

PORTFOLIO MANAGEMENT
TREASURY ADVISORY
RISK ANALYSIS



WEALTH FIRST
PORTFOLIO MANAGERS LIMITED

CIN NO. : L67120GJ2002PLC040636

SCRIP CODE: WEALTH

4th September, 2017

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

SUBJECT: NOTICE OF 15TH 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 15th Annual General Meeting to be held on Wednesday, 27th of September, 2017 at 4:00 P.M at the Registered Office of the Company situated at Capitol House, 10 Paras-II, Near Campus Corner, Prahaladnagar, Anandnagar, Abd-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 N. SHAH
MANAGING DIRECTOR
DIN: 00089075



NOTICE

15TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 15TH ANNUAL GENERAL MEETING OF THE MEMBERS OF WEALTH FIRST PORTFOLIO MANAGERS LIMITED WILL BE HELD ON WEDNESDAY, 27TH OF SEPTEMBER, 2017 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT CAPITOL HOUSE, 10 PARAS-II, NEAR CAMPUS CORNER, PRAHALADNAGAR, ANANDNAGAR ROAD, AHMEDABAD-380015 AT 4.00 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, 2017 and the Reports of the Board of Directors and Auditors thereon.

ITEM NO. 2- DECLARATION OF DIVIDEND

To declare Dividend of Rs. 1.00 per Equity Share for the Financial Year ended on 31st March, 2017.

ITEM NO. 3- RE-APPOINTMENT OF A DIRECTOR

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

ITEM NO. 4- APPOINTMENT OF M/S RAJPARA ASSOCIATES, CHARTERED ACCOUNTANT AS STATUTORY AUDITOR IN PLACE OF RETIRING AUDITOR M/S JAIMIN DELIWALA & CO., CHARTERED ACCOUNTANT AND FIXING THEIR REMUNERATION

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 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the rules made there under and pursuant to the recommendations of Audit Committee and approval given by the Board of Directors of the Company in their meeting dated on 28th of August, 2017, M/S Rajpara Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 113428W), be and are hereby appointed as the



Statutory Auditors of the Company, in place of retiring Auditor M/s Jaimin Deliwala & Co., to hold office from the conclusion of this Annual General Meeting till the conclusion of the 20th Annual General Meeting of the Company subject to their ratification by members in every Annual General Meeting on such remuneration as may be determined by the Audit Committee and the Board in consultation with the Auditors.”

SPECIAL BUSINESS:

ITEM NO. 5- TO APPOINT MRS. BINAL GANDHI (DIN: 02740504) AS AN INDEPENDENT DIRECTOR

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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, Mrs. Binal Gandhi (DIN:02740504) who was appointed as an ‘Additional and Independent Director’ of the Company in the meeting of Board of Directors of Company held on 28th of August, 2017 in terms of Section 161 (1) of the Companies Act, 2013 read with Articles of Association of the Company, and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member along with requisite deposit under Section 160 of the Companies Act, 2013 proposing her candidature for the office of the Independent Director of the Company and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from 28th of August, 2017 till 27th of August, 2022.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 6- TO APPROVE WEALTH FIRST EMPLOYEE STOCK OPTION SCHEME, 2017, THROUGH TRUST ROUTE

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

“**RESOLVED THAT** in accordance with the provisions of Section 62(1)(b) of the Companies Act, 2013 read with rules framed there under and SEBI (Share Based Employee Benefits) Regulations, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) as may be amended from time to time and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Companies (Share Capital and Debentures) Rules, 2014, and the Articles of



Association of the Company and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors including any committee constituted by the Board (hereinafter collectively referred to as the "Board"), consent of the Members be and is hereby accorded to the Board to adopt and implement proposed Wealth First Employee Stock Option Scheme, 2017 (WF ESOS, 2017) through Trust Route and to grant, offer and issue such number of options, not exceeding 3,00,000 Equity Shares in aggregate, to the present and future employees of the Company, as selected on the basis of criteria prescribed by the Board in accordance with the SEBI Regulations (collectively referred as the "Eligible Employees"), except a promoter or a person who belongs to the promoter group, Independent director(s) and director who directly or indirectly holds more than 10% of the issued capital, exercisable by employees to apply to such number of equity shares of the Company not exceeding 3,00,000 Equity Shares, under the Wealth First Employee Stock Option Scheme, 2017, as per the limits and provisions of the Regulations at such price, in such manner, in one or more tranche(s) and on such other terms & conditions as the Board may decide."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide upon and bring into effect the Wealth First Employee Stock Option Scheme, 2017, on such terms and conditions as contained in the relevant statement pursuant to Section 102(1) of the Act in the notice and to make any modification(s), change(s), variation(s), revision(s) in the terms and conditions of the scheme from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, including providing financial assistance to the Trust for acquisition of equity shares from fresh allotment of equity shares and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable in connection with formation, funding, including any contributions to be made by the Company, administration, operation, etc. of a Trust, if the Board deems necessary or desirable, through which the options may be granted to the Eligible Employees of the Company."

