



CERTIFIED TRUE COPY OF NOTICE OF EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF IIFL WEALTH FINANCE LIMITED HELD ON 20th DAY OF MARCH 2019 AT 5.30 P.M. AT IIFL CENTRE, KAMALA CITY, LOWER PAREL, MUMBAI – 400 013.

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF IIFL WEALTH FINANCE LIMITED WILL BE HELD ON 20th DAY OF MARCH 2019 AT 5.30 P.M. AT SHORTER NOTICE AT IIFL CENTRE, KAMALA CITY, LOWER PAREL, MUMBAI – 400 013, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS.

1. To approve the increase in the existing limit for the offer or invitation to subscribe to Non-Convertible Debentures on private placement from INR 2500 Crore to INR 3000 Crore 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 in partial modification of resolution passed by the members of the Company in its meeting dated April 02, 2018 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 increase in the existing limit for the offer, invitation and issue from INR 2500 Crore (INR Two Thousand Five Hundred Crore Only) to INR 3000 Crore (INR Three Thousand 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 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."

2. To approve the offer or invitation to subscribe to Non-Convertible Debentures on private placement for the financial year 2019-20 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

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

Corporate & Registered Office:

6th 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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www.iiflwealthfinance.com



CIN: U65990MH1994PLC080646

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 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. 3000 Crore (INR Three Thousand Crore only) on private placement basis in one or more tranches, during the financial year 2019-20 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 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."

By Order of the Board of Directors

Manoj Gujaraan

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@iifl.com

Telephone No.: +91-22-39585600

Dated: March 20, 2019

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 20, 2019.
3. This meeting has been called at a shorter notice as all the members waived period of Notice calling

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- 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.

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.

The members of the Company at their Extra-Ordinary General Meeting held on April 02, 2018 had approved the offer, invitation and issue of the NCDs upto an amount of INR 2500 Crore. In order to augment long term resources for financing, inter alia, the ongoing capital expenditure and for general corporate purposes the Company intends to raise further funds aggregating upto INR 3000 Crore.

The Board of Directors of the Company approved the increase in the existing limit of INR 2500 Crore to INR 3000 Crore 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 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 the Non-convertible Debentures on a private placement basis aggregating upto INR 3000 Crore, in one or more tranches, for the proposed issue of the 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.

The Board recommends the Special Resolution as specified in Item No.1 for approval by the Members.

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.

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

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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.

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 2019-20 aggregating upto INR 3000 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. 2 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 3000 Crore, in one or more tranches, for the proposed issue of the said Non-Convertible Debentures during the financial year 2019-20, 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. 2 for approval by the Members.

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

Manoj Gujaran
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@iifw.com
Telephone No.: +91-22-39585600
Dated: March 20, 2019
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 **Wednesday, March 20, 2019** 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 20th day of March 2019, Wednesday at _____ a.m./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 the increase in the existing limit for offer or invitation to subscribe to the issue of Non-Convertible Debentures on private placement from INR 2500 Crore to INR 3000 Crore during the current financial year 2018-19.
2. To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis aggregating upto INR 3000 Crore during the financial year 2019-20.

Signed this _____ day of _____ 2019
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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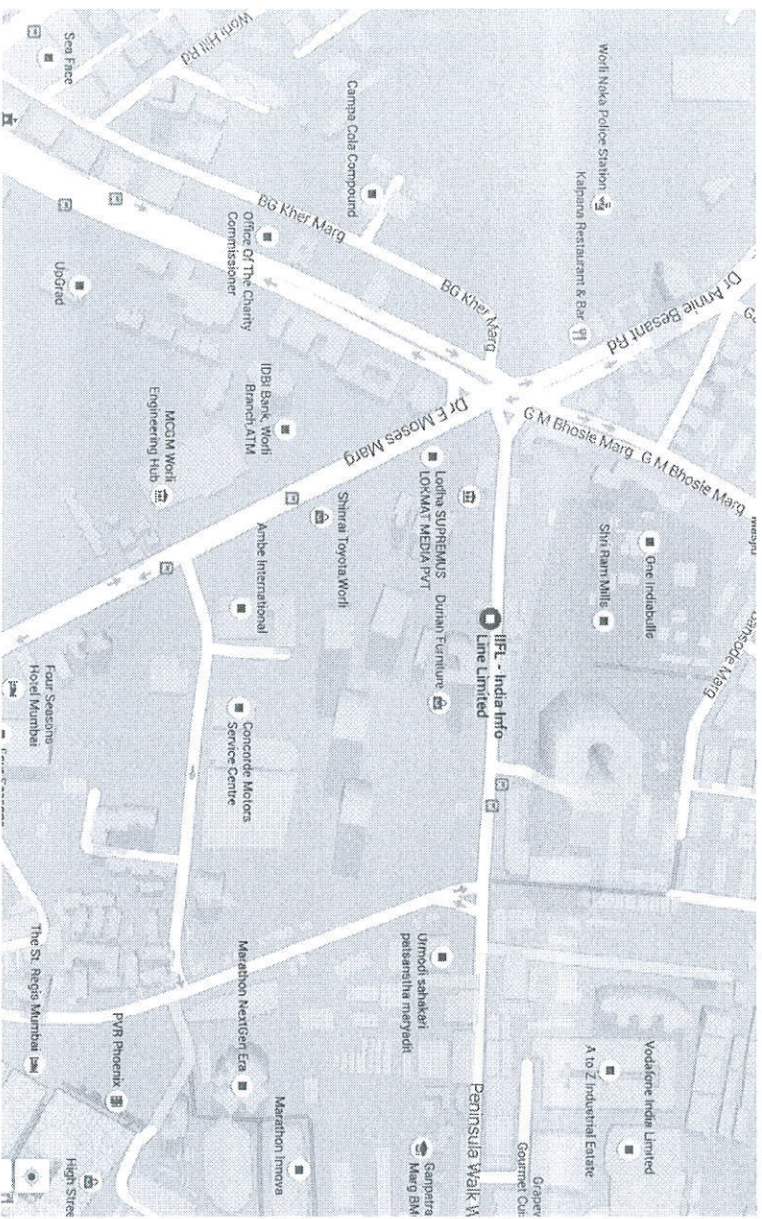
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ROUTE MAP



For IIFL Wealth Finance Limited


Manoj Gujarati
Company Secretary



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