

DATE: 16th NOVEMBER, 2020

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.: SUBMISSION OF POSTAL BALLOT NOTICE DATED OCTOBER 16, 2020

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and in continuance of our letter dated October 16, 2020, we are submitting herewith the copy of the postal ballot notice dated October 16, 2020 ("Postal Ballot Notice") seeking consent of members of the Company by way of a special resolution for the migration of Equity Shares of the Company from SME Platform of NSE to the Main Board of NSE.

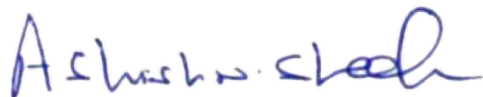
Further, the Postal Ballot Notice is also available on the Company's website i.e. www.wealth-firstonline.com.

You are requested to kindly take the same on record and disseminate.

Thanking You.

Yours faithfully,

FOR AND ON BEHALF OF WEALTH FIRST PORTFOLIO MANAGERS LIMITED



ASHISH SHAH
MANAGING DIRECTOR
DIN: 00089075



Enclosed: Postal Ballot Notice



POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Sections 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and Secretarial Standards - 2 issued by the Institute of Company Secretaries of India ("SS 2")(including any statutory modification or re-enactment(s) thereof for the time being in force) and further pursuant to provisions laid in Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR") read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 and the General Circular No. 33/2020 dated 28th September, 2020 issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars") and pursuant to other applicable laws and regulations, for seeking consent of members of Wealth First Portfolio Managers Limited ("the Company" or "WFPM") by way of a special resolution for the business appended below by way of Postal Ballot (only through Remote E-Voting process).

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members with the facility to exercise their right to vote on the matters included in the postal ballot by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited. The remote e-voting will commence on **Tuesday, 20th October, 2020 (09.00 AM IST) and end on Wednesday, 18th November, 2020 (05.00 PM IST)**. E-Voting module will be blocked by CDSL at 5.00 p.m. on **Wednesday, 18th November, 2020** and voting shall not be allowed beyond the said date and time. The instructions for E-voting are given in notes forming part of this Notice.

In terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/ e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for Companies that are required to provide e-voting facility under the Companies Act, 2013, while they are transacting any business(s) only by postal ballot upto 31st December, 2020 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its Shareholders who have registered their email address with the Company or Depository/Depository Participant and the communication of assent/dissent of the members will only take place through the remote e-voting system. The Postal Ballot is accordingly initiated in compliance with the MCA Circulars.

Wealth First Portfolio Managers Limited

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

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CIN - L67120GJ2002PLC040636



The Notice is sent to all the Members/Beneficial owners whose names appear in the Register of Members/Record of Depositories as on **Friday, 16th October, 2020 ("Cut-Off Date")** and who had registered their email address in respect of electronic holdings with the Depositories through concerned Depository Participants.

In compliance with the requirements of MCA circular, the hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid Business reply envelope will not be sent to the members for this Postal Ballot Notice and members are required to communicate their assent or dissent through remote e-voting system only. The details of the e-voting facility are provided in the notes forming part of this Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than **5.00 PM IST on Wednesday, 18th November, 2020**. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors at their meeting held on **Friday, 16th October, 2020** had appointed M/s. Kunal Sharma & Associates, Practising Company Secretaries, having Membership No. F10329 and Certificate of Practice No. 12987 as the Scrutinizer for conducting the Postal Ballot (E-Voting Process) in a fair and transparent manner.

Upon completion of the scrutiny of Postal Ballot/E-Voting data provided by CDSL in a fair and transparent manner, the Scrutinizer will submit its report to the Chairman or in his absence any person duly authorized by him after and the results of the voting will be declared not later than 48 hours from the closure of Remote E-Voting period i.e. not later than 05.00 PM IST on Friday, 20th November, 2020. The Postal Ballot/E-Voting results along with scrutinizer's report will be communicated to Stock Exchange i.e. National Stock Exchange of India Limited (NSE) where the Equity Shares of the Company are listed and will also be displayed on the website of the Company i.e. www.wealth-firstonline.com as well as on website of E-Voting agency CDSL i.e. www.evotingindia.com.

An Explanatory Statement pursuant to Section 102 of the Companies Act and other applicable provisions of the Companies Act, pertaining to the resolutions setting out the material facts and the reasons for proposing the same is annexed for your consideration and approval. The Postal Ballot Notice is also available on the website of the Company at www.wealth-firstonline.com

The resolution, if passed by requisite majority, will be deemed to be passed on the late date specified for e-voting i.e. **Wednesday, 18th November, 2020**. Further, resolution passed by the members through postal ballot and remote e-voting are deemed to have been passed effectively at a general meeting.

The resolution for the purpose as stated herein below is proposed to be passed by E-voting:

SPECIAL BUSINESS:

1. MIGRATION OF THE COMPANY FROM SME PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED TO THE MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED:

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

Note: In accordance with Regulation 277 of SEBI (ICDR) Regulations, 2018, the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders, other than promoters, in favour of the proposal amount to at least two times the number of votes cast by shareholders, other than promoter, against the proposal.

“RESOLVED THAT pursuant to the provisions of the Regulation 277 of Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”) and other applicable provisions, if any of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA including any amendment, modification, variation or re-enactment thereof and subject to consent / approval of National Stock Exchange of India Limited (“NSE”) and other applicable regulatory authorities, consent of the Members be and is hereby accorded for purpose of Migration of 1,06,55,000 Equity Shares (“the Equity Shares”) of the Company’s which are currently listed on SME Segment (Emerge Platform) of National Stock Exchange of India Limited (“NSE”) to the Main Board of the National Stock Exchange of India Limited (“NSE”) and upon Migration the said Equity Shares be get listed and traded on the Main Board of National Stock Exchange of India Limited (“NSE”) from the date of approval of Migration / getting listed and admitted to be dealt on Main Board of National Stock Exchange of India Limited as and when the Company is eligible for the same and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, Stock Exchange and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution.”