"RESOLVED FURTHER THAT the Board may, at its discretion, or in order to comply with any applicable rules or guidelines, add, amend or put restrictions or any other conditions as it may deem fit."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO. 7- TO AUTHORIZE THE TRUST FOR IMPLEMENTATION OF WEALTH FIRST ESOS 2017 BY ACQUIRING EQUITY SHARES OF THE COMPANY THROUGH FRESH ALLOTMENT

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

“RESOLVED THAT in accordance with the provisions of Regulation 3(6) of SEBI (Share Based Employee Benefits) Regulations, 2014, and Section 62(1)(b) of the Companies Act, 2013, other applicable provisions, if any, of the Companies Act, 2013, (“Act”) read with the applicable rules, as may be amended from time to time and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Companies (Share Capital and Debentures) Rules, 2014, and the Articles of Association of the Company, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors including any committee constituted by the Board (hereinafter referred to as the “Board”), the consent of the members be and is hereby accorded to “Wealth First Employee Welfare Trust” (hereinafter referred to as the “Trust”) of the Company for acquisition and holding by the trust upto 3,00,000 equity shares (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable for time to time), acquired by way of fresh allotment by the company from time to time, in one or more tranche(s), for implementation of the Wealth First Employee Stock Option Scheme, 2017, at such price and on such terms and conditions as may be decided by the Trust.”

“RESOLVED FURTHER THAT approval of members of the company be and is hereby accorded to the Board to allot upto 3,00,000 Equity Shares of the Company (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to the Trust pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013, for the implementation of the Scheme in due compliance with the provisions of the Companies Act, 2013 (including rules framed thereunder) at such price as deem fit which shall not go below the par value of the share.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to comply with the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution.”



ITEM NO. 8- PROVISIONING OF MONEY TO “WEALTH FIRST EMPLOYEE WELFARE TRUST”

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

“RESOLVED THAT pursuant to the provisions of the Section 67 read with the Rule 16 of Chapter IV and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from appropriate regulatory authorities/ institutions or bodies and subject to such terms and conditions as may be prescribed/imposed by the appropriate regulatory authorities/ institutions or bodies while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”) to make provisioning of the money not exceeding 5% of the aggregate of paid up capital and free reserves of the Company to the **“Wealth First Employee Welfare Trust”** for the purpose of extending benefits of the Wealth First Employee Stock Option Scheme, 2017 to the employees of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to comply with the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution.”

ITEM NO. 9- AUTHORITY TO INVEST MONEY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

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

“RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (“the Act”) and subject to such other approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”), which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution to invest/acquire the securities of any other Body Corporate including its subsidiary(ies) by way of subscription, purchase or otherwise, upto an aggregate limit of Rs. 50/- Crores (Rupees One Fifty Crores Only) notwithstanding that the aggregate of the investments so far made together with the investments to be made will exceed the limits prescribed under Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned



investment(s) including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transactions.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

ITEM NO. 10- AUTHORITY TO ENTER INTO RELATED PARTY TRANSACTION AS PER SECTION 188 OF THE COMPANIES ACT, 2013.

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the Section 188 of the Companies Act, 2013 read along with the Companies (Meetings of Boards and its Powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment or modification thereof) to the extent applicable and recommendation made by Audit Committee and approved by Board of Directors in their meeting dated on 4th May, 2017 and subject to such other approvals, sanctions, permissions as may be required, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter during financial year 2017-18 or anytime thereafter into any contract(s)/transaction(s)/arrangement(s)/agreement(s) with the following related parties in one or more tranches or as may be required from time to time upto the maximum amounts as appended below against each nature or class of contract(s)/arrangement(s)/transaction(s):-

Name of the Related Party	Name of the Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Nature, Material Terms, monetary value and particulars of the contract of agreement	Any other information relevant or important for the members to take a decisions on the proposed resolution
Ashish Navnitlal Shah	Ashish Navnitlal Shah	Key Managerial Personnel – Managing Director	Nature: Leasing/ Renting of Property by Ashish Shah, Managing Director of the Company to Wealth First Portfolio Managers Limited ('the Company') situated at Capitol House, 10 Paras-II,	N.A



			Near Campus Corner, Prahaladnagar, Anandnagar, Ahmedabad-380015 of approx. 6000 sq. Ft area at a rate of 25 per Sq. Ft per month of ground plus two floors for period of one year at a fees of maximum Rs. 18,00,000 (Rupees Eighteen Lakhs Only) and shall be renewed thereafter.	
Dalal and Shah Fiscal Services Ltd	Ashish N. Shah and Hena A. Shah	Common Directors	Purchase/Sale/Trade/Dealing etc of Stock and Securities such as Bonds, Mutual Funds and other tradable securities upto an aggregate limit of Rs. 100.00 Crores in any financial year.	Ordinary Course of Business and On Arm Length Price.

“RESOLVED FURTHER THAT all acts, deeds, things and matters done till date in connection with Related Party Transactions are ratified and approved herewith and further the Board be and is hereby authorized from time to time to negotiate and finalize the terms and conditions of Related Party Transactions with the above parties and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, things and matters as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and also to agree to any amendments thereto from time to time as it may think fit.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee or any of the Director(s) of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.”

ITEM NO. 11- TO RE-DESIGNATE MRS. HENA ASHISH SHAH FROM EXECUTIVE DIRECTOR TO WHOLE-TIME DIRECTOR

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

“RESOLVED THAT pursuant to provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V of the Act, including any statutory modifications or re-enactments thereof, for the time being in force, and pursuant to recommendation of Nomination and Remuneration Committee and approval by Board of Directors in their meeting dated on 28th of August, 2017, consent of members be and is hereby accorded to re-designate Mrs. Hena A. Shah (DIN: 00089161) from Executive Director to Whole-Time Director of the Company w.e.f. 28th of August, 2017 for a period of five years, on the terms, conditions and remuneration as mentioned below.”

Details of remuneration

Salary: Rs. 18.00 Lakhs per annum

Total Salary payable includes:

- Basic salary.
- Commission payable, if any subject to the limits specified under the Companies Act, 2013.
- Car, Telephone, Cell Phone, Computer shall be provided and their maintenance and running expenses shall be met by the Company.
- Other benefits like Gratuity, Provident Fund, Leave etc. as per the Rules of the Company.
- Other perquisites and benefits as per the rules of Company.

