

## NOTICE

**NOTICE** is hereby given that the 25<sup>th</sup> Annual General Meeting of IIFL WEALTH FINANCE LIMITED (CIN: U65990MH1994PLC080646) will be held on Monday, 30<sup>th</sup> day of September, 2019 at IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013 at 10.00 A.M. to transact the following business:

### Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, and reports of Board of Directors and the Auditors' thereon.
2. To appoint a Director in place of Mr. Yatin Shah (DIN: 03231090), who retires by rotation and being eligible, offers himself for reappointment.

### Special Business:

#### **3. To appoint Ms. Rekha Warriar as an Independent 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, 160 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), Ms. Rekha Warriar (DIN - 08152356) who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 01, 2018 (pursuant to recommendation of Nomination and Remuneration Committee of the Company) and who holds office upto the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, the appointment of Ms. Rekha Warriar, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years, with effect from August 01, 2018 be and is hereby approved;

**RESOLVED FURTHER THAT** any of the Director and / or Key Managerial Personnel of the Company be and is hereby authorised to do all such acts, deeds and things including but not limited to filing of necessary forms with relevant authorities as may be deemed necessary for giving effect to this resolution."

**4. To approve the re-appointment of Mr. Himanshu Jain as the Whole Time Director on the Board of the Company.**

**To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 152 196, 197, 198 & 203 and Schedule V 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) and as recommended by Nomination and Remuneration Committee, Mr. Himanshu Jain (DIN - 02052409), be and is hereby appointed as the Whole Time Director of the Company for a period of 3 (three) years with immediate effect, on the remuneration and terms and conditions embodied in the letter of appointment;

**RESOLVED FURTHER THAT** the Board (including any Committee thereof) be and is hereby authorised to alter and vary the terms and conditions of appointment in consultation with the Whole time Director provided such variation is in accordance with the provisions in Schedule V of the Companies Act, 2013 and/ or the provisions of law as may be applicable thereto from time to time;

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this resolution.”

**Notes:**

- a. 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.
- b. 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.
- c. In terms of Section 152 of the Companies Act, 2013, Mr. Yatin Shah (DIN: 03231090), Director, retire by rotation at the Meeting and being eligible, offers themselves for their re-appointment. The Board of Directors of the Company recommends their re-appointment. Brief profile of Mr. Yatin Shah is as under:

Name of the Director	Mr. Yatin Shah
DIN	03231090
Date of Birth	January 27, 1976
Date of first appointment on the Board	October 04, 2016
Qualifications	M.Sc. in Finance from Cass Business School, London
Expertise	Yatin is a Founder Director at IIFL Wealth and possesses more than 15 years of experience in equity research and private wealth management. As an Executive Director, Yatin focuses on the domestic wealth advisory practice.

	Under Yatin's leadership, IIFL Wealth has emerged as a pre-eminent leader in the domestic private wealth management space, advising more than 8,000 ultra-high-net-worth families.  He started his career in equity research with Khandwala Securities, after which he was associated with Kotak's wealth management division.
Number of Meetings of the Board attended during the year	7
List of Directorship / Membership / Chairmanship of Committees of other Board	Directorship in 8 other Companies
Shareholding in IIFL Wealth Finance Limited	Nil
Relationship between directors inter-se	Not Applicable
Terms and Conditions of appointment	Not Applicable

- 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. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays (including Public Holidays), during business hours up to the date of the Meeting.

**By Order of the Board of Directors,  
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.:** +91-22-39585765

**Dated: August 21, 2019**

**Place: Mumbai**

**STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3 - To appoint Ms. Rekha Warriar as an Independent Director of the Company:**

Ms. Rekha Warriar (DIN - 08152356) was appointed as an Additional Director of the Company by the Board of Directors w.e.f August 01, 2018. As per the provisions of Section 161(1) of the Act, Ms. Warriar holds office of an Additional Director up to the date of the forthcoming Annual General Meeting of the Company and is eligible for appointment as Director.

