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## ABOUT WEALTH FIRST

Our Company was incorporated as “DSFS Securities and Broking Private Limited” on April 16, 2002 in Ahmedabad. On May 14, 2003, the name of our Company was changed to Wealth First Portfolio Managers Private Limited. Further, our Company was converted into a Public Limited on September 30, 2015 and listed on NSE Emerge Platform on 30<sup>th</sup> of March, 2016 and is now one of the Leading Financial Advisory Company in India.

Our company is a one stop financial services provider for various types of financial products available in Indian market. Our product portfolio provides right mix of financial assets that suits financial goal in short and long term depending on client's perception and need. We offer in depth research for products that delivers compatible performance in terms of yield as well as we make sure that investments stays secure over the period, though market risk is always there which are beyond our control.

## WHAT WE OFFER/BUSINESS MIX

Business Mix				
Wealth First	<b>WEALTH MANANGEMENT</b>	▶ Mutual Fund	▶ Third Party PMS	▶ Government Bonds (Primary & Secondary) ▶ Fixed Income Securities (Primary & Secondary)
	<b>STOCK BROKING</b>	▶ Equity	▶ Derivatives	▶ Bonds
	<b>MUTUAL FUND DISTRIBUTION</b>	▶ Equity (450Cr)	▶ Debt (250Cr)	
	<b>DEPOSITORY</b>	▶ CDSL		
	<b>PROPRIETARY TRADING</b>	▶ Trading in Taxable/ Tax free Bonds	▶ Debentures	▶ Fixed Income Securities ▶ Equity Trading

## **MESSAGE TO SHAREHOLDERS**



Dear Shareholders,

It gives me great pleasure to share with you the 15th Annual Report of the Company.

Financial Service Sector is the barometer of the Country's Economy. The year saw us delivering the initial results of the strategic transformation. At a macro level, the shift from physical savings to financial savings in India promises well for our businesses. The government continues to drive for right initiatives in the affordable housing space. FII's made a comeback with strong net inflows, after a temporary exit during the demonetization phase. Even domestic investors have shown continuous interest through participating in the equity mutual fund. The revival of the IPO market should only bring more companies into the listed space. As the Indian investment market is becoming more complex, we foresee astonishing growth of wealth management business.

We have seen quantum jump in financial savings in last 12 months together with cyclical & structural shifts of investors towards financial savings is a big game changer for financial market and investment management industry in which we operate. The changing scenario is expected to provide great opportunities for a Company like us. We expect Tsunami of investible flow and for managing the same we have increased our manpower by 40% and invested hugely in technology.

I would like to express my gratitude to our board of directors for their support and guidance. I am also grateful to all the stakeholders for the confidence they have shown in the business and the management.

At Wealth First, I would like to assure that your Company is continuing to strive to capitalize on available opportunities in the financial market and achieve new heights in years to come.

Thanking you,

Ashish Shah  
Managing Director

## **OUR VISION**

"To device a set of strategies and methodologies that makes investment simpler, logical, scientific, predictable and more profitable activity."

## **OUR MISSION**

"To provide the best possible Financial Service to the Clients that help us to serve them better and that fulfils their investment goal."

15th Annual Report 2016-17



## **CORPORATE INFORMATION**

### ***BOARD OF DIRECTORS:***

<b>NAME OF DIRECTOR</b>	<b>DESIGNATION</b>
MR. ASHISH NAVNITLAL SHAH	MANAGING DIRECTOR
MRS. HENA ASHISH SHAH	EXECUTIVE DIRECTOR
MR. RAJAN BABUBHAI MEHTA	INDEPENDENT DIRECTOR
MR. DEVANSHU RASHMIKANT MEHTA	INDEPENDENT DIRECTOR
MR. HARISH VIRENDRA GANDHI	INDEPENDENT DIRECTOR (TILL 28 <sup>TH</sup> AUGUST, 2017)
MRS. BINAL PARTH GANDHI	ADDITIONAL AND INDEPENDENT DIRECTOR (W.E.F 28 <sup>TH</sup> AUGUST, 2017)

### ***CHIEF FINANCIAL OFFICER:***

MR. MANISH D. KANSARA

### ***COMPANY SECRETARY:***

MR. AAYUSH K. SHAH

### ***STATUTORY AUDITORS:***

M/s Jaimin Deliwala & Co. (Till 28<sup>th</sup> August, 2017)  
406, Time Square, Nr. Pariseema Complex, C.G Road, Ahmedabad-380006

M/s Rajpara Associates (w.e.f 28<sup>th</sup> August, 2017)  
202-B, Shivalik 10, Opp. SBI Zonal Office,  
Ambawadi, Ahmedabad-380015

### ***REGISTERED & CORPORATE OFFICE:***

Capitol House, 10 Paras-II, Near Campus Corner,  
Praladnagar, Anand Nagar, Ahmedabad- 380015  
Corporate Identification Number: L67120GJ2002PLC040636  
Email: [info@wealthfirst.biz](mailto:info@wealthfirst.biz)  
Website: [www.wealth-firstonline.com](http://www.wealth-firstonline.com)



**WEALTH FIRST**  
PORTFOLIO MANAGERS LIMITED

***BANKERS:***

- ICICI Bank
- Kotak Mahindra Bank
- HDFC Bank
- Ahmedabad Mercantile Co-Operative Bank
- State Bank of India
- Axis Bank
- Union Bank of India

***REGISTRAR & SHARE TRANSFER AGENTS:***

BIGSHARE SERVICES PRIVATE LIMITED

A/802, Samudra Complex, Near Klassic Gold,

Girish cold drink, C.G Road, Ahmedabad, Gujarat - 380009

CIN: U99999MH1994PTC076534

Email ID: [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com)

15th Annual Report 2016-17



## **FINANCIAL HIGHLIGHTS**

(Amount in Lakhs)

<b>Particulars</b>	<b>2016-17</b>	<b>2015-16</b>	<b>2014-15</b>	<b>2013-14</b>	<b>2012-13</b>
Turnover	19,614.03	14,948.27	16,734.86	13868.89	19622.38
Total Income	19,917.88	15091.24	16966.68	14352.86	19966.29
Earnings Before Depreciation, Interest and Tax (EBDIT)	811.66	487.39	540.37	47.41	49.98
Exceptional Item	0	0	0	0	0
Depreciation	5.25	11.89	48.32	27.17	22.15
Interest (Finance Cost)	205.12	147.74	250.66	0	0
Profit After Tax	481.77	260.36	202.41	14.12	18.72
Equity Dividend	10%	5%	10%	5%	-
Dividend payout	13.26%	5.56%	5.82%	41.67%	-
Equity Share Capital	639.30	639.30	117.75	117.75	117.75
Warrant Application Money	0	0	0	0	0
Stock Option Premium Outstanding	0	0	0	0	0
Reserve & surplus	1317.89	916.37	393.54	214.12	206.88
Net Worth	1758.40	1099.72	493.24	323.35	298.86
Gross Fixed Assets	187.94	251.58	263.45	261.36	135.19
Net Fixed Assets	7.86	7.38	39.48	91.83	113.10
Total Assets	4131.77	4504.85	1132.24	1942.48	1545.20
Total Debt (Loan Fund)	1878.19	2771.22	533.87	1569.90	1188.18
Earnings per share (In Rs.)	7.54	9.00	17.19	1.20	1.59
Book Value per share	27.51	17.20	41.89	27.46	25.38
Weighted No. of Shares	63.93	28.93	11.77	11.77	11.77

## **NOTICE**

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

**NOTICE IS HEREBY GIVEN THAT THE 15<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF WEALTH FIRST PORTFOLIO MANAGERS LIMITED WILL BE HELD ON WEDNESDAY, 27<sup>TH</sup> 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:**

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#### ***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 31<sup>st</sup> 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 28<sup>th</sup> 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 20<sup>th</sup> 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 28<sup>th</sup> 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 28<sup>th</sup> of August, 2017 till 27<sup>th</sup> 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 maybe 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 4<sup>th</sup> 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, Near Campus Corner, Prahaladnagar, Anandnagar,	N.A



**WEALTH FIRST**  
PORTFOLIO MANAGERS LIMITED

			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 28<sup>th</sup> 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. 28<sup>th</sup> 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 FURTHER 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 FURTHER 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](mailto:info@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 21<sup>st</sup> September, 2017 to 27<sup>th</sup> 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 28<sup>th</sup> 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 20<sup>th</sup> 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 15<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 Registrar 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 20<sup>th</sup> 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](http://www.wealth-firstonline.com) and communicated to NSE Limited where the shares of the Company are listed.

**Contact Details:**

<b>Company</b>	Wealth First Portfolio Managers Limited Reg. Office: Capitol House, 10 Paras-II, Campus Corner, Prahaladnagar, Anandnagar Road, Ahmedabad-380015 Tel No: 079-40240000, Fax: 079-40240081 Email Id: <a href="mailto:info@wealthfirst.biz">info@wealthfirst.biz</a>
<b>Registrar and Share Transfer Agent</b>	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: <a href="mailto:bssahd@bigshareonline.com">bssahd@bigshareonline.com</a>
<b>Scrutinizer</b>	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>

**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,  
Prahaladnagar, Anand Nagar, Ahmedabad-380015  
**E-mail I'd:** [info@wealthfirst.biz](mailto: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 28<sup>th</sup> of August, 2017 had appointed Mrs. Binal Gandhi (DIN: 02740504) as additional and independent director with effect from 28<sup>th</sup> 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. 28<sup>th</sup> 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 28<sup>th</sup> of August, 2017 up to 27<sup>th</sup> 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:



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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 4<sup>th</sup> 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 28<sup>th</sup> 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. 28<sup>th</sup> 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,  
Prahaldnagar, Anand Nagar, Ahmedabad-380015

**E-mail I'd:** info@wealthfirst.biz

**Telephone:** 079-40240000

**Fax:** 079-40240081

**CIN:** L67120GJ2002PLC040636



**WEALTH FIRST**  
PORTFOLIO MANAGERS LIMITED

**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"> <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	20,28,000		
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 <sup>th</sup> 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.28<sup>th</sup> 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 &amp; 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 <sup>th</sup> August, 2017)
		Audit Committee	Member (w.e.f. 28 <sup>th</sup> August, 2017)
		Compensation Committee (w.e.f 28 <sup>th</sup> 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 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"> <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> <li>• Jindal Worldwide Limited</li> <li>• Shaival Reality Limited</li> <li>• Ahimsa Industries Limited</li> <li>• Acepro Advisors Private Limited</li> </ul>		
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 <sup>th</sup> 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"> <li>• Servito Services LLP</li> <li>• PPFAS Trustee Company Private Limited</li> <li>• Credinet Private Limited</li> <li>• Jiya Health Insurance Limited</li> <li>• Brainworks Odyssey Private Limited</li> <li>• Optionalysis Private Limited</li> <li>• Mycare Health Solutions Private Limited</li> <li>• Jagjivan Foundation</li> </ul>		
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



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		Compensation Committee (w.e.f 28 <sup>th</sup> of August, 2017)	Member
	PPFAS Company Limited	Trustee Private Audit Committee	Member
Inter se relationship with Directors	N.A		

## 5. HARISH VIRENDRA GANDHI (DIN: 03172321) (TILL 28<sup>th</sup> 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"> <li>M81 Consultants Private Limited</li> </ul>		
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 <sup>th</sup> August, 2017)
		Audit Committee	Member (till 28 <sup>th</sup> 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 <sup>th</sup> of May, 2017)	Member
		Nomination & Remuneration Committee	Member
		Compensation Committee (w.e.f 28 <sup>th</sup> of August, 2017)	Member
Inter se relationship with Directors	N.A		

## **DIRECTOR'S REPORT**

To  
The Members,

Your Directors take pleasure in presenting the 15<sup>th</sup> Annual Report and the Company's Audited Financial Statement for the financial year ended 31<sup>st</sup> March, 2017.