Other Terms and Conditions

The terms and conditions of appointment of Whole Time Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

Sitting fees will be paid to the Whole Time Director for attending meeting of the Board of Directors or any committee thereof. The sitting fees payable shall be determined by the Board from time to time.

Whole Time Director is also liable to retire by rotation as per provision of Section 152 of the Company’s Act, 2013 (hereinafter called “the Act”).

Total Remuneration of Mrs. Hena Ashish Shah in any financial year shall not exceed 5% of the net profit of the Company during that year.



The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

“RESOLVED FURHTER THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mrs. Hena Shah shall be the minimum remuneration payable to her in terms of provisions of Section 197 and Schedule V of the Companies Act, 2013.”

“RESOLVED FURHTER THAT Mrs. Hena Shah shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by her in connection with the Company's business and such other benefits/ amenities and other privileges, as from time to time, be available to other Senior Executives of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary and/or modify the terms and conditions of appointment including remuneration within the overall limits approved herein and settle any question or difficulty in connection therewith and incidental thereto and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to decide breakup of the remuneration within the above said maximum permissible limit and in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and execute all such documents as may be considered necessary, in order to give effect to the foregoing resolution and to file all documents and returns with Registrar of Companies, Gujarat, Ahmedabad.”

FOR AND ON BEHALF OF WEALTH FIRST PORTFOLIO MANAGERS LIMITED

ASHISH SHAH
MANAGING DIRECTOR
DIN: 00089075

Date: 28/08/2017

Place: Ahmedabad

Registered Office:

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

E-mail Id: info@wealthfirst.biz

Telephone: 079-40240000

Fax: 079-40240081

CIN: L67120GJ2002PLC04063

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 himself 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) 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 by 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 Register of Members and the Share Transfer Books of the Company will remain closed from 21st September, 2017 to 27th September, 2017 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares.

8. Members of the Company, holding shares either in physical form or in dematerialized form, as on 28th of August, 2017 (Cut-off for receiving Annual Report), shall be entitled for receiving of the Annual Report for the period 2016-17, 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 20th of September, 2017 (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.

Members are requested to note that Dividend not encashed or remaining unclaimed for a period of 7 (seven) Years from the date of transfer to the Company's Unpaid Dividend Accounts shall be transferred to the Investor Education and Protection Fund (IEPF) established under Section 124 of the Companies Act, 2013.

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 15th 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. In case of physical shares, register/update your email ids with the Company's registrar and share transfer agent for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.

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 20th of September, 2017 (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 3 days 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, Campus Corner, Prahaldnagar, Anandnagar Road, Ahmedabad-380015 Tel No: 079-40240000, Fax: 079-40240081 Email Id: info@wealthfirst.biz
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 Tel No: +91-79-40024135 E-mail Id: bssahd@bigshareonline.com
Scrutinizer	CS Kunal Sharma Practicing Company Secretary F-712 Titanium City Centre, 100 ft. Shyamal to Prahaldnagar Road, Satellite, Ahmedabad 380 015 Tel.: 079-65216502, +91 9173430216 Email id: cskunalsharma@gmail.com

FOR AND ON BEHALF OF WEALTH FIRST PORTFOLIO MANAGERS LIMITED

ASHISH SHAH
MANAGING DIRECTOR
DIN: 00089075

Date: 28/08/2017
Place: Ahmedabad

Registered Office:
Capitol House, 10 Paras-II, Near Campus Corner,
Prahaldnagar, Anand Nagar, Ahmedabad-380015
E-mail I'd: info@wealthfirst.biz
Telephone: 079-40240000
Fax: 079-40240081
CIN: L67120GJ2002PLC040636

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

ITEM NO. 5–TO APPOINT MRS. BINAL GANDHI (DIN: 02740504) AS AN INDEPENDENT DIRECTOR

Pursuant to Section 161 of the Companies Act, 2013, The Board of Directors at their meeting held on 28th of August, 2017 had appointed Mrs. Binal Gandhi (DIN: 02740504) as additional and independent director with effect from 28th of August, 2017 for period of 5 Years subject to Shareholders' approval at the ensuing Annual General Meeting and which shall hold office upto the date of ensuing Annual General Meeting of the Company. The Board recommends her appointment as an Independent Director for period of 5 years w.e.f. 28th of August, 2017 and proposed this resolution for her appointment as an Independent Director of the Company.

Further, her appointment will be in accordance with the requirements under Section 149(10) of the Companies Act, 2013 and also with the applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also she will not be subject to liable to retire by rotation.

In order to give effect to the requirements under the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable it is proposed that Mrs. Binal Gandhi (DIN: 02740504) be appointed as an Independent Director to hold office for a term of five consecutive years commencing from 28th of August, 2017 up to 27th of August, 2022. The matter regarding appointment of Mrs. Binal Gandhi (DIN: 02740504) as an Independent Director was placed before the Nominations & Remuneration Committee, which has also recommended the same.

Mrs. Binal Gandhi (DIN: 02740504) is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given her consent to act as an Independent Director. The Company has received notice in writing from member, along with the deposit of requisite amount under section 160 of the Act, proposing her candidature for the office of Director of the Company. The Company has received declaration from Mrs. Binal Gandhi (DIN: 02740504) that she met with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. She is independent of the management of the Company.

She will take place of Mr. Harish Gandhi who retires as an independent director and will help in bringing an independent judgment to bear on the board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct, therefore, her appointment in the Company as Independent Director is justified.

