



WEALTH FIRST
PORTFOLIO MANAGERS LIMITED

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DATE: 29th August, 2019

To
Manager - Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai-400051

REF: WEALTH FIRST PORTFOLIO MANAGERS LIMITED

SCRIP CODE: WEALTH

SUBJECT: NOTICE OF 17TH ANNUAL GENERAL MEETING

Dear Sir/madam,

As per Regulation 30 (6) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, here we are attaching Notice of the 17th Annual General Meeting to be held on Tuesday, 24th of September, 2019 at 12:00 P.M at the Registered Office of the Company situated at Capitol House, 10 Paras-II, Near Campus Corner, Prahaladnagar, Anandnagar, Ahmedabad-380015.

You are requested to take the above on record.

Thanking You.

Yours faithfully,

FOR AND ON BEHALF OF WEALTH FIRST PORTFOLIO MANAGERS LIMITED

ASHISH SHAH
MANAGING DIRECTOR
DIN: 00089075



Enclosed:

- AGM Notice

Wealth First Portfolio Managers Limited

Capitol House, 10, Paras-II, Near Prahaladnagar Garden, Ahmedabad - 380 015

☎ +91 79 40240000 ✉ contact@wealthfirst.biz 🌐 www.wealth-firstonline.com

CIN - L67120GJ2002PLC040636

NOTICE

17TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 17TH ANNUAL GENERAL MEETING OF THE MEMBERS OF WEALTH FIRST PORTFOLIO MANAGERS LIMITED WILL BE HELD ON TUESDAY, 24TH OF SEPTEMBER, 2019 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT CAPITOL HOUSE, 10 PARAS-II, NEAR CAMPUS CORNER, PRAHALADNAGAR, ANANDNAGAR ROAD, AHMEDABAD-380015 AT 12.00 P.M TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO. 1- ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.

ITEM NO. 2- DECLARATION OF DIVIDEND

To declare a Final Dividend of ₹1.00/- per Equity Share for the Financial Year ended on 31st March, 2019.

ITEM NO. 3- RE-APPOINTMENT OF A DIRECTOR

To appoint a Director in place of Ms. Hena Shah, Whole-Time Director who is liable to retire by rotation to enable compliance with the provision of Section 152 of the Company's Act, 2013 (hereinafter called "the Act") and being eligible, offer herself for re-appointment.

SPECIAL BUSINESS:

ITEM NO. 4 - APPROVAL OF TRANSACTIONS OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

To consider and if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of the Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Members be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by :

- 1) DSFS Shares and Stockbroking Private Limited
(CIN: U67120GJ2002PTC040634)

- 2) Wealth First Commodities Private Limited
(CIN: U74140GJ2002PTC040801)
- 3) Dalal and Shah Fiscal Services Limited
(CIN: U65916GJ1992PLC018062)
- 4) Oraculo Stockbrokers Private Limited
(CIN: U67120GJ2002PTC041499)
- 5) Wealth First Investment Advisers Private Limited
(CIN: U74999GJ2016PTC093213)
- 6) Wealth First Advisors Private Limited
(CIN: U74140GJ2001PTC039620)

Entities covered under the category of "a person in whom any of the Director of the Company is interested" as specified in the explanation to the sub section 2 of the Section 185 upto an amount of not exceeding ₹10.00 Crores (Rupees Ten Crores only) each at any time in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

FOR AND ON BEHALF OF WEALTH FIRST PORTFOLIO MANAGERS LIMITED

ASHISH SHAH
MANAGING DIRECTOR
DIN: 00089075

Date: 21/08/2019

Place: Ahmedabad

Registered Office:

Capitol House, 10 Paras-II, Near Campus Corner,
Pralhadnagar, Anand Nagar, Ahmedabad-380015
Telephone: 079-40240000
Email ID: info@wealthfirst.biz
Website: www.wealth-firstonline.com
CIN: L67120GJ2002PLC040636

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

3. The explanatory statements pursuant to Section 102 of Companies Act, 2013 relating to special business to be transacted at the meeting are annexed hereto.
4. Brief resume of Directors including those proposed to be appointed / re-appointed, their Functional Expertise and Qualification, names of companies in which they hold directorships etc as stipulated under Companies Act, 2013 and Regulation 36 (3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided below and forming part of the Notice.
5. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection for the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and public Holidays) during business hours up to the date of this Annual General Meeting.
7. The entire Shareholding of the Company is in dematerialized Form. Bifurcation of holding of Shareholders in Depositories as on 31st March, 2019 has been formed part of this Report.
8. Members of the Company as on 21st of August, 2019 (Cut-

off for receiving Annual Report), shall be entitled for receiving of the Annual Report for the period 2018-19, physically or through their registered mail id.