### **1. FINANCIAL RESULT:**

The Standalone and Consolidated working results for the year under review are as follows:

<b>Particulars</b>	<b>(In Lakhs)</b>			
	<b>Standalone</b>		<b>Consolidated</b>	
	<b>Year ended 31-3-2017</b>	<b>Year ended 31-3-2016</b>	<b>Year ended 31-3-2017</b>	<b>Year ended 31-3-2016</b>
Profit / (Loss) before tax	601.29	327.75	599.74	327.75
Less: Depreciation on Account of Change in Method	NIL	NIL	NIL	NIL
Less: Provision for Taxation				
Current Tax	(117.45)	(67.00)	(117.45)	(67.00)
Deferred Tax	(2.07)	(0.28)	(2.07)	(0.28)
Short Provision of tax in earlier year	-	(0.11)	-	(0.11)
Profit/ (Loss) after tax	481.77	260.36	480.22	260.36
Add: Balance in Securities Premium Account, Surplus in P & L and Balance in General Reserve Brought Forward	836.12	656.01	836.12	656.01
Balance Carried to Balance Sheet	1317.89	916.37	1316.34	916.37



## **2. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS:**

The total Income during the year has increased from Rs. 15,091.24 Lakhs to Rs. 19,917.88 Lakhs i.e. approx 31.98% over last year and Profit before tax has increased from Rs. 327.76 Lakhs to Rs. 601.29 Lakhs (approx.83.45%) due to increase in total revenue.

## **3. CHANGE IN THE NATURE OF INTEREST, IF ANY:**

There are no material changes in the nature of business during the year.

## **4. DIVIDEND:**

Based on the Company's performance, the directors are pleased to recommend final dividend of Rs. 1 per equity share i.e. 10% of face value of Rs. 10/- each for the financial year ended on 31<sup>st</sup> March, 2017.

The Company has paid Dividend of Rs. 0.50 per equity share during previous financial year ended on 31<sup>st</sup> March, 2016.

## **5. TRANSFER TO RESERVES:**

An amount of Rs. 46.29 Lakhs from the net profit for the F.Y. 2016-17 under review is proposed to be carried to General Reserves. An amount of Rs. 26.14 Lakhs from the net profit was transferred to reserve in the F.Y 2015-16.

## **6. SHARE CAPITAL:**

### **A) ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS**

The Company has not issued any Equity Shares with differential rights during the year under review.

### **B) SWEAT EQUITY**

The Company has not issued any Sweat Equity Shares during the year under review.

### **C) BONUS SHARES**

No Bonus Shares were issued during the year under review.

#### **D) EMPLOYEE STOCK OPTION**

The Company has not provided any Stock Option Scheme to the employees during the year under review.

#### **E) ISSUE OF EQUITY SHARES**

The Company has not issued any equity shares during the year under review.

#### **7. DETAILS OF SUBSIDIARY/ JOINT VENTURES/ ASSOCIATE COMPANIES:**

During the year under review, your Company has promoted its Wholly Owned subsidiary as M/s Wealth First Investment Advisers Private Limited, CIN: U74999GJ2016PTC093213 and invested and subscribed total 4,00,000 Equity Shares of the Subsidiary Company at face value of Rs. 10/- each.

Mrs. Hena Shah, Executive Director of the Company, holds 3,90,000 (Three Lakh Ninety Thousand) Equity Shares on behalf of the Company and Mr. Ashish Shah, Managing Director holds 10,000 (Ten Thousand) Equity Shares as a nominee of the Company.

<b>Sr. No.</b>	<b>Name and address of the Company</b>	<b>CIN/ GLN No.</b>	<b>Holding/Subsidiary /Associate</b>	<b>% of shares held</b>	<b>Applicable Section</b>
01	Wealth First Investment Advisers Private Limited Capitol House, 10 Paras-II, Near Campus Corner, Prahaladnagar, Anandnagar, Ahmedabad-380015	U74999GJ2016PTC093213	Subsidiary	100	2 (87) (ii)

#### **8. MANAGEMENT DISCUSSION AND ANALYSIS:**

The Management Discussion and Analysis Report as required under Regulation 34 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report and provides overview of the business and operations of the Company.

#### **9. PUBLIC DEPOSITS:**

There were no public deposits accepted during the financial year or any amount of principal or interest thereof was outstanding in terms of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, for the financial year ended on 31<sup>st</sup> March, 2017.

***10. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATE AND THE DATE OF THE REPORT:***

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.

***11. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT OF THE COMPANY:***

The Board of Directors has formulated the Nomination and Remuneration Policy of your Company. The salient aspects covered in the Nomination and Remuneration Policy covering the policy on appointment and remuneration of Directors including criteria for determining qualifications, positive attributes, independence of a director and other matters. The same has been uploaded on website of the Company [www.wealth-firstonline.com](http://www.wealth-firstonline.com)

**Salient feature of the Policy as follows:**

**(i) APPOINTMENT & QUALIFICATION:**

- a)** The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient or satisfactory for the concerned position.
- b)** The Company shall not appoint or continue the employment of any person as Whole-Time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice.

**(ii) TERM/TENURE:**

**a) Managing Director/ Whole-Time Director:**

The Company shall appoint or re-appoint any person as its, Managing Director or Whole-Time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

**b) Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

**(iii) REMOVAL:**

Due to reasons for any disqualifications mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

**(iv) RETIREMENT:**

The Directors, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company.

**(v) EVALUATION:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

**(vi) BOARD DIVERSITY:**

The Board shall consist of such number of Directors, including at least one women Director and not less than fifty percent of the Board of Directors comprising non-executive directors, as is necessary to effectively manage the Company of its size.

When the Chairman of the Board is a non-executive director, at least one-third of the Board should comprise independent directors and in case the Company does not have a regular non-executive Chairman or in case the regular non-executive Chairman is a promoter of the Company, at least half of the Board comprise independent directors.

The Committee will lead the process for Board appointments. All Board appointments will be based on the skills, diverse experience, independence and knowledge.

**(vii) POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL:**

**a) Remuneration to Managing Director, Whole-Time Director, Executive, Key Managerial Personnel and Senior Management Personnel:**

The Remuneration/ Compensation/ Commission etc. to be paid to Director/Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

**b) Remuneration to Non-Executive/ Independent Director:**

The Non-Executive Independent Director may receive remuneration/ compensation/commission as per the provisions of the Companies Act, 2013. The amount of sitting fees shall be subject to limits as provided under the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and as may be decided by the Board in consultation with Non-Executive/Independent Director. Provided that Non-Executive Independent Directors are not eligible for any Stock Option.

**(viii) REVIEW AND AMENDMENT:**

The Nomination and Remuneration Committee or the Board may review the Policy as and when it deems necessary. This Policy may be amended or substituted by the Nomination and Remuneration Committee or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

**12. BOARD DIVERSITY:**

The Company recognizes and embraces the importance of a diverse Board in its process. We believe that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender which will help us retain our competitive advantage. The Board has adopted the Board diversity policy which sets out the approach to diversity of the Board of Directors.

**13. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

**APPOINTMENT**

No Directors were appointed on the Board of the Company during the financial year 2016-17.

However the Board of Directors at their meeting held on 28<sup>th</sup> of August, 2017 has appointed Mrs. Binal Gandhi (DIN: 02740504) as an additional and independent director of the Company w.e.f date of Board Meeting subject to the Shareholders approval at the ensuing Annual General Meeting. The Board of Directors have proposed and recommended in the ensuing Annual

General Meeting to appoint Mrs. Binal Gandhi as an Independent Director of the Company for period of 5 years. The brief resume of Mrs. Binal Gandhi and other related information has been detailed in the Annual Report.

### **RE-APPOINTMENTS**

Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of your Company, Mrs. Hena A. Shah, Executive Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offered herself for reappointment.

Appropriate resolution for her re-appointment is being placed for your approval at the ensuing Annual General Meeting. The brief resume of Mrs. Hena A. Shah and other related information has been detailed in the Annual Report and the same forms part of the Notice.

### **RESIGNATION**

During the year under review, no such Director has resigned from the post of Director of the Company.

However Mr. Harish Gandhi has resigned from the office of Board of Directors of the Company due to pre-occupation and permanent shifting to Abroad from the date of Board Meeting dated on 28<sup>th</sup> of August, 2017 and the same has been considered, noted and taken on records by Board of Directors in the same meeting.

### **CHANGE IN DESIGNATION**

During the year under review, there was no change in Designation of any Director.

However the Board of Directors of the Company has re-designated Mrs. Hena A. Shah as Whole-Time Director from Executive Director in the meeting held on 28<sup>th</sup> of August, 2017 subject to approval by members in ensuing Annual General Meeting. The Board of Directors have proposed and recommended in the ensuing Annual General Meeting to re-designate Mrs. Hena A. Shah as Whole-Time Director of the Company for period of 5 years w.e.f 28<sup>th</sup> of August, 2017.

### **14. ANNUAL EVALUATION OF BOARD'S PERFORMANCE:**

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board.

#### **15. DECLARATION OF INDEPENDENCE:**

Your Company has received declarations from all the Independent Directors under Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence as prescribed under Section 149(6) of Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as under Regulation 16(b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **16. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:**

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider Trading policy of the Company lays down guidelines and procedures to be followed and disclosures to be made while dealing with shares of the Company as well as consequences of violation. The Policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company's Shares.

The Insider trading policy of the Company covering the code of practices and procedures for fair disclosures of unpublished price sensitive information and code of conduct for the prevention of Insider Trading is available on the website [www.wealth-firstonline.com](http://www.wealth-firstonline.com)

#### **17. COMMITTEES OF THE BOARD:**

As on 31<sup>st</sup> March, 2017, the Board of Directors has following committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder's Relationship Committee
- Corporate Social Responsibility Committee (w.e.f. 4<sup>th</sup> of May, 2017.)

#### **AUDIT COMMITTEE**

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 and as per Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The composition of Audit Committee is given below:

<b>Name of Member</b>	<b>Status</b>	<b>Nature of Directorship</b>
Mr. Rajan B. Mehta	Chairman	Independent Director
Mr. Ashish N. Shah	Member	Managing Director
Mr. Harish V. Gandhi (till 28 <sup>th</sup> August, 2017)	Member	Independent Director
Mrs. Binal Gandhi (w.e.f. 28 <sup>th</sup> August, 2017)	Member	Independent Director



## **TERMS OF REFERENCE:**

The terms of reference of the Audit Committee are as under:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - a. Matters required being included in the Directors Responsibility Statement to be included in the Board's Report in terms of Clause C of sub-section 3 of Section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report.
- Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purpose other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors on any significant findings and follow up there on.
- Reviewing the finding of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, share holders (in case of nonpayment of declared dividends) and creditors.

- To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- Approval of appointment of CFO (i.e., the Whole Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate.
- To overview the Vigil Mechanism of the Company and took appropriate actions in the case of repeated frivolous complaints against any Director or Employee.

### ***MEETINGS HELD AND ATTENDANCE***

During the Financial year 2016-17, four meetings were held on 28/05/2016, 27/08/2016, 14/11/2016 and 12/03/2017. The attendance records of the members are as follows:

Name of the Member	No of Meetings	
	<i>Held</i>	<i>Attended</i>
Mr. Rajan B. Mehta (Chairman)	4	4
Mr. Harish V. Gandhi (Member)	4	2
Mr. Ashish N. Shah (Member)	4	4

Mr. Rajan B. Mehta, Chairman of the Audit Committee, was present at the last Annual General Meeting held on 30th September, 2016.

