



Date: 08/09/2016

**NSE SCRIP SYMBOL: WEALTH**

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: Submission of the Notice of 14<sup>th</sup> Annual General Meeting of the Company to be held on 30<sup>th</sup> of September, 2016 as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/madam,

As per Regulation 30 (6) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, here we are attaching Notice of the 14<sup>th</sup> Annual General Meeting to be held on 30<sup>th</sup> of September, 2016.

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**

### **14<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 14<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF WEALTH FIRST PORTFOLIO MANAGERS LIMITED WILL BE HELD ON FRIDAY, 30<sup>TH</sup> OF SEPTEMBER, 2016 AT CAPITOL HOUSE, 10 PARAS-II, NEAR CAMPUS CORNER, PRAHALADNAGAR, ANANDNAGAR ROAD, AHMEDABAD-380015 AT 4.00 P.M TO TRANSACT THE FOLLOWING BUSINESS:**

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#### ***ORDINARY BUSINESS:***

##### **ITEM NO. 1- ADOPTION OF FINANCIAL STATEMENTS**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.

##### **ITEM NO. 2- DECLARATION OF DIVIDEND**

To declare Dividend of Rs. 0.50 per Equity Share for the Financial Year ended on 31<sup>st</sup> March, 2016.

##### **ITEM NO. 3- RE-APPOINTMENT OF A DIRECTOR**

To re-appoint a Director Mrs. Hena A. Shah (DIN: 00089161) who retires by rotation at this Annual General Meeting and being eligible, offer herself for re-appointment.

##### **ITEM NO. 4- RE-APPOINTMENT OF STATUTORY AUDITORS 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 and 142 of the Companies Act, 2013 and the rules made there under and pursuant to the recommendations of Audit Committee and the Board of Directors of the Company, M/S Jaimin Deliwala & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 103861W), be and are hereby reappointed as the Statutory Auditors of the Company, to hold office from the conclusion of this 14<sup>th</sup> Annual General Meeting until the conclusion of the 15<sup>th</sup> Annual General Meeting of the Company on such remuneration as may be determined by the Audit Committee and the Board in consultation with the Auditors.”

***SPECIAL BUSINESS:***

**ITEM NO. 5- REVISION IN THE REMUNERATION OF MANAGING DIRECTOR**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded for revision of remuneration payable to Mr. Ashish N. Shah (DIN: 00089075), Managing Director of the Company, with effect from April 1, 2016 on the salary, allowance and Perquisites on the terms and conditions including remuneration as mentioned below:

Details of remuneration:

Salary: Rs. 19.20 Lacs 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.

**“RESOLVED FURTHER THAT** except for the aforesaid revision in remuneration, all the other terms and conditions of his appointment as Managing Director of the Company, as mentioned in the Agreement between the Company and Mr. Ashish N. Shah, Managing Director remains same.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter or vary the terms and conditions of the Agreement including remuneration of Mr. Ashish N. Shah as Managing Director to the extent as recommended by the nomination and remuneration committee and approved by Board of Directors from time to time as may be considered appropriate and fit, subject to the overall limits specified in the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** wherein any financial year during the tenure of Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay in respect of

such financial year, the remuneration by way of salary, allowances, perquisites and other benefits, subject to the provisions of Schedule V of the Act and subject to necessary approvals, if any.”

“RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all necessary acts, deeds, things and matters which may be usual, expedient or proper to give effect to the above resolution.”

**FOR AND ON BEHALF OF WEALTH FIRST PORTFOLIO MANAGERS LIMITED**

**ASHISH N. SHAH**  
**MANAGING DIRECTOR**  
**DIN: 00089075**

**Date: 27/08/2016**  
**Place: Ahmedabad**

**Registered Office:**

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

**E-mail Id:** [manish@wealthfirst.biz](mailto:manish@wealthfirst.biz)

**Telephone:** 079-40240000

**Fax:** 079-40240081

**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 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 24<sup>th</sup> September 2016 to 30<sup>th</sup> September 2016 (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 27<sup>th</sup> of August, 2016 (Cut-off for receiving Annual Report), shall be entitled for receiving of the Annual Report for the period 2015-16, 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 23<sup>rd</sup> of September, 2016 (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 205 C of the Companies Act, 1956.

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 Physical 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 14<sup>th</sup> Annual General Meeting is available on the website of the Company [www.wealth-firstonline.com](http://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 23<sup>rd</sup> of September, 2016 (cut-off date for entitlement of voting rights) for determining the eligibility to vote at the Meeting by Physical Ballot.
17. The Company has appointed Mr. Kunal Sharma, Practicing Company Secretary as the Scrutinizer to conduct the voting process through physical ballot 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 Physical Ballot at the Meeting. Not later than 3 days of conclusion of the Meeting, Scrutinizer shall submit Report of voting by Physical Ballot 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](http://www.wealth-firstonline.com) and communicated to NSE Limited where the shares of the Company are listed.



