

**NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF IIFL WEALTH FINANCE LIMITED WILL BE HELD ON 02<sup>nd</sup> DAY OF APRIL 2018 AT 05.00 P.M. AT IIFL CENTRE, KAMALA CITY, LOWER PAREL, MUMBAI – 400 013, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS.**

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- 1. To approve offer or invitation to subscribe to 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 with or without modification, if any:**

**"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. 2500 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 (including the Finance Committee or any other Committee thereof), 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 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."

**By Order of the Board of Directors**

**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:** [nbc-compliance@iiflw.com](mailto:nbc-compliance@iiflw.com)

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

**Dated: April 02, 2018**

**Place: Mumbai**

**IIFL WEALTH FINANCE LIMITED**  
(FORMERLY KNOWN AS CHEPHIS CAPITAL MARKETS LIMITED)

**Corporate & Registered Office:**  
6<sup>th</sup> Floor, IIFL Centre, Kamala City, Senapati Bapat Marg,  
Lower Parel (W), Mumbai – 400 013  
**Tel:** (91-22) 3958 5600 | **Fax:** (91-22) 4646 4706

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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 March 28, 2018.
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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**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:**

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 (including the Finance Committee or any other Committee thereof) 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.

Pursuant to the Debenture Trust Deed, for creation of charge/ security aggregating to Rs. 1000 Crore on the immovable property and present & future receivables (movable assets) of the Company, the Board of Directors of the Company approved the offer and issue of Secured/ Unsecured/ Listed/ Unlisted/ Rated/ Unrated/ Perpetual/Subordinated/Structured Products/Market Linked/Principal Protected/Fixed Maturity Non-Convertible Debentures aggregating upto Rs. 2500 Crore (Rupees Two Thousand Five Hundred Crore only) on private placement basis during the financial year 2018-2019, subject to approval of the shareholders of the Company as per the provisions of Section 42 and 71 of the Companies Act, 2013.

A fresh Special Resolution at Item No. 1 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.

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**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:** April 02, 2018

**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.

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 MEETING of the Members of **IIFL WEALTH FINANCE LIMITED** held on **Monday at April 02, 2018** at IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, 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: U65990MH1994PLC080646

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

Registered Office: **6th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (W), 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) for me/us and on my/our behalf at the EXTRAORDINARY GENERAL MEETING of the company, to be held on the 02<sup>nd</sup> day of April 2018, Monday at 05.00 p.m. at IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West) Mumbai-400013 and at any adjournment thereof in respect of such resolutions as are indicated below:

**1.. To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.**

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018  
Signature of Shareholder: \_\_\_\_\_  
Signature of Proxy holder(s): \_\_\_\_\_

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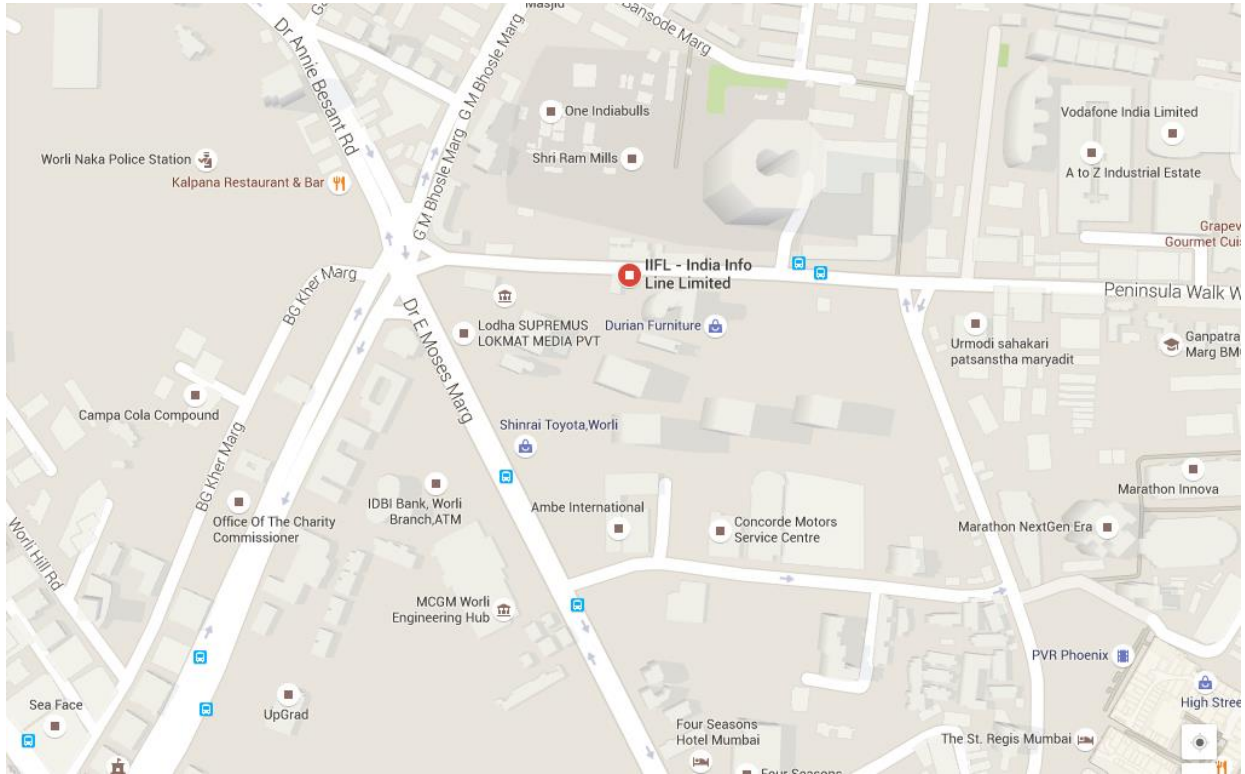
**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

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## ROUTE MAP



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