DATE: 13TH MAY, 2024



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

SUB: ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2024

Dear Sir,

In Compliance with Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 as amended from time to time, we are enclosing herewith the Annual Secretarial Compliance Report for the financial year ended on 31st March, 2024 issued by M/s Kunal Sharma & Associates, Practicing Company Secretary.

Kindly take the same on your records and acknowledges receipt of the same.

Thanking you.

Yours faithfully,

FOR WEALTH FIRST PORTFOLIO MANAGERS LIMITED

ASHISH SHAH MANAGING DIRECTOR DIN: 00089075

Encl: Annual Secretarial Compliance Report

Wealth First Portfolio Managers Limited

Capitol House, 10, Paras-II, Near Prahladnagar Garden, Ahmedabad - 380 015↓+91 79 40240000▲ contact@wealthfirst.biz⊕ www.wealth-firstonline.com

CIN No. - L67120GJ2002PLC040636



ANNUAL SECRETARIAL COMPLIANCE REPORT OF WEALTH FIRST PORTFOLIO MANAGERS LIMITED, AHMEDABAD (CIN - L67120GJ2002PLC040636) FOR THE FINANCIAL YEAR ENDED 31st MARCH 2024

То

The Board of Directors Wealth First Portfolio Managers Limited Ahmedabad

We have conducted the Annual Secretarial Compliance Audit of **Wealth First Portfolio Managers Limited** (hereinafter referred to as "the Company") in terms of compliance with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have examined:

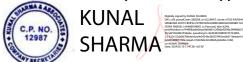
- a) All the documents and records made available to us and explanation provided by the Company,
- b) The filings/ submissions made by the Company to the Stock Exchange,
- c) Contents on the Website of the Company,
- d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended on 31st March 2024 ("Review Period") in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 *upto the extent applicable*;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (not applicable during the Review period);
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 *upto the extent applicable*;
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(not applicable during the Review period)*
- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not applicable during the Review period)
- g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (*not applicable during the Review period*)
- h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 *upto the extent applicable*;





Kunal Sharma & Associates Company Secretaries

- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 *upto the extent applicable*;
- j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 20 (not applicable during the Review period)
- k) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 *upto the extent applicable.*
- and circulars/ guidelines issued thereunder and as applicable to the Company from time to time;

And based on the above examination, we hereby report that, during the Review Period:

| Sr. No. | Particulars | Compliance status (Yes/No/NA) | Observations /Remarks byPCS* |
|---------|--|-------------------------------------|---------------------------------|
| 1. | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | Yes | NIL |
| 2. | Adoption and timely updations of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI. | Yes | NIL |
| 3. | Maintenance and disclosures on Website: The Listed Entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. | Yes | NIL |
| 4. | Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. | Yes | NIL |

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Company Secretaries

| 5. | To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries. | NA Yes | The Company does not have any material subsidiaries however the Company is having Two Subsidiaries namely Wealth First Investment Advisers Private Limited and Wealthshield Insurance Brokers Private Limited. | | | | |
|-----|---|-----------|--|--|--|--|--|
| 6. | Preservation of Documents: The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | Yes | NIL | | | | |
| 7. | Performance Evaluation: The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations. | Yes | NIL | | | | |
| 8. | Related Party Transactions: (a) The Listed Entity has obtained prior approval of Audit Committee for all Related Party Transactions. (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. | Yes NA | Prior approvals obtained for all Related Party Transactions by the Company. | | | | |
| 9. | Disclosure of events or information: The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | NIL | | | | |
| 10. | Prohibition of Insider Trading:The Listed Entity is in compliance with Regulation 3(5)& 3(6) SEBI (Prohibition of Insider Trading)Regulations, 2015. | Yes | NIL | | | | |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or | Yes | As informed and represented by the Company, No actions taken against the Listed Entity or | | | | |



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Company Secretaries

| | by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein(**). | | its promoters or directors or subsidiary. |
|-----|--|-----|--|
| 12. | Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. | Yes | As informed and represented by the Company, there were no additional non-compliance observed for all SEBI regulation/ circular /guidance note. etc. during the review period. |

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

| Sr. No. | Particulars | Compliance Status (Yes/No/ NA) | Observations / Remarks by PCS* |
|------------|--|--------------------------------------|--------------------------------------|
| 1. | Compliances with the following conditions while appoi | nting/ re-appointi | ng an auditor |
| | i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or | NA | None |
| | ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or | NA | None |
| | iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. | NA | None |
| 2. | Other conditions relating to resignation of statutory au | lditor | |



Kunal Sharma & Associates Company Secretaries



| list Cor | porting of concerns by Auditor with respect to the ed entity/ its material subsidiary to the Audit mmittee: In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information/ non- cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. | NA | None |
|-------------|---|----|------|
|-------------|---|----|------|

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|------------|--|-------------------------------------|-------------------------------------|
| | b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation / explanation sought and not | NA | None |
| | provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. | NA | None |
| | ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor. | NA | None |
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18 th October, 2019. | NA | None |







The Additional disclosures of Annual Secretarial Compliance Report as below: -

a) The Listed Entity has in general complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr. No. | Compliance Requirement (Regulations /circulars/gu idelines including | Regulation | Deviati ons | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Manage ment Respon se | Remark s |
|------------|---|------------|----------------|--------------------|-------------------|-------------------------|----------------|---|--------------------------------|-------------|
| | Not Applicable | | | | | | | | | |

b) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Compliance Requirement (Regulations /circulars/gu idelines including | Regulation | one | Action Taken by | Action | πρετάτις ότ | гше | Observations/ Remarks of the Practicing Company Secretary | Manage ment Respon se | s |
|------------|---|------------|-----|--------------------|--------|-------------|-----|---|--------------------------------|---|
| NIL | | | | | | | | | | |

Date: 10th May 2024 Place: Ahmedabad For Kunal Sharma & Associates Company Secretaries KUNAL SHARMA Proprietor M. No: F10329 CP. No: 12987 Firm Code No: I2014GJ1135000 PR No: 1933/2022 UDIN: F010329F000347591

