

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF IIFL WEALTH PRIME LIMITED WILL BE HELD ON TUESDAY, 15th OF 2022 AT 11.00 A.M. AT IIFL CENTRE, KAMALA CITY, LOWER PAREL, MUMBAI – 400 013, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS.

Special Resolution

- 1. To approve the offer or invitation to subscribe to Non-Convertible Debentures on private placement for the financial year 2022-23 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 Non-Convertible Securities) Regulations, 2021 as amended and subject to compliance with other 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 offer, invitation and issue aggregating upto Rs. 5000 Crore (INR Five Thousand Crore only) on private placement basis in one or more tranches, during the financial year 2022-23 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 determine and consider proper and more beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto and to select, appoint and finalize the remuneration of various agencies, including but not limited to credit rating agencies, trustee, legal counsels, arrangers and any other agency(ies) associated with the issue of secured / unsecured redeemable non-convertible debentures.;

FURTHER RESOLVED THAT for the purpose of creating, offering, issuing and allotting the Non-convertible 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 Non-convertible 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."

IIFL WEALTH PRIME LIMITED
(FORMERLY KNOWN AS IIFL WEALTH FINANCE LIMITED)

Corporate & Registered Office:
6th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg,
Lower Parel (W), Mumbai – 400 013
TEL: (91-22) 4876 5600 | FAX: (91-22) 4875 5606

(IIFL Wealth Group)
www.iiflwealthprime.com

CIN: U65990MH1994PLC080646

Special Resolution

2. To approve the re-appointment of Dr. S. Narayan, (DIN: 00094081) as an Independent Director of the Company for a second term of five consecutive years and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provision of Section 149, 152 read with Schedule IV and other applicable provision of the Companies Act, 2013 (“the Act”) and rules framed there under and SEBI (Listing Obligation and Disclosures Requirement) Regulations, 2015 (“the Listing Regulations”) including any statutory modification(s) or re-enactment thereof for the time being in force and basis the recommendation of the nomination and Remuneration Committee and Board of Directors Dr. S. Narayan (DIN: 00094081) Independent Director of the Company who has submitted a declaration that he meets the criteria for Independent Director as provided in Section 149 (6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from March 31, 2022 till March 30, 2027.

RESOLVED FURTHER THAT, the any Director or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds and things and to execute any agreements, documents or instructions, file necessary forms / documents with any statutory authority or take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

By Order of the Board of Directors

Sd/-

Amit Bhandari

Company Secretary & Compliance Officer

Registered Office: 6th Floor, IIFL Centre,
Kamala City, Lower Parel, Mumbai – 400 013

CIN: U65990MH1994PLC080646

E-mail: nbfc-compliance@iiflw.com

Telephone No.: +91-22-4876 5600

Dated: March 10, 2022

Place: Mumbai

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 4, 2022 .
3. This meeting has been called at a shorter notice as all the members waived period of Notice calling this meeting.

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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 (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, inter alia, the working 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.

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 on private placement basis during the financial year 2021-22 (previous year) aggregating upto INR 5,000 Crore, 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, aggregating upto INR 5,000 Crore, in one or more tranches, for the proposed issue of the said Non-Convertible Debentures during the financial year 2022-23, 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 as specified in Item No. 1 for approval by the Members.

Item No. 2

The Members at the Annual General Meeting held on July 21, 2017 appointed Dr. S. Narayan as an Independent Director to hold office for a term of 5 years. Accordingly, the tenure of Dr. S. Narayan as an Independent Director is due for expire on March 30, 2022.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company has recommended to the Board of the Directors, the appointment/ reappointment of a Director.

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In terms of provisions of section 149(10) of the Companies Act, 2013 and Regulation 25 (2A) of SEBI (Listing Obligation Disclosure Requirement) Regulations, 2015, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

After taking into account the performance evaluation, during her first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Dr. S. Narayan during her tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on February 01, 2022 has considered, approved and recommended the re-appointment of Dr. S. Narayan as an Independent Directors for a second term of five years with effect from March 31, 2022.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Dr. S. Narayan the Shareholders are requested to approve the re-appointment of Dr. S. Narayan as an Independent Directors for a second term of five consecutive years with effect from March 31, 2022.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 2 of the notice.

Except Dr. S. Narayan, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

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

**Sd/-
Amit Bhandari
Company Secretary & Compliance Officer**

Registered Office: 6th Floor, IIFL Centre,
Kamala City, Lower Parel, Mumbai – 400 013