9. Payment of Dividend as recommended by the Board of Directors, if approved and declared at the Annual General Meeting will be made to those members whose names are on the Company's Register of Members as on close of business hours on 17th of September, 2019 (cut-off date for entitlement of Dividend) and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by the Depositories, viz. National Securities Depositories Limited and Central Depository Services (India) Limited as Beneficial Owners as on that date.

Members are requested to notify promptly any change in their registered addresses.

Payment of dividend will be made through Electronic Clearing Service (ECS) by crediting the dividend amount to the bank account of the shareholders wherever relevant information is made available to the Company. Members holding shares in physical form and who wish to avail of ECS facility to receive dividend from the Company may furnish the information to the Registrars and Share Transfer Agents of the Company. Members holding shares in electronic form may furnish the information to their Depository Participants in order to receive dividend through ECS mechanism.

10. Members can avail the nomination facility by filing Form No. SH-13, as prescribed under Section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies (Share Capital and debentures) Rules 2014 with the Company. Blank forms will be supplied on request.
11. The facility of voting through Ballot Paper shall be made available at the AGM.
12. A route map along with prominent landmark for easy reach to the venue of Annual General Meeting is annexed with this Annual Report.
13. The Notice of the 17th Annual General Meeting is available on the website of the Company www.wealth-firstonline.com.
14. Pursuant to Section 101 of the Companies Act, 2013 and rules made thereunder, the companies are allowed to send communication to shareholders electronically. We thus request the members who have not registered their email address so far to kindly register/update your email ids with your respective depository participant.
15. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Register and Share Transfer Agent as on the cut-off/

entitlement date only shall be entitled for voting at the Annual General Meeting.

16. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 17th of September, 2019 (cut-off date for entitlement of voting rights) for determining the eligibility to vote at the Meeting by Ballot Paper.
17. The Company has appointed Mr. Kunal Sharma, Practicing Company Secretary as the Scrutinizer to conduct the voting process through Ballot Paper at the AGM in a fair and transparent manner.
18. The Scrutinizer shall, after the conclusion of voting at the Meeting, count the votes casted by Ballot Paper at the Meeting. Not later than 48 hours of conclusion of the Meeting, Scrutinizer shall submit Report of voting by Ballot Paper at the Meeting, of the total votes casted in favor or against, if any, to the Chairman of the Meeting or a person as may be authorized by him in writing shall declare the result of the voting forthwith and all the resolutions as mentioned in the Notice of the Meeting shall be deemed to be passed on the date of the Meeting.
19. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website www.wealth-firstonline.com and communicated to NSE Limited where the shares of the Company are listed.

Contact Details:

Company Wealth First Portfolio Managers Limited
Reg. Office: Capitol House, 10 Paras-II,
Near Campus Corner, Prahaladnagar,
Anandnagar Road, Ahmedabad-380015
Telephone: 079-40240000, Fax: 079-40240081
Email ID: info@wealthfirst.biz
Website: www.wealth-firstonline.com
CIN: L67120GJ2002PLC040636

Registrar and Share Transfer Agent Bigshare Services Private Limited
Corp. Office: A/802, Samudra Complex, Near
Klassic Gold, Girish Cold Drink, C.G. Road,
Ahmedabad - 380009
Telephone: 079-40024135
Email ID: bssahd@bigshareonline.com
Website: www.bigshareonline.com

Scrutinizer CS Kunal Sharma
Practicing Company Secretary
Office Address: 501-502, Skylar, Near Shalin
Bungalows, Corporate Road, Prahaladnagar,
Satellite, Abd - 380015
Telephone: 079-40064501-03
Email ID: cskunalsharma@gmail.com

FOR AND ON BEHALF OF WEALTH FIRST PORTFOLIO MANAGERS LIMITED

ASHISH SHAH
MANAGING DIRECTOR
DIN: 00089075

Date: 21/08/2019

Place: Ahmedabad

Registered Office:

Capitol House, 10 Paras-II, Near Campus Corner,
Prahaladnagar, Anand Nagar, Ahmedabad-380015

Telephone: 079-40240000

Email ID: info@wealthfirst.biz

Website: www.wealth-firstonline.com

CIN: L67120GJ2002PLC040636

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013:

ITEM NO. 4 - APPROVAL OF TRANSACTIONS OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

The Company is expected to render support for the business requirements of other Companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Wealth First Group. In the light of amendments notified effective from May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of Special Resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the Wealth First Group.