### **NOMINATION & REMUNERATION COMMITTEE**

The Nomination & Remuneration Committee of the Company is constituted in line with the provisions of Section 178 of the Companies Act, 2013 and as per Regulation 19 of the SEBI (Listing Obligation and Disclosure Requirements), 2015. The composition of Nomination & Remuneration Committee is given below:

Name of Member	Status	Nature of Directorship
Mr. Harish V. Gandhi (Till 28 <sup>th</sup> August, 2017)	Chairman	Independent Director
Mrs. Binal Gandhi (w.e.f. 28 <sup>th</sup> of August, 2017)	Chairman	Independent Director
Mr. Devanshu R. Mehta	Member	Independent Director
Mr. Rajan B. Mehta	Member	Independent Director

### **TERMS OF REFERENCE:**

The terms of reference of the Nomination and Remuneration Committee are as under:

- To recommend to the Board, the remuneration packages of the Company's Managing/Joint Managing/Whole time /Executive Directors, including all elements of remuneration package (i.e., salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed components and performances linked incentives along with the performance criteria, service contracts, notice period, severance fees, etc.);
- To be authorized at its duly constituted meeting to determine on behalf of the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for Company's Managing/Joint Managing/Whole time /Executive Directors, including pension rights and any compensation payment;
- Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

### **MEETINGS HELD AND ATTENDANCE**

During the Financial year 2016-17, one meeting was held on 27/08/2016. The attendance records of the members are as follows:

Name of the Member	No of Meetings	
	Held	Attended
Mr. Harish V. Gandhi (Chairman)	1	0
Mr. Devanshu R. Mehta (Member)	1	1
Mr. Rajan B. Mehta (Member)	1	1

### **Details of Remuneration paid to all the Directors**

The details of remuneration paid to the Directors of the Company during the financial year 2016-17 are as under:



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Directors	Remuneration paid/payable during 2016-17 (in Rs)			Shares held by Non- Executive Directors
	Salary & Perks	Commission	Total	
Mr. Ashish N. Shah	18,60,000	NIL	18,60,000	N.A
Mrs. Hena A. Shah	15,00,000	NIL	15,00,000	N.A
Mr. Rajan B. Mehta	NIL	NIL	NIL	NIL
Mr. Harish V. Gandhi	NIL	NIL	NIL	NIL
Mr. Devanshu R. Mehta	NIL	NIL	NIL	NIL
<b>TOTAL</b>	<b>33,60,000</b>	<b>0</b>	<b>33,60,000</b>	<b>0</b>

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholder Relationship Committee of the Company is constituted in line with the provisions of Section 178 of the Companies Act, 2013 and as per Regulation 20 of the SEBI (Listing Obligation and Disclosure Requirements), 2015. The composition of Stakeholder Relationship Committee is given below:

Name of Member	Status	Nature of Directorship
Mr. Devanshu R. Mehta	Chairman	Independent Director
Mrs. Hena A. Shah	Member	Executive Director
Mr. Rajan B. Mehta	Member	Independent Director

#### **TERMS OF REFERENCE:**

The terms of reference of the Stakeholder Relationship Committee are as under:

- Redressal of shareholders'/investor's complaints;
- Reviewing on a periodic basis the Approval of Transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
- Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- Non-receipt of declared dividends, balance sheets of the Company; and
- Carrying out any other function as prescribed under the Listing Compliances.

### MEETINGS HELD AND ATTENDANCE

During the Financial year 2016-17, four meetings were held on 16/04/2016, 19/07/2016, 06/10/2016 and 20/01/2017. The attendance records of the members are as follows:

Name of the Member	No of Meetings	
	Held	Attended
Mr. Devanshu R. Mehta(Chairman)	4	3
Mrs. Hena A. Shah (Member)	4	4
Mr. Rajan B. Mehta (Member)	4	1

There were no pending complaints/transfers as on 31<sup>st</sup> March, 2017 and also there were no complaints which were not resolved to the satisfaction of Shareholders. The summary of status of complaints/request received, disposed and pending as on March 31, 2017 is as under:

No. of complaints/request received	No. of complaints/request not solved to the satisfaction of shareholders/investors	No. of pending complaints/request
NIL	NIL	NIL

The minutes of Stakeholders Relationship Committee are placed before the Board for its information.

All Share transfer and correspondence thereon are handled by the Company's Registrars and Share Transfer Agents viz. Bigshare Services Private Limited, A/802, Samudra Complex, Near Klassic Gold, Girish Cold Drink, C.G. Road, Ahmedabad-380009, Tel No: +91-79-40024135, E-mail: bssahd@bigshareonline.com

### Compliance officer:

Mr. Aayush Shah has been appointed as the Compliance Officer, as required by the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has been entrusted with the task of overseeing the Share Transfer work done by the Registrars and Share Transfer Agents and attending to grievances of the Shareholders and Investors intimated to the Company directly or through SEBI or Stock Exchanges.

There are no pending legal matters, in which the Company has been made a party, before any other Court(s)/ Consumer Forum(s) etc., on Investors grievances.

**CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (W.E.F. 4<sup>TH</sup> OF MAY, 2017)**

Corporate Social Responsibility Committee of the Company is constituted in line with the provisions of Section 135 of the Companies Act, 2013. The composition of Corporate Social Responsibility Committee is given below:

Name of Member	Status	Nature of Directorship
Mr. Ashish N. Shah	Chairman	Managing Director
Mr. Devanshu R. Mehta	Member	Independent Director
Mrs. Hena A. Shah	Member	Executive Director

**TERMS OF REFERENCE:**

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of Companies Act, 2013;
- Recommend the amount of expenditure to be incurred on the activities to be undertaken by the company as specified in Schedule VII of Companies Act, 2013;
- Monitor the Corporate Social Responsibility Policy of the Company from time to time;
- Adhere to Section 135 of the Companies Act, 2013 & Companies (Corporate Social Responsibility Policy) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force).
- All other activities as informed or delegated by the Board of Directors from time to time.

**MEETINGS HELD AND ATTENDANCE**

Company has constituted Corporate Social Responsibility Committee in its Board Meeting dated on 4<sup>th</sup> of May, 2017. So there was no meeting held during F.Y 2016-17.

**COMPENSATION COMMITTEE (W.E.F. 28<sup>TH</sup> OF AUGUST, 2017)**

Compensation Committee of the Company is constituted in line with the provisions of Regulation 5 of the SEBI (Share Based Employee Benefits) Regulations, 2014. The composition of Compensation Committee is given below:

Name of Member	Status	Nature of Directorship
Mrs. Binal P. Gandhi	Chairman	Independent Director
Mr. Devanshu R. Mehta	Member	Independent Director
Mr. Rajan B. Mehta	Member	Independent Director

### **TERMS OF REFERENCE:**

- To administer the process of Wealth First Employee Stock Option Scheme, 2017 through Trust Route.
- To formulate draft offer document for Wealth First Employee Stock Option Scheme, 2017.

### **MEETINGS HELD AND ATTENDANCE**

Company has constituted Compensation Committee in its Board Meeting dated on 28<sup>th</sup> of August, 2017. So there was no meeting held during F.Y 2016-17.

### **18. BOARD OF DIRECTORS AND THEIR MEETINGS:**

As on March 31, 2017 the Board comprised of 5 (Five) Directors out of which Two (2) are Executive Directors and Three (3) are Independent Directors. The Board also consists of one Woman Director. The composition of the Board is in conformity with the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

There were 5 Board Meetings held on 28/05/2016, 27/08/2016, 30/09/2016, 14/11/2016 and 12/03/2017 during the financial year 2016-17. The time gap between the two meetings was in accordance with the requirements. All the information required to be furnished to the Board was made available along with detailed Agenda.

### **ATTENDANCE OF DIRECTORS:**

<b>Name</b>	<b>No. of Board Meetings held/entitled</b>	<b>No. of Board Meetings Attended</b>	<b>Attendance at the last AGM</b>
Mr. Ashish N. Shah	5	5	Yes
Mrs. Hena A. Shah	5	5	Yes
Mr. Devanshu R. Mehta	5	4	Yes
Mr. Rajan B. Mehta	5	3	Yes
Mr. Harish V. Gandhi	5	2	Yes

### **Independent Directors' Meeting**

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company was held on 29<sup>th</sup> March, 2017 without the attendance of Non-Independent Directors and members of the management. In said meeting, Independent Directors inter alia discussed:



- The performance of non-Independent Directors and the Board as a whole;
- The performance of the Chairman of the Company, taking into account the views of Executive Directors and Non- Executive Directors; and
- The quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- The performance of various committees of the Board.

#### **19. DIRECTORS RESPONSIBILITY STATEMENT:**

The Board of Directors acknowledge the responsibility for ensuring compliance with the provisions of Section 134(3)(C) read with Section 134 (5) of the Companies Act, 2013 in the preparation of annual accounts for the year ended on 31<sup>st</sup> March, 2017 and state that:

- In the preparation of the annual accounts for the year ended March 31, 2017, the applicable Accounting Standards have been followed and there are no material departures from the same;
- The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of the affairs of the company as at March 31, 2017 and of the profit of the company for the year ended on that date;
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The Directors had prepared annual accounts on a 'going concern' basis.
- The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **20. EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as **"Annexure A"** and form an integral part to this Report.

#### **21. PARTICULARS OF EMPLOYEES:**

During the year under review, there was no employee who has drawn remuneration in excess of the limits set out under section 197 (12) of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and

Disclosures pertaining to remuneration and other details as required under Section 197 (12) of the Act read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as "**Annexure B**".

## **22. REPORTS ON CORPORATE GOVERNANCE:**

The reports on Corporate Governance as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.

## **23. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

During the financial year 2016-17, all transactions entered into with the Related Parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014 and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were in the ordinary course of business and on arm's length basis. Policy on Related Party Transaction is available in the Company's Website [www.wealth-firstonline.com](http://www.wealth-firstonline.com).

During the financial year 2016-17, there were no transactions with related parties which can be qualified as material transactions under the Companies Act and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Accordingly, the disclosure of related party transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC 2 is not applicable.

## **24. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT UNDER SECTION 186:**

Loans, guarantees/securities and investments as covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements.

## **25. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY:**

The Board formally adopted steps for framing, implementing and monitoring the risk management plan for the Company. The Management has also envisaged the minimization procedure and its perception in respect of each identified risk.

Further, the Company identifies risks with its degree and control systems are instituted to ensure that the risks in business process are mitigated. In the opinion of the Board there has been no identification of elements of risk that may threaten the existence of the Company.

## **26. VIGIL MECHANISM:**

The Vigil Mechanism/Whistle Blower Policy has been adopted to provide appropriate avenues to the employees to bring to the attention of the management, the concerns about any unethical behavior, by using the mechanism provided in the Policy. In cases related to financial irregularities, including fraud or suspected fraud, the employees may directly approach the Chairman of the Audit Committee of the Company. We confirm that no director or employee has been denied access to the Audit Committee during FY 2016-17. The Policy provides that no adverse action shall be taken or recommended against any employee in retaliation to his/her disclosure, if any, in good faith of any unethical and improper practices or alleged wrongful conduct. This Policy protects such employees from unfair or prejudicial treatment by anyone in the Company. The same is available on the Company's Website [www.wealth-firstonline.com](http://www.wealth-firstonline.com)

## **27. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The Board has constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Act at their meeting held on 4<sup>th</sup> of May, 2017. The CSR Policy of the Company, inter alia, lists the activities that can be undertaken or supported by the Company for CSR, Objective of the Policy, Roles and Responsibilities of CSR Committee, Composition of CSR Committee, Scope and Function of CSR Policy, Annual Allocation for CSR activities, and Implementation, Monitoring and Review Mechanism of CSR activities/projects. The Policy is available in the Website of the Company [www.wealth-firstonline.com](http://www.wealth-firstonline.com).

## **28. STATUTORY AUDITORS:**

Pursuant to provisions of Section 139 of the Act and rules framed thereunder, M/s. Jaimin Deliwala & Co., Chartered Accountants, Ahmedabad, having Firm Registration No. 103861W has been appointed as Statutory Auditors of the Company from the conclusion of 14<sup>th</sup> Annual General Meeting till the conclusion of 15<sup>th</sup> Annual General Meeting. Their term of appointment will be expired on this ensuing Annual General Meeting.

On the recommendations made by the Audit Committee, the Board has appointed M/s Rajpara Associates, Chartered Accountant, Ahmedabad (Firm Registration No. 113428W), as Statutory Auditors in place of retiring Auditors M/s Jaimin Deliwala & Co, Chartered Accountants w.e.f 28<sup>th</sup> of August, 2017 till the conclusion of the ensuing Annual General Meeting.

Accordingly in terms of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, resolution has been proposed for the appointment of M/s Rajpara Associates, Chartered Account, Ahmedabad (Firm Registration No. 113428W), as Statutory Auditors of the Company for period of 5 years upto the conclusion of the 20<sup>th</sup> Annual General Meeting to be held in the year 2022 (subject to ratification of their appointment at every AGM).

### ***29. FRAUDS REPORTED BY AUDITORS:***

No frauds are reported by Auditors which falls under the purview of sub section (12) of Section 143 of Companies Act, 2013.

### ***30. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS IN HIS REPORT:***

There are no qualifications, reservations or adverse remarks or disclaimers made by the Statutory Auditor, in his report.

### ***31. SECRETARIAL AUDIT:***

Pursuant to the requirements of Section 204(1) of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Kunal Sharma & Associates, Company Secretary in Practice to conduct the secretarial audit for the financial year 2016-17. Secretarial Audit Report forms an integral part of this Report is attached as "**Annexure C**".

### ***32. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:***

The particulars regarding conservation of energy, technology absorption and Foreign Exchange earnings and outgo pursuant to Section 134 (3) (m) of the Companies Act, 2013, read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 are not applicable to the Company.

