

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of IIFL WEALTH PRIME LIMITED (CIN: U65990MH1994PLC080646) will be held on Monday, August 1, 2022 at IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013 at 11.00 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, 2022, and reports of Board of Directors and the Auditors' thereon.
2. To approve final dividend of Rs. 3.60/- per equity share of the Company for the financial year ended March 31, 2022.
3. To appoint a Director in place of Mr. Karan Bhagat (DIN:03247753), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Shantanu Rastogi (DIN: 06732021), who retires by rotation and being eligible, offers himself for reappointment.

Notes:

- a. The Record Date fixed for the purpose of determining entitlement of the Members to the Final Dividend for the financial year ended 31st March, 2022, is 29nd July 2022, and such Dividend, if approved by the shareholders at the ensuing Annual General Meeting, will be paid on or within 30 days from the date of declaration, to those Members entitled thereto as aforesaid, in their bank accounts as per the details available with the Company.
- b. Pursuant to the Income-tax Act, 1961, as amended, dividend income is taxable in the hands of the Members with effect from April 1, 2020 and the Company is required to deduct tax at source from such dividend at the prescribed rates.
- c. 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.
- d. 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.
- e. In terms of Section 152 of the Companies Act, 2013, Mr. Karan Bhagat (DIN:03247753), and Mr. Shantanu Rastogi (DIN: 06732021) 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. Details pursuant to Section 102 of the Companies Act, 2013 read with rules framed thereunder and Secretarial Standards on General Meetings ("SS-2"), in respect of the Directors seeking appointment/ re-appointment at the AGM and brief profiles of Mr. Himanshu Jain and Mr. Yatin Shah are as under:

Name of the Director	Mr. Karan Bhagat
DIN	03247753
Date of Birth	April 24, 1977

Date of first appointment on the Board	June 11, 2020	
Qualifications	Bachelor's degree in commerce from St. Xavier's College, Kolkata Post graduate diploma in management from the Indian Institute of Management, Bangalore	
Expertise	Karan Bhagat is the Managing Director of IIFL Wealth Management Limited. He holds a bachelor's degree in commerce from St. Xavier's College, Kolkata and a post graduate diploma in management from the Indian Institute of Management, Bangalore. He has approximately two decades of experience in the financial services sector. He is currently responsible for the strategic initiatives undertaken by the group. He was responsible for establishing a customer-centric private wealth enterprise and was responsible for introducing new offerings such as lending and estate planning services for ultra HNIs. In addition, under his leadership, IIFL Wealth group has also launched a fee-based advisory platform that aggregates all of our services into a single offering, called IIFL One. Further, he was responsible for the introduction of an innovative fee structure, which commits to a single fee being charged to the client. He has previously worked with Kotak Mahindra Bank Ltd, where he served as Senior Vice President	
Number of Meetings of the Board attended during the year	9	
List of Directorship / Membership / Chairmanship of Committees of other Board	IIFL Wealth Management Limited	Member – Corporate Social Responsibility Committee Member – Risk Management Committee
	Protean Egov Technologies Limited	Member – Audit Committee
	Kyrush Trading & Investment Private Limited	
	IIFL Wealth Prime Limited	Member – Nomination & Remuneration Committee
	Young President Organization (Mumbai Chapter)	

Shareholding in IIFL Wealth Prime Limited	Nil
Relationship between directors inter-se	Nil
Terms and Conditions of appointment	Non-Executive Director, liable to retire by rotation

Name of the Director	Mr. Shantanu Rastogi																	
DIN	06732021																	
Date of Birth	March 26, 1979																	
Date of first appointment on the Board	July 26, 2016																	
Qualifications	B. Tech, Electrical Engineering, M. Tech, Nanotechnology and M.B.A. from University of Pennsylvania.																	
Expertise	Mr. Shantanu 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 has worked as Principal at Apax Partners. He was a Consultant at McKinsey & Co. in Mumbai.																	
Number of Meetings of the Board attended during the year	9																	
List of Directorship / Membership / Chairmanship of Committees of other Board	<table border="1"> <tr> <td>IIFL Wealth Management Limited</td> <td>Member – Audit Committee</td> </tr> <tr> <td></td> <td>Member – Risk Management Committee</td> </tr> <tr> <td>House of Anita Dongre Private Limited</td> <td></td> </tr> <tr> <td>Capital Foods Private Limited</td> <td></td> </tr> <tr> <td>IIFL Wealth Prime Limited</td> <td>Member – Audit Committee Member- Corporate Social Responsibility Committee Member – Risk Management Committee</td> </tr> <tr> <td>IIT Bombay Development and Relations Foundation</td> <td></td> </tr> <tr> <td>Krishna Institute of Medical Sciences Limited</td> <td></td> </tr> <tr> <td>IIT Bombay Society for Innovation & Entrepreneurship</td> <td></td> </tr> </table>		IIFL Wealth Management Limited	Member – Audit Committee		Member – Risk Management Committee	House of Anita Dongre Private Limited		Capital Foods Private Limited		IIFL Wealth Prime Limited	Member – Audit Committee Member- Corporate Social Responsibility Committee Member – Risk Management Committee	IIT Bombay Development and Relations Foundation		Krishna Institute of Medical Sciences Limited		IIT Bombay Society for Innovation & Entrepreneurship	
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	KFin Technologies Private Limited	
	Rubicon Research Private Limited	
	NoBroker Technologies Solutions Private Limited	
Shareholding in IIFL Wealth Prime Limited	Nil	
Relationship between directors inter-se	Nil	
Terms and Conditions of appointment	Non-Executive, liable to retire by rotation	

- f. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
- g. 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 PRIME LIMITED**

Sd/-

Amit Bhandari

Company Secretary

Membership No: ACS 25871

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

CIN: U65990MH1994PLC080646

E-mail: nbfc-compliance@iiflw.com

Telephone No.: +91-22-39585765

Dated: May 03, 2022

Place: Mumbai

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 28th Annual General Meeting of IIFL WEALTH PRIME LIMITED will be held on Monday, 1st Day of August, 2022, 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.

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, 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 27th ANNUAL GENERAL MEETING of the members of **IIFL WEALTH PRIME LIMITED** to be held on Monday, 1st Day of August, 2022 at 6th floor, 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, 2022, and reports of Board of Directors and the Auditors' thereon.
2. To appoint a Director in place of Mr. Karan Bhagat Rastogi (DIN: 03247753), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Shantanu Rastogi (DIN: 06732021), who retires by rotation and being eligible, offers himself for reappointment.
4. To approve final dividend of Rs. 3.60/- per equity share of the Company for the financial year ended March 31, 2022.

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.