“RESOLVED FURTHER THAT Any Director and/or Company Secretary and/or Chief Financial Officer of the Company be and are hereby severally authorized to deal with Government or semi-government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies, and to any other authorities to apply, modify, rectify and submit any applications and / or related documents on behalf of the Company and also to do all such acts, deeds, things and matters as may



be necessary and expedient for the purpose of migration of the Company's present listing from SME Platform (Emerge Platform) of National Stock Exchange of India Limited to the Main Board of National Stock Exchange of India Limited.”

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

**ASHISH SHAH
MANAGING DIRECTOR
DIN: 00089075**

**DATE: 16/10/2020
PLACE: AHMEDABAD**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts of the proposed special resolution is appended. The Postal Ballot Notice (“Notice”) shall also be available on the website of the Company, www.wealth-firstonline.com.
2. The Postal Ballot Notice is being sent to all the members, whose names appear in the register of members / list of beneficial owners, received from the depositories as on Friday, October 16, 2020 (“Cut-Off Date”).
3. In terms of the General Circulars, the Postal Ballot Notice is being sent only by email to those members who have registered their email addresses with their depository participants or with the Company's Registrar & Share Transfer Agent. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail to Registrar and Transfer Agent of the Company, i.e., Bigshare Services Private Limited at bssahd@bigshareonline.com or to the Company at cs@wealthfirst.biz with name of registered shareholder(s), folio number(s)/DP Id/Client Id and no. of Equity Shares held from the email address they wish to register to enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-voting facility provided by CDSL.
4. Only a member holding Equity Shares as on Friday, 16th October, 2020 (“Cut-Off Date”) is entitled to exercise his vote through remote e-voting facility only and a person who is not a member as on the Cut-off date shall treat this Notice for information purpose only.
5. A Member cannot exercise his/her/ vote by proxy on Postal Ballot/ E-Voting.
6. In accordance with the provisions of Sections 108 and 110 of the Act read with the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the MCA Circulars, the stated item of business shall be transacted through electronic voting system and the Company is providing facility for voting by electronic means (remote e-voting) to its Members.



7. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing remote e-voting facilities to the Members, enabling them to cast their vote in a secure manner.
8. Resolutions passed by the Members with requisite majority through postal ballot (E-Voting) shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
9. E-voting is mandatory for members and is the only means to cast a vote on the stated items of business. Members may in accordance with the provisions of Sections 112 and 113, appoint representatives for the purpose of voting through remote e-voting.
10. Members are requested to follow the steps of e-voting specified in this Postal Ballot Notice for the purpose of communication of assent or dissent in respect of the resolutions set out in the said Postal Ballot Notice by way of remote e-voting.

THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Tuesday, 20th October, 2020 (09.00 AM IST) and ends on Wednesday, 18th November, 2020 (05.00 PM IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 16th October, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

(viii)

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the

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	Company/Depository Participant are requested to use the sequence number which is communicated by email indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.



- (xix) Shareholders can also use Mobile app - “m - Voting” for e voting . m - Voting app is available on Apple , Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The Equity Shares of the Company were listed on SME Segment (Emerge Platform) of National Stock Exchange of India Limited w.e.f March30, 2016 and are currently actively traded on SME Segment (Emerge Platform) of National Stock Exchange of India Limited under the scrip code WEALTH and intends to migrate to the Main Board of National Stock Exchange of India Limited as per the guidelines specified and the procedures laid down under Chapter IX of SEBI ICDR Regulations, 2018.

In terms of Regulation 277 of the SEBI ICDR Regulations, an issuer whose equity shares are listed on SME platform of the stock exchange and whose post issue face value capital is more than INR 10.00 Crores and up to INR 25.00 Crores and if the issuer fulfils the eligibility criteria of main board of the stock exchange, may migrate its equity shares to the main board of the stock exchange if its members approve the migration by passing a special resolution through postal ballot. The Issued, subscribed and paid up share capital of the Company is INR 10,65,50,000/- and accordingly, the Company is eligible to migrate its Equity Shares on Main Board of National Stock Exchange of India Limited in accordance with the SEBI ICDR Regulations. The said Special Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholder against the proposal.

Accordingly, the Board of Directors at their meeting held on Thursday, 1st October, 2020 are of the view that the migration of the Company to Main Board will enhance recognition of the Company and improve the liquidity of shareholders and approved the proposal of migration of Equity Shares



of the Company from National Stock Exchange of India Limited SME Platform to Main Board of National Stock Exchange of India Limited subject to approval of members of the Company and compliance with guidelines and policy of National Stock Exchange of India Limited and the provisions of the SEBI ICDR Regulations. Also listing on the Main Board of National Stock Exchange of India Limited will take the Company into a different league altogether with increased participation by retail investors.

The members are therefore requested to accord their approval for the purpose of migration of the Company's present listed equity shares from SME Segment (Emerge Segment) of National Stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited as set out in the resolution.

The Board recommends special resolution set out at Item No. 1 of the Notice for approval by the Members.

Except to the extent of their Shareholding held by them in the Company, None of the Directors, Key Managerial Personnel and/or relatives thereof are in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

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

**ASHISH SHAH
MANAGING DIRECTOR
DIN: 00089075**

**DATE: 16/10/2020
PLACE: AHMEDABAD**