### ***33. INTERNAL FINANCIAL CONTROLS:***

The Company has adequate internal controls and checks in commensurate with its activities. The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

### ***34. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:***

Your Company is committed to provide and promote a safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. During the year under review, there was no case filed pursuant to the sexual harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. Policy on prevention of sexual harassment of employees in workplace is available in the website of the Company [www.wealth-firstonline.com](http://www.wealth-firstonline.com).

### 35. OTHER CORPORATE GOVERNANCE DISCLOSURES:

#### A. GENERAL BODY MEETINGS:

**Details of Annual General Meetings held during last 3 years and details of Special Resolutions passed thereat are given below:**

Annual General Meeting	Date and Time	Venue	Details of Special resolutions passed
14 <sup>th</sup> Annual General Meeting (2015-16)	30 <sup>th</sup> September, 2016 at 4.00 p.m.	Capitol House, 10 Paras-II, Near Campus Corner, Prahaladnagar, Anandnagar, Abd-380015	Revision in the remuneration of Managing Director
13 <sup>th</sup> Annual General Meeting (2014-15)	2 <sup>nd</sup> September, 2015 at 11.00 a.m.	Capitol House, 10 Paras-II, Near Campus Corner, Prahaladnagar, Anandnagar, Abd-380015	NIL
12 <sup>th</sup> Annual General Meeting (2013-14)	2 <sup>nd</sup> September, 2014 at 11.00 a.m.	Capitol House, 10 Paras-II, Near Campus Corner, Prahaladnagar, Anandnagar, Abd-380015	NIL

#### Postal Ballot

No resolution was passed through Postal Ballot during the Financial Year 2016-17. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing of resolution through Postal Ballot.

#### B. GENERAL SHAREHOLDERS INFORMATION:

##### **Annual General Meeting: Date, time and venue:**

15<sup>th</sup> Annual General Meeting on 27<sup>th</sup> 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

***Date of Book Closure:***

21<sup>st</sup> September, 2017 to 27<sup>th</sup> September, 2017 (both days inclusive)

***Dividend Payment date:***

Within 30 days of date from the date of 15<sup>th</sup> Annual General Meeting.

***Corporate Identification Number (CIN):***

The CIN of the Company allotted by Ministry of Corporate Affairs, Government of India is L67120GJ2002PLC040636.

***Listing on Stock Exchange(s):***

The Equity Shares of the Company are listed on the NSE Limited (NSE), Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai-400051. Phones: 91-22-25045300, Fax: 91-22-25045299. The Company confirms that the annual listing fees to the stock exchange have been paid.

***Stock Code (Equity Shares):***

National Stock Exchange of India Limited (NSE) - Security Code: WEALTH

***Stock Market Data:***

The monthly high and low prices and volumes of shares of the Company at NSE Limited (NSE) for the year ended 31st March, 2017 are as under:

Month/ Year	No. of Shares Traded	National Stock Exchange Limited(NSE)	
		High (Rs)	Low (Rs)
Apr-2016	102000	52.30	47.50
May-2016	21000	52.50	48.95
Jun-2016	72000	52.50	49
Jul-2016	18000	59	49.05
Aug-2016	3000	48.95	48.95
Sep-2016	15000	52.15	47

Oct-2016	24000	54	47
Nov-2016	15000	48.30	48
Dec-2016	0	48.30	48.30
Jan-2017	9000	51	50.50
Feb-2017	6000	51	50.50
Mar-2017	9000	50.50	50.50

### **Registrars and Share Transfer Agents:**

M/s Bigshare Services Private Limited is the Registrar and Share Transfer Agents of the Company. The Contact details are as follows:

Bigshare Services Private Limited

Contact Person Name: Mr. Prem Kumar (Senior Manager)

Address: A/802, Samudra Complex, Near Klassic Gold,  
Girish Cold Drink, C.G. Road, Ahmedabad – 380009

Contact No: +91-79-40024135

### **Distribution of Share:**

Distribution of shareholding as on 31<sup>st</sup> March, 2017:

Category	No. of Shareholders	% to Total No. of Shareholders	No. of Shares	% to Total Shares
3000	207	76.10	621000	9.71
3001-6000	21	7.72	126000	1.97
6001-9000	8	2.94	72000	1.13
9001-12000	2	0.74	24000	0.38
12001-15000	8	2.94	120000	1.88
15001-18000	9	3.31	162000	2.54
18001-30000	4	1.47	114000	1.78



30001-48000	4	1.47	144000	2.25
48001-99000	4	1.47	298150	4.66
99000& above	5	1.84	4711850	73.70
<b>Total</b>	<b>272</b>	<b>100.00</b>	<b>6393000</b>	<b>100.00</b>

(Note: Minimum Lot Size of the Company is 3000 Equ. Shares)

### ***Dematerialization of Shares:***

The shares of the Company are available for dematerialization (holding of shares in electronic form) on both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The shares of your Company are to be compulsorily traded in the dematerialized form. As on 31<sup>st</sup> March, 2017 total 63,93,000 Equity Shares comprising of 100% of Paid-up Capital of the Company, have been dematerialized by the Investors.

The Company has not issued any GDR's/ADR's/Warrants or any convertible instruments.

### ***Investors Correspondence:***

<b>Registered Office</b>	<b>Secretarial Department</b>	<b>Registrar &amp; Share Transfer Agents</b>
Wealth First Portfolio Managers Ltd  Capitol House, 10 Paras-II, Near Campus Corner, Prahaladnagar, Anandnagar, Abd-380015  Tel No: 079-40240000  Fax: 079-40240081  Email id: info@wealthfirst.biz	The Compliance Officer  Wealth First Portfolio Managers Ltd  Capitol House, 10 Paras-II, Near Campus Corner, Prahaladnagar, Anandnagar, Abd-380015  Tel No: 079-40240000 Ext: 220  Fax: 079-40240081  Email id: cs@wealthfirst.biz	Bigshare Services Pvt. Ltd  A/802, Samudra Complex, Near Klassic Gold, Girish Cold Drink, C.G. Road, Ahmedabad – 380009  Tel No:-079-40024135  E-mail: <a href="mailto:bssahd@bigshareonline.com">bssahd@bigshareonline.com</a>

### **C. DISCLOSURES:**

- The Board has received disclosures from Directors and/or key managerial personnel relating to material, financial and commercial transactions where they and/or their relatives have personal interest. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large. Transactions with related parties, if any, are disclosed in "Notes on Accounts" annexed to Financial Statements of the year. All related parties transactions are entered after approval from the board in accordance with the requirements of the Companies Act, 2013 and interested directors did not participated in the discussions or proceedings of the agenda of such transaction and the remaining board of directors has approved the transaction unanimously.
- The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or other statutory authorities relating to the above.
- Through the Whistle Blower Policy, the Company takes cognizance of complaints made and suggestions given by the employees and others. Even anonymous complaints are looked into and whenever necessary, suitable corrective steps are taken. No employee of the Company has been denied access to the Audit Committee of the Board of Directors of the Company. The Company has periodic review and reporting to the Board of Directors of risk assessment by senior executives with a view to minimize risk.
- The Compliance Officer is responsible for compliances in respect of Company Law, SEBI, Stock Exchange rules and regulations and other related laws and legal issues in general.
- The Company does not have any material subsidiaries.
- Disclosure of commodity price risks and commodity hedging activities is not applicable to the Company.

### **D. RECONCILIATION OF SHARE CAPITAL**

On a quarterly basis, a qualified practicing Chartered Accountant / Company Secretary carried out a Share Capital audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

#### **E. GREEN INITIATIVE:**

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, Government of India (MCA), by its recent Circulars, enabling electronic delivery of documents including the Annual Report, Half Yearly results etc. to shareholders at their e-mail address previously registered with the Depository Participants (DPs)/Company/Registrars & Share Transfer Agents. Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with R&T agent, by sending a letter, duly signed by the first/sole holder quoting details of Folio No.

#### **F. Unclaimed Dividend:**

Shareholders are requested to encash their dividend warrants/cheques/demand draft immediately on receipt as dividends remaining unclaimed for seven years are to be transferred to the Investor Education and Protection Fund.

Pursuant to Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, shares, in respect of which dividend is not claimed for seven consecutive years, are required to be transferred by the Company in the name of Investor Education and Protection Fund. Any claimant of such transferred shares would be entitled to claim the transfer of shares from Investor Education and Protection Fund in accordance with the procedure as laid down in the aforesaid Rules.

#### **G. COMPLIANCE CERTIFICATE:**

Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not mandatory to the Company hence Auditors Certification in that context is not applicable.

#### ***36. DETAILS OF SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:***

There was no significant and material order passed by Regulators or Courts or Tribunals which would impact the going concern status of the Company.

#### ***37. CEO & CFO CERTIFICATION:***

Certificate from Mr. Ashish N. Shah, Managing Director and Mr. Manish D. Kansara, Chief Financial Officer, pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year 2016-17 was placed before the Board of Directors of the Company at its meeting held on May 4, 2017.

### **38. ACKNOWLEDGEMENT**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government Authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

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

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

**HENA SHAH**  
**EXECUTIVE DIRECTOR**  
**DIN: 00089161**

**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](mailto:info@wealthfirst.biz)

**Telephone:** 079-40240000

**Fax:** 079-40240081

**CIN:** L67120GJ2002PLC040636

15th Annual Report 2016-17

## ANNEXURE-A

### EXTRACT OF ANNUAL RETURN FORM MGT 9

[Pursuant to Section 92 (3) of the Companies Act, 2013 and  
Rule 12(1) of the Company (Management & Administration) Rules, 2014]

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

#### I. Registration and other details:

<b>CIN</b>	L67120GJ2002PLC040636
<b>Registration date</b>	16/04/2002
<b>Name of the Company</b>	WEALTH FIRST PORTFOLIO MANAGERS LIMITED
<b>Category / Sub-Category of the Company</b>	Public Company/Limited by Shares
<b>Address of the registered office</b>	Capitol House, 10 Paras-II, Near Campus Corner, Praladnagar, Anand Nagar Road Ahmedabad Gujarat INDIA 380015
<b>Whether listed company (Yes/No)</b>	Yes- National Stock Exchange of India(NSE) Scrip Code: WEALTH
<b>Telephone Number</b>	Tele: 079-40240000 Fax: 079-40240081
<b>E-mail I'd</b>	info@wealthfirst.biz
<b>Website</b>	www.wealth-firstonline.com
<b>Name, address and contact details of Registrar and Transfer Agent, if any</b>	<b>Name:</b> Bigshare Services Private Ltd <b>Address:</b> A/802, Samudra Complex, Near Klassic Gold, Girish Cold Drink, C.G. Road, Abd - 380009 <b>Contact No:</b> +91-79-40024135 <b>E-mail id:</b> bssahd@bigshareonline.com

#### II. Principal Business Activities of the Company:

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
01	Sales of Bonds and Equity	66120	93.68



### III. Particulars of holding, subsidiary and Associate Companies:

Sl. No.	Name and address of the company	CIN/GLN	Holding/S subsidiary/ Associate	% of shares held	Applicable Section
01	Name: Wealth First Investment Advisers Private Limited Address: Capitol House, 10 Paras-II, Near Campus Corner, Prahaladnagar, Anandnagar, Ahmedabad-380015	U74999GJ2016PTC093213	Wholly-owned Subsidiary Company	100%	2 (87) (ii)

### IV. Shareholding pattern (Equity share capital break up as % of total equity):

#### (i) Category-wise Shareholding:

Category of Share holder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	4139850	0	4139850	64.75	4139850	0	4139850	64.75	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporates	570000	0	570000	8.92	570000	0	570000	8.92	0
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL A(1)</b>	<b>4709850</b>	<b>0</b>	<b>4709850</b>	<b>73.67</b>	<b>4709850</b>	<b>0</b>	<b>4709850</b>	<b>73.67</b>	<b>0</b>
<b>(2) Foreign</b>									
a) NRI-individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub Total A(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>4709850</b>	<b>0</b>	<b>4709850</b>	<b>73.67</b>	<b>4709850</b>	<b>0</b>	<b>4709850</b>	<b>73.67</b>	<b>0</b>