**Details of Ms. Rekha Warriar seeking appointment:**

<b>Name of the Director</b>	Ms. Rekha Warriar
<b>DIN</b>	08152356
<b>Date of Birth</b>	July 26, 1957
<b>Date of first appointment on the Board</b>	August 01, 2018
<b>Qualifications</b>	<ul style="list-style-type: none"><li>• Masters in Public Policy – Woodrow Wilson School of Public Policy and International Affairs, Princeton University – May 2005 (Awarded Robert McNamara Fellowship of the World Bank for the course)</li><li>• Certified Associate of the Indian Institute of Bankers (CAIIB) – 1991</li><li>• Associate of the Federation of Insurance Institutes (AFII) – 1981</li><li>• Masters in Science (Applied Maths) – University of Bombay – 1979</li></ul>
<b>Expertise</b>	Ms. Rekha Warriar is a retired Regional Director (West Bengal and Sikkim) Reserve Bank of India. She is experienced in areas of Foreign Exchange, Government Securities Markets, Financial Inclusion, Urban Banks, Bank Regulation and Supervision. She has headed important departments of Financial Stability and Internal Debt Management at the RBI Central Office prior to being posted as Regional Director (WB & Sikkim).
<b>Number of Meetings of the Board attended during the year</b>	3
<b>List of Directorship / Membership / Chairmanship of Committees of other Board</b>	Indiabulls Asset Management Company Limited IIFL Securities Limited Indiabulls Ventures Limited
<b>Shareholding in IIFL Wealth Finance Limited</b>	Nil
<b>Relationship between directors inter-se</b>	Not Applicable
<b>Terms and Conditions of appointment</b>	Not Applicable

The Company has received a declaration from Ms. Rekha Warriar that meets the criteria as defined under Section 149(6) of the Companies Act, 2013. Further, in the opinion of the Board, Ms. Rekha Warriar fulfills the conditions for her appointment as an Independent Director as specified in the Act.

Ms. Rekha Warriar is independent of the management and possesses appropriate skills, experience and knowledge.

The terms and conditions of her 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 and Sunday.

Except Ms. Rekha Warriar, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.

The Board recommends the appointment of Ms. Rekha Warriar as an Independent Director of the Company.

**Item No. 4: To approve the re-appointment of Mr. Himanshu Jain as the Whole Time Director on the Board of the Company.**

**To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

The members are informed that Mr. Himanshu Jain (DIN - 02052409), Chief Executive officer of the Company was appointed as Whole-time Director by the members of the Company on October 04, 2016 for a period of 3 years (i.e. from October 04, 2016 to October 03, 2019).

The Nomination and Remuneration Committee and the Board of the Company considering the knowledge and expertise in the business affairs of the Company and considering the significant growth achieved by the Company, the ambitious growth plan for immediate future and the responsibilities borne by the CEO & Executive Director have recommended the re-appointment of Mr. Himanshu Jain, as whole-time Director of the Company for a period of three years with immediate effect.

Details of Mr. Himanshu Jain seeking re-appointment is as under:

Name of the Director	Mr. Himanshu Jain
DIN	02052409
Date of Birth	April 19, 1975
Date of first appointment on the Board	October 04, 2016
Qualifications	Masters in Finance & Control (MFC) - Institute of Finance & Management (IFM), Lucknow
Expertise	<p>Himanshu Jain comes with over 18 years of rich experience across capital markets, wealth management and lending business. Over the course of his career, he has focused on consistent delivery of new business launch and growth for several MNC banks – particularly in the NBFC space. While Himanshu Jain was most recently with BNP Paribas, he has spent time with Morgan Stanley, Merrill Lynch and Citigroup. Largely, he has been responsible for the setup, launch and scaling of NBFC business.</p> <p>Himanshu has joined IIFL Wealth with a zeal to grow the existing NBFC business, on the back of his domain experience, and business development focus.</p>

Number of Meetings of the Board attended during the year	8
List of Directorship / Membership /Chairmanship of Committees of other Board	Nil
Shareholding in IIFL Wealth Finance Limited	Nil
Relationship between directors inter-se	Nil
Terms and Conditions of appointment	As discussed in Board meeting (including any Committee thereof) <b>Tenure:</b> 3 years <b>Remuneration:</b> as may be decided by and between the Company and Mr. Himanshu Jain and not exceeding the limits specified in Section 197, Schedule V (if applicable) of the Companies Act, 2013.

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. Himanshu Jain, 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.

**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 25<sup>th</sup> Annual General Meeting of IIFL WEALTH FINANCE LIMITED will be held on Monday, 30<sup>th</sup> Day of September, 2019, at IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013, Maharashtra.

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: 6<sup>th</sup> 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 25<sup>th</sup> ANNUAL GENERAL MEETING of the members of **IIFL WEALTH FINANCE LIMITED** to be held on Monday, 30<sup>th</sup> Day of September, 2019 at IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013, Maharashtra, and at any adjournment thereof, in respect of such resolutions as are indicated below:

**ORDINARY BUSINESS:**

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019, and reports of Board of Directors and the Auditors' thereon.
2. To appoint a Director in place of Mr. Yatin Shah (DIN: 03231090), who retires by rotation and being eligible, offers himself for reappointment.

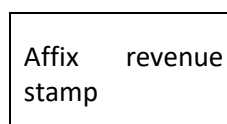
**SPECIAL BUSINESS:**

3. To appoint Ms. Rekha Warriar as the Independent Director of the Company.
4. To approve the re-appointment of Mr. Himanshu Jain as the Whole Time Director on the Board of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

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.**

# Route Map