**Contact Details:**

<b>Company</b>	<p>Wealth First Portfolio Managers Limited  Reg. Office: Capitol House, 10 Paras-II, Campus Corner,  Pralhadnagar, Anandnagar Road, Ahmedabad-380015  Tel No: 079-40240000, Fax: 079-40240081  Email Id: <a href="mailto:manish@wealthfirst.biz">manish@wealthfirst.biz</a></p>
<b>Registrar and Share Transfer Agent</b>	<p>Bigshare Services Private Limited  Reg. Office: E- 2, Ansa Ind Estate, Saki Vihar Road, Andheri(E),  Sakinaka, Mumbai, Maharashtra 400072  Tel No: 022 2847 5207  E-mail Id: <a href="mailto:mohan@bigshareonline.com">mohan@bigshareonline.com</a></p>
<b>Scrutinizer</b>	<p>CS Kunal Sharma  Practicing Company Secretary  F-712 Titanium City Centre, 100 ft. Shyamal to Prahaladnagar  Road, Satellite, Ahmedabad 380 015  Tel.: 079-65216502, +91 9173430216  Email id: <a href="mailto:cskunalsharma@gmail.com">cskunalsharma@gmail.com</a></p>

**FOR AND ON BEHALF OF WEALTH FIRST PORTFOLIO MANAGERS LIMITED**

**ASHISH N. SHAH**  
**MANAGING DIRECTOR**  
**DIN: 00089075**

**Date: 27/08/2016**  
**Place: Ahmedabad**

**Registered Office:**  
Capitol House, 10 Paras-II, Near Campus Corner,  
Pralhadnagar, Anand Nagar, Ahmedabad-380015  
**E-mail Id: [manish@wealthfirst.biz](mailto:manish@wealthfirst.biz)**  
**Telephone: 079-40240000**  
**Fax: 079-40240081**  
**CIN: L67120GJ2002PLC040636**

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

**ITEM NO. 5- REVISION IN THE REMUNERATION OF MANAGING DIRECTOR**

The Board of Directors at its meeting held on 10th September, 2015 appointed Mr. Ashish N. Shah as a Managing Director of the Company for a period of 5 years w.e.f 10th September, 2015 on the terms and conditions including the remuneration as set out in the Agreement between the Company and Mr. Ashish N. Shah and such appointment was subsequently approved by the Members at the Extra Ordinary General Meeting of the Company held on 18th September, 2015. To comply with the regulatory provisions of the Companies Act, 2013, the Nomination and Remuneration Committee at their meeting has recommended and approved the revision in the overall remuneration of Mr. Ashish N. Shah and subsequently the same has been approved by the Board in their meeting. The Remuneration Committee has recommended revision in the remuneration of Mr. Ashish N. Shah and the remuneration of Rs. 19.20 Lacs per annum with effect from 01<sup>st</sup> April, 2016. Other terms and conditions of the agreement between the Company and Mr. Ashish N. Shah remains the same.

Except for the respective Director/ his relatives who may be deemed to be interested in the respective resolution at item no. 5 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. 5 of the Notice.

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

**FOR AND ON BEHALF OF WEALTH FIRST PORTFOLIO MANAGERS LIMITED**

**ASHISH N. SHAH**  
**MANAGING DIRECTOR**  
**DIN: 00089075**

**Date: 27/08/2016**  
**Place: Ahmedabad**

**Registered Office:**  
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***DETAILS OF DIRECTOR SEEKING 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	15 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"><li>• DSFS Shares and Stockbroking Private Limited</li><li>• Wealth First Commodities Private Limited</li><li>• Dalal and Shah Fiscal Services Limited</li><li>• Wealth First Investment Advisers Private Limited</li></ul>		
No. of Equity Shares held in the Company	20,00,000		
Membership of Committees of Board	Name of Company	Name of Committee	Chairman/Member
	Wealth First Portfolio Managers Limited	Stakeholder Relationship Committee	Member
Inter se relationship with Directors	Wife of Mr. Ashish N. Shah, Managing Director of the Company.		



**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: manish@wealthfirst.biz, Website: [www.wealth-firstonline.com](http://www.wealth-firstonline.com)*

**Share Transfer Agent:**

Bigshare Services Private Limited  
E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri (E), Mumbai,  
Maharashtra-400072, Tel No: 022 2847 5207

**ATTENDANCE SLIP**

(To be presented at the entrance)

I/we hereby record my/our presence at 14<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> of September, 2016 at 4.00 P.M at Registered Office of the Company situated at Capitol House, 10 Paras-II, Near Campus Corner, Prahaladnagar, Anandnagar Road, Ahmedabad-380015

<b>Name</b>	
<b>Ledger Folio No.</b>	
<b>DP ID</b>	
<b>Client ID</b>	
<b>No. of Shares</b>	
<b>Signature of Shareholder</b>	
<b>Signature of Proxy Holder</b>	

**Notes:**

- (a) Shareholder/ Proxy Holder, as the case may be, is required to produce the attendance slip duly signed at the entrance of the Meeting Venue.
- (b) Members are requested to advise 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: manish@wealthfirst.biz, Website: [www.wealth-firstonline.com](http://www.wealth-firstonline.com)*

**Share Transfer Agent:**

Bigshare Services Private Limited  
E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri (E), Mumbai,  
Maharashtra-400072, Tel No: 022 2847 5207

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

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or Failing him/her
2. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or Failing him/her
3. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or Failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 14<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 30<sup>th</sup> of September, 2016 at 4.00 P.M 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
<i>Ordinary Business:</i>			
1	Adoption of Audited Financial Statements as at 31st March, 2016 with reports of Directors and Auditors thereon		
2	Declaration of Final Dividend of Rs. 0.50 per Equity Shares for the year ended 31st March, 2016.		
3	Appointment of a Director in place of Mrs. Hena A. Shah, who retires by rotation and being eligible, offers herself for re-appointment.		
4	Re-Appointment of Statutory Auditors of the Company.		
<i>Special Business:</i>			
5	Revision in Managerial Remuneration of Ashish N. Shah, Managing Director.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2016.

Signature of Shareholder: \_\_\_\_\_

Signature of First Proxy Holder(s): \_\_\_\_\_

Please Affix  
Rs. 1/-  
Revenue  
Stamp

#### 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.