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<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (Specify)	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL B(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>(2) Non- Institutions</b>									
a) Bodies Corp.									
i) Indian	165150	0	165150	2.59	114150	0	114150	1.79	-0.8
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individuals shareholders holding nominal shares capital Upto Rs. 1 Lakh	993000	0	993000	15.53	813000	0	813000	12.72	-2.81
ii) Individuals shareholders holding nominal shares capital in excess of Rs. 1 Lakh	525000	0	525000	8.21	756000	0	756000	11.82	3.61
c) Any others (specify)	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL B(2)</b>	<b>1683150</b>	<b>0</b>	<b>1683150</b>	<b>26.33</b>	<b>1683150</b>	<b>0</b>	<b>1683150</b>	<b>26.33</b>	<b>0</b>
<b>Total Public Share-Holding (B)= (B)(1)+(B)(2)</b>	<b>1683150</b>	<b>0</b>	<b>1683150</b>	<b>26.33</b>	<b>1683150</b>	<b>0</b>	<b>1683150</b>	<b>26.33</b>	<b>0</b>
<b>C. Shares held by Custodian For ADRs/GDRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A + B + C)</b>	<b>6393000</b>	<b>0</b>	<b>6393000</b>	<b>100</b>	<b>6393000</b>	<b>0</b>	<b>6393000</b>	<b>100</b>	<b>0</b>





**(ii) Shareholding of Promoters:**

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Ashish N. Shah	1999850	31.28	-	1999850	31.28	-	0
2	Hena A. Shah	2000000	31.28	-	2000000	31.28	-	0
3	DSFS Shares and Stock Broking Private Limited	80000	1.25	-	80000	1.25	-	0
4	Wealth First Commodities private limited	240000	3.75	-	240000	3.75	-	0
5	Dalal & Shah Fiscal Services Ltd	30000	0.47	-	30000	0.47	-	0
6	Oraculo Stockbrokers Private Limited	220000	3.44	-	220000	3.44	-	0
7	Navnitlal Popatlal Shah	56000	0.88	-	56000	0.88	-	0
8	Navnitlal Popatlal Shah HUF	28000	0.44	-	28000	0.44	-	0
9	Vipin Parshottamdas Shah	28000	0.44	-	28000	0.44	-	0
10	Vipin Parshottamdas Shah HUF	28000	0.44	-	28000	0.44	-	0

**(iii) Change in Promoter's Shareholding (please specify, if there is no change):**

There is no change in Promoter's Shareholding.

(iv) **Shareholding Pattern of top ten Shareholders**  
(Other than directors, Promoters and Holders of GDRs and ADRs):

Particulars	Date	Reason for increase/decrease	No. of Shares Increased/Decreased	Shareholding at the beginning of the year		Cumulative shareholding during the year	
<b>Gaurang Parmanand Shah</b>							
At the beginning of the year	<b>01.04.2016</b>			0	0	0	0
Date wise increase/Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	08.04.2016	Purchase of securities	75000			75000	1.17
	15.04.2016	Purchase of securities	21000			96000	1.50
	22.04.2016	Purchase of securities	3000			99000	1.55
	29.04.2016	Purchase of securities	9000			108000	1.69
	13.05.2016	Purchase of securities	6000			114000	1.78
	20.05.2016	Purchase of securities	3000			117000	1.83
	03.06.2016	Purchase of securities	3000			120000	1.88
	10.06.2016	Purchase of securities	24000			144000	2.25
	17.06.2016	Purchase of securities	21000			165000	2.58
	24.06.2016	Purchase of securities	15000			180000	2.82
	30.06.2016	Purchase of securities	12000			192000	3.00
	15.07.2016	Purchase of securities	3000			195000	3.05
	22.07.2016	Purchase of securities	9000			204000	3.19
	29.07.2016	Purchase of securities	6000			210000	3.28
	16.09.2016	Purchase of securities	9000			219000	3.43



	28.10.2016	Purchase of securities	15000			234000	3.66
	18.11.2016	Purchase of securities	12000			246000	3.85
	06.01.2017	Purchase of securities	3000			249000	3.89
	20.01.2017	Purchase of securities	3000			252000	3.94
At the end of the year	<b>31.03.2017</b>					<b>252000</b>	<b>3.94</b>
<b>Innovate Securities Private Limited</b>							
At the beginning of the year	<b>01.04.2016</b>			84150	1.32	84150	1.32
Date wise increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	06.05.2016	Sell of Securities	3000			81150	1.27
	13.05.2016	Purchase of securities	3000			84150	1.32
	29.07.2016	Sell of Securities	3000			81150	1.27
	12.08.2016	Purchase of securities	3000			84150	1.32
	23.09.2016	Purchase of securities	3000			87150	1.36
	30.09.2016	Purchase of securities	3000			90150	1.41
	21.10.2016	Purchase of securities	3000			93150	1.46
	28.10.2016	Purchase of securities	6000			99150	1.55
	04.11.2016	Sell of securities	3000			96150	1.50
	18.11.2016	Sell of securities	12000			84150	1.32
	10.02.2017	Sell of securities	3000			81150	1.27
At the end of the year	<b>31.03.2017</b>					<b>81150</b>	<b>1.27</b>



<b>Pratul Krishnakant Shroff</b>							
At the beginning of the year	<b>01.04.2016</b>			81000	1.27	81000	1.27
Date wise increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	-	-	-			81000	1.27
At the end of the year	<b>31.03.2017</b>					<b>81000</b>	<b>1.27</b>
<b>Dr. Sandip Shah</b>							
At the beginning of the year	<b>01.04.2016</b>			39000	0.61	39000	0.61
Date wise increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	-	-	-			39000	0.61
At the end of the year	<b>31.03.2017</b>					<b>39000</b>	<b>0.61</b>
<b>Jitendra Bharatbhai Shah</b>							
At the beginning of the year	<b>01.04.2016</b>			39000	0.61	39000	0.61
Date wise increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	-	-	-			39000	0.61
At the end of the year	<b>31.03.2017</b>					<b>39000</b>	<b>0.61</b>



<b>Udyan Navinbhai Patel</b>							
At the beginning of the year	<b>01.04.2016</b>			33000	0.52	33000	0.52
Date wise increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	-	-	-			33000	0.52
At the end of the year	<b>31.03.2017</b>					<b>33000</b>	<b>0.52</b>
<b>Hasmukh Ramji Devani</b>							
At the beginning of the year	<b>01.04.2016</b>			33000	0.52	33000	0.52
Date wise increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	-	-	-			33000	0.52
At the end of the year	<b>31.03.2017</b>					<b>33000</b>	<b>0.52</b>
<b>Rahul Gaurang Shah</b>							
At the beginning of the year	<b>01.04.2016</b>			18000	0.28	18000	0.28
Date wise increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	-	-	-			18000	0.28
At the end of the year	<b>31.03.2017</b>					<b>18000</b>	<b>0.28</b>



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<b>Swati Vijay Devanhally</b>							
At the beginning of the year	<b>01.04.2016</b>			18000	0.28	18000	0.28
Date wise increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	-	-	-			18000	0.28
At the end of the year	<b>31.03.2017</b>					<b>18000</b>	<b>0.28</b>
<b>Namrata Udyan Patel</b>							
At the beginning of the year	<b>01.04.2016</b>			18000	0.28	18000	0.28
Date wise increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	-	-	-			18000	0.28
At the end of the year	<b>31.03.2017</b>					<b>18000</b>	<b>0.28</b>

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(v) **Shareholding of Directors and Key managerial Personnel:**

Particulars	Date	Reason for increase/decrease	No. of Shares Increased/Decreased	Shareholding at the beginning of the year		Cumulative shareholding during the year	
<b>Ashish N. Shah</b>							
At the beginning of the year	<b>01.04.2016</b>			1999850	31.28	1999850	31.28
Date wise increase/Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-	-	-	-
At the end of the year	<b>31.03.2017</b>					<b>1999850</b>	<b>31.28</b>
<b>Hena A. Shah</b>							
At the beginning of the year	<b>01.04.2016</b>			2000000	31.28	2000000	31.28
Date wise increase/Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-	-	-	-
At the end of the year	<b>31.03.2017</b>					<b>2000000</b>	<b>31.28</b>
<b>Harish V. Gandhi (Till 28<sup>th</sup> August, 2017)</b>							
At the beginning of the year	<b>01.04.2016</b>			0	0	0	0
Date wise increase/Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-	-	-	-
At the end of the year	<b>31.03.2017</b>					<b>0</b>	<b>0</b>





<b>Rajan B. Mehta</b>							
At the beginning of the year	<b>01.04.2016</b>			0	0	0	0
Date wise increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	-	-	-	-	-	-	-
At the end of the year	<b>31.03.2017</b>					<b>0</b>	<b>0</b>
<b>Devanshu R. Mehta</b>							
At the beginning of the year	<b>01.04.2016</b>			0	0	0	0
Date wise increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	-	-	-	-	-	-	-
At the end of the year	<b>31.03.2017</b>					<b>0</b>	<b>0</b>
<b>Binal Gandhi (w.e.f. 28<sup>th</sup> August, 2017)</b>							
At the beginning of the year	<b>01.04.2016</b>			0	0	0	0
Date wise increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	-	-	-	-	-	-	-
At the end of the year	<b>31.03.2017</b>					<b>0</b>	<b>0</b>



<b>Manish D. Kansara</b>							
At the beginning of the year	<b>01.04.2016</b>	-	-	0	0	0	0
Date wise increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	29.04.2016	Purchase of securities	3000	-	-	3000	0.05
At the end of the year	<b>31.03.2017</b>					<b>3000</b>	<b>0.05</b>
<b>Aayush K. Shah</b>							
At the beginning of the year	<b>01.04.2016</b>			0	0	0	0
Date wise increase/ Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc)	-	-	-	-	-	-	-
At the end of the year	<b>31.03.2017</b>					<b>0</b>	<b>0</b>

## V. Indebtedness:

Indebtedness of the Company including interest outstanding / accrued but not due for payment:

(In Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	987.51976	778.17	28.89	1794.57976
ii) Interest due but not paid	6.69	0.00	0.00	6.69
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	994.20976	778.17	28.89	1801.26976
<b>Change in indebtedness during the financial year</b>				
i) Addition	1347.19024	0.00	7.85	1355.04024
ii) Reduction	(489.42)	(787.87)	(1.71)	(1279)
<b>Net Change</b>	857.77024	(787.87)	6.14	76.04024
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1845.29	(9.70)	35.03	1870.62
ii) Interest due but not paid	6.37	0.00	0.00	6.37
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	1851.66	(9.70)	35.03	1876.99



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## VI. Remuneration of directors and key managerial personnel-

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
1.		Ashish N. Shah	Hena A. Shah	
	Gross salary	18,60,000	15,00,000	33,60,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	-	-	-
5	Others	-	-	-
	<b>Total (A)</b>	<b>18,60,000</b>	<b>15,00,000</b>	<b>33,60,000</b>
	Ceiling as per the Act	As per the Companies Act, 2013.		

### B. Remuneration to other directors:

Particulars of remuneration	Name of Independent Directors		
	Devanshu Mehta	Rajan Mehta	Harish Gandhi
Fee for attending Board Meeting	20,000	15,000	10,000
Fee for attending Committee Meeting	20,000	30,000	10,000
Fee for attending other meetings	10,000	10,000	10,000
Commission	-	-	-
Others, please specify	-	-	-
<b>Total</b>	<b>50,000</b>	<b>55,000</b>	<b>30,000</b>



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C. Remuneration to key managerial personnel other than MD/Manager/WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel (Amount in Rs.)		
		Manish Kansara (CFO)	Aayush Shah (CS)	Total
1	Gross salary	7,68,334	3,22,734	10,91,068
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	<b>Total</b>	<b>7,68,334</b>	<b>3,22,734</b>	<b>10,91,068</b>

VII. Penalties / Punishment/ Compounding of Offences: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	None				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					

### Form AOC-1

[Pursuant to first provision to sub-section (3) of section 129 read with rules 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statements of subsidiaries/ associate companies/ joint ventures

#### Part "A": Subsidiaries

(Amt. in lakhs)

Sr No.	Particulars	
1	Name of the subsidiary	Wealth First Investment Advisers Private Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	From 3 <sup>rd</sup> of August, 2016 to 31 <sup>st</sup> March, 2017
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A
4	Share Capital	41.10
5	Reserve & surplus	(1.55)
6	Total assets	-
7	Total Liabilities	39.55
8	Investments	-
9	Turnover	5.03
10	Profit before taxation	(1.55)
11	Provision for taxation	-
12	Profit after taxation	(1.55)
13	Proposed Dividend	-
14	% of Shareholding	100

**Notes:** The following information shall be furnished at the end of the statement:

1. Name of subsidiaries which are yet to commence operations

**Wealth First Investment Advisers Private Limited**

2. Name of subsidiaries which have been liquidated or sold during the year: **N.A**

## **ANNEXURE – B**

**Details under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- i. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2016-17;**

<b>Name of the Director</b>	<b>Designation</b>	<b>Remuneration of the Directors</b>	<b>Median remuneration of the employees</b>	<b>Ration of remuneration of the directors to the median remuneration of the employees</b>
Ashish N. Shah	Managing Director	18,60,000	2,80,600	6.63:1
Hena A. Shah	Executive Director	15,00,000	2,80,600	5.35:1
Devanshu R. Mehta	Independent Director	50,000*	2,80,600	N.A
Harish V. Gandhi	Independent Director	30,000*	2,80,600	N.A
Rajan B. Mehta	Independent Director	55,000*	2,80,600	N.A

\*Only Sitting Fees were given to Independent Directors during F.Y 2016-17. They are not eligible for any Remuneration.