Hence, in order to enable the company to advance loan to entities in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution. The Board of Directors Recommend the Special Resolution for approval by the members.

Following are the Group Companies to whom the financial assistance may be provided from time to time:

Name of the Company	Particulars of Loans to be given, guarantee to be given or security to be provided	Purpose
DSFS Shares and Stockbroking Private Limited	Aggregate amount of Loans to be given or guarantee or security to be given shall not exceed an amount of ₹10.00 Crores at any point of time.	Business Purpose
Wealth First Commodities Private Limited	Aggregate amount of Loans to be given or guarantee or security to be given shall not exceed an amount of ₹10.00 Crores at any point of time.	Business Purpose
Dalal and Shah Fiscal Services Limited	Aggregate amount of Loans to be given or guarantee or security to be given shall not exceed an amount of ₹10.00 Crores at any point of time.	Business Purpose
Oraculo Stockbrokers Private Limited	Aggregate amount of Loans to be given or guarantee or security to be given shall not exceed an amount of ₹10.00 Crores at any point of time.	Business Purpose
Wealth First Investment Advisers Private Limited	Aggregate amount of Loans to be given or guarantee or security to be given shall not exceed an amount of ₹10.00 Crores at any point of time.	Business Purpose
Wealth First Advisors Private Limited	Aggregate amount of Loans to be given or guarantee or security to be given shall not exceed an amount of ₹10.00 Crores at any point of time.	Business Purpose

Mr. Ashish Shah, Ms. Hena Shah, Directors and Mr. Manish Kansara, Chief Financial Officer of the Company are interested in the above agenda item upto the extent of their Shareholding and Directorship in the above entities.

Except the above, none of the Directors and Key Managerial Personnel are interested financially or otherwise in the aforesaid resolution.

DETAILS OF DIRECTORS INCLUDING SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36 OF LISTING OBLIGATION AND DISCLOSURE REQUIREMENT REGULATIONS, 2015):

1. ASHISH NAVNITLAL SHAH (DIN: 00089075)

Date of Birth	28/04/1963		
Designation	Managing Director		
Date of appointment	16/04/2002		
Functional Expertise	Accomplished business development leader with 27 years of experience in the financial services space and driving revenue growth through building and maintaining client relationships. Dynamic marketer with proven expertise in Finance and Investment Management. Leverages exemplary communication to establish presence and build a positive brand while fostering continuous clientele satisfaction. Motivational management style with a proven history of building, guiding and retaining high-performance teams to develop and implement strategies for accelerated growth. Strives to optimize operations, reduce costs and improve service quality while strengthening the bottom-line.		
Qualifications	Bachelor's Degree in Mechanical Engineering from Gujarat University.		
Directorship in other Companies	<ul style="list-style-type: none"> • DSFS Shares and Stockbroking Private Limited • Wealth First Commodities Private Limited • Dalal and Shah Fiscal Services Limited • Wealth First Investment Advisers Private Limited • Jindal Worldwide Limited • Shaival Reality Limited • Ahimsa Industries Limited 		
No. of Equity Shares held in the Company	20,55,850		
Membership of Committees of Board	Name of Company	Name of Committee	Chairman/Member
	Shaival Reality Limited	Audit Committee	Chairman
		Stakeholder Relationship Committee	Member
		Nomination and Remuneration Committee	Member
	Ahimsa Industries Limited	Audit Committee	Chairman
		Stakeholder Relationship Committee	Chairman
		Nomination & Remuneration Committee	Member
	Jindal Worldwide Limited	Nomination & Remuneration Committee	Member
	Wealth First Portfolio Managers Limited	Corporate Social Responsibility Committee	Chairman
		Audit Committee	Member
Inter se relationship with Directors	Husband of Ms. Hena Shah, Whole-Time Director of the Company.		

