

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of IIFL WEALTH FINANCE LIMITED (CIN: U65990MH1994PLC080646) will be held at shorter notice on Tuesday, July 26, 2016 at 10th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013 at 5.00 P.M. to transact the following business:

Ordinary Business:

1. To consider and adopt the audited financial statements of the Company for the year ended March 31, 2016, 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 appoint Statutory Auditors:

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the Board hereby recommend the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai, (registration number 117366W/W-100018 at the ensuing annual general meeting of the company as Statutory Auditors of the Company to hold office from the conclusion of 22nd Annual General Meeting (AGM), until the conclusion of the 27th AGM of the Company to be held in the year 2021 (subject to ratification of their re-appointment at every AGM), at such remuneration as may be agreed upon between the Board of Directors and Statutory Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.”

Special Business:

4. To appoint Mr. Shantanu Rastogi 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 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. Shantanu Rastogi (DIN - 06732021) who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 26, 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 as a Director of the Company.”

Notes:

- a. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013 in respect of the special business item no. 4 and also in respect of Item No. 2 and 3 of the accompanying Notice is annexed hereto.
- b. 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.
- c. 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.
- d. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
- e. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

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

Manoj Gujran
Company Secretary
Membership No: ACS 22201
Registered Office: 6th Floor, IIFL Centre,
Kamala City, Lower Parel, Mumbai – 400 013
CIN: U65990MH1994PLC080646
E-mail: nbfc-compliance@iiflw.com
Telephone No.: +91-22-39585600

Dated: July 26, 2016
Place: Mumbai

Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013:

Item No. 2 - To appoint a Director in place of Mr. Umang Papneja (DIN: 07357053), who retires by rotation and being eligible, offers himself for reappointment:

Details of Mr. Umang Papneja seeking re-appointment at the forthcoming Annual General Meeting:

Name of the Director	Mr. Umang Papneja
DIN	07357053
Date of Birth	May 03, 1975
Date of first appointment on the Board	13-02-2016
Qualifications	MMS, JBIMS
Expertise	Mr. Umang Papneja joined IIFL Private Wealth in 2009 to head the products/investment team. With over seventeen years of industry experience across multiple asset classes, his core strengths lie in equity research, fund selection and asset allocation.
Number of Meetings of the Board attended during the year	4
List of Directorship / Membership /Chairmanship of Committees of other Board	Nil
Shareholding in the company	Nil
Relationship between directors inter-se	Nil
Terms and Conditions of appointment	As discussed in Board meeting

Item No 3 – To appoint Statutory Auditors:

Pursuant to Section 139 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the Board of Directors in their meeting held on March 4, 2016 and the shareholders in the extra-ordinary general meeting (EGM) held on March 4, 2016 had approved the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (registration number 117366W/W-100018), as the Statutory Auditors of the Company from the said EGM until the conclusion of the ensuing Annual General Meeting until the conclusion of the 22nd Annual General Meeting to be held for the financial year 2015-16, to fill the casual vacancy caused due to resignation of M/s. H. V. Vora & Co, Chartered Accountants (registration number 111629W).

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, the Board recommends to the shareholders, the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.: 117366W/W-100018), as the Statutory Auditors of the Company, to hold office from the conclusion of the ensuing 22nd Annual General Meeting (AGM), until the conclusion of the 27th AGM of the Company to be held in the year 2021 (subject to ratification of their re-appointment at every AGM). M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, have expressed their willingness and confirmed their eligibility for being appointed as Statutory Auditors of the Company, in accordance with the provisions of Section 139 and 141 of the Companies Act, 2013.

The Board commends your approval of the resolution of the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants.

Item No 4 - To appoint Mr. Shantanu Rastogi as a Director of the Company:

Mr. Shantanu Rastogi (DIN 06732021) was appointed as Additional Director of the Company by the Board of Directors on 26th July, 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. The Company has received a notice under Section 160 of the Act proposing his candidature for the office of Director of the Company, along with the requisite deposit of Rs. 1.00 Lakh.

Details of Mr. Shantanu Rastogi seeking appointment:

Name of the Director	Mr. Shantanu Rastogi
DIN	06732021
Date of Birth	March 26, 1979
Date of first appointment on the Board	---
Qualifications	Indian Institute of Technology, M.B.A. (Wharton School)
Expertise	Mr. Shantanu Rastogi works from General Atlantic's Mumbai office where he focuses on investments in the Internet & Technology, Retail & Consumer and Health care sectors in India. He serves on Board of Directors of House of Anita Dongre Limited and IIFL Wealth Management Limited. He has worked as Principal at Apex Partners. He was a Consultant at McKinsey & co. in Mumbai.
Number of Meetings of the Board attended during the year	Nil
List of Directorship / Membership	1. House of Anita Dongre Limited.(Director)

/Chairmanship of Committees of other Board	2. IIFL Wealth Management Limited (Director)
Shareholding in IIFL Wealth Finance Limited	Nil
Relationship between directors inter-se	Nil
Terms and Conditions of appointment	As discussed in Board meeting

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.