- ii. **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;**

There has been no increase in Remuneration of Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in F.Y 2016-17. However overall remuneration of Company Secretary has been increased in F.Y 2016-17 in comparison with F.Y 2015-16 because appointment of Company Secretary was made in October, 2015 so remuneration of half year was considered during F.Y 2015-16.

- iii. **The Percentage increase in the median remuneration of employees in the financial year 2016-17;**

[The median remuneration of employee in the financial year 2016-17 is Rs. 2,80,600 (Rupees Two Lakhs Eighty Thousand Six Hundred) while in 2015-16 it was Rs. 3,35,588 (Rupees Three Lakhs Thirty Five Thousand Five Hundred and Eighty Eight) decreased by 16.39% in F.Y 2016-17.]



iv. **There were 67 employees on the rolls of Company as on March 31, 2017.**

v. **The explanation on the relationship between average increase in remuneration and Company performance;**

[The average decrease in remuneration during F.Y 2016-17 was 22.22% as compared with previous financial year and Profit before Tax of the Company has increased by 83.45% in F.Y 2016-17 in comparison with F.Y 2015-16.]

vi. **Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;**

Total remuneration of Key Managerial Personnel decreased by 24.56% from Rs. 59,00,000 in F.Y 2015-16 to Rs. 44,51,068 in F.Y 2016-17 whereas Profit before tax increased by 83.45% to Rs. 6,01,29,000 in F.Y 2016-17. (Rs. 3,27,75,000 in F.Y 15-16).

vii. **Variation in the market capitalization of the company, price earning ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer;**

Particulars	March 31, 2017	March 31, 2016	Variation (%)
Market Capitalisation	32.28 Crore	31.97 Crore	0.97%
Price earnings ratio	6.70	5.56	20.50%

As on March 31, 2017, the shares of the Company were quoted at Rs. 50.50 per share on National Stock Exchange of India Limited. The Stock price as at March 31, 2017 has increased by 1% to Rs. 50.50 over last public offering in March, 2016 at a price of Rs. 50 per share (including Rs. 40/- Premium per share).

viii. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

[Average percentage decrease in salary of the Company's employees was 12.20%. The total managerial remuneration for the Financial Year 2016-17 was Rs.33.60 Lakhs as against Rs. 59 Lakhs during the previous year. The percentage decrease in remuneration to Mr. Ashish N. Shah, Managing Director during the Financial Year 2016-17 was approximately 55.18% as compared to the previous financial year. The percentage decrease in remuneration to Mrs. Hena A. Shah, Executive Director during the Financial Year 2016-17 was approximately 14.29% as compared to the previous financial year.]

- ix. **The key parameters for any variable component of remuneration availed by the directors;**

There are no variable components in remuneration package availed by the directors.

- x. **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; - None**
- xi. **It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.**
- xii. **Statement containing the particulars of the top ten employees in terms of remuneration drawn.**

Name	Designation	Remuneration	Qualification	Experience	Joining Date	Age (years)	Last employment
Ashish Shah	Managing Director	18,60,000	Bachelor's Degree in Mechanical Engineering	23 Years	16/04/2002	54	Dalal & Shah Fiscal Services Ltd
Hena Shah	Executive Director	15,00,000	Bachelor's Degree in Science in Micro Biology	16 Years	16/04/2002 & 12/11/2010	52	Dalal & Shah Fiscal Services Ltd
Nirad Shah	Wealth Management Head	9,14,000	B.E (Computer Science)	19 Years	02/08/2002	39	Dalal & Shah Fiscal Services Ltd
Sajni Patel	Wealth Manager	8,43,700	MBA in Finance	9 Years	15/05/2008	31	-
Rakesh Shah	Vice President	7,78,334	Bachelor's Degree in Science	23 Years	16/04/2002	46	Dalal & Shah Fiscal Services Ltd
Manish Kansara	Chief Financial Officer	7,68,334	Bachelor's Degree in Commerce	23 Years	16/04/2002	45	Dalal & Shah Fiscal Services Ltd
Malti Shah	Administration Officer	7,48,334	Bachelor's Degree in Commerce	17 Years	01/04/2010	45	Dalal & Shah Fiscal Services Ltd
Rupal Kansara	Administration Officer	7,38,334	Bachelor's Degree in Commerce	17 Years	01/04/2010	45	Dalal & Shah Fiscal Services Ltd

Vaidehi Bhatt	Wealth Manager	7,32,000	CFA, MS (Finance), MBA (Finance)	10 Years	15/05/2008	31	-
Rahul Shah	Wealth Manager	6,66,000	Bachelor's Degree in Commerce	11 Years	17/02/2006	35	-

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

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

**HENA SHAH**  
**EXECUTIVE DIRECTOR**  
**DIN: 00089161**

**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](mailto:info@wealthfirst.biz)

**Telephone:** 079-40240000

**Fax:** 079-40240081

**CIN:** L67120GJ2002PLC040636

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**ANNEXURE – C**

**Form MR-3**

**SECRETARIAL AUDIT REPORT**

For the Financial Year ended on 31<sup>st</sup> March, 2017

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]*

**To,  
The Members  
Wealth First Portfolio Managers Limited**

We have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Wealth First Portfolio Managers Limited (Hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit together with necessary management representations, We hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2017 in general complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have in general examined the books, papers, minute books, forms and returns filed and other records, as applicable to the Company and to the extent required to be verified by us for the purpose of this certification and as maintained by the Company for the Financial Year ended on March 31, 2017 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992/ The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during Audit Period)**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/SEBI (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during Audit Period)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ; **(Not applicable to the Company during Audit Period)**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during Audit Period)** and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 ; **(Not applicable to the Company during Audit Period)**
- (2) The management has identified and confirmed the following laws as specifically applicable to the company:
- 1. SEBI AMFI Regulations.
  - 2. SEBI Stock Brokers and Sub-Brokers Regulations, 1992.
  - 3. SEBI Depositories and Participant Regulations, 1996.
- (3) We have also examined compliance with the applicable clauses/ regulations of the following:
- i. Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India under provisions of The Companies Act, 2013 w.e.f.1st July, 2015 and
  - ii. The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the above said information provided by the company, we report that during the financial year under report, the company has general complied with the provisions, as applicable of the above mentioned Acts including the applicable provisions of the Companies Act, 2013 and Rules, Regulations, Guidelines, Standards, etc mentioned above except to the extent mentioned below:-

- a. *An instance, it is noticed that Company has intimated the Stock Exchange(s) the outcomes beyond the prescribed time as specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- b. *Pre-Intimation to the Stock Exchange(s) in terms of Regulation 29 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 not made for the Dividend paid for the financial year ended on 31<sup>st</sup> March, 2016.*
- c. *Delayed in filing of Disclosure under Regulation 30(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

- d. *An instance, it is noticed that Company has delayed in filing of Annual Return MGT 7 for the year 31<sup>st</sup> March 2016 with Registrar of Companies/Ministry of Corporate Affairs with additional fees.*
- e. *Newspaper Advertisement in terms of Section 91 of the Companies Act, 2013 and Rules for Book Closure/Record date not given.*

We further report that compliance of applicable Labour laws and financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

#### **MANAGEMENT RESPONSIBILITY:**

- i. Maintenance of secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
- ii. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
- iii. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company, related party transactions figures and AS-18 disclosures of the Company provided to us or verified compliances of laws other than those mentioned above;
- iv. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
- v. We have obtained Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required;
- vi. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

We further report that:

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Based on the representation made by the company and its officer, Majority decision is carried through and that there were no dissenting

member's views on any of the matter during the year that were required to be captured and recorded as part of the minutes.

- (iii) Based on general review of compliance mechanisms established by the Company and on basis of management representations, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. As informed, the company has responded appropriately to notices received if any from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

We further report that during the audit period there was no specific event/ action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**Place: Ahmedabad**  
**Date: 28<sup>th</sup> August, 2017**

**For Kunal Sharma & Associates**  
**Company Secretaries**

**Sd/-**

**Kunal Sharma**  
**ACS No. A34708**  
**C P No.: 12987**

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## **DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT**

The Board has formulated a code of conduct for the Board Members and Senior Management of the Company, which has been posted on the website of the Company **www.wealth-firstonline.com**

It is hereby affirmed that all the Directors and senior managerial personnel have complied with the code of conduct framed by the Company and confirmation to that effect has been obtained from the Directors and senior management in respect of financial year ended on 31<sup>st</sup> March, 2017.

**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](mailto:info@wealthfirst.biz)  
**Telephone:** 079-40240000  
**Fax:** 079-40240081  
**CIN:** L67120GJ2002PLC040636

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### ***1. OVERVIEW ABOUT COMPANY:***

Our Company was incorporated as “DSFS Securities and Broking Private Limited” on April 16, 2002 in Ahmedabad. On May 14, 2003, the name of the Company was changed to Wealth First Portfolio Managers Private Limited. Further, our Company was converted into a Public Limited on September 30, 2015 and listed on NSE Emerge Platform on 30<sup>th</sup> of March, 2016 and is now one of the Leading Financial Advisory Companies in India.

Our company is a one stop financial services provider for various types of financial products available in Indian market. Our product portfolio provides right mix of financial assets that suits financial goal in short and long term depending on client's perception and need. We offer in depth research for products that delivers compatible performance in terms of yield as well as we make sure that investments stays secure over the period, though market risk is always there which are beyond our control. Our company offers various financial instruments according to risk appetite and holding period of client that includes Government Bonds & Securities, Direct Equity, Cash Management Services, Derivative products, Mutual Funds, Insurance products, Commodities, INVITS and Market Making Services. Our company is one of the top 100 AMFI distributors of Mutual funds.

Our company is driven by the emphasis we place on building long-term relationships with our clients. We work closely with our clients to equip them with the ability to address large, fast growing market opportunities. Our emphasis on long-term relationships also means that we have a significant ongoing involvement with almost all of the clients that we work with.

### **NEW BUSINESS INITIATIVES**

- (I) Received license of SEBI registered Investment Adviser (RIA) in subsidiary company of Wealth First Portfolio Managers Ltd named Wealth First Investment Advisers Pvt Ltd to carry out activities of Equity, Fixed Income, Mutual Funds, Private Equity, Venture Funds, Real Estate Linked Funds, Real Estate and Derivative Products as an advisor.
- (II) Received approval to act as Retirement Advisor from PFRDA in subsidiary company of Wealth First Portfolio Managers Ltd named Wealth First Investment Advisers Pvt Ltd.
- (III) Socio-economic activity creating investment awareness in the employees of large corporate pan India.
- (IV) Empanelment for Institutional Trade.
- (V) Market Making for SME companies.
- (VI) Online Trading Platform, Mobile Trading Platform and Mobile Investment Application.

## **2. THE INDIAN ECONOMY:**

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF). The Government of India has forecasted that the Indian economy will grow by 7.1 per cent in FY 2016-17. As per the Economic Survey 2016-17, the Indian economy should grow between 6.75 and 7.5 per cent in FY 2017-18. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, Reserve Bank of India's (RBI) inflation focus supported by benign global commodity prices.

India's consumer confidence index stood at 136 in the fourth quarter of 2016, topping the global list of countries on the same parameter, as a result of strong consumer sentiment, according to market research agency, Nielsen.

Moody's has affirmed the Government of India's Baa3 rating with a positive outlook stating that the reforms by the government will enable the country perform better compared to its peers over the medium term.

### **MARKET SIZE**

India's gross domestic product (GDP) grew by 7 per cent year-on-year in October-December 2016 quarter, which is the strongest among G-20 countries as per Organization for Economic Co-operation and Development (OECD) Economic Survey of India, 2017. According to IMF World Economic Outlook Update (January 2017), Indian economy is expected to grow at 7.2 per cent during FY 2016-17 and further accelerate to 7.7 per cent during FY 2017-18.