Brief resume of Mrs. Binal Gandhi (DIN: 02740504) as required under the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Notice which is forming part of the Annual Report.



Copy of the draft letter for appointment of Mrs. Binal Gandhi (DIN: 02740504) as an Independent Director Setting out the terms and conditions is available for inspection by members at the Registered Office of the Company and also available on the website of the Company.

This Statement may also be regarded as a disclosure under the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Mrs. Binal Gandhi (DIN: 02740504) and her relatives who may be deemed to be interested in the respective resolution at item no. 5 of the Notice as it concerns her appointment as an Independent Director, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any manner, concerned or interested, financially or otherwise, in the respective resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No 5 of the Notice for approval by the shareholders.

ITEM NO. 6 & 7-TO APPROVE WEALTH FIRST EMPLOYEE STOCK OPTION SCHEME, 2017, THROUGH TRUST ROUTE AND TO AUTHORIZE THE TRUST FOR IMPLEMENTATION OF WEALTH FIRST ESOS 2017 BY ACQUIRING EQUITY SHARES OF THE COMPANY THROUGH FRESH ALLOTMENT

The human resource plays a vital role in growth and success of a Company. As a step towards substituting pure financial benefits with ownership and to enable employees to participate in the enhancement of shareholders' value, the Company proposes to provide stock options to the employees. Stock option shall serve as a tool of aligning interests of employees with those of shareholders and the Company and enable the Company to attain growth in an environment that increasingly demands global competitiveness. This will also help Company in attracting, motivating and retaining the best talent.

The Compensation Committee and Board of Directors have approved the "Wealth First Employee Stock Option Scheme 2017 (WF ESOS 2017)" and to implement it through Trust route involving acquisition of equity shares of the Company through fresh allotment from the company. As a consequence, to the aforesaid, the statement under section 102 and relevant resolutions at Item No 6 & 7 which is proposed for approval of the Shareholders are set out in this Notice.

The main features of the WF ESOS 2017 and other details of the Scheme as per Regulation 6(2) of SEBI (SBEB) Regulations, 2014, are as under: -

a) Brief description of the Scheme

The Scheme shall be called as the 'Wealth First Employee Stock Option Scheme 2017' and shall extend its benefits to the present and/or future permanent employees of the Company in accordance with the applicable laws. The scheme will be implemented via Trust Route which will acquire Equity Shares of the Company by fresh allotment from the company for the purpose of extending the benefits of the scheme to the employees. The scheme shall also involve cashless exercise of options, as may be decided by the Compensation Committee.



b) Total number of Options to be granted under the Scheme

The maximum number of options/shares to be granted to the Employees under the WF ESOS 2017 shall not exceed 3,00,000 options in such manner, in one or more tranche(s) and on such other terms & conditions as the Board may decide. Each option when exercised would be converted into one Equity Share of Rs.10/-each fully paid up. In case of any corporate action such as right issue, bonus issue, corporate restructuring, other issues, reduction of share capital, buy back of shares, split or consolidation of shares of the Company or like events, the above limit of 3,00,000 shall be calculated with reference to adjusted capital and number of Equity Shares to be acquired/ granted shall be adjusted accordingly.

c) Identification of classes of employees entitled to participate and be beneficiaries in WF ESOS 2017

Employees who are the permanent Employees, including Executive Directors and Whole-time Directors, of the company or as may be decided by the Board/ Committee from time to time on such parameters as may be decided by the Board/Committee at its discretion. However, Promoters, Independent Directors, employees who is a promoter/part of promoter group and a director who either himself or through his relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company, shall not be entitled for grant of options under WF ESOS 2017.

d) Requirement of Vesting and period of Vesting

All the options granted under the scheme will vest based upon the performance of the employees over a period of 3 years from the date of grant or such other period as may be determined by the Committee.

Provided that there shall be a minimum period of 1 year between grant and first vesting.

e) Maximum period within which the options/shares shall be vested

All the options/shares will get vested within maximum period of 5 years from the date of first grant of option or such other period as may be decided by the Committee from time to time.

f) Exercise Price/ Pricing formula

The Exercise price of the shares will be based upon the Market Price of the shares one day before the date of grant of options or such higher price as may be decided by the Committee.

However, if the shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the market price.

Committee can provide suitable discount or charge premium upon the price arrived as per above formula.

g) Exercise period and process of Exercise

The exercise period under this Scheme will be 18 months from the date of vesting. The employee can exercise stock options at any time after the vesting date either in full or in tranches by making full payment of exercise price and applicable taxes and by execution of such documents



as may be prescribed by the Committee, from time to time. The employees may also be eligible for availing cashless exercise, the process of which shall be determined by the Committee.

h) Appraisal process for determining the eligibility of the employees for WF ESOS 2017:

The process for determining the eligibility of the employees will be specified by the Compensation Committee and will be based on designation; period of service, band, performance linked parameters such as work performance and such other criteria as may be determined by the Compensation Committee at its sole discretion, from time to time.

i) The Maximum number of Options/Shares to be granted per employee and in aggregate

The maximum number of Options that can be granted to any eligible employee during any one-year shall not equal or exceed 1% of the issued capital of the Company at the time of grant of options unless otherwise approved by the shareholders.