CIN: U65990MH1994PLC080646

E-mail: nbc-compliance@iiflw.com

Telephone No.: +91-22-48765600

Dated: March 10 , 2022

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 PRIME LIMITED** held on **Tuesday at March 15, 2022** 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 PRIME 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 Tuesday of March 15 2022, at 11.00 a.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 _____ 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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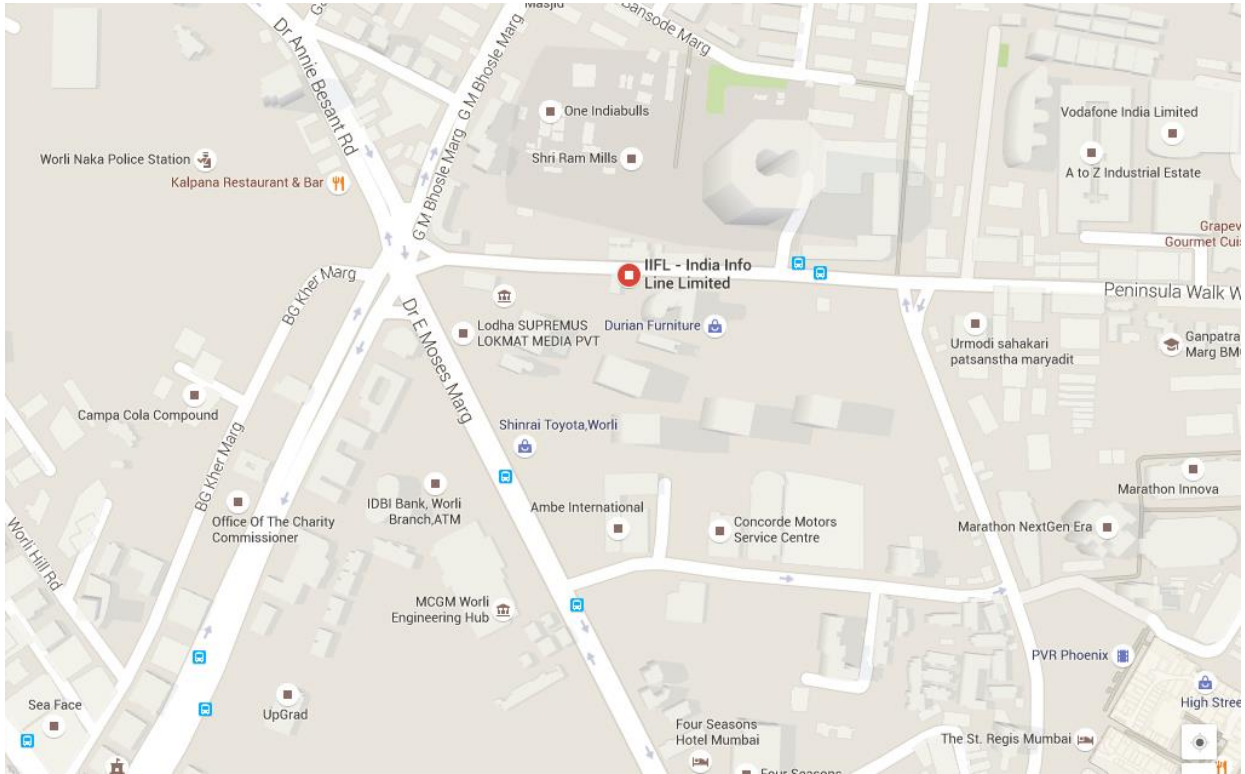
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ROUTE MAP



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ANNEXURE 'A' TO THE NOTICE
DISCLOSURES RELATING TO DIRECTORS PURSUANT TO SECRETARIAL STANDARD-2 ON GENERAL MEETINGS:

Name	Dr. S Narayanan
Date of Birth/ Age	20-06-1943 79 Years
Date of first Appointment on the Board	March 30, 2017.
Shareholding in the Company (as on March 31, 2021)	Nil
Brief Profile / Resume	<ul style="list-style-type: none"> Dr. S Narayan is a retired IAS Officer. He was an eminent public administrator for nearly four decades (1965 to 2004). He was in public service in the State and Central Government in development administration. Retired as Economic Advisor to the Prime Minister of India, he has rich experience in implementation of economic policies and monitoring of the special economic agenda of the Cabinet on behalf of the Prime Minister's Office, and is also experienced in formulation of macro-economic policy for the Government tariff and taxation policies, as well as initiatives for modernizing the capital markets. Dr. Narayan holds M.Sc., MBM, M Phil, Ph.D. degree. He is a director on the board of several leading public limited Companies. He is a Senior Research Fellow at the Institute of South Asian Studies, National University of Singapore, at Singapore since 2005.
Board Meetings attended during FY 2021-22	5
Experience and expertise in specific functional areas	<ul style="list-style-type: none"> Dr. S Narayan is a retired IAS Officer. He was an eminent public administrator for nearly four decades (1965 to 2004). He was in public service in the State and Central Government in development administration. Retired as Economic Advisor to the Prime Minister of India, he

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	<p>has rich experience in implementation of economic policies and monitoring of the special economic agenda of the Cabinet on behalf of the Prime Minister's Office, and is also experienced in formulation of macro-economic policy for the Government tariff and taxation policies, as well as initiatives for modernizing the capital markets.</p> <ul style="list-style-type: none"> • Dr. Narayan holds M.Sc., MBM, M Phil, Ph.D. degree. He is a director on the board of several leading public limited Companies. He is a Senior Research Fellow at the Institute of South Asian Studies, National University of Singapore, at Singapore since 2005.
Qualification(s)	M.Sc., MBM, M Phil, Ph.D. degree
Last Drawn Remuneration (for F.Y. 20-21) (including sitting fees and commission)	Rs. 10,85,000 /-
Relationship with other Directors and KMP	Not Applicable
Directorship in other Companies	<ol style="list-style-type: none"> 1. Seshasayee Paper and Boards Limited 2. Dabur India Limited 3. Artemis Medicare Services Limited 4. IIFL Wealth Management Limited 5. Castlewood Trading Private Limited 6. Rudransh Trading Private Limited 7. Shanti Narayan Foundation
Chairman/Member in the Committees of the other Boards of companies*	5

*Pursuant to regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two committees, viz. Audit Committee and Stakeholders' Relationship Committee have been considered.

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