The tax collection figures between April 2016 and January 2017 show an increase in Net Indirect taxes by 16.9 per cent and an increase in Net Direct Taxes by 10.79 per cent year-on-year, indicating a steady trend of healthy growth. The total number of e-filed Income Tax Returns rose 21 per cent year-on-year to 42.1 million in 2016-17 (till 28.02.17), whereas the number of e-returns processed during the same period stood at 43 million.

Corporate earnings in India are expected to grow by over 10 per cent in FY 2017-18 supported by normalization of profits, especially in sectors like automobiles and banks, while GDP is expected to grow by 7.5 per cent during the same period, according to Bloomberg consensus.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves stood at US\$ 366.781 billion as on March 17, 2017 as compared to US\$ 360 billion by end of March 2016, according to data from the RBI.

Source: ibef.

### **3. THE EQUITY MARKETS:**

It was a roller-coaster ride for equity investors all through the year gone by, as the benchmark indices came off after hitting fresh 52-week highs earlier in the year, weighed down by both local as well as global factors.

Calendar 2016 failed to cheer market participants as the benchmark indices gave up most of the gains made during the year. But that did not make investors wary of mutual funds (MFs), which pumped in over Rs 13,000 crore into the domestic equity market in November alone. The overall asset under management (AUM) of the industry crossed Rs 16 lakh crore.

Fundamentally, the domestic equity market is on a strong footing and investors with a long-term view have little to worry about. But short-term pain is inevitable, given the shaky nature of global and local factors dominating the market.

The domestic economy is likely to take a hit in 2017 due to the lag effect of demonetisation, and the equity market is likely to sing a similar tone. Most economists and analysts have slashed their growth targets for the economy as well as the benchmark Sensex.

The latest event risk to hit market sentiment was Prime Minister Narendra Modi's surgical strike on black money.

Demonetisation has been the boldest reform of this government, which has the potential to bring long-term structural benefits to the economy, while causing pain in the short term due to a cash crunch.

We expect demonetisation to benefit the economy in multiple ways, like higher tax revenues that may lead to an increase in public expenditure and help the government pass on the benefits in the form of lower direct and indirect taxes.

Demand in the consumer sector and sectors associated with it are likely to take a hit in the near term, but once the cash situation normalises, demand should bounce back.

#### **Surgical strike on PoK: Sept 29**

The domestic equity market went into a tailspin after the Director General of Military Operations said that Indian Army carried out surgical strikes on terror launch pads in Pakistani soil. Analysts feared that a series of such strikes in near future could rekindle tensions between the both nations, roiling markets.

Some analysts on D-Street were factoring in a 10 per cent fall if the geopolitical tensions between the two nations were to escalate. However, Pakistan dismissed India's claim of 'surgical

strike' as an illusion, and termed the incident as 'cross-border fire'.

### **Arrival of Trump: Nov 9**

Republican Donald Trump surprised experts by beating Democrat Hillary Clinton in the US presidential election, which gave way to 'Trumponomics'. The word 'Trumponomics' refers to the bold economic plans such as cuts in personal and corporate taxes and restructuring of bilateral trade deals, as well as protectionism that can not only impact the US but economies across the world, including India.

Trump built his election campaign around the ideas of promoting domestic manufacturing and improving American infrastructure. He wants to improve labour force participation to improve economic growth.

"Due to these reasons, we can expect significantly higher government spending. Trump's effort to focus on improving domestic manufacturing is unlikely to impact Indian equities majorly.

### **All clear to GST: Aug 3**

The Rajya Sabha passed the Constitutional Amendment Bill on goods and services tax (GST) on August 3 a year after it received the approval of the Lok Sabha. This triggered a surge in the equity market and strengthened the case for the so-called 'India story'.

GST, which is considered as a game-changing reform for the economy, is scheduled to get implemented by April 2017. Rough estimates suggest that it could add up to 2 ppt to India's GDP growth.

However, the Goods and Services Tax Council failed to break the logjam on the crucial issue of division of tax administration between Central and state authorities.

While the compensation logic between state and centre was seen as one of the last of the contentious issues for GST, the demonetisation drive may cast some shadows on the roll out deadline of April 2017. Either way, there is no doubt that their successes is intertwined and are not mutually exclusive.

### **Brexit vote: June 24**

Britain voted to exit the EU with the 'Leave' camp winning with 51.9 per cent votes in a historic referendum, which was followed by the resignation of David Cameron as Prime Minister.

It may take years of negotiations for the UK to disentangle from the EU law, finance, trade, foreign policy, say experts. The immediate impact was felt across currency markets with major equity indices losing 2-10 per cent.

If Brexit is a precursor to a tectonic shift in the euro zone, it could eventually disintegrate the entire European Union. Then, it may impact us in the short term.

But in the long run, it will help India attain prominence in the global landscape, as we would emerge as a safe haven in such times of turmoil, attracting global funds.

#### **Fed rate hike: Dec 14**

On the expected lines, the US Federal Reserve raised interest rates by 25 bps to between 0.50 per cent and 0.75 per cent, its second such hike since last December, and forecast a steeper path for borrowing costs in 2017.

The Fed's median outlook for rates rose to three quarter point increases in 2017 from two as of September, which would be followed by another three increases in both 2018 and 2019 before the rate levels off at a long-run "normal" 3.0 per cent, analysts say.

The committee expects that economic conditions will evolve in a manner that will warrant only gradual increases in the federal funds rate, said the FOMC statement.

#### **Rexit: June 18**

In a surprising move on June 18, Raghuram Rajan said he would step down as the Governor of the Reserve Bank of India on September 4 at the end of his three-year term.

In response to Rajan's term over, the government named his deputy Urjit Patel as his successor, an appointment hailed as a vote for continuity.

After taking over in September 2013, Rajan raised the short- term lending rate from 7.25 per cent to 8 per cent. The governor kept interest rates high throughout 2014, but began the process of rate easing in January 2015.

#### **Rupee at new low: Nov 24**

The rupee collapsed to a fresh life-time low of 68.86 against the dollar amid sustained foreign capital outflows. Foreign portfolio investors retreated from emerging markets like India towards US dollar on hopes of protectionist measures by President-elect Donald Trump.

Expectations that Trump will adopt an expansionary fiscal measure lifted US bond yields and fuelled a rally in the US dollar. This has prompted FPIs to offload some of their holdings in India market.

#### **India-Mauritius Tax Treaty: May 11**

India and Mauritius signed the protocol amending the agreement for avoidance of double taxation with Mauritius which is the biggest source of foreign direct investment and portfolio investment into India.

The island nation accounts for over 34 per cent of FDI in India while Singapore contributes 16 per cent. Earlier, the bilateral tax treaty exempted fund flows from capital gains tax.

For the benefit of investors, the protocol provides for grandfathering of investments as the new regime will apply to shares acquired on or after April 1, 2017. There will be a transition period from April 1, 2017, to March 31, 2019, during which capital gains will be taxed at half the domestic rate.

#### **Crude oil breaks \$57: Dec 12**

Oil prices rose to a level last seen in July 2016 as markets digested a landmark pact between oil producing countries. Global benchmark Brent crude briefly rose above \$57 a barrel for the first time since July 2015.

Rising crude prices are making market participants worried about the possible impact of rising crude oil prices on Indian markets, the economy as well as various sectors which use crude as a raw material.

The year 2017 looks bullish for oil prices as the oil surplus market is likely to turn into a deficit, suggest experts. A steady rise in oil prices could well hurt India's current account deficit. The oil imports account for almost 80 per cent of India's import bill.

**Source: The Economic Times**

#### **4. MUTUAL FUND INDUSTRY:**

According to Association of Mutual Funds in India (AMFI), the AUM grew from Rs. 12.3 lakh crores in March 2016 to Rs. 17.5 lakh crores in March 2017. The Quarterly Average Assets under Management (QAAUM) also registered a quarter-on-quarter growth of 8% in the last quarter of 2017. The growth can be credited to strong retail participation and overall market gains. The financial year 2016-17 turned out to be a good year for the mutual fund industry with investors pouring in Rs. 3.4 lakh crores across categories. The net inflows in liquid, income and equity (including Equity Linked Savings Schemes or ELSS) categories have been to the tune of Rs. 1.2 lakh crores, Rs. 0.96 lakh crores, and Rs. 0.70 lakh crores, respectively. Correspondingly, the mutual fund industry has added a whopping 77 lakh folios in FY 2016-17. The retail folios (across all categories) increased from 4.76 crore in March 2016 to 5.55 crore in March 2017, primarily due to a healthy growth in retail equity folios.

The AUM share of top 10 players, which stood at 78.4% of the total industry AUM as of March 2016 rose to 80.6% at the end of March 2017.



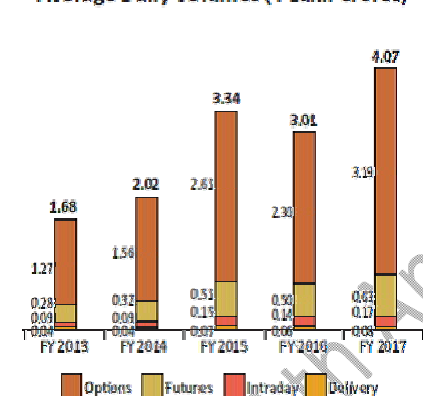


## 5. BROKING BUSINESS:

### INDUSTRY OVERVIEW

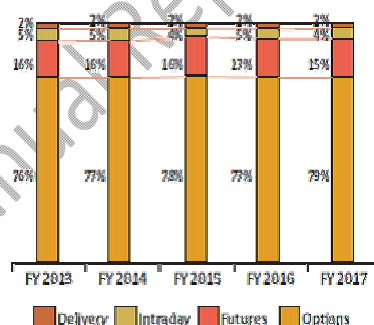
Equity market average daily traded volumes (ADTO) were Rs 4.07 lakh crores in FY2017, up 35.27% YoY from 3.01 lakh crores in FY2016. Cash market ADTO was Rs. 24,687.58 crores in FY 2017, up 22.52% from 20,150.08 crores in FY2016. Within cash, delivery increased 33.12% YoY to Rs. 8075.90 crores. Cash volumes were 83.94% higher than the average seen between FY2012-14 and delivery volumes were 106.78% higher than the FY2012-14 average. Within derivatives, further volume rose 24.73% YoY to Rs. 62,623.52 crores while options rose 38.68% YoY to Rs. 3.19 lakh crores. Amongst cash market participants, retail was up 38.54% YoY and institution was up 13.63% YoY, while prop was down 2.43% YoY. Within institution, DII cash volumes increased 30.66% YoY led by renewed interest in equity mutual funds from retail/HNI investors. The proportion of retail within cash volumes increased from 48.88% to 59.34% YoY while that of DII increased from 8.36% to 9.69% YoY. With primary market seeing higher IPO activity since the last two years and IPOs typically being a point of entry for new investors into direct equities, the incremental number of demat accounts created during FY2017 and FY2016 has been much higher than the previous years. As primary issues pick up further, the incremental accounts should also pick up at a commensurate pace.

**Average Daily Volumes (₹ Lakh Crores)**



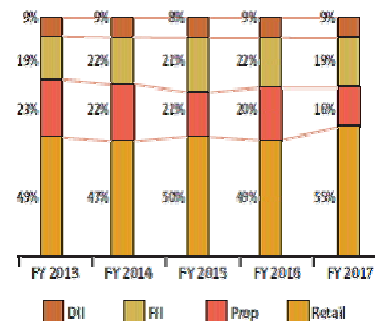
Source: BSE, NSE

**Segment-wise Overall ADTO Proportions**



Source: BSE, NSE

**Participant-wise Cash ADTO Proportions**



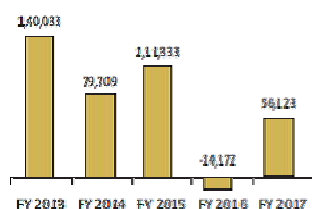
Source: BSE, NSE

While FIIs saw net outflows from Indian equities during FY2016, FY2017 saw strong net inflows. However, this was still lower than the levels seen during FY2013 and FY2015. Factors like implementation of the Goods and Service Tax, relative economic growth and correction in the US dollar index lured foreign investors towards India. DIIs saw net inflows for the 2<sup>nd</sup> consecutive year, largely led by the renewed interest in equity mutual funds. Consolidation of NSE cash market volumes amongst the Top-25 brokers increased in FY2016 when the market rallied. Top-25 brokers comprised 45.95% of cash volumes in FY2014, which increased to 47.82% till FY2015, and to 50.50% in FY2016.