However, the aggregate number of options to be issued shall at no time exceed 3,00,000 options.

j) The Maximum quantum of benefits to be provided per employee under the scheme

The maximum quantum of benefit that will be provided to every eligible employee under the scheme will be the difference between the Exercise Price paid by the employee to the company and the value of company's share on the stock exchange on the date of exercise of options.

k) Implementation and administration of the scheme

The scheme shall be implemented and administered by the "Wealth First Employee Welfare Trust" of the company.

l) Whether the scheme involves new issue of shares by the company or secondary acquisition by the Trust or both

New issue of shares by the company to the Trust.

m) The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.

Amount of loan: Maximum amount of loan outstanding at any time shall not exceed 5% of the aggregate paid up equity capital and free reserves as at the end of the previous financial year.

Tenure: Till the objects of the Trust are accomplished or the repayment of loan is made, whichever is later or as decided by Committee.

Utilization: The funds will be utilized by the Trust for the objects as mentioned in the Trust Deed including the implementation of the WF ESOS 2017 wherein it will purchase the Equity Shares of the company through fresh allotment.

Repayment Terms: The Trust shall repay the loan to the company by utilizing the proceeds realized from exercise of Options by the Employees or sale of Equity Shares in the secondary market by the Trust as permissible, as the case may be.

n) The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme

N.A.

o) Disclosure and accounting policies

The Company will confirm to the disclosures and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulation, 2014, or as may be prescribed by regulatory authorities from time to time.

p) The method which the Company shall use to value its Options

Fair Value

q) Lock-in period

Lock-in period will be 18 months from grant of option each time or such other period as may be decided by committee.

r) Statement with regard to Disclosure in Director's Report

Since the Company has opted for fair value method for expensing of the benefits of the Plan, therefore there is no requirement of giving such statement as well as the disclosures in Director's Report. However, the Company will comply with the disclosure requirements as and when applicable.

In terms of the Companies Act, 2013, and the SEBI (SBEB) Regulations, 2014, the approval of the Shareholders is sought by way of Special Resolution for the approval of the Wealth First Employee Stock Option Scheme, through Trust Route and for the provisioning of money to the Trust to fulfil the same, therefore, your Directors recommend the Resolutions as set out at item no. 6 & 7 for your approval by way of Special Resolution.

None of the Directors and any relatives of such director, key managerial personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company. However, Key Managerial Personnel may be deemed as interested upto the amount of options/ shares that may be granted to them under the WF ESOS 2017.

ITEM NO. 8-PROVISIONING OF MONEY TO "WEALTH FIRST EMPLOYEE WELFARE TRUST"

In order to execute WF ESOS 2017 through trust route, the company needs to make provisioning of funds to the trust so as to enable it to subscribe to the shares of the company. Accordingly, Item No 8 which is proposed for approval of the Shareholders is set out in this Notice.

The disclosures as per Rule 16 of the Chapter IV of the Companies Act, 2013, are as under:



1	The class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares	Employees who are the permanent Employees, including Executive Directors and Whole-time Directors, of the company or as may be decided by the Board/ Committee from time to time on such parameters as may be decided by the Board/Committee at its discretion.
2	The particulars of the trustee or employees in whose favour such shares are to be registered	Name of the Trustees: (1) Karnav Desai (2) Nipam Shah
3	Particulars of trust	Name of the Trust :- "Wealth First Employee Welfare Trust"
4	Name, Address, Occupation and nationality of trustees	(1) Karnav Desai 401-Pratiti Appt-2, Guj Soc Paldi, Ahmedabad – 380007 Business India (2) Nipam Shah 11/c, Sweet Home Society, Shreyas Foundation, Ambawadi, Ahmedabad, Manekbag, Gujarat – 380015 Business India
5	Relationship of trustees with promoters, directors or key managerial personnel, if any	None
6	Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof	The Key Managerial personnel and Directors are interested in the WF ESOS 2017 only to the extent, to the options granted to them if any, under the WF ESOS 2017.
7	The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme	a) Motivation of the Employees increases to contribute to the growth and profitability of the company. b) Employees will remain associated with the company for the growth of the Organization. c) New human talent in the Company can be attracted. d) Employees with the long term interests will be aligned with the sustained growth and creation of the shareholders' value of the Company.



		e) It creates a sense of ownership and participation amongst the Employees to share the value they create for the Company in the Years to come.
8	The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised	The Trust would be considered as the registered shareholder of the company till the date of transfer of shares to the Employees. However, the Trustees will not have any right to vote on the Equity Shares held by the Trust. Once the shares are transferred to the Employees upon their Exercise, then the Employees will be treated as the shareholder of the company and shall exercise the right to vote in respect of such shares.

In terms of the Companies Act, 2013, read with Rule 16 of Chapter IV of the Companies Act, 2013, the approval of the Shareholders is sought by way of Special Resolution for the approval for the provisioning of money to the Trust to fulfil the requirements of WF ESOS 2017, therefore, your Directors recommend the Resolutions as set out at item no. 8 for your approval by way of Special Resolution.

None of the Directors and any relatives of such director, key managerial personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company. However, Key Managerial Personnel may be deemed as interested upto the amount of options/ shares that may be granted to them under the WF ESOS 2017.

ITEM NO. 9- AUTHORITY TO INVEST MONEY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

Section 186 of the Act which deals with investment in the securities of any other body corporate requires prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate other than a wholly owned subsidiary, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium, whichever is higher.

As on March 31, 2017, the Company had investment in securities of other companies amounting to Rs. 41,10,000/- (Rupees Forty One Lakh Ten Thousand Only) which includes investment in wholly owned subsidiaries / subsidiaries / associate companies. To meet the future Capital Commitments of the Company into various Companies, it is therefore proposed to seek approval of the members so as to make additional investment in Securities of other Companies upto Rs. 50 Crores in addition to the existing investments.