2. HENA ASHISH SHAH (DIN: 00089161)

Date of Birth	19/01/1965		
Designation	Whole-Time Director		
Date of appointment	12/11/2010		
Functional Expertise	25 Years of Experience in General Administration and Client Relationship.		
Qualifications	Bachelor's Degree in Science in Micro Biology.		
Directorship in other Companies	<ul style="list-style-type: none"> • DSFS Shares and Stockbroking Private Limited • Wealth First Commodities Private Limited • Dalal and Shah Fiscal Services Limited • Wealth First Investment Advisers Private Limited 		
No. of Equity Shares held in the Company	20,28,000		
Membership of Committees of Board	Name of Company	Name of Committee	Chairman/Member
	Wealth First Portfolio Managers Limited	Stakeholder Relationship Committee	Member
		Corporate Social Responsibility Committee	Member
Inter se relationship with Directors	Wife of Mr. Ashish Shah, Managing Director of the Company.		

3. RAJAN BABUBHAI MEHTA (DIN: 03548180)

Date of Birth	22/09/1963		
Designation	Independent Director		
Date of appointment	19/10/2015		
Functional Expertise	Experience of more than 26 years in Finance, Equity, Mutual Funds, Capital Market etc.		
Qualifications	Bachelor of Engineering (BE) in Mechanical Branch from L.D Engineering College, Gujarat University, Master of Management Studies from Welingkar Institute of Management and Post Graduate Program in Investment Management.		
Directorship in other Companies	<ul style="list-style-type: none"> • Servito Services LLP • PPFAS Trustee Company Private Limited • Credinet Private Limited • Jiva Health Insurance Limited • Brainworks Odyssey Private Limited • Optionalysis Private Limited • Mycare Health Solutions Private Limited • Jagjivan Foundation • Jiva Business Ventures Private Limited 		
No. of Equity Shares held in the Company	NIL		
Membership of Committees of Board	Name of Company	Name of Committee	Chairman/Member
	Wealth First Portfolio Managers Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Member
		Stakeholder Relationship Committee	Member
		Compensation Committee	Member
	PPFAS Trustee Company Private Limited	Audit Committee	Member
Inter se relationship with Directors	N.A		

4. DEVANSHU RASHMIKANT MEHTA (DIN: 07265777)

Date of Birth	16/09/1962		
Designation	Independent Director		
Date of appointment	02/09/2015		
Functional Expertise	More than 26 Years Experience as a Technical Manager.		
Qualifications	Bachelor's Degree in Mechanical Engineering from Gujarat University.		
Directorship in other Companies	None		
No. of Equity Shares held in the Company	NIL		
Membership of Committees of Board	Name of Company	Name of Committee	Chairman/Member
	Wealth First Portfolio Managers Limited	Stakeholder Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Member
		Nomination & Remuneration Committee	Member
		Compensation Committee	Member
Inter se relationship with Directors	N.A		

5. BINAL GANDHI (DIN: 02740504)

Date of Birth	30/10/1970		
Designation	Independent Director		
Date of appointment	28/08/2017		
Functional Expertise	<p>Ms. Binal Gandhi is the founder of the Learning Curve Academy. Prior to starting the Learning Curve Academy, Ms. Binal Gandhi worked for almost 20 years in the areas of Corporate Finance, Mergers & Acquisitions and Corporate Strategy in senior roles at companies like GE Capital and Wells Fargo in the USA. As Senior Vice President, she led the Mergers and Acquisitions team at Wells Fargo, USA. After moving back to India, Ms. Binal Gandhi was an Executive Director at MAPE Advisory Group, a leading boutique financial services advisory firm in India.</p> <p>She is a visiting faculty at SP Jain and NMIMS, teaching courses in Corporate Finance, Valuation and Strategic Financial Management. She has a Masters degree in Electrical Engineering from Purdue University, USA and an MBA from Purdue University, USA.</p>		
Qualifications	MBA and MSEE from Purdue University		
Directorship in other Companies	None		
No. of Equity Shares held in the Company	NIL		
Membership of Committees of Board	Name of Company	Name of Committee	Chairman/Member
	Wealth First Portfolio Managers Limited	Nomination and Remuneration Committee	Chairman
		Audit Committee	Member
		Compensation Committee	Chairman
Inter se relationship with Directors	N.A		