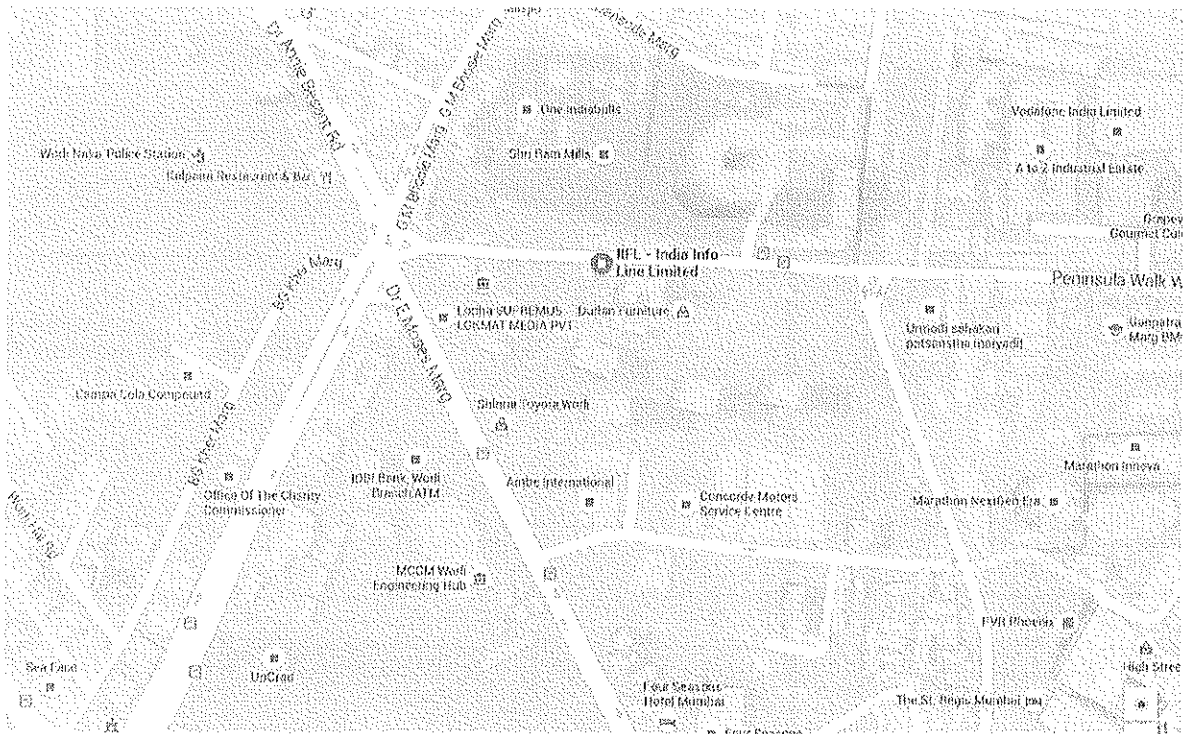
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## Route Map



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