None of the Directors are interested in the said Resolution, except of their shareholding in the Company.

The Board commends the Special resolution set forth in Item No. 9 for the approval of the members.

ITEM NO. 10: AUTHORITY TO ENTER INTO RELATED PARTY TRANSACTION AS PER SECTION 188 OF THE COMPANIES ACT, 2013.

The Audit Committee and the Board of Directors of the Company at their meeting held on 4th of May, 2017 has considered and given its approval in line with the policy on Related Party Transactions of the Company for certain transactions to be entered into with some of the related parties of the Company from time to time as mentioned herein. The Company is entering into these transactions with the related parties in the ordinary course of business and on arm length's basis hence are exempted under Section 188 of the Companies Act, 2013, however, out of abundant caution the approval of Shareholders by way of Ordinary Resolution is being sought pursuant to Section 188 of the Companies Act, 2013 read with rules framed in this behalf and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Members are informed that pursuant to the second proviso of Section 188 of Companies Act, 2013 read with rules framed thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not.

In view of the above, approval of the Shareholders by way of Ordinary Resolution is being sought in terms of Section 188 of Companies Act, 2013 read with rules framed thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The relevant necessary documents shall be available for inspection to the Members during the course of voting at the Registered Office of the Company during the office hours.



Additional Disclosures regarding Related Party Transaction:

Name of the Related Party	Name of the Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Nature, Material Terms, monetary value and particulars of the contract of agreement	Any other information relevant or important for the members to take a decisions on the proposed resolution
Ashish Navnitlal Shah	Ashish Navnitlal Shah	Key Managerial Personnel – Managing Director	Nature: Leasing/ Renting of Property by Ashish Shah, Managing Director of the Company to Wealth First Portfolio Managers Limited ('the Company') situated at Capitol House, 10 Paras-II, Near Campus Corner, Prahaladnagar, Anandnagar, Ahmedabad-380015 of approx. 6000 sq. Ft area at a rate of 25 per Sq. Ft per month of ground plus two floors for period of one year at a fees of maximum Rs. 18,00,000 (Rupees Eighteen Lakhs Only) and shall be renewed thereafter.	N.A
Dalal and Shah Fiscal Services Ltd	Ashish N. Shah and HenaA. Shah	Common Directors	Purchase/Sale/Trade/Dealing etc of Stock and Securities such as Bonds, Mutual Funds and other tradable securities upto an aggregate limit of Rs. 100.00 Crores in any financial year.	Ordinary Course of Business and On Arm Length Price.

Your Directors recommend the proposed resolution as set out at Item No. 10 of the Notice for the approval of the shareholders of the Company by way of an Ordinary Resolution.

Except the Directors /KMP mentioned above, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is in any way, concerned or interested financially or otherwise, in this resolution.

ITEM NO. 11: RE-DESIGNATE MRS. HENA SHAH FROM EXECUTIVE DIRECTOR TO WHOLE-TIME DIRECTOR

Pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, the Board of Directors of the company has re-designated Mrs. Hena Shah (DIN-00089161) from Executive



Director to Whole-Time Director, for a period of Five Years commencing from 28th of August, 2017, subject to confirmation of members of the company.

Mrs. Hena Shah has been associated with the Company since its First Financial Year. She is experienced personnel in the field of Finance. Mrs. Hena Shah is B.Sc. in qualification and having experience of 16 Years in Financial Market i.e. Equity Market, Mutual Fund Distribution, Government Bond and Securities Distribution. She possesses good business acumen, good administration, decision making and leadership skills. The Board of Directors is quite hopeful to utilize her expertise in our organization.

A brief resume and other details of Mrs. Hena Shah as required under the provisions of Companies Act, 2013 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions is forming part of the Annual Report.

The said appointment is subject to confirmation of members of the Company therefore consent of member is accorded for the said appointment, for a period of 5 years w.e.f. 28th of August, 2017.

The Board proposes the Special Resolution for approval by Shareholders.

Except for the respective Director/ her relatives who may be deemed to be interested in the respective resolution at item no. 11 of the Notice as it concerns none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the respective resolution set out at Item No. 11 of the Notice.

FOR AND ON BEHALF OF WEALTH FIRST PORTFOLIO MANAGERS LIMITED

ASHISH SHAH
MANAGING DIRECTOR
DIN: 00089075

Date: 28/08/2017
Place: Ahmedabad

Registered Office:
Capitol House, 10 Paras-II, Near Campus Corner,
Praladnagar, Anand Nagar, Ahmedabad-380015
E-mail I'd: info@wealthfirst.biz
Telephone: 079-40240000
Fax: 079-40240081
CIN: L67120GJ2002PLC040636



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. HENA ASHISH SHAH (DIN: 00089161)

Date of Birth	19/01/1965		
Designation	Executive Director		
Date of appointment	12/11/2010		
Functional Expertise	16 Years Experience in Financial Market i.e. Mutual Funds, Equity Markets, Government Bonds and Securities Distribution		
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 (w.e.f 4 th of May, 2017)	Member
Inter se relationship with Directors	Wife of Mr. Ashish N. Shah, Managing Director of the Company.		