Except Mr. Shantanu Rastogi, 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.

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

Manoj Gujran
Company Secretary
Membership No: ACS 22201
Registered Office: 6th Floor, IIFL Centre,
 Kamala City, Lower Parel, Mumbai – 400 013
CIN: U65990MH1994PLC080646
E-mail: nbfc-compliance@iiflw.com
Telephone No.: +91-22-39585600
Dated: July 26, 2016
Place: Mumbai

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 22nd Annual General Meeting of IIFL WEALTH FINANCE LIMITED will be held on Tuesday, July 26, 2016, 10th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Maharashtra , 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.

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, 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 _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd ANNUAL GENERAL MEETING of the Members of **IIFL WEALTH FINANCE LIMITED** to be held on Tuesday, July 26, 2016 at 10th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Maharashtra, Mumbai – 400013 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, 2016, the reports of the Board of Directors and Auditors thereon; and

2. To appoint a Director in place of Mr. Umang Papneja, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Statutory Auditors.
4. To appoint Mr. Shantanu Rastogi as a Director of the Company with effect from the conclusion of this Annual General Meeting and is eligible for re-appointment as a Director of the Company.

Signed this _____ day of _____ 2016

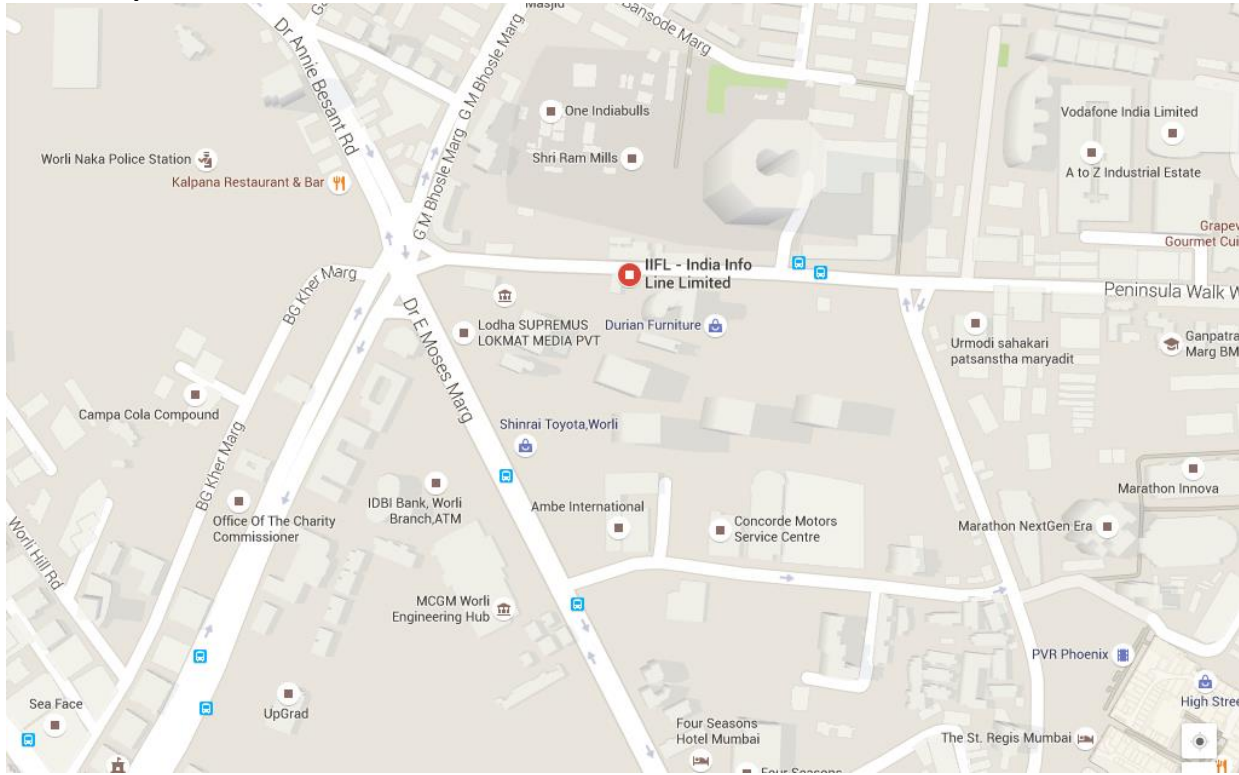
Signature of Shareholder: _____

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

Route Map



B +91 22 39585600
F +91 22 4646 4706

IIFL Wealth Finance Limited (formerly *Chephis Capital Markets Limited*),
6th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West),
Mumbai 400 013, Maharashtra, India.
CIN: U65990MH1994PLC080646

(An India Infoline Group Company)