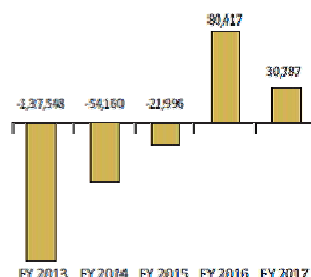
**WEALTH FIRST**  
PORTFOLIO MANAGERS LIMITED

**FII net inflows into equities  
(₹ Crores)**



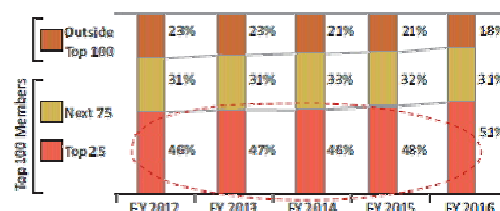
Source: SEBI, CDSL

**DII net inflows into equities  
(₹ Crores)**



Source: BSE, NSE

**% Cash Turnover by top 'X' Members in NSE**



Source: NSE

## **OUR BROKING BUSINESS**

### **I. EQUITY BROKING:**

Wealth First philosophy is "BE INVESTOR." Wealth First has full-fledged membership & operation of BSE, NSE, F&O, Currency & Debt Market. Currently Wealth First caters wealth management client as a facilitator to equity market. From this year Wealth First has started catering to institutions for broking business also. The Company has witnessed jump of 100% in the number of depository and trading accounts and 59.25% in the earning y-o-y.

#### **• EMPANELMENT**

Wealth First is focusing on leveraging existing relationship with corporate and institutions like mutual fund & portfolio managers for getting empanel with most of them to add sustainable business.

The year has been remarkable start for institutional equity broking business. Institutional Broking desk is all set to flourish taking into account rising numbers of empanelment.

#### **• MARKET MAKING**

Any company getting listed on SME platform of either BSE or NSE requires mandatory Market Maker for three years. Wealth First has been catalyst for market making of 4 companies. In the coming year Wealth First is expecting to cater more Companies.

### **II. PRIMARY IPO**

All Wealth First clients are advised to invest in good quality IPO in equity market though prospects are few. The year has witnessed shifting of investor's interest from fixed income to Equity and no. of IPOs of good companies. The market has been lucrative to attract investor's to direct equity and accordingly, new investor's have added feather of direct equity to the portfolio via Primary issues. As per new SEBI guidelines of compulsory ASBA & change of retail definition have almost killed the business of intermediation. Nevertheless, it was hardly contributing any revenue; we do not sell much effect.

### III. MUTUAL FUND/PMS

The market has witnessed pitfalls and plateaus during the year but a part of mega bull trend. Various structural & cyclical changes have pushed investors towards equity market. We have observed shift of asset allocation from fixed income to equity by investors.

Mutual Fund & Portfolio Management Services are the most suitable & time tested options to get exposure to the equity market in a structured way.

Wealth First processes and core competence in identifying fund managers is time tested and exemplary. FY16-17 has been lucrative for investors as far as market gain is concern. Wealth First equity asset in PMS has grown by 100% & asset in MF by 25% and earnings of which has grown by 100% & 20% respectively in the year.

We are hopeful this business to grow in totality by 50% in value in coming year.

### IV. FIXED INCOME: PRIMARY & SECONDARY MARKET

From starting of the Financial Year, it was apparent that the interest rates may go down. Due to consecutive bad monsoon, the pace and amount were only 50 BPS. Fixed Income Market activities are directly in relationship to RBI stance on interest rate policy. The Stance was changed from accommodative to neutral keeping a room for review for further changes and it has made the market active. Indian fixed income market has witnessed foreign flow expecting real rate considering comparative stable currency in the world. Our Company expertise in Fixed Income Market was capitalized and most of the clients were advised accordingly to gain the benefits of activity in fixed income market from day one. Portfolio Reshuffled, Maturity Swaps, Taxation Swaps were calculated for clients. During the Year the Company has marketed tax-free bonds and other papers and all opportunities were explored. The Company is confident of retaining its pioneer positioning in fixed income product business in coming years.

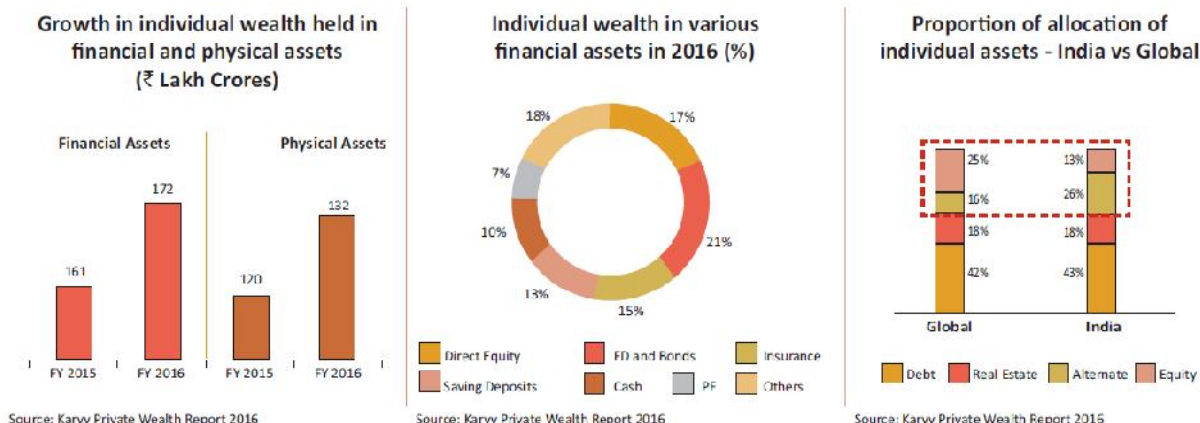
## 6. WEALTH MANAGEMENT

### INDUSTRY FACTS

As per Karvy Private Wealth Report 2016, the total wealth held by individuals in India grew by 8.50% YoY to Rs. 304.29 lakh crores in FY2016. Within this, physical assets comprised Rs.132.27 lakh crores and financial assets comprised Rs. 172.03 lakh crores. During FY2016, individual wealth in financial assets grew by 7.14% YoY, led by insurance and PF. In FY2016 ~48% of the new money was invested in financial assets as compared to ~35-40% in the previous years. Direct equity comprised a 17.23% share in financial assets in FY2016, while fixed deposits comprised 21.40%. However, the composition of equities in overall assets is still very less in India, as compared to the world.



**WEALTH FIRST**  
PORTFOLIO MANAGERS LIMITED



## **OUR WEALTH MANAGEMENT BUSINESS**

Structural and Cyclical changes are the prime mover for Financial savings of the Indian Individuals and Corporate. Indians are shy of seeking professional advice for Wealth Management and self advisory is very common in the Country. Post 2008 it is becoming difficult to generate returns on investments by conventional method of Wealth Management as more and more fixed and guaranteed return schemes are reduced or becoming non-attractive.

We believe educated professional mass is going to be the backbone for professional wealth advisory services. Wealth First is having a focused business of only providing Wealth Management with only third party products and having in-depth knowledge, execution, follow-up and monitoring systems for all financial products which will provide substantial growth opportunity for the Company.

As we all know that financial savings have become prominent these days. To channelize such flow in right way with a goal of achieving financial freedom we have been leveraging our existing corporate relationships to create awareness in the employees of large corporate organizing awareness programmes pan India as a part of socio-economic activity.

## **7. OPPORTUNITIES AND STRENGTHS**

### **OPPORTUNITIES**

- Long-term economic outlook positive, will lead to opportunity for financial services.
- Growing Financial Services industry's share of wallet for disposable income.
- Regulatory reforms would aid greater participation by all class of investors.
- Leveraging technology to enable best practices and processes.

## **STRENGTH**

- **Strong Brand Name:**

Wealth First is 15 Years old Company promoted by the founder of Dalal & Shah Fiscal Services Ltd incorporated since 1992 is carrying amazing brand name in Wealth Management circuit. It has been projected and acted truly Client Centric Mode since inception and various data points, patience and philosophy were ruthlessly tested. Due to in-depth knowledge, commitment to business, courage to say no and greed control i.e. regimental discipline has carved out a Niche Boutique Wealth Management Firm in India. Wealth First is a proper mix of personalizing care with hardcore professionalism.

- **Experience Professionals:**

Promoters of the Company are in the business since 25 Years. Core team of the Company is working since inception and around 20 committed people are working with us for more than past nine years and total cumulative experience of Top Management is more than 150 Years. All these factors have resulted in building a committed and dedicated team to deliver quality and timely service to satisfy clients need. Our Team has seen four complete cycles of Teji and Mandi of both Equity and Debt Market from the same Company and Philosophy. It is our biggest Strength.

- **Integrated Financial Service Outfit:**

Biggest Differentiator Factor of Wealth First and other Wealth Management Firms:

- (i) We have only one Business i.e. Wealth Management of ONLY Financial Assets.
- (ii) We are the only house which can study, analyze, educate, execute, monitor from Post Office Products to Equity Derivatives. (All kind of financial products under one roof.)
- (iii) Wealth First doesn't have its own product thus it makes us neutral towards any product manufacturer and thereby advising right product to meet customer need.
- (iv) Wealth Manager Attrition is lowest to NIL which strengthens bond at all level, intra – personnel and relationship manager - client.
- (v) Open Architect Structure.

Wealth First is truly most integrated Wealth Management Boutique Centre.

- **Direct Client Mode:**

Almost total Business of Wealth First is done on Direct Client Modes. Each Client is directly in touch with Wealth First by designated Relationship Manager. Wealth First is not in the area of sub-broking model. Direct Client Model is slow but robust and permanent. This approach nullifies mass client attrition.

- **State of Art Infrastructure:**

Wealth First believes in technology and infrastructure. Wealth First is having State of the Art physical Infrastructure with software and hardware gazettes. Going online in near future will be added to it.

## **8. RISK & CHALLENGES**

### **Internal Risk:**

- **Execution Risk**

We come across frequent changes in regulations and requirement as per various regulations applicable to this business which demands lot of paperwork. Our Company welcomes and supports the 'Green Initiative' taken by Government of India and decided to move to paperless work system. Accordingly, we have invested hugely in technology upgradation. But due to frequent changes in regulations and requirements, the risk remains.

### **External Risk:**

- Short Term economic slowdown impacting investor sentiments and business activities.
- Slowdown in global liquidity flows.
- Regulation on Margin.

## **9. MINIMIZING RISK:**

A risk management exercise not only identifies risks, but also reduces risks to an acceptable level. Your Company has risk management policy to manage and overcome these risks to ensure smooth functioning of the Company's business operations which are reviewed periodically by the Directors of the Company. This provides a window for quick decisions. As a company, our ability to foresee and manage business risks plays a crucial role in achieving positive results even from the downturn of economic situations.

## **10. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACIES:**

Wealth First Portfolio Managers Limited has internal controls for its business processes across departments to ensure efficiency of operations, compliance with internal policies and applicable laws and regulations. Also the protection of resources, assets and accurate reporting of financial transactions as criteria, is fulfilled. This system of internal control is supplemented by regular reviews by management and standard policies and guidelines to ensure the reliability of financial and all other records.

## **11. FINANCIAL OVERVIEW:**

We generate revenues primarily from Sales of Bonds and Equity, Mutual Fund Distribution and revenue from Fixed Deposits. For the financial year ended March 31, 2017, our revenue from operations and net profit amounted to Rs.19,614 Lakhs and Rs.482 Lakhs respectively.

Company's total revenue has increased by 31.98% from Rs.15,091 Lakhs in F.Y 2015-16 to Rs. 19,918 Lakhs in F.Y 2016-17. Net Profit of the Company has increased to 85.03% from Rs. 260 Lakhs in F.Y 2015-16 to Rs. 482 Lakhs in F.Y 2016-17 due to increase in Total Revenue.

#### **12. CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections and approximate estimate may be "forward looking statements" set in the framework meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed or implied. Important factors that could influence the Company's operations include Economic developments within the country, Change in Market Condition, Change in Interest Rate, Changes in Government regulations, tax laws and other factors such as litigation and industrial relations.

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