2. BINAL GANDHI (DIN: 02740504) (w.e.f. 28th of August, 2017)

Date of Birth	30/10/1970		
Designation	Independent Director		
Date of appointment	28/08/2017		
Functional Expertise	<p>Mrs. Binal Gandhi is the founder of the Learning Curve Academy. Prior to starting the Learning Curve Academy, Mrs. Binal Gandhi worked for close to 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, Mrs. 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 (w.e.f. 28 th August, 2017)
		Audit Committee	Member (w.e.f. 28 th August, 2017)
	Compensation Committee (w.e.f 28 th of August, 2017)	Chairman	
Inter se relationship with Directors	N.A		



3. ASHISH NAVNITLAL SHAH (DIN: 00089075)

Date of Birth	28/04/1963		
Designation	Managing Director		
Date of appointment	16/04/2002		
Functional Expertise	23 Years of Experience in Financial Market i.e. Mutual Fund Distribution, Equity Markets, Government Bonds and Securities Distribution		
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 • Acepro Advisors Private Limited 		
No. of Equity Shares held in the Company	19,99,850		
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 (w.e.f 4 th of May, 2017)	Chairman
		Audit Committee	Member
Inter se relationship with Directors	Husband of Mrs. Hena A. Shah, Executive Director of the Company.		

4. 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 25 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 		
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 (w.e.f 28 th of August, 2017)	Member
	PPFAS Company Limited	Trustee Private	Audit Committee
Inter se relationship with Directors	N.A		

5. HARISH VIRENDRA GANDHI (DIN: 03172321) (TILL 28th August, 2017)

Date of Birth	04/01/1971		
Designation	Independent Director		
Date of appointment	19/10/2015		
Functional Expertise	Experience of more than 15 years in investing, operating and management consulting.		
Qualifications	Bachelor of Technology in Electric Engineering from IIT Bombay and Master of Science in Electrical Engineering from University of Maryland, Baltimore. MBA in Entrepreneurship and Marketing from the Wharton School, University of Pennsylvania.		
Directorship in other Companies	<ul style="list-style-type: none"> M81 Consultants 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	Nomination & Remuneration Committee	Chairman (till 28 th August, 2017)
		Audit Committee	Member (till 28 th August, 2017)
Inter se relationship with Directors	N.A		



6. DEVANSHU RASHMIKANT MEHTA (DIN: 07265777)

Date of Birth	16/09/1962		
Designation	Independent Director		
Date of appointment	02/09/2015		
Functional Expertise	More than 25 Years Experience as a Technical Manager.		
Qualifications	Bachelor's Degree in Mechanical Engineering from Gujarat University.		
Directorship in other Companies	NIL		
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 (w.e.f 4 th of May, 2017)	Member
		Nomination & Remuneration Committee	Member
		Compensation Committee (w.e.f 28 th of August, 2017)	Member
Inter se relationship with Directors	N.A		

WEALTH FIRST PORTFOLIO MANAGERS LIMITED

Capitol House, 10 Paras-II, Near Campus Corner, Prahaladnagar,
Anand Nagar, Ahmedabad- 380015, Telephone: 079-40240000, Fax: 079-40240081
Email Id: info@wealthfirst.biz, Website: www.wealth-firstonline.com

Share Transfer Agent:

Bigshare Services Private Limited
A/802, Samudra Complex, Near Klassic Gold, Girish cold drink,
C.G Road, Ahmedabad, Gujarat – 380009
Email id: bssahd@bigshareonline.com, Website: www.bigshareonline.com

ATTENDANCE SLIP

(To be presented at the entrance)

I/we hereby record my/our presence at 15th Annual General Meeting of the Company held on 27th of September, 2017 at 4.00 P.M at the Registered Office of the Company situated at Capitol House, 10 Paras-II, Near Campus Corner, Prahaladnagar, Anandnagar Road, Ahmedabad-380015

Name	
Ledger Folio No.	
DP ID	
Client ID	
No. of Shares	
Signature of Shareholder	
Signature of Proxy Holder	

Notes:

- Shareholder/ Proxy Holder, as the case may be, are required to produce the attendance slip duly signed at the entrance of the Meeting Venue.
- Members are requested to intimate/inform the change of their address, if any, to Share Transfer Agent, at the above address.

WEALTH FIRST PORTFOLIO MANAGERS LIMITED

Capitol House, 10 Paras-II, Near Campus Corner, Prahaladnagar,
Anand Nagar, Ahmedabad- 380015, Telephone: 079-40240000, Fax: 079-40240081
Email Id: info@wealthfirst.biz, Website: www.wealth-firstonline.com

Share Transfer Agent:

Bigshare Services Private Limited
A/802, Samudra Complex, Near Klassic Gold, Girish cold drink,
C.G Road, Ahmedabad, Gujarat – 380009
Email id: bssahd@bigshareonline.com, Website: www.bigshareonline.com

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]

Name of the Member (s): Registered Address: E-mail id: Folio No./ Client ID: DP ID:

I/We, being a member(s) of _____ Equity Shares of Wealth First Portfolio Managers Limited hereby appoint

- Name: _____ Address: _____
 E-mail Id: _____ Signature: _____, or Failing him/her
- Name: _____ Address: _____
 E-mail Id: _____ Signature: _____, or Failing him/her
- Name: _____ Address: _____
 E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 15th Annual General Meeting of the Company, to be held on Wednesday, 27th of September, 2017 at 4.00 P.M at the Registered Office of the Company situated at Capitol House, 10 Paras-II, Near Campus Corner, Prahaladnagar, Anandnagar Road, Ahmedabad-380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		For	Against
Ordinary Business:			
1.	Adoption of Audited Standalone and Consolidated Financial Statements as at 31st March, 2017 with reports of Directors and Auditors thereon.		
2.	Declaration of Final Dividend of Rs. 1.00/- per Equity Shares for the year ended 31st March, 2017.		
3.	Appointment of a Director in place of Mrs. Hena A. Shah, who retires by rotation and being eligible, offer herself for re-appointment.		
4.	Appointment of M/s Rajpara Associates, Chartered Accountant as Statutory Auditors of the Company in place of Retiring Auditor M/s Jaimin Deliwala & Co., Chartered Accountant, Ahmedabad.		
Special Business:			
5.	To appoint Mrs. Binal Gandhi (DIN: 02740504) as an Independent Director.		
6.	To approve Wealth First Employee Stock Option Scheme, 2017, through Trust Route.		
7.	To authorize the Trust for implementation of Wealth First ESOS 2017 by acquiring Equity Shares of the Company through fresh allotment.		
8.	Provisioning of Money to "Wealth First Employee Welfare Trust".		
9.	Authority to invest money in excess of Limits specified under Section 186 of the Companies Act, 2013.		
10.	Authority to enter into Related Party Transaction as per Section 188 of the Companies Act, 2013.		
11.	To re-designate Mrs. Hena Shah from Executive Director to Whole-Time Director.		

Signed this _____ day of _____, 2017.

Signature of Shareholder: _____

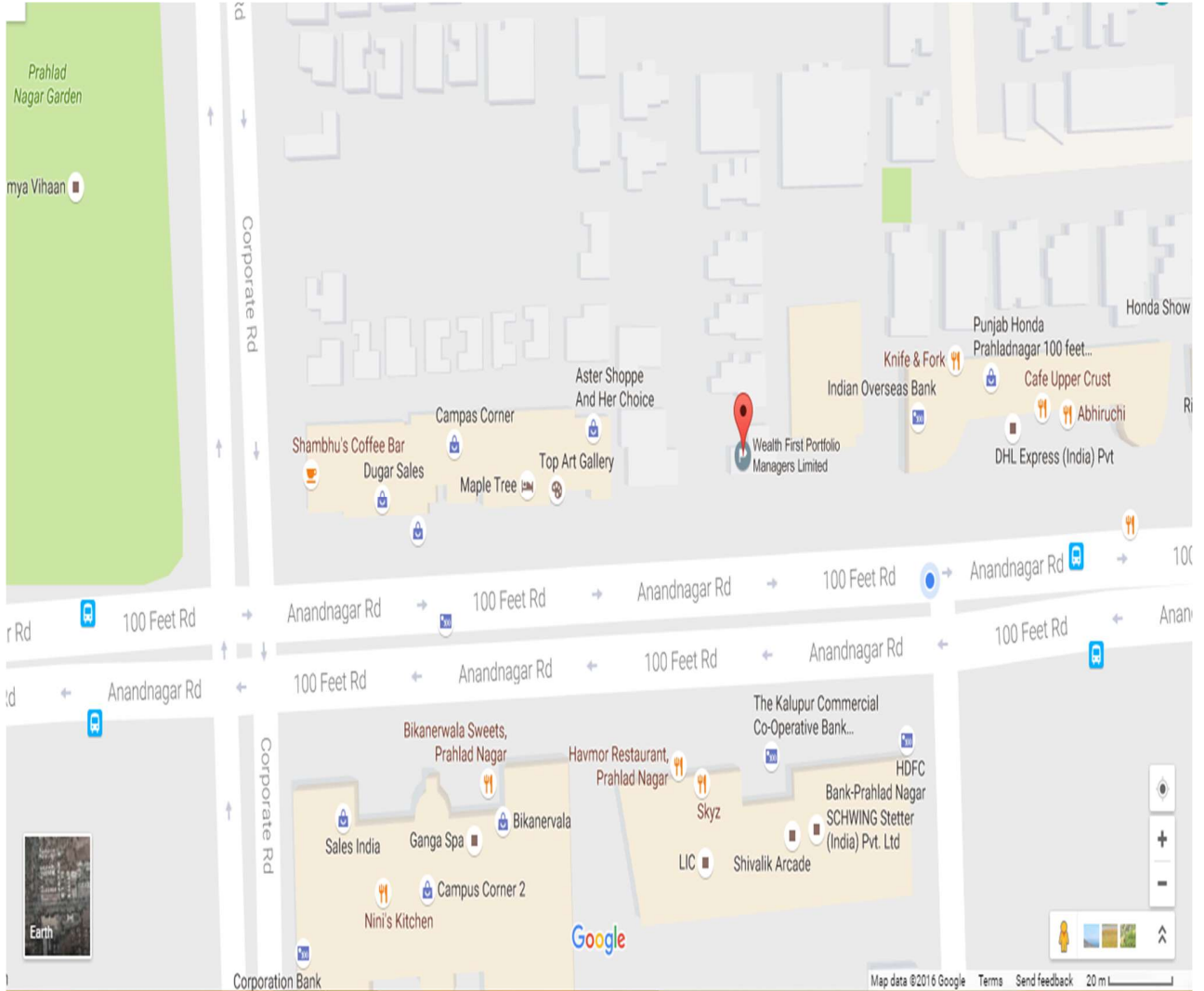
Signature of First Proxy Holder(s): _____

<p>Please Affix Rs. 1/- Revenue Stamp</p>

Notes:

- (1) 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.
- (2) A Proxy need not be a member of the Company.
- (3) In case the appointer is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorization should be attached to the proxy form.
- (4) A Person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the share capital of the Company carrying rights. A member holding more than 10% 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.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

ROUTE MAP



WEALTH FIRST PORTFOLIO MANAGERS LIMITED
 Capitol House, 10 Paras-II, Near Campus Corner,
 Prahaladnagar, Anand Nagar, Ahmedabad- 380015
 Phone: +91-79-40240000
 Fax: +91-79-40240081
 E-mail: info@wealthfirst.biz
 Website: www.wealth-